



中達集團控股有限公司

CENTRAL WEALTH GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號 : 139

ANNUAL
REPORT
年 報

2018



Contents 目錄

| | | | |
|-------|---|--------|--|
| 2-3 | Corporate Information 公司資料 | 66 | Consolidated Statement of Profit or Loss 綜合損益表 |
| 4-14 | Chairman's Statement and Management Discussion and Analysis 主席報告及管理層討論及分析 | 67 | Consolidated Statement of Comprehensive Income 綜合全面收益表 |
| 15-28 | Report of the Directors 董事會報告 | 68-69 | Consolidated Statement of Financial Position 綜合財務狀況表 |
| 29-43 | Corporate Governance Report 企業管治報告 | 70-71 | Consolidated Statement of Changes in Equity 綜合權益變動表 |
| 44-54 | Environmental, Social and Governance Report 環境、社會及管治報告 | 72-75 | Consolidated Statement of Cash Flows 綜合現金流量表 |
| 55-57 | Biographical Details of Directors 董事履歷 | 76-228 | Notes to Financial Statements 財務報表附註 |
| 58-65 | Independent Auditors' Report 獨立核數師報告書 | | |

Corporate Information

公司資料

Executive Directors

Chen Xiaodong (*Chairman*)
Xu Ke (*Chief Executive Officer*)
Yu Qingrui
Lam Hay Yin

Independent Non-Executive Directors

Kwok Chi Kwong
Chen Youchun
Wu Ming

Audit Committee

Kwok Chi Kwong (*Chairman*)
Chen Youchun
Wu Ming

Remuneration Committee

Kwok Chi Kwong (*Chairman*)
Lam Hay Yin
Chen Youchun

Nomination Committee

Chen Xiaodong (*Chairman*)
Kwok Chi Kwong
Chen Youchun

Company Secretary

Szeto Pui Tong, Patrick

Auditors

Ernst & Young

Principal Bankers

The Bank of East Asia, Limited
Chong Hing Bank Limited
Public Bank (Hong Kong) Limited
Shanghai Commercial Bank Limited
Hang Seng Bank Limited

Registered Office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

執行董事

陳曉東 (*主席*)
徐柯 (*行政總裁*)
余慶銳
林曦妍

獨立非執行董事

郭志光
陳友春
吳銘

審核委員會

郭志光 (*主席*)
陳友春
吳銘

薪酬委員會

郭志光 (*主席*)
林曦妍
陳友春

提名委員會

陳曉東 (*主席*)
郭志光
陳友春

公司秘書

司徒沛桐

核數師

安永會計師事務所

主要往來銀行

東亞銀行有限公司
創興銀行有限公司
大眾銀行(香港)有限公司
上海商業銀行有限公司
恒生銀行有限公司

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business

Unit 6706B-08A, Level 67
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

Principal Share Registrar

MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

Hong Kong Branch Share Registrar and Transfer Office

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

Company's Website

www.cwghl.com

Stock Code

139

總辦事處及主要營業地點

香港九龍
柯士甸道西1號
環球貿易廣場
67樓6706B-08A室

股份過戶登記總處

MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心
22樓

公司網頁

www.cwghl.com

股份代號

139

Chairman's Statement and Management Discussion and Analysis

主席報告及管理層討論及分析

Review of Results

We are pleased to present the results of the Group for the year ended 31 December 2018 (the "Year"). The Group recorded a revenue of approximately HK\$174.5 million as compared to the revenue of approximately HK\$228.1 million last period. The revenue mainly comprised the brokerage and commission income of approximately HK\$150.1 million and interest income from money lending business of approximately HK\$31.6 million. The net loss for the Year was approximately HK\$67.1 million as compared to the net profit of approximately HK\$368.9 million for the last period. Basic loss per share attributable to ordinary equity holders of the parent for the Year was approximately HK\$0.005 (31 December 2017: basic earnings per share of HK\$0.033). The Group's net loss for the Year was mainly attributable to (i) the impairment loss on investment in an associate of approximately HK\$51.3 million; (ii) the share of loss of an associate of approximately HK\$13.9 million; (iii) the impairment losses on other financial assets and contract assets of approximately HK\$17.3 million. The unrealized fair value loss on equity investments at fair value through other comprehensive income (the "FVTOCI") of the Year of approximately HK\$943.8 million and the share of other comprehensive loss of an associate of approximately HK\$108.7 million were taken to revaluation reserve account and resulted in a decrease in the Group's other comprehensive income and total net assets.

Economy review

The Sino-US trade wars and midterm elections highlighted U.S. economy in 2018 for investors. Since July 2018, U.S. imposed tariffs on billions of dollars worth of Chinese products and China retaliated in the same way. The trade war resulted in billions of dollars of losses for both sides, hitting industries including autos, technology and agriculture, etc. With the U.S. economy and the equity market are in good shape, the U.S. economy advanced 2.9%, above 2.2% in 2017 and the highest growth rate since 2015. Due to the escalation of the Sino-US trade war, the exchange rate of Renminbi weakened against US dollar in the second half of the year.

Driven by the consumer market, the GDP growth in Mainland China reached 6.6% for 2018. The unemployment rate remained stable, and consumer prices increased modestly. Urban and rural residents continued to experience income growth. In light of the stable economic development, the consumer goods market generally maintained a steady growth. Despite the above, Chinese consumers worried about a weaker global economy, and the lingering Sino-US trade war has affected China's economy.

業績回顧

我們欣然呈列本集團截至二零一八年十二月三十一日止年度（「本年度」）之業績。本集團錄得收入約174,500,000港元，而上一期間則錄得收入約228,100,000港元。收入主要包括經紀及佣金收入約150,100,000港元及放貸業務之利息收入約31,600,000港元。本年度虧損淨額約67,100,000港元，而上一期間純利則約368,900,000港元。本年度母公司普通權益持有人應佔每股基本虧損約0.005港元（二零一七年十二月三十一日：每股基本盈利0.033港元）。本集團本年度虧損淨額主要源自(i)於聯營公司之投資之減值虧損約51,300,000港元；(ii)應佔聯營公司之虧損約13,900,000港元；(iii)其他金融資產及合約資產減值虧損約17,300,000港元。本年度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」）的股本投資未變現公平值虧損約943,800,000港元及分佔聯營公司之其他全面虧損約108,700,000港元已計入重估儲備賬，導致本集團其他全面收益及淨資產總值減少。

經濟回顧

對於投資者而言，於二零一八年，中美貿易戰及中期選舉無疑是影響美國經濟的兩大事件。自二零一八年七月起，美國對價值數十億美元的中國產品徵收關稅，中國以同樣方式予以反擊。貿易戰令雙方遭受數十億美元的損失，重創汽車、科技、農業等行業。隨著美國經濟及股票市場的良好發展態勢，美國經濟增長2.9%，高於二零一七年的2.2%，乃二零一五年以來的最高增長率。由於中美貿易戰不斷擴大，今年下半年人民幣兌美元匯率有所下降。

在消費市場的推動下，二零一八年中國內地的GDP增長率達6.6%。失業率維持穩定，消費價格平穩增長，城鄉居民收入持續增加。隨著經濟平穩發展，消費品市場整體保持穩步增長。儘管如此，中國消費者仍對全球經濟疲軟憂慮重重，而持續中的中美貿易戰已對中國經濟造成影響。

Hong Kong's economy expanded by 1.3% year-on-year in real terms in the fourth quarter of 2018, after the growth of 2.8% in the preceding quarter. For 2018 as a whole, Hong Kong's GDP grew by 3% in real terms that was faster than the trend growth of 2.8% over the past ten years for the second year. Despite the good performance in economy, Hong Kong, as the world's freest economy, was greatly affected by the global environment. With the unsatisfactory performance in the global and China market, during the Year, the Hang Seng Index has a largest decline since the global financial crisis. The property market perform well in the first half of 2018, driven by low interest rate and limited supply. The property market then entered into a moderate consolidation phase in the second half of 2018 surrounded by external uncertainties.

Business Review Brokerage and Placing Commission

Brokerage & margin financing

The business are carried on through Instant Achieve Limited ("IAL"), a wholly-owned subsidiary of the Group, which in turn owned 100% equity interest in Central Wealth Securities Investment Limited ("CWSI") and Central Wealth Futures Limited ("CWF"). CWSI and CWF are incorporated in Hong Kong with limited liability and are carrying on business in type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities) and type 5 (advising on futures contracts) regulated activities under the Securities and Futures Ordinance.

During the Year, the commission income from securities and futures dealing was approximately HK\$21.0 million and the interest income from the securities margin financing was approximately HK\$31.4 million. The Group will maintain its prudent credit policy and risk management approach with a view to achieve a sustainable business environment.

Debt capital market business

The business are carried on through IAL, which in turn owned 100% equity interest in CWSI. CWSI is incorporated in Hong Kong with limited liability and are carrying on business in type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance.

香港經濟於二零一八年三季度增長2.8%，其後於四季度實質按年增長1.3%。二零一八年全年，香港GDP實質增長3%，連續第二年超過過去十年2.8%的趨勢增長。儘管經濟表現良好，但作為全球最自由的經濟體，香港深受全球環境影響。由於全球及中國市場表現欠佳，本年度恒生指數自全球金融危機以來遭遇最大跌幅。受低利率及有限供應推動，二零一八年上半年物業市場表現良好。其後受外部不確定因素的影響，物業市場於二零一八年下半年進入溫和盤整階段。

業務回顧 經紀及配售佣金

經紀及保證金融資

有關業務透過本集團全資附屬公司即達有限公司（「即達」）進行，即達擁有中達證券投資有限公司（「中達證券」）及中達期貨有限公司（「中達期貨」）全部股權。中達證券及中達期貨為香港註冊成立之有限公司，可進行證券及期貨條例項下第1類（證券交易）、第2類（期貨合約交易）、第4類（就證券提供意見）及第5類（就期貨合約提供意見）受規管活動之業務。

於本年度，證券及期貨買賣所得佣金收入約21,000,000港元，證券保證金融資所得利息收入約31,400,000港元。本集團將維持其審慎信貸政策及風險管理方針，務求實現可持續發展業務環境。

債務資本市場業務

有關業務透過即達進行，即達擁有中達證券全部股權。中達證券為香港註冊成立之有限公司，可進行證券及期貨條例項下第1類（證券交易）及第4類（就證券提供意見）受規管活動之業務。

Chairman's Statement and Management Discussion and Analysis 主席報告及管理層討論及分析

The Group through CWSI has been providing debt capital market ("DCM") service to support debt financing need of China domiciled companies since July 2017. The Company has so far participated in 24 debt issues with roles of joint global coordinator, joint book-runner, joint lead manager or placing agent with an aggregate issue size of approximately US\$3,602 million as at 31 December 2018. The debts are issued through either private or public offerings with coupon rates ranging from 5% to 10% per annum. According to the information published on Bloomberg as of 26 March 2019, CWSI ranked as the 64th manager in the issuance of offshore China bonds in the year of 2018 based on the issuance volume credited to each involved party. During the Year, the provision of DCM service has recorded an income of approximately HK\$97.7 million. The Group will continue to strengthen our services in the coming year and broaden our service range with an aim to provide one stop service to our customers.

Asset management

The business are carried on through IAL, which in turn owned 100% equity interest in Central Wealth Asset Management Limited ("CWAM"). CWAM is incorporated in Hong Kong with limited liability and are carrying on business in type 9 (asset management) regulated activities under the Securities and Futures Ordinance.

During the Year, the Group has kicked off the asset management business through CWAM. The asset management engages in provision of investment management services on diversified and comprehensive investment products including private funds and discretionary accounts to individual, corporate and institutional clients. Currently, our investment funds mainly focus on the China's bond market as it is the third largest in the world and offers attractive yield opportunities. It is expected that the market will continue to grow and transform with the rest of the economy, which the Group believes will become more capital market oriented and open to foreign investors. The assets under management have reached approximately US\$197.1 million as at 31 December 2018.

自二零一七年七月起，本集團透過中達證券提供債務資本市場（「債務資本市場」）服務以支持中國註冊公司的債務融資需求。截止目前，本公司已以聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人或配售代理身份參與24項債務發行，於二零一八年十二月三十一日的總發行規模約為3,602,000,000美元。該等債務乃透過私人或公開發售發行，息票率介乎每年5%至10%。根據彭博於二零一九年三月二十六日刊發的資料顯示，按計入各參與方的發行量計，中達證券於二零一八年在發行離岸中國債券的管理人中位列第六十四位。於本年度，提供債務資本市場服務錄得收入約97,700,000港元。本集團於來年將繼續加強服務及擴大服務範圍，旨在為客戶提供一站式服務。

資產管理

有關業務透過即達進行，即達擁有中達資產管理有限公司（「中達資產管理」）全部股權。中達資產管理為香港註冊成立之有限公司，可進行證券及期貨條例項下第9類（提供資產管理）受規管活動之業務。

於本年度，本集團透過中達資產管理開展資產管理業務。資產管理乃向個人、企業及機構客戶提供多元化全面投資產品（包括私募基金及全權委託賬戶）的投資管理服務。目前，我們的投資基金主要著重於中國債券市場，乃因中國債券市場為世界第三大市場，充滿獲得可觀回報之商機。預期市場將繼續增長及隨著經濟體其他環節轉型，而本集團相信市場將趨向資本市場主導，並開放予海外投資者。於二零一八年十二月三十一日，資產管理規模達約197,100,000美元。

Property Investments

The Group principally focuses on the luxury property investments in Hong Kong market and currently holds one luxury property located at No. 2 Lincoln Road, Kowloon Tong in Hong Kong ("No. 2 Lincoln Road Property"). The Group has disposed of a property located at No. 1 Lincoln Road, Kowloon Tong in Hong Kong ("No. 1 Lincoln Road Property") to Future World Financial Holdings Limited ("FWF") for the consideration shares of approximately HK\$342.5 million and recorded a gain of approximately HK\$65.6 million during the Year. For details, please refer to the announcements dated 29 December 2017, 22 January 2018, 12 February 2018, 12 March 2018, 16 March 2018 and 25 April 2018 and the circular of the Company dated 21 March 2018. During the Year, the rental income from No. 2 Lincoln Road Property was approximately HK\$5.4 million. The Group will continue to monitor its property portfolio with an aim to generate the stable rental income and the capital appreciation.

Financial Investments and Services

Financial investments and trading

During the Year, the Hang Seng Index was volatile with fluctuations between 24,585 points and 33,154 points. Due to the unsatisfactory performance of global equity market, in particular the U.S. stock market, the Group recorded realized losses on disposal of equity investments at fair value through profit or loss of approximately HK\$14.4 million.

Money lending business

During the Year, the interest income from the money lending business was approximately HK\$31.6 million. The net balance of loan book recorded a decrease of approximately HK\$177.3 million to approximately HK\$299.5 million as compared to approximately HK\$476.8 million as at 31 December 2017. The money lending business charged annual interest rates at a range from 5% to 12% (31 December 2017: range from 5% to 12%). The Group will continue to maintain its prudent credit policy and risk management approach with a view to achieve a sound financial management and sustainable business environment.

Prospects

Looking ahead, with the implementation of the belt and road initiative, the development of Guangdong-Hong Kong-Macau Greater Bay Area and the completion of several major infrastructure projects like the Hong Kong-Zhuhai-Macao Bridge and the Express Railway Link in the coming years, Hong Kong has great potential to create synergy with countries and cities nearby. Further, The Stock Exchange of Hong Kong Limited has announced new rules to encourage the new listings of biotech companies and companies with weighted voting rights structure. It is expected that Hong Kong will benefit from the new listing regime.

物業投資

本集團主要專注於香港市場的豪華物業投資，現時持有一項豪華物業，位於香港九龍塘林肯道2號（「林肯道2號物業」）。於本年度，本集團已以代價股份約342,500,000港元向未來世界金融控股有限公司（「未來世界金融」）出售位於香港九龍塘林肯道1號的一項物業（「林肯道1號物業」），錄得收益約65,600,000港元。有關詳情，請參閱本公司日期為二零一七年十二月二十九日、二零一八年一月二十二日、二零一八年二月十二日、二零一八年三月十二日、二零一八年三月十六日及二零一八年四月二十五之公告以及本公司日期為二零一八年三月二十一日之通函。於本年度，林肯道2號物業之租金收入約為5,400,000港元。本集團將繼續監察其物業投資組合，以產生穩定的租金收入及實現資本增值。

財務投資及服務

財務投資及買賣

於本年度，恒生指數波動，波幅介乎24,585點至33,154點。由於全球股市（尤其是美國股市）表現未如理想，本集團錄得出售透過損益按公平值列賬之股本投資之已變現虧損約14,400,000港元。

放貸業務

於本年度，放貸業務所得利息收入約31,600,000港元。貸款賬冊結餘淨額錄得減少約177,300,000港元至約299,500,000港元，而於二零一七年十二月三十一日則錄得約476,800,000港元。放貸業務所收取年利率介乎5%至12%（二零一七年十二月三十一日：介乎5%至12%）。本集團將繼續維持其審慎信貸政策及風險管理方針，務求達致穩健財務管理及實現可持續發展業務環境。

前景

展望將來，隨著落實一帶一路倡議，發展粵港澳大灣區以及於未來數年完成港珠澳大橋及廣深港高速鐵路等多個主要基建項目，香港已具備巨大潛力以為毗鄰國家及城市創造協同效益。此外，香港聯合交易所有限公司已宣佈新規定以鼓勵生物科技公司及採用同股不同權架構之公司首次上市。預期香港將受惠於新上市制度。

Chairman's Statement and Management Discussion and Analysis

主席報告及管理層討論及分析

In the longer run, the listing platforms of the Mainland and Hong Kong will complement and supplement each other more on the back of the development of the Greater Bay Area, rise of more Chinese unicorns driving the new economy forward, and greater connectivity between the two capital markets.

Nonetheless, continuing political and economic uncertainties remain on a number of fronts. Trade tensions between the U.S. and China, as well as uncertainty of President Trump's policies could derail the global economic recovery. Besides, we shall not overlook the downside risks due to the expectation of US interest hike and the threat of geopolitical tension which continue to cloud the global economic recovery.

In the early 2019, the situation began to improve as the U.S. and China start to reach a compromise on the trade deal and the China's authorities had already announced stimulus measures. These include a series of tax cuts and lower the bank reserve requirement to boost small businesses and consumption.

In light of these macroeconomic challenges, the Group will continue to be stay alert, but positive, to pursue its prudent investment strategy in developing its existing and new businesses.

Financial Review

The Group for the Year recorded a revenue of approximately HK\$174.5 million as compared to the revenue of approximately HK\$228.1 million last period. The Group's revenue principally comprised the interest income from money lending business of approximately HK\$31.6 million, commission income from provision of DCM service of approximately HK\$97.7 million, the commission income from securities and futures dealing of approximately HK\$21.0 million, interest income from securities margin financing of approximately HK\$31.4 million and property rental income of approximately HK\$6.7 million.

The Group's net loss for the Year was mainly attributable to (i) the impairment loss on investment in an associate of approximately HK\$51.3 million; (ii) the share of loss of an associate of approximately HK\$13.9 million; (iii) the impairment losses on other financial assets and contract assets of approximately HK\$17.3 million. The Group recorded total comprehensive loss of approximately HK\$1,119.2 million for the Year compared to the total comprehensive income of approximately HK\$950.1 million for last period.

長遠來看，在大灣區發展、更多中國獨角獸崛起推動新經濟向前發展以及兩地資本市場更緊密互聯互通的支持下，內地與香港的上市平台將更加相輔相成及互相促進。

儘管如此，多個方面仍受政治及經濟之持續不明朗因素影響。中美之間貿易關係緊張及總統特朗普政策之不確定因素可能阻礙全球經濟復甦。此外，鑑於預期美國加息及地緣政局緊張的影響，全球經濟復甦仍然籠罩陰影，我們不能忽視上述因素帶來之下行風險。

二零一九年初，局勢開始緩解，中美開始在貿易交易上達成協定及中國當局已宣佈刺激措施，包括一系列減稅及下調銀行儲備金要求，刺激小型企業及消費。

鑒於該等宏觀經濟挑戰，本集團將繼續保持警惕，但積極推行其審慎投資策略，發展其現有及新業務。

財務回顧

本集團於本年度錄得收入約174,500,000港元，而上一期間則錄得收入約228,100,000港元。本集團收入主要包括放貸業務所得利息收入約31,600,000港元、提供債務資本市場服務所得佣金收入約97,700,000港元、證券及期貨買賣所得佣金收入約21,000,000港元、證券保證金融資所得利息收入約31,400,000港元及物業租金收入約6,700,000港元。

本集團於本年度錄得淨虧損主要由於(i)於聯營公司之投資之減值虧損約51,300,000港元；(ii)分佔聯營公司虧損約13,900,000港元；(iii)其他金融資產及合約資產之減值虧損約17,300,000港元。本集團於本年度錄得全面虧損總額約1,119,200,000港元，而上一期間則錄得全面收益總額約950,100,000港元。

Chairman's Statement and Management Discussion and Analysis 主席報告及管理層討論及分析

As at 31 December 2018, the Group's net asset value was approximately HK\$1,848.8 million compared to the net asset value of approximately HK\$2,723.9 million as at 31 December 2017. The consolidated net asset value per share of the Group as at 31 December 2018 was approximately HK\$0.13 (31 December 2017: HK\$0.21). The Group's total assets and total liabilities were approximately HK\$2,890.9 million (31 December 2017: HK\$4,228.6 million) and approximately HK\$1,042.1 million (31 December 2017: HK\$1,504.7 million). The decrease are mainly due to the fair value loss through other comprehensive income and share of other comprehensive loss of an associate.

Liquidity and Financial Resources

During the Year, the Group generally financed its operation with internally generated cash flow, overdrafts, bank and other borrowings and other fund raising activities. The Group's cash and bank balances as at 31 December 2018 were approximately HK\$100.9 million (31 December 2017: HK\$123.4 million).

As at 31 December 2018, the Group had bank overdrafts of approximately HK\$45.1 million (31 December 2017: HK\$59.5 million), interest-bearing bank borrowings of approximately HK\$298.7 million (31 December 2017: HK\$331.8 million), interest-bearing other borrowings of approximately HK\$472.2 million (31 December 2017: HK\$525.9 million) and non-current notes payable of approximately HK\$86.6 million (31 December 2017: HK\$86.6 million).

As at 31 December 2018, the Group's current ratio was approximately 1.14 times (31 December 2017: 1.65 times) based on current assets of approximately HK\$914.4 million (31 December 2017: HK\$2,072.5 million) and current liabilities of approximately HK\$799.1 million (31 December 2017: HK\$1,254.0 million). As at 31 December 2018, the Group has no capital commitment (31 December 2017: Nil). The Group also had no other contingent liabilities (31 December 2017: Nil).

於二零一八年十二月三十一日，本集團之資產淨值約1,848,800,000港元，而截至二零一七年十二月三十一日的資產淨值則約2,723,900,000港元。本集團於二零一八年十二月三十一日之綜合每股資產淨值約0.13港元（二零一七年十二月三十一日：0.21港元）。本集團之資產總值及負債總額分別約2,890,900,000港元（二零一七年十二月三十一日：4,228,600,000港元）及約1,042,100,000港元（二零一七年十二月三十一日：1,504,700,000港元）。減少主要由於透過其他全面收益列賬之公平值虧損及分佔聯營公司其他全面虧損。

流動資金及財務資源

於本年度，本集團一般以內部產生之現金流量、透支、銀行及其他借貸以及其他集資活動為其業務營運融資。本集團於二零一八年十二月三十一日之現金及銀行結存約100,900,000港元（二零一七年十二月三十一日：123,400,000港元）。

於二零一八年十二月三十一日，本集團之銀行透支約45,100,000港元（二零一七年十二月三十一日：59,500,000港元）、計息銀行借貸約298,700,000港元（二零一七年十二月三十一日：331,800,000港元）、計息其他借貸約472,200,000港元（二零一七年十二月三十一日：525,900,000港元）及非流動應付票據約86,600,000港元（二零一七年十二月三十一日：86,600,000港元）。

於二零一八年十二月三十一日，本集團按照流動資產約914,400,000港元（二零一七年十二月三十一日：2,072,500,000港元）及流動負債約799,100,000港元（二零一七年十二月三十一日：1,254,000,000港元）計算之流動比率約1.14倍（二零一七年十二月三十一日：1.65倍）。於二零一八年十二月三十一日，本集團並無資本承擔（二零一七年十二月三十一日：無）。此外，本集團並無其他或然負債（二零一七年十二月三十一日：無）。

Chairman's Statement and Management Discussion and Analysis

主席報告及管理層討論及分析

Capital Structure

As at 31 December 2018, the Group's gearing ratio was approximately 48.82% (31 December 2017: 41.33%). Gearing ratio equals total borrowings divided by net asset value as at the end of the reporting period. The total borrowings of approximately HK\$902.5 million includes bank and other borrowings, bank overdraft and notes payable.

The Group's bank balance, borrowings and interest payment are mainly denominated in Hong Kong and United States dollars. Most of the Group's revenue are made in Hong Kong dollars. Therefore, the exchange risks that the Group is exposed to are insignificant.

In June 2018, the Company placed a total of 2,000,000,000 shares at HK\$0.1 per placing share representing 15.73% of its total issued capital at that time. The proceeds of HK\$200.0 million was used for the repayment of loan. Detailed information was set out in the Company's announcements dated 21 May 2018 and 7 June 2018 respectively.

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the Year. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

資本結構

於二零一八年十二月三十一日，本集團之資本與負債比率約48.82%（二零一七年十二月三十一日：41.33%）。資本與負債比率相等於於報告期末之借貸總額除以資產淨值。借貸總額約902,500,000港元包括銀行及其他借貸、銀行透支及應付票據。

本集團之銀行結存、借貸及利息付款主要以港元及美元計值。本集團大部分收入以港元結算。因此，本集團所面對外匯風險實屬輕微。

於二零一八年六月，本公司按每股配售股份0.1港元配售合共2,000,000,000股股份，相當於其當時已發行股本總額之15.73%。所得款項200,000,000港元用作償還貸款。詳情載於本公司日期分別為二零一八年五月二十一日及二零一八年六月七日之公告。

本集團對庫務政策採取審慎的財務管理策略，因此於本年度內維持穩健的流動資金狀況。本集團不斷審核及評估客戶的信貸狀況及財務狀況，務求降低信貸風險。為管理流動資金風險，董事會密切監察本集團的流動資金狀況，以確保本集團的資產、負債及其他承擔的流動結構符合不時的資金需要。

Chairman's Statement and Management Discussion and Analysis

主席報告及管理層討論及分析

Significant Investments

As at 31 December 2018, the Group maintained a portfolio of equity investments including equity investments at fair value through other comprehensive income with total carrying amount of approximately HK\$1,296.2 million. The details of the portfolio of equity investments as at 31 December 2018 are respectively set out as follows:

31 December 2018

重大投資

於二零一八年十二月三十一日，本集團持有賬面總值約1,296,200,000港元之股本投資組合（包括透過其他全面收益按公平值列賬之股本投資）。於二零一八年十二月三十一日的股本投資組合詳情載列如下：

二零一八年十二月三十一日

| Stock Code | Name of the investees | Percentage of shareholding in the listed securities held by the Group as at 31 December 2018 | Percentage of the fair value of the investment in listed securities to total assets of the Group as at 31 December 2018 | Fair value of the investment in listed securities as at 31 December 2018 | Carrying value of the investment in listed securities as at 31 December 2018 | Fair value gains/(losses) of the investment in listed securities as at 31 December 2018 | Realised gain/(loss) for the year ended 31 December 2018 |
|--|---|--|---|--|--|---|--|
| 股份代號 | 投資對象名稱 | 於二零一八年十二月三十一日本集團所持上市證券之股權百分比 | 於二零一八年十二月三十一日本集團之上市證券投資之公平值佔資產總值之百分比 | 於二零一八年十二月三十一日之上市證券投資之公平值 | 於二零一八年十二月三十一日之上市證券投資之賬面值 | 於二零一八年十二月三十一日之上市證券投資之公平值收益/(虧損) | 截至二零一八年十二月三十一日止年度已變現收益/(虧損) |
| | | | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Equity investments at fair value through other comprehensive income | | | | | | | |
| 透過其他全面收益按公平值列賬之股本投資 | | | | | | | |
| 1004 | China Smarter Energy Group Holdings Limited 中國智慧能源集團控股有限公司 | 0.26% | 0.68% | 19,757 | 40,528 | (20,771) | (40,872) |
| 1141 | CMBC Capital Holdings Limited 民銀資本控股有限公司 | 8.23% | 44.15% | 1,276,397 | 1,415,427 | (139,030) | (4,607) |
| | Total 合計 | | | 1,296,154 | 1,455,955 | (159,801) | (45,479) |

Chairman's Statement and Management Discussion and Analysis

主席報告及管理層討論及分析

Performance and prospects of the investees

1. China Smarter Energy Group Holdings Limited ("China Smarter")

China Smarter together with its subsidiaries (the "China Smarter Group") are principally engaged in (i) clean energy business and (ii) investment business. As mentioned in its interim report for the six months ended 30 September 2018, the China Smarter Group recorded a total revenue and other income amount to approximately HK\$800 million for the period. The China Smarter Group's reported a net loss of approximately HK\$163 million attributable to shareholders of China Smarter. The basic and diluted loss per share are HK1.74 cents for the period. As at 30 September 2018, the unaudited consolidated net asset value of the China Smarter Group was approximately HK\$1,688 million. No dividend was received during the Year.

The Paris Agreement came into effect in November 2016, which meant that the development of new energy will be further accelerated. The construction of a green, recycling and low-carbon energy system has become necessary for the social development, which provided a favorable social environment and a broad market for the development of renewable energy. The Company is optimistic about the long-term development of the clean energy industry, and thus is optimistic on the future prospect of China Smarter. The Group may realize the investments from time to time where to do so is to be in the best interests of the Group or where the terms on which such realization to be particularly favorable to the Group.

As at 31 December 2018, the Group held 24,696,000 shares of China Smarter. China Smarter closed at HK\$0.8 as at 31 December 2018 as compared to HK\$1.0 as at 29 December 2017.

投資對象之表現及前景

1. 中國智慧能源集團控股有限公司 (「中國智慧」)

中國智慧連同其附屬公司 (「中國智慧集團」) 主要從事 (i) 清潔能源業務及 (ii) 投資業務。誠如其截至二零一八年九月三十日止六個月之中期報告所述，中國智慧集團期內錄得收入及其他收入總額約800,000,000港元。中國智慧集團錄得中國智慧股東應佔虧損淨額約163,000,000港元。期內每股基本及攤薄虧損均為1.74港仙。於二零一八年九月三十日，中國智慧集團之未經審核綜合資產淨值約為1,688,000,000港元。本年度概無收到任何股息。

二零一六年十一月，《巴黎協定》正式實施，這意味著新能源發展的步伐將會進一步加快。建設綠色循環低碳的能源體系已成為社會發展的必然要求，為可再生能源的發展提供了有利的社會環境和廣闊的市場空間。本公司對清潔能源行業的長遠發展持樂觀態度，故對中國智慧的未來前景亦充滿信心。倘變現符合本集團最佳利益或變現之條款對本集團而言為特別可取時，本集團將不時變現該等投資。

於二零一八年十二月三十一日，本集團持有24,696,000股中國智慧股份。中國智慧於二零一八年十二月三十一日收報0.8港元，而二零一七年十二月二十九日則為1.0港元。

2. CMBC Capital Holdings Limited ("CMBC")

CMBC together with its subsidiaries (the "CMBC Group") are principally engaged in (i) securities business, (ii) investment and financing and (iii) asset management and advisory business. As mentioned in its interim report for the six month ended 30 June 2018, the CMBC Group recorded a total revenue and other income of approximately HK\$344.1 million for the period. The CMBC Group's reported a net profit of approximately HK\$100.4 million attributable to shareholders of CMBC. The basic and diluted earnings per share were both HK0.22 cents. As at 30 June 2018, the unaudited consolidated net asset value of the CMBC Group was approximately HK\$1,096.2 million. No dividend was received during the Year.

In May 2017, China Minsheng Banking Corp. Ltd. became the ultimate controlling shareholder of CMBC and since then the CMBC Group started its rapid development. Subsequently in August 2017 and October 2017, the CMBC Group acquired the entire issued share capital of CMBC Capital Finance Limited and CMBC International Capital Limited, respectively and as a result, the CMBC Group is licensed to engage in type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities, as well as the licensed money lending business and has all material licenses required for services expected to be required by most of its potential clients at current stage.

Leveraging on the strong reputation, expertise and capability of the China Minsheng Bank, and the licenses it possesses, the CMBC Group has achieved rapid growth in its financial performance. The Company has strong confidence in the experienced and competent management team of CMBC that they can lead CMBC to perform much better in the future and improve the earnings. The management of the Group considers the investment in CMBC is for long term purpose. However, the Group would not rule out the possibility of realizing the investments from time to time where to do so is to be in the best interests of the Group or where the terms on which such realization to be particularly favorable to the Group.

As at 31 December 2018, the Group held 3,927,375,829 shares of CMBC. CMBC closed at HK\$0.325 as at 31 December 2018 as compared to HK\$0.53 as at 29 December 2017.

2. 民銀資本控股有限公司(「民銀」)

民銀連同其附屬公司(「民銀集團」)主要從事(i)證券業務、(ii)投融資及(iii)資產管理及諮詢業務。誠如其截至二零一八年六月三十日止六個月之中期報告所述，民銀集團期內錄得收入及其他收入總額約344,100,000港元。民銀集團錄得民銀股東應佔溢利淨額約100,400,000港元。每股基本及攤薄盈利均為0.22港仙。於二零一八年六月三十日，民銀集團之未經審核綜合資產淨值約為1,096,200,000港元。本年度概無收到任何股息。

於二零一七年五月，中國民生銀行股份有限公司成為民銀最終控股股東，自此民銀集團開始高速發展。其後於二零一七年八月及二零一七年十月，民銀集團分別收購民銀資本財務有限公司及民銀資本有限公司全部已發行股本，因此，民銀集團持有牌照可從事第1類(證券交易)、第2類(期貨合約交易)、第4類(就證券提供意見)、第6類(就機構融資提供意見)及第9類(提供資產管理)受規管活動，以及持牌放債業務，並已擁有其大部分潛在客戶現階段預期要求的服務所需的一切重大牌照。

借助中國民生銀行的強大聲譽、專長及實力，以及其擁有的牌照，民銀集團的財務表現取得高速增長。本公司對民銀經驗豐富及有才幹的管理團隊充滿信心，相信彼等能帶領民銀日後取得更好的表現及改善盈利。本集團管理層認為於民銀的投資屬長期投資。然而，倘變現符合本集團最佳利益或變現之條款對本集團而言為特別可取時，本集團不排除不時變現該等投資的可能性。

於二零一八年十二月三十一日，本集團持有3,927,375,829股民銀股份。民銀於二零一八年十二月三十一日收報0.325港元，而二零一七年十二月二十九日則為0.53港元。

Chairman's Statement and Management Discussion and Analysis

主席報告及管理層討論及分析

Details of Charges on Assets

As at 31 December 2018, the Group had pledged certain listed equity investments of approximately HK\$1,276.4 million (31 December 2017: HK\$1,925.7 million) to secure the other borrowings. As at 31 December 2018, the Group had pledged its investment properties with a carrying amount of approximately HK\$435.0 million to secure the bank borrowings (31 December 2017: HK\$830.0 million).

Material Acquisition and Disposal

Acquisition of Interest in FWF and Disposal of No. 1 Lincoln Road Property

During the year, the Group disposed of its entire interest in Goodview Assets Limited, an indirect wholly owned subsidiary of the Company, to FWF for the consideration shares of approximately HK\$342.5 million. The sole asset of the disposal company is No. 1 Lincoln Road Property. The disposal was completed on 25 April 2018. Upon completion, the Group has acquired 18.78% interest in FWF and treated FWF as investment in an associate. Details of the acquisition and disposal were set out in the announcements of the Company dated 29 December 2017, 22 January 2018, 12 February 2018, 12 March 2018, 16 March 2018 and 25 April 2018, and the circular of the Company dated 21 March 2018.

Events after the Reporting Period

Change of Company Name and Stock Short Name

To better reflect the current status of the Group's business and its direction of future development, the Company's English name has been changed to "Central Wealth Group Holdings Limited" and the Company's secondary name in Chinese has been changed to "中達集團控股有限公司". Shares have been traded on the Stock Exchange under the new stock short name "CENTRALWEALTHGP" in English and "中達集團控股" in Chinese, with effect from 11 February 2019. The stock code of the Company remains unchanged as "139".

For details, please refer to the announcements of the Company dated 29 November 2018, 27 December 2018 and 1 February 2019, and the circular of the Company dated 30 November 2018.

Employment, Training and Development

As at 31 December 2018, the Group had a total of 78 employees. The Group is committed to staff training and development and structured training programs for all employees. Remuneration packages are maintained at a competitive level and reviewed on a periodic basis. Bonuses and share options are awarded to certain employees according to individual performance and industry practice.

資產抵押詳情

於二零一八年十二月三十一日，本集團已抵押若干上市股本投資約1,276,400,000港元（二零一七年十二月三十一日：1,925,700,000港元）以擔保其他貸款。於二零一八年十二月三十一日，本集團已抵押賬面值約435,000,000港元之投資物業以擔保銀行借貸（二零一七年十二月三十一日：830,000,000港元）。

重大收購及出售

收購未來世界金融權益及出售林肯道1號物業

於本年度，本集團向未來世界金融出售其於本公司間接全資附屬公司Goodview Assets Limited之全部股權，代價股份為約342,500,000港元。出售公司之唯一資產為位於林肯道1號之物業。有關出售已於二零一八年四月二十五日完成。於完成後，本集團已收購未來世界金融18.78%權益，並將未來世界金融視作於聯營公司的投資。收購及出售之詳情載於本公司日期為二零一七年十二月二十九日、二零一八年一月二十二日、二零一八年二月十二日、二零一八年三月十二日、二零一八年三月十六日及二零一八年四月二十五日之公告及本公司日期為二零一八年三月二十一日之通函。

報告期後事項

更改公司名稱及股份簡稱

為更好地反映本集團的業務現狀及其未來發展方向，本公司英文名稱已更改為「Central Wealth Group Holdings Limited」，及本公司第二中文名稱已更改為「中達集團控股有限公司」。股份已以新英文股份簡稱「CENTRALWEALTHGP」及新中文股份簡稱「中達集團控股」在聯交所買賣，自二零一九年二月十一日起生效。本公司股份代號「139」維持不變。

詳情請參閱本公司日期為二零一八年十一月二十九日、二零一八年十二月二十七日及二零一九年二月一日之公告及本公司日期為二零一八年十一月三十日之通函。

招聘、培訓及發展

於二零一八年十二月三十一日，本集團共有78名僱員。本集團致力於員工培訓及發展，並為全體僱員編製培訓計劃。本集團維持具競爭力之薪酬計劃並定期進行檢討。本集團根據個別員工之工作表現及業內慣例給予若干僱員花紅及購股權。

Report of the Directors

董事會報告

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

Principal Activities

The principal activity of the Company is investment holding. The principal activities of the subsidiaries during the year consisted of securities and futures dealing business, financial investments, property investments and money lending business.

Business Review

A review of the Group's business during the year, which includes a discussion of the principal risks and uncertainties facing by the Group, particulars of important events affecting the Group that have occurred since the end of the year ended 31 December 2018, an indication of likely future developments in the Group's business, an analysis of the Group's performance using financial key performance indicators and discussion on the Company's environmental policies and performances and the relationships with its key stakeholders, are included in the "Chairman's Statement and Management Discussion and Analysis", "Corporate Governance Report" and "Environmental, Social and Governance Report" of this annual report. The review forms part of this directors' report.

Results and Dividends

The Group's loss for the year ended 31 December 2018 and the financial position of the Group at that date are set out in the financial statements on pages 66 to 228.

The directors do not recommend the payment of any dividend in respect of the year.

Summary Financial Information

A summary of the results and assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below. This summary does not form part of the audited financial statements.

董事會謹此提呈報告書截至二零一八年十二月三十一日止年度之經審核財務報表。

主要業務

本公司之主要業務為投資控股。於本年度附屬公司之主要業務包括證券及期貨買賣業務、財務投資、物業投資及放貸業務。

業務回顧

本集團於本年度的業務審視包括討論本集團面對的主要風險及不明朗因素、自截至二零一八年十二月三十一日止年度結束以來所發生影響本集團重大事件詳情、本集團業務未來發展的揭示、採用財務關鍵表現指標的本集團表現分析以及討論本公司環境政策及表現及與其主要利益相關者的關係，載於本年報「主席報告及管理層討論及分析」、「企業管治報告」及「環境、社會及管治報告」。該審視構成本董事會報告的一部份。

業績及股息

本集團於截至二零一八年十二月三十一日止年度之虧損以及本集團於該日之財政狀況載於第66頁至第228頁之財務報表。

董事建議不派發本年度之任何股息。

財務資料概要

以下為本集團過往五個財政年度之業績以及資產及負債概要（摘錄自己刊發之經審核財務報表）。此概要並不構成經審核財務報表之一部份。

Results

業績

| | | For the period from | | | | |
|---|-------------------|---------------------------|----------------------------|---------------------|-----------------|-----------------|
| | | Year ended 31 December | 1 April to 31 December | Year ended 31 March | | |
| | | 截至 十二月 三十一日 止年度 | 四月一日至 十二月 三十一日 期間 | 截至三月三十一日止年度 | | |
| | | 2018 二零一八年 | 2017 二零一七年 | 2017 二零一七年 | 2016 二零一六年 | 2015 二零一五年 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Revenue | 收入 | 174,454 | 228,055 | (52,128) | (472,438) | 6,548 |
| (Loss)/profit before tax | 除稅前(虧損)/溢利 | (58,875) | 373,375 | (156,397) | (1,214,744) | (1,274,973) |
| Tax | 稅項 | (8,186) | (4,520) | - | (1) | (166) |
| (Loss)/profit for the year/period attributable to | 以下應佔本年度/期間(虧損)/溢利 | | | | | |
| Owners of the parent | 母公司擁有人 | (67,061) | 368,855 | (156,397) | (1,252,637) | (1,266,154) |
| Non-controlling interests | 非控股權益 | - | - | - | 37,892 | (8,985) |
| | | (67,061) | 368,855 | (156,397) | (1,214,745) | (1,275,139) |

Assets and liabilities

資產與負債

| | | As at 31 December | | As at 31 March | | |
|-------------------|------|-------------------|-----------------|-----------------|-----------------|-----------------|
| | | 於十二月三十一日 | | 於三月三十一日 | | |
| | | 2018 二零一八年 | 2017 二零一七年 | 2017 二零一七年 | 2016 二零一六年 | 2015 二零一五年 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Total assets | 資產總值 | 2,890,899 | 4,228,648 | 1,424,451 | 1,025,544 | 1,315,513 |
| Total liabilities | 負債總額 | 1,042,077 | 1,504,744 | 108,872 | 91,088 | 196,786 |
| Net assets | 資產淨值 | 1,848,822 | 2,723,904 | 1,315,579 | 934,456 | 1,118,727 |

Share Capital

Details of movements in the Company's share capital are set out in note 34 to the financial statements.

Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Company's bye-laws or the Companies Act 1981 of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

Purchase, Redemption or Sale of Listed Securities of the Company

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

Distributable Reserves

At 31 December 2018, the Company had no reserves available for cash distribution and distribution in specie. In addition, the Company's share premium account and capital reserve, with an aggregate balance of approximately HK\$4,672,045,000 may be distributed in the form of fully paid bonus shares.

Major Customers and Suppliers

During the year under review, operating income or revenue from transactions with each external customer amounts to less than 10% of the Group's total operating income or revenue. The Group has no major suppliers due to the nature of the Group's principal activities of provision of trading in securities and futures contracts services, financial investment, property investments and money lending.

None of the directors of the Company or any of their close associates or any shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the above customer or supplier.

股本

本公司股本變動之詳情載於財務報表附註34。

優先購買權

本公司之細則或百慕達一九八一年公司法概無有關優先購買權之規定，要求本公司按比例向現有股東發行新股份。

購買、贖回或出售本公司上市證券

本公司及其任何附屬公司概無於本年度購買、贖回或出售本公司任何上市證券。

可予分派儲備

於二零一八年十二月三十一日，本公司並無可供現金分派及實物分派之儲備。此外，本公司之股份溢價賬及資本儲備總結存約4,672,045,000港元，可按繳足紅股之方式分派。

主要客戶及供應商

於回顧年度，與各外界客戶進行交易所得經營收入或收益少於本集團總經營收入或收益之10%。由於本集團的主要業務性質為提供買賣證券及期貨合約服務、財務投資、物業投資及放貸，故本集團並無主要供應商。

本公司董事或彼等任何緊密聯繫人士或就董事會所深知擁有本公司已發行股本5%以上之任何股東，概無擁有上述客戶或供應商之任何實際權益。

Report of the Directors

董事會報告

Directors

The directors of the Company during the year and up to the date of this report are as follows:

Executive directors:

Mr. Chen Xiaodong
Mr. Xu Ke (appointed on 27 February 2018)
Mr. Yu Qingrui
Ms. Lam Hay Yin
Ms. Lee Chau Man Ada (resigned on 23 November 2018)

Independent non-executive directors:

Mr. Kwok Chi Kwong
Mr. Chen Youchun
Mr. Mai Qijian (resigned on 2 October 2018)
Mr. Wu Ming (appointed on 2 October 2018)

Pursuant to the provisions of the Company's bye-laws, Mr. Chen Xiaodong, Mr. Yu Qingrui and Mr. Kwok Chi Kwong shall retire at the 2019 annual general meeting (the "2019 AGM") and, being eligible, will offer themselves for re-election at the said meeting.

The Company has received annual confirmations of independence from each of the independent non-executive directors of the Company and the Company still considers them to be independent as at the date of this report pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

Directors' Biographies

Biographical details of the directors of the Company are set out on pages 55 to 57 of the annual report.

Directors' Service Contracts

Each of Mr. Chen Xiaodong, Mr. Xu Ke, Mr. Yu Qingrui and Ms. Lam Hay Yin has a service contract with the Company without any fixed term.

Each of Mr. Kwok Chi Kwong, Mr. Chen Youchun and Mr. Wu Ming has been appointed for a fixed term of one year.

All directors are subject to retirement by rotation and re-election at the annual general meeting in accordance with the bye-laws of the Company.

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

董事

於本年度及直至本報告日期，本公司之董事如下：

執行董事：

陳曉東先生
徐柯先生（於二零一八年二月二十七日獲委任）
余慶銳先生
林曦妍女士
李秋敏女士（於二零一八年十一月二十三日辭任）

獨立非執行董事：

郭志光先生
陳友春先生
麥其建先生（於二零一八年十月二日辭任）
吳銘先生（於二零一八年十月二日獲委任）

根據本公司之細則條文，陳曉東先生、余慶銳先生及郭志光先生須於二零一九年股東週年大會（「二零一九年股東週年大會」）上退任，彼等均符合資格並願意於上述大會上參選連任。

本公司已根據聯交所證券上市規則（「上市規則」）第3.13條接獲本公司各獨立非執行董事之年度獨立性確認書，而本公司於本報告日期仍視彼等為獨立人士。

董事資料

本公司董事之資料載於本年報第55頁至第57頁。

董事之服務合約

本公司分別與陳曉東先生、徐柯先生、余慶銳先生及林曦妍女士訂立無固定任期之服務合約。

郭志光先生、陳友春先生及吳銘先生各自已按一年之固定任期獲委任。

根據本公司之細則，所有董事須輪值退任，並可於股東週年大會上重選連任。

除上述者外，於應屆股東週年大會上候選連任之董事並無與本公司訂立本公司不可於一年內終止而毋須支付賠償（法定賠償除外）之服務合約。

Indemnity of Directors

A permitted indemnity provision (as defined in the Hong Kong Companies Ordinance) for the benefit of the directors of the Company is currently in force and was in force throughout the year.

Management Contracts

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

Directors' Remuneration

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group.

Directors' Interests in Transactions, Arrangements or Contracts

Save as disclosed in the section headed "Connected Transactions", no director nor a connected entity of a director had a material interest, either directly or indirectly, in any transactions, arrangements or contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

Connected Transactions

Continuing Connected Transactions: Brokerage Services and Margin Financing Agreement

On 17 August 2018, CWSI, an indirect wholly-owned subsidiary of the Company, entered into the brokerage services and margin financing agreement (the "Agreement") with Mr. Xu Ke, an executive director and the chief executive officer of the Company, in relation to the provision of the brokerage services and the margin financing by CWSI to Mr. Xu on a non-exclusive basis commencing from 17 August 2018 to 31 December 2020. Pursuant to the Agreement, Mr. Xu would pay brokerage fees and interests on the margin financing to CWSI in respect of the provision of brokerage services and the margin financing by CWSI. Details were set out in the Company's announcement dated 17 August 2018.

彌償董事

獲准許彌償條文(定義見香港公司條例)目前於惠及本公司董事之情況下有效且於本年度有效。

管理合約

於本年度並無訂立或存在有關管理及經營本公司全部或任何重大部份業務之合約。

董事薪酬

董事袍金須於股東大會上取得股東之批准。其他薪酬乃由本公司董事會參考董事之職責、表現以及本集團之業績而釐定。

董事在交易、安排或合約中之權益

除「關連交易」一節所披露者外，在本年度內，並無董事或其關連實體於本公司或其任何附屬公司訂立對本集團業務關係重大之任何交易、安排或合約直接或間接擁有重大權益。

關連交易

持續關連交易：經紀服務及孖展融資協議

於二零一八年八月十七日，中達證券(本公司之間接全資附屬公司)與本公司執行董事兼行政總裁徐柯先生訂立經紀服務及孖展融資協議(「該協議」)，內容有關中達證券自二零一八年八月十七日起至二零二零年十二月三十一日止按非獨家基準向徐先生提供經紀服務及孖展融資。根據該協議，就中達證券提供經紀服務及孖展融資而言，徐先生將向中達證券支付經紀費及有關孖展融資的利息。相關詳情載於本公司日期為二零一八年八月十七日之公告內。

Report of the Directors 董事會報告

The annual caps for the brokerage fees, the maximum outstanding amount of the margin financing; and the maximum interest amount of the margin financing for each of the period commencing from the date of the Agreement to 31 December 2018 and the two years ending 31 December 2020 are as follows:

自該協議日期開始至二零一八年十二月三十一日止及截至二零二零年十二月三十一日止兩個年度各個期間，經紀費、未償還孖展融資最高金額及孖展融資最高利息之年度上限如下：

| | | From 17 August 2018 to 31 December 2018 | For the year ending 31 December 2019 | For the year ending 31 December 2020 |
|--|-------------|--|---|---|
| | | 自二零一八年 八月十七日至 二零一八年 十二月三十一日 | 截至二零一九年 十二月三十一日 止年度 | 截至二零二零年 十二月三十一日 止年度 |
| | | HK\$ 港元 | HK\$ 港元 | HK\$ 港元 |
| Brokerage Fees | 經紀費 | 500,000 | 1,000,000 | 1,000,000 |
| Maximum outstanding amount of the Margin Financing | 未償還孖展融資最高金額 | 40,000,000 | 40,000,000 | 40,000,000 |
| Maximum interest amount of the Margin Financing | 孖展融資最高利息 | 2,000,000 | 4,000,000 | 4,000,000 |

Total brokerage fees, maximum outstanding amount of margin financing and maximum interest amount of the margin financing during the period from 17 August 2018 to 31 December 2018 were HK\$52,440, HK\$39,403,160 and HK\$1,356,179 respectively.

於二零一八年八月十七日起至二零一八年十二月三十一日止期間，經紀費總額、未償還孖展融資之最高金額及孖展融資利息之最高金額分別為52,440港元、39,403,160港元及1,356,179港元。

The independent non-executive directors of the Company have reviewed the continuing connected transactions for the year ended 31 December 2018 and confirmed that the continuing connected transaction related to the Agreement has been entered into:

截至二零一八年十二月三十一日止年度，本公司獨立非執行董事已審閱持續關連交易，並確認與該協議相關之持續關連交易：

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better; and
- (iii) in accordance with the relevant agreement governing such transactions on terms that are fair and reasonable and in the interests of the Company and the shareholders as a whole.

- (i) 乃在本集團日常及一般業務過程中訂立；
- (ii) 乃按一般商業條款或更佳條款訂立；及
- (iii) 乃根據規管該等交易之相關協議訂立，而協議條款乃屬公平合理且符合本公司及股東之整體利益。

The auditor of the Company was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor of the Company has issued his unqualified letter containing his findings and conclusions in respect of the aforesaid continuing connected transactions in accordance with Listing Rule 14A.56.

A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

Equity-linked Agreements

Other than the share option schemes of the Company as disclosed under the paragraph headed "Share Option Schemes" in this directors' report and note 37 to the financial statements, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

Share Option Schemes

The Company currently operates share option schemes for the purpose of providing incentives and rewards to eligible participants (including but not limited to the directors and employees of the Group) who contribute to the success of the Group's operations. Details of the Company's share option schemes are set out in note 37 to the financial statements.

After the expiry of the old share option scheme on 27 August 2013, the Company adopted a new share option scheme on 27 September 2013 in order to provide incentives and rewards to the eligible participants.

At the 2018 annual general meeting of the Company, the scheme mandate limit was refreshed and approved by the then shareholders such that the total number of shares which may fall to be issued upon exercise of all share options to be granted under the share option scheme and any other share option scheme(s) as may from time to time be adopted by the Company must not exceed 1,271,665,046 shares. As at the date of this report, the total number of shares available for issue under the share option scheme of the Company was 1,271,665,046 shares, representing approximately 8.64% of the issued share capital of the Company. The Company may refresh the scheme mandate limit with its shareholders' approval provided that each such refreshment may not exceed 10% of the shares in issue as at the date of the shareholders' approval.

本公司核數師已獲委聘根據香港會計師公會頒佈的香港核證工作準則第3000號(經修訂)「審核或審閱歷史財務資料以外的核證工作」及參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」,報告本集團的持續關連交易。本公司核數師已根據上市規則第14A.56條發出無保留意見函件,當中載有其有關上述持續關連交易的發現及結論。

本公司已向聯交所提供核數師函件之副本。

股票掛鈎協議

除於本董事會報告「購股權計劃」一段及財務報表附註37內披露之本公司購股權計劃外,本公司於本年度並無訂立或於本年度結束時概無存續將會或可能導致本公司發行股份或規定本公司訂立將會或可能導致本公司發行股份之任何協議之股票掛鈎協議。

購股權計劃

本公司目前設有購股權計劃,旨在對為本集團成功經營作出貢獻之合資格參與者(包括但不限於本集團之董事及僱員)提供獎勵及回報。本公司之購股權計劃詳情載列於財務報表附註37。

於二零一三年八月二十七日舊購股權計劃屆滿後,本公司於二零一三年九月二十七日採納新購股權計劃,以向合資格參與者提供獎勵及回報。

於本公司二零一八年股東週年大會上,當時之股東更新及批准計劃授權上限,致使本公司根據購股權計劃及不時採納之任何其他購股權計劃授出之全部購股權獲行使時,可發行之股份總數不得超過1,271,665,046股。於本報告日期,根據本公司購股權計劃可予發行之股份總數為1,271,665,046股,相當於本公司已發行股本約8.64%。本公司可在獲得其股東批准之情況下更新計劃授權上限,惟有關各項更新不得超過股東批准日期已發行股份之10%。

Report of the Directors

董事會報告

A summary of the movements of the share option schemes of the Company during the year is set out as follows:

於本年度內，本公司之購股權計劃變動概述如下：

| Name or category of participant | Number of share options outstanding at 1 January 2018 | Number of share options granted during the year ⁽²⁾ | Number of share options outstanding at 31 December 2018 | Date of grant of share options | Exercise period of share options ⁽¹⁾ | Exercise price of share options (HK\$ per share) |
|--|---|--|---|--------------------------------|---|--|
| 參與者姓名或類別 | 於二零一八年一月一日尚未行使之購股權數目 | 於本年度授出之購股權數目 ⁽²⁾ | 於二零一八年十二月三十一日尚未行使之購股權數目 | 授予購股權日期 | 購股權行使期間 ⁽¹⁾ | 購股權行使價 (每股港元) |
| Director | | | | | | |
| 董事 | | | | | | |
| Chen Xiaodong 陳曉東 | 89,600,000 | - | 89,600,000 | 20/02/2017 二零一七年二月二十日 | 20/02/2017-19/02/2019 二零一七年二月二十日至二零一九年二月十九日 | 0.181 |
| | - | 127,120,000 | 127,120,000 | 18/04/2018 二零一八年四月十八日 | 18/04/2018-10/04/2020 二零一八年四月十八日至二零二零年四月十日 | 0.1174 |
| | 89,600,000 | 127,120,000 | 216,720,000 | | | |
| Xu Ke 徐柯 | - | 127,120,000 | 127,120,000 | 18/04/2018 二零一八年四月十八日 | 18/04/2018-10/04/2020 二零一八年四月十八日至二零二零年四月十日 | 0.1174 |
| Yu Qingrui 余慶銳 | 89,600,000 | - | 89,600,000 | 20/02/2017 二零一七年二月二十日 | 20/02/2017-19/02/2019 二零一七年二月二十日至二零一九年二月十九日 | 0.181 |
| | - | 127,120,000 | 127,120,000 | 18/04/2018 二零一八年四月十八日 | 18/04/2018-10/04/2020 二零一八年四月十八日至二零二零年四月十日 | 0.1174 |
| | 89,600,000 | 127,120,000 | 216,720,000 | | | |
| Lam Hay Yin 林曦妍 | - | 127,120,000 | 127,120,000 | 18/04/2018 二零一八年四月十八日 | 18/04/2018-10/04/2020 二零一八年四月十八日至二零二零年四月十日 | 0.1174 |
| Lee Chau Man Ada (resigned on 23 November 2018) 李秋敏 (於二零一八年十一月二十三日辭任) | - | 127,120,000 | 127,120,000 | 18/04/2018 二零一八年四月十八日 | 18/04/2018-10/04/2020 二零一八年四月十八日至二零二零年四月十日 | 0.1174 |
| Other employee | | | | | | |
| 其他僱員 | | | | | | |
| In aggregate 合計 | 3,000,000 | - | 3,000,000 | 20/02/2017 二零一七年二月二十日 | 20/02/2017-19/02/2019 二零一七年二月二十日至二零一九年二月十九日 | 0.181 |
| | - | 437,864,000 | 437,864,000 | 18/04/2018 二零一八年四月十八日 | 18/04/2018-10/04/2020 二零一八年四月十八日至二零二零年四月十日 | 0.1174 |
| | 3,000,000 | 437,864,000 | 440,864,000 | | | |

| Name or category of participant | Number of share options outstanding at 1 January 2018 | Number of share options granted during the year ⁽²⁾ | Number of share options outstanding at 31 December 2018 | Date of grant of share options | Exercise period of share options ⁽¹⁾ | Exercise price of share options (HK\$ per share) |
|---|---|--|---|--------------------------------|--|--|
| 參與者姓名或類別 | 於二零一八年一月一日尚未行使之購股權數目 | 於本年度授出之購股權數目 ⁽²⁾ | 於二零一八年十二月三十一日尚未行使之購股權數目 | 授予購股權日期 | 購股權行使期間 ⁽¹⁾ | 購股權行使價 (每股港元) |
| Management personnel of service providers 服務供應商之管理層人員 | | | | | | |
| In aggregate 合計 | 713,800,000 | - | 713,800,000 | 20/02/2017 二零一七年二月二十日 | 20/02/2017-19/02/2019 二零一七年二月二十日至 二零一九年二月十九日 | 0.181 |
| Total 總計 | 896,000,000 | 1,073,464,000 | 1,969,464,000 | | | |

Notes:

- (1) The vesting period of the share options is from the date of grant until the commencement of the exercise period.
- (2) The closing price of the Company's shares immediately before the date of grant of share options on 18 April 2018 was HK\$0.115.
- (3) No share options have been exercised/lapsed/cancelled during the year ended 31 December 2018.

附註：

- (1) 購股權之歸屬期為授出日期起直至行使期開始為止。
- (2) 緊接購股權授出日期二零一八年四月十八日前本公司股份收市價為0.115港元。
- (3) 概無購股權於截至二零一八年十二月三十一日止年度行使/失效/註銷。

Directors' Interests in Shares and Underlying Shares of the Company

As at 31 December 2018, the interests of the directors of the Company in the shares and underlying shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company 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") were as follows:

(1) Long position in ordinary shares of the Company

| Name of director 董事姓名 | Capacity 身份 | Number of ordinary shares interested 擁有權益的普通股數目 | Percentage* of the Company's issued share capital 佔本公司已發行股本百分比* |
|--------------------------|---------------------------|--|--|
| Chen Xiaodong 陳曉東 | Beneficial owner 實益擁有人 | 4,180,246 | 0.03% |
| Xu Ke 徐柯 | Beneficial owner 實益擁有人 | 1,125,701,571 | 7.65% |
| Yu Qingrui 余慶銳 | Beneficial owner 實益擁有人 | 3,323,610 | 0.02% |
| Wu Ming 吳銘 | Beneficial owner 實益擁有人 | 3,990,000 | 0.03% |

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

董事於本公司股份及相關股份之權益

於二零一八年十二月三十一日，本公司董事於本公司股份及相關股份（定義見證券及期貨條例（「證券及期貨條例」）第XV部）中擁有須登記於本公司根據證券及期貨條例第352條須予以置存之登記冊之權益，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益如下：

(1) 於本公司普通股之好倉

| Number of ordinary shares interested 擁有權益的普通股數目 | Percentage* of the Company's issued share capital 佔本公司已發行股本百分比* |
|--|--|
| 4,180,246 | 0.03% |
| 1,125,701,571 | 7.65% |
| 3,323,610 | 0.02% |
| 3,990,000 | 0.03% |

* 百分比指擁有權益的普通股數目除以本公司於二零一八年十二月三十一日已發行股份數目。

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

(2) 於本公司相關股份之好倉 — 實物結算非上市股本衍生工具

| Name of director | Capacity | Number of underlying shares in respect of the share options granted 所授出購股權所涉及相關股份數目 | Percentage* of the underlying shares over the Company's issued share capital 相關股份佔本公司已發行股本百分比* |
|----------------------|---------------------------|--|---|
| 董事姓名 | 身份 | | |
| Chen Xiaodong 陳曉東 | Beneficial owner 實益擁有人 | 216,720,000 | 1.47% |
| Xu Ke 徐柯 | Beneficial owner 實益擁有人 | 127,120,000 | 0.86% |
| Yu Qingrui 余慶銳 | Beneficial owner 實益擁有人 | 216,720,000 | 1.47% |
| Lam Hay Yin 林曦妍 | Beneficial owner 實益擁有人 | 127,120,000 | 0.86% |

Details of the share options granted by the Company are set out under the section "Share Option Schemes" in this report.

有關本公司所授出購股權之詳情載於本報告「購股權計劃」一節。

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

* 百分比指擁有權益的相關股份數目除以本公司於二零一八年十二月三十一日已發行股份數目。

Save as disclosed above, as at 31 December 2018, none of the directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was deemed or taken to have under such provisions of the SFO) or which were required to be entered into the register kept by the Company pursuant to Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一八年十二月三十一日，本公司之董事或主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有任何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聯交所之權益或淡倉（包括根據證券及期貨條例之該等規定被視為或當作擁有之權益及淡倉），或須載入本公司根據證券及期貨條例第352條而存置之登記冊中或根據標準守則規定須知會本公司及聯交所之權益或淡倉。

Directors' Rights to Acquire Shares or Debentures

Save as disclosed under the headings "Directors' Interests in Shares and Underlying Shares of the Company" and "Share Option Schemes" above and in the share option scheme disclosures in note 37 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any of the directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

Substantial Shareholders' Interests in Shares and Underlying Shares of the Company

As at 31 December 2018, the following parties had interests of 5% or more in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO, or as the Company is aware:

Long position in ordinary shares of the Company

| Name of substantial shareholder | Capacity | Note | Number of ordinary shares interested | Percentage* of the Company's issued share capital |
|---|---|------|--------------------------------------|---|
| 主要股東名稱 | 身份 | 附註 | 擁有權益之普通股數目 | 佔本公司已發行股本百分比* |
| Dragon Regal Holdings Limited 龍盛集團有限公司 | Beneficial owner 實益擁有人 | | 2,000,000,000 | 13.59% |
| Huang Chuan 黃川 | Beneficial owner 實益擁有人 | | 8,610,000 | 0.06% |
| | Other 其他 | (1) | 2,000,000,000 | 13.59% |
| | | | 2,008,610,000 | 13.65% |
| Chen Xiangru 陳湘如 | Beneficial owner 實益擁有人 | | 1,972,550,548 | 13.40% |
| Future World Financial Holdings Limited 未來世界金融控股有限公司 | Interest held by a controlled corporation 透過受控制公司持有之權益 | (2) | 1,070,621,316 | 7.27% |
| Golden Horse Hong Kong Investment Limited 金馬香港投資有限公司 | Beneficial owner 實益擁有人 | | 1,070,621,316 | 7.27% |

董事購買股份或債券之權利

除上述「董事於本公司股份及相關股份之權益」及「購股權計劃」項下以及財務報表附註37內的購股權計劃披露資料所披露者外，於本年度內概無向任何董事或彼等各自之配偶或未成年子女授出可透過購入本公司股份或債券而購入利益之權利，而彼等亦無行使任何該等權利。此外，本公司或其任何附屬公司並無訂立任何安排，致使董事可於任何其他法人團體購入該等權利。

主要股東於本公司股份及相關股份之權益

於二零一八年十二月三十一日，根據本公司按證券及期貨條例第336條規定存置之登記冊所載，或據本公司知悉，下列各方於本公司之股份或相關股份中擁有5%或以上之權益：

於本公司普通股之好倉

Notes:

- (1) These shares were held by Dragon Regal Holdings Limited which was controlled by Huang Chuan.
- (2) These shares were held by Golden Horse Hong Kong Investment Limited which was controlled by Future World Financial Holdings Limited.
- * The percentage represents the number of ordinary shares interested divided by the number of the Company's issued shares as at 31 December 2018.

Save as disclosed above, as at 31 December 2018, no person, other than the directors of the Company, whose interests are set out in the section headed "Directors' Interests in Shares and Underlying Shares of the Company" above, had an interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of the directors, as at the latest practicable date prior to the issue of this report, the Company has maintained a sufficient public float.

Directors' Interests in a Competing Business

During the year and up to the date of this report, no director is considered to have interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, as defined in the Listing Rules.

Compliance with Laws and Regulations

As far as the directors are aware, during the year and up to the date of this report, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on its business and operations.

Events after the reporting period

Details of the significant events of the Group after the reporting period are set out in note 47 to the financial statements.

Corporate Governance

Details of the corporate governance practices of the Company are set out in the section headed "Corporate Governance Report" in this annual report.

附註：

- (1) 該等股份由龍盛集團有限公司持有，而龍盛集團有限公司由黃川控制。
- (2) 該等股份由金馬香港投資有限公司持有，而金馬香港投資有限公司由未來世界金融控股有限公司控制。
- * 百分比指擁有權益的普通股數目除以本公司於二零一八年十二月三十一日已發行股份數目。

除上述所披露者外，於二零一八年十二月三十一日，除本公司之董事（其權益載於上文「董事於本公司股份及相關股份之權益」一節）外，概無其他任何人士於本公司根據證券及期貨條例第336條須予備存之登記冊所記錄於本公司股份或相關股份中擁有權益或淡倉。

足夠之公眾持股量

根據本公司可得之公開資料及據董事所知，於本報告刊發前至最後實際可行日期，本公司一直維持足夠公眾持股量。

董事於構成競爭業務中之權益

於本年度及截至本報告日期，按上市規則所定義，概無董事被視作於直接或間接與本集團業務構成競爭或可能構成競爭之業務中擁有權益。

遵守法例及規例

就董事所知，於本年度及截至本報告日期，本集團已於重大方面遵守對其業務及營運有重大影響的相關法例及規例。

報告期後事項

有關本集團於報告期後之重大事項詳情載於財務報表附註47。

企業管治

本公司企業管治常規詳情載於本年報的「企業管治報告」一節。

Report of the Directors 董事會報告

Auditors

Ernst & Young will retire and a resolution for their re-appointment as auditors of the Company will be proposed at the 2019 AGM.

On behalf of the Board

Chen Xiaodong
Chairman

Hong Kong
26 March 2019

核數師

安永會計師事務所即將任滿告退，而本公司將於二零一九年股東週年大會上提呈決議案，再度委聘其出任本公司核數師一職。

代表董事會

主席
陳曉東

香港
二零一九年三月二十六日

Corporate Governance Report

企業管治報告

Corporate Governance Practices

The Board recognizes the importance of good corporate governance to the Company's healthy growth and has devoted considerable efforts to formulating and implementing corporate governance practices appropriate to the Company's needs.

Throughout the year under review, the Company has complied with the code provisions set out in the Corporate Governance Code (the "CG Code") in Appendix 14 of the Listing Rules, except for the deviation from the code provision A.2.1 of the CG Code. Key corporate governance principles and practices of the Company as well as the details of the foregoing deviation are summarized below.

The Board Responsibilities, Accountabilities and Contributions of the Board

Direction and control of Company business are vested in the Board. The Board establishes policies, strategies and plans for the development of Company business, and provides leadership in the creation of value for shareholders. All directors have carried out their duties in good faith, in compliance with applicable laws and regulations, taking decisions objectively and acting in the interests of the Company and its shareholders at all times.

The Board takes responsibility for all major matters of the Company, including approval and monitoring of all policy matters, overall strategies and budgets, risk management and internal control systems, material transactions (particularly those involving conflict of interests), financial information, appointment of directors and other significant financial and operational matters.

All directors have timely access to all relevant information as well as the advice and services of the Company Secretary and senior management of the Company, with a view to ensuring that Board procedures and all applicable laws and regulations are followed. Any director may request independent professional advice in appropriate circumstances at the Company's expenses, upon reasonable request made to the Board.

The day-to-day management, administration and operation of the Company are led by the Executive Committee and senior management of the Company. The Board has delegated a schedule of responsibilities to these officers for implementing Board decisions. The Board reviews the delegated functions and work tasks regularly. The aforesaid officers have to obtain Board approval prior to entering any significant transactions.

企業管治常規

董事會深明良好的企業管治對本公司穩健發展之重要性，故本公司致力於制訂及實施切合本公司需求之企業管治常規。

於整個回顧年度，本公司一直遵守上市規則附錄十四內企業管治守則（「企業管治守則」）所載守則條文，惟偏離企業管治守則之守則條文第A.2.1條。本公司之主要企業管治原則及常規以及有關上述偏離之詳情於下文概述。

董事會 董事會責任、義務及貢獻

董事會負責本公司業務的發展方向及控制，為本公司業務的發展制定政策、策略及計劃，引領達致為股東創造價值之目標。所有董事遵照適用法律及法規真誠地履行職責，隨時作出客觀決定並以本公司及其股東利益行事。

董事會負責本公司所有重要事項，包括批准及監控所有政策事宜、整體策略及預算、風險管理及內部監控制度、重大交易（特別是涉及利益衝突之交易）、財務資料、委任董事及其他重要財務及營運事宜。

全體董事可及時地查詢所有相關資料，以及取得公司秘書及本公司高級管理人員的意見及獲得其服務，以確保遵守董事會程序以及所有適用法例及規例。任何董事一般可透過向董事會提出合理要求，在適當的情況下尋求獨立專業意見，費用由本公司支付。

本公司的日常管理、行政及經營乃由本公司的執行委員會及高級管理人員領導。董事會對該等高級行政人員分別委以各項職責，由彼等負責執行董事會的決策。董事會定期檢討所指派的職責及工作。在訂立任何重大交易前，上述高級行政人員必須取得董事會批准。

Board Composition

The composition of the Board and the Board Committees as at the date of this annual report is as follows:

Board of Directors

Executive Directors

Mr. Chen Xiaodong (*Chairman of the Board*)
Mr. Xu Ke (*Chief Executive Officer*)
Mr. Yu Qingrui
Ms. Lam Hay Yin

Independent Non-executive Directors

Mr. Kwok Chi Kwong
Mr. Chen Youchun
Mr. Wu Ming

Executive Committee

Mr. Chen Xiaodong (*Chairman*)
Mr. Xu Ke
Mr. Yu Qingrui
Ms. Lam Hay Yin

Audit Committee

Mr. Kwok Chi Kwong (*Chairman*)
Mr. Chen Youchun
Mr. Wu Ming

Remuneration Committee

Mr. Kwok Chi Kwong (*Chairman*)
Ms. Lam Hay Yin
Mr. Chen Youchun

Nomination Committee

Mr. Chen Xiaodong (*Chairman*)
Mr. Kwok Chi Kwong
Mr. Chen Youchun

The biographical details of the directors and the relationships among the members of the Board are disclosed in the section headed "Biographical Details of Directors" in this annual report.

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

董事會組成

於本年報日期，董事會及董事委員會之組成如下：

董事會

執行董事

陳曉東先生 (*董事會主席*)
徐柯先生 (*行政總裁*)
余慶銳先生
林曦妍女士

獨立非執行董事

郭志光先生
陳友春先生
吳銘先生

執行委員會

陳曉東先生 (*主席*)
徐柯先生
余慶銳先生
林曦妍女士

審核委員會

郭志光先生 (*主席*)
陳友春先生
吳銘先生

薪酬委員會

郭志光先生 (*主席*)
林曦妍女士
陳友春先生

提名委員會

陳曉東先生 (*主席*)
郭志光先生
陳友春先生

各董事之履歷及董事會各成員的關係於本年報「董事履歷」一節中予以披露。

於截至二零一八年十二月三十一日止年度，董事會一直符合上市規則有關規定，內容有關至少須有三名獨立非執行董事（至少佔董事會三分之一），並且其中一名獨立非執行董事須具備適當專業資格及會計及相關財務管理專業資歷。

The composition of the Board reflects the necessary balance of skills and experience appropriate for the business requirement and objectives of the Group and for the exercise of independent judgement.

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

Chairman and Chief Executive

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. To achieve clear division of responsibilities between the management of the Board and day-to-day management of the business and hence to ensure balance of power and authority, there is separation of duties for the Chairman and Chief Executive of the Company. The Group had been recruiting the appropriate candidate for the post of chief executive after the resignation of the former chief executive on 20 April 2015.

On 27 February 2018, the Company announced the appointment of Mr. Xu Ke as an executive director and the chief executive officer of the Company. The Board considered that such appointment would achieve a separation of duties for the Chairman and Chief Executive of the Company and ensure a balance of power and authority, and hence strengthening the governance function and business development of the Group.

Appointment and Re-election of Directors

The executive directors of the Company, namely, Mr. Chen Xiaodong, Mr. Xu Ke, Mr. Yu Qingrui and Ms. Lam Hay Yin have not been appointed for a specific term but they are subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Company's bye-laws. The Company has also issued a letter of appointment to each of the independent non-executive directors of the Company for a term of 1 year.

Pursuant to the provisions of the Company's bye-laws, Mr. Chen Xiaodong, Mr. Yu Qingrui and Mr. Kwok Chi Kwong shall retire at the 2019 AGM and, being eligible, will offer themselves for re-election at the 2019 AGM. The Board recommended the re-election of the above retiring directors at the 2019 AGM.

董事會的組成反映了適合本集團業務需要及目標及作出獨立判斷之技巧及經驗之間必要的平衡。

本公司已接獲各獨立非執行董事根據上市規則的規定發出之年度獨立性確認書。根據上市規則所載之獨立性指引，本公司認為所有獨立非執行董事均屬獨立。

主席及行政總裁

企業管治守則之守則條文第A.2.1條規定主席及行政總裁之角色應有區分，不應由一人同時兼任。為明確區分董事會管理與日常業務管理之間的職責並因此確保達致權力和授權分佈均衡，本公司區分主席與行政總裁之職務。前任行政總裁於二零一五年四月二十日辭任行政總裁一職後，本集團曾一直就行政總裁一職招聘合適之替任人選。

於二零一八年二月二十七日，本公司宣佈委任徐柯先生為本公司執行董事兼行政總裁。董事會認為是項委任可區分本公司主席及行政總裁之職務，確保權力及授權分佈均衡，從而加強本集團管治職能及業務發展。

委任及重選董事

本公司執行董事陳曉東先生、徐柯先生、余慶銳先生及林曦妍女士並無按固定任期獲委任，惟彼等須根據本公司細則於本公司股東週年大會輪值退任及重選連任。本公司已向本公司各獨立非執行董事發出為期一年的委任函。

根據本公司細則條文，陳曉東先生、余慶銳先生及郭志光先生須於二零一九年股東週年大會退任，彼等均符合資格及願意於二零一九年股東週年大會上重選連任。董事會建議於二零一九年股東週年大會重選上述退任董事。

Training and Continuing Development of Directors

Directors keep abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company.

All directors of the Company receive a comprehensive induction on his/her appointment to ensure appropriate understanding of the business and operations of the Group and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements. Such induction is normally supplemented with visits to the Group's key plant sites and/or meetings with the senior management of the Company.

The existing directors are continually updated with legal and regulatory developments, business and market changes to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Continuing briefings and professional development for directors are arranged whenever necessary. In addition, reading materials on new or changes to salient laws and regulations applicable to the Group are provided to directors from time to time for their studying and reference. All directors are encouraged to attend relevant training courses at the Company's expenses.

During the year ended 31 December 2018, the Company (i) has organized briefings conducted by the Company Secretary for all its directors on corporate governance and updates on the Listing Rules amendments and (ii) has provided reading materials on regulatory updates to all the directors for their reference and studying.

Model Code for Securities Transactions

The Company has adopted its own code of conduct regarding securities transactions by directors of the Company (the "Own Code") on terms no less exacting than the Model Code. Specific enquiry has been made of all the Company's directors and all the directors have confirmed that they have complied with the required standards set out in the Model Code and the Own Code throughout the period from 1 January 2018 to the date of this report.

The Company has also established written guidelines on terms no less exacting than the Model Code (the "Employees Written Guidelines") for securities transactions by relevant employees of the Group who are considered to be likely to possess inside information in relation to the Company or its securities. No incident of non-compliance with the Employees Written Guidelines was noted by the Company.

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

董事之培訓及持續發展

董事不時了解其作為本公司董事的職責，以及本公司的經營方式、業務活動及發展。

本公司全體董事於其獲委任後均將獲得全面的入職培訓，以確保充分了解本集團之業務及營運，以及完全清楚上市規則及有關監管規定下之董事職責及義務。有關入職培訓通常還包括參觀本集團之主要廠房場地及／或與本公司高級管理人員會面。

現任董事亦不斷掌握法律及監管規定、業務及市場變化的最新發展，發展及更新彼等的知識及技能以確保彼等對董事會之貢獻屬知情及相關。本公司會於有需要時為董事持續舉辦簡介會及提供專業發展。此外，適用於本集團的重要法律及法規新增或更改的閱讀資料將不時提供給董事，以供彼等學習及參閱。本公司鼓勵全體董事參加相關培訓課程，費用由本公司承擔。

於截至二零一八年十二月三十一日止年度，本公司(i)已組織公司秘書就企業管治及上市規則修訂事宜的最新資料為本公司全體董事舉辦的簡介會及(ii)已向全體董事提供有關監管最新進展的閱讀資料，以供彼等參閱及學習。

證券交易的標準守則

本公司已採納其本身有關本公司董事進行證券交易的行為守則（「本身守則」），其條款不遜於標準守則。本公司已向全體董事作出具體查詢，且全體董事已確認彼等於二零一八年一月一日至本報告日期期間一直遵守標準守則及本身守則所載標準。

本公司亦已為被視為可能擁有有關本公司或其證券之內幕消息的本集團相關僱員制定有關彼等進行證券交易的書面指引（「僱員書面指引」），其條款不遜於標準守則。本公司並無發現不遵守僱員書面指引的情況。

本公司如獲悉有任何期間限制本公司證券交易，則本公司將預先通知其董事及相關僱員。

Directors' Attendance Records

The attendance records of each director at the regular Board meetings, Board Committee meetings and the general meetings of the Company held during the year ended 31 December 2018 is set out below:

| Name of Director | 董事姓名 | Attendance/Number of Meetings 出席記錄/會議次數 | | | | | |
|-------------------------------|------------|--|------------------------------------|---|---|----------------------------------|-----------------------------------|
| | | Board Meeting 董事會會議 | Audit Committee Meeting 審核委員會會議 | Remuneration Committee Meeting 薪酬委員會會議 | Nomination Committee Meeting 提名委員會會議 | Annual General Meeting 股東週年大會 | Special General Meeting 股東特別大會 |
| Mr. Chen Xiaodong | 陳曉東先生 | 4/4 | - | - | 2/2 | 1/1 | 0/2 |
| Mr. Xu Ke (note 1) | 徐柯先生(附註1) | 4/4 | - | - | - | 1/1 | 2/2 |
| Mr. Yu Qingrui | 余慶銳先生 | 4/4 | - | - | - | 1/1 | 2/2 |
| Ms. Lam Hay Yin | 林曦妍女士 | 4/4 | - | 1/1 | - | 1/1 | 1/2 |
| Ms. Lee Chau Man Ada (note 2) | 李秋敏女士(附註2) | 3/3 | - | - | - | 0/1 | 0/1 |
| Mr. Kwok Chi Kwong | 郭志光先生 | 4/4 | 2/2 | 1/1 | 2/2 | 1/1 | 1/2 |
| Mr. Chen Youchun | 陳友春先生 | 4/4 | 2/2 | 1/1 | 2/2 | 1/1 | 2/2 |
| Mr. Mai Qijian (note 3) | 麥其建先生(附註3) | 3/3 | 2/2 | - | - | 1/1 | 1/1 |
| Mr. Wu Ming (note 4) | 吳銘先生(附註4) | 1/1 | - | - | - | - | 0/1 |

Notes:

- Mr. Xu Ke was appointed as an executive director of the Company on 27 February 2018. During the period from his appointment up to 31 December 2018, 4 Board Meetings, 1 Annual General Meeting and 2 Special General Meetings were held.
- Ms. Lee Chau Man Ada resigned as an executive director of the Company with effect from 23 November 2018. During the period from 1 January 2018 up to her resignation date, 3 Board Meetings, 1 Annual General Meeting and 1 Special General Meeting were held.
- Mr. Mai Qijian resigned as an independent non-executive director with effect from 2 October 2018. During the period from 1 January 2018 up to his resignation date, 3 Board meetings, 2 Audit Committee meetings, 1 Annual General Meeting and 1 Special General Meeting were held.
- Mr. Wu Ming was appointed as an independent non-executive director on 2 October 2018. During the period from his appointment up to 31 December 2018, 1 Board meeting and 1 special general meeting were held.

In addition, Mr. Chen Xiaodong, the chairman of the Board, held a meeting with the independent non-executive directors without the presence of executive directors during the year under review.

董事之出席記錄

各董事於截至二零一八年十二月三十一日止年度舉行之董事會定期會議、董事委員會會議及本公司股東大會之出席記錄載列如下：

| Name of Director | 董事姓名 | Attendance/Number of Meetings 出席記錄/會議次數 | | | | | |
|-------------------------------|------------|--|------------------------------------|---|---|----------------------------------|-----------------------------------|
| | | Board Meeting 董事會會議 | Audit Committee Meeting 審核委員會會議 | Remuneration Committee Meeting 薪酬委員會會議 | Nomination Committee Meeting 提名委員會會議 | Annual General Meeting 股東週年大會 | Special General Meeting 股東特別大會 |
| Mr. Chen Xiaodong | 陳曉東先生 | 4/4 | - | - | 2/2 | 1/1 | 0/2 |
| Mr. Xu Ke (note 1) | 徐柯先生(附註1) | 4/4 | - | - | - | 1/1 | 2/2 |
| Mr. Yu Qingrui | 余慶銳先生 | 4/4 | - | - | - | 1/1 | 2/2 |
| Ms. Lam Hay Yin | 林曦妍女士 | 4/4 | - | 1/1 | - | 1/1 | 1/2 |
| Ms. Lee Chau Man Ada (note 2) | 李秋敏女士(附註2) | 3/3 | - | - | - | 0/1 | 0/1 |
| Mr. Kwok Chi Kwong | 郭志光先生 | 4/4 | 2/2 | 1/1 | 2/2 | 1/1 | 1/2 |
| Mr. Chen Youchun | 陳友春先生 | 4/4 | 2/2 | 1/1 | 2/2 | 1/1 | 2/2 |
| Mr. Mai Qijian (note 3) | 麥其建先生(附註3) | 3/3 | 2/2 | - | - | 1/1 | 1/1 |
| Mr. Wu Ming (note 4) | 吳銘先生(附註4) | 1/1 | - | - | - | - | 0/1 |

附註：

- 徐柯先生於二零一八年二月二十七日獲委任為本公司執行董事。於其獲委任起至二零一八年十二月三十一日止期間，共舉行4次董事會會議、1次股東週年大會及2次股東特別大會。
- 李秋敏女士辭任本公司執行董事，自二零一八年十一月二十三日生效。自二零一八年一月一日起至其辭任日期止期間，共舉行3次董事會會議、1次股東週年大會及1次股東特別大會。
- 麥其建先生辭任獨立非執行董事，自二零一八年十月二日起生效。自二零一八年一月一日起至其辭任日期止期間，共舉行3次董事會會議、2次審核委員會會議、1次股東週年大會及1次股東特別大會。
- 吳銘先生於二零一八年十月二日獲委任為一名獨立非執行董事。於其獲委任起至二零一八年十二月三十一日止期間，共舉行1次董事會會議及1次股東特別大會。

此外，於回顧年度內董事會主席陳曉東先生與獨立非執行董事舉行一次並無執行董事出席之會議。

Board Committees and Corporate Governance Functions

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

Executive Committee

Currently, the Executive Committee comprises all the four executive directors of the Company, namely, Mr. Chen Xiaodong, Mr. Xu Ke, Mr. Yu Qingrui and Ms. Lam Hay Yin. The Chairman of the Board, Mr. Chen Xiaodong, also acts as the Chairman of this committee. The Executive Committee operates as a general management committee under the direct authority of the Board to increase the efficiency for business decision making. It monitors the execution of the Company's strategic plans and operations of all business units of the Group and discusses and makes decisions on matters relating to the management and day-to-day operations of the Group.

Audit Committee

Currently, the Audit Committee comprises of three members, namely, Mr. Kwok Chi Kwong (Chairman), Mr. Chen Youchun and Mr. Wu Ming, all of whom are independent non-executive directors. Mr. Kwok Chi Kwong possesses the appropriate accounting and financial management expertise as required under Rule 3.10(2) of the Listing Rules. None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

The main duties of the Audit Committee are to (i) review the financial statements and reports and consider any significant or unusual items raised by the financial officers of the Group or external auditors before submission to the Board; (ii) review and monitor the relationship with the external auditors by referencing to the work performed by the auditors, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditors; and (iii) review the Company's financial controls, internal control and risk management systems.

董事委員會及企業管治職能

董事會已設立四個董事委員會，即執行委員會、審核委員會、薪酬委員會及提名委員會，以監督本公司特定方面之事務。所有董事委員會均已按書面界定之職權範圍成立。書面界定之職權範圍可於聯交所網站(www.hkexnews.hk)及本公司網站(<http://www.cwghl.com>)查閱(執行委員會書面職權範圍除外，其可應股東要求提供)。所有董事委員會須就其作出之決策或推薦建議向董事會匯報。

執行委員會

目前，執行委員會由本公司全部四名執行董事組成，即陳曉東先生、徐柯先生、余慶銳先生及林曦妍女士。董事會主席陳曉東先生亦擔任該委員會主席。執行委員會作為一個在董事會直接授權下之一般管理委員會運行，藉以增強業務決策之效率。執行委員會監控本公司策略計劃之執行以及本集團全部業務單位之營運，並就本集團管理及日常營運相關事宜進行討論及作出決策。

審核委員會

目前，審核委員會由三名成員組成，即郭志光先生(主席)、陳友春先生及吳銘先生，彼等均為獨立非執行董事。郭志光先生則具備上市規則第3.10(2)條所規定之相關會計和財務管理專業知識。審核委員會所有委員均並非本公司現時的外聘核數師的前任合夥人。

審核委員會的職責主要為(i)向董事會提交財務報表及報告前，審閱該等財務報表及報告，以及審議由本集團財務人員或外聘核數師提出之任何重大或不尋常事項；(ii)根據外聘核數師之工作檢討及監督與外聘核數師之關係、其費用及聘用條款，並就外聘核數師之委聘、續聘及免職向董事會提出推薦建議；以及(iii)檢討本公司財務控制、內部監控及風險管理制度。

During the year ended 31 December 2018, the Audit Committee performed the following works:

- Review and discussion of the financial statements, results announcements and reports for the period from 1 April 2017 to 31 December 2017 and for the six months ended 30 June 2018, the financial reporting, the related accounting principles, practices and compliance procedures;
- Discussion and recommendation of the re-appointment of external auditors; and
- Review of risk management and internal control systems of the Group.

The external auditors were invited to attend the Audit Committee meetings without the presence of executive directors to discuss with the Audit Committee issues arising from the audit and financial reporting matters. The Company's annual results for the year ended 31 December 2018 have also been reviewed by the Audit Committee. There is no disagreement between the Board and the Audit Committee regarding the re-appointment of external auditors.

Remuneration Committee

Currently, the Remuneration Committee comprises both executive director and independent non-executive directors of the Company, namely, Mr. Kwok Chi Kwong (Chairman), Ms. Lam Hay Yin and Mr. Chen Youchun.

The main duties of the Remuneration Committee are to (i) make recommendations to the Board on the Company's remuneration policy and structure and the remuneration packages of directors and senior management (i.e. the model described in the code provision B.1.2(c)(ii) of the CG Code is adopted); (ii) review and approve performance-based remuneration by referencing to corporate goals and objectives; and (iii) establish a formal and transparent procedures for developing such remuneration policy and structure to ensure that no director or any of his/her associates will participate in deciding his/her own remuneration, the remuneration of which will be determined with reference to the performance of the individual and the Group as well as market practice and conditions.

截至二零一八年十二月三十一日止年度，審核委員會曾執行下列工作：

- 審閱及討論二零一七年四月一日至二零一七年十二月三十一日期間以及截至二零一八年六月三十日止六個月之財務報表、業績公告以及報告、財務申報、相關會計原則、常規及合規程序；
- 討論及建議續聘外聘核數師；及
- 檢討本集團之風險管理及內部監控制度。

外聘核數師應邀出席了執行董事避席之審核委員會會議，以與審核委員會討論審核及財務申報事宜所產生之問題。審核委員會亦已審閱本公司截至二零一八年十二月三十一日止年度之年度業績。董事會與審核委員會之間就續聘外聘核數師一事並無分歧。

薪酬委員會

目前，薪酬委員會由本公司執行董事及獨立非執行董事組成，即郭志光先生（主席）、林曦妍女士及陳友春先生。

薪酬委員會之主要職責包括(i)就本公司薪酬政策及架構以及董事及高級管理人員的薪酬待遇（即企業管治守則之守則條文第B.1.2(c)(ii)條所述模式獲採納）向董事會提供建議；(ii)參考公司宗旨及目標審閱及批准績效薪酬；及(iii)制訂正式透明程序發展該薪酬政策及架構，以確保概無董事或其任何聯繫人士將參與釐定其本身之薪酬，而其薪酬將參考個人及本集團之表現以及市場慣例及市況而釐定。

During the year ended 31 December 2018, the Remuneration Committee has (i) generally reviewed and discussed the remuneration policy and structure and the current remuneration packages of the directors and senior management of the Group; and (ii) recommended to the Board the remuneration packages regarding the appointment of Mr. Xu Ke and Mr. Wu Ming as directors of the Company.

The senior management of the Company are the directors of the Company. Details of the remuneration of each director of the Company for the year are set out in note 8 to the financial statements contained in this annual report.

Nomination Committee

Currently, the Nomination Committee comprises both executive director and independent non-executive directors of the Company, namely, Mr. Chen Xiaodong (Chairman), Mr. Kwok Chi Kwong and Mr. Chen Youchun.

The main duties of the Nomination Committee are to (i) review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and recommend any changes to the Board; (ii) identify qualified and suitable individuals to become Board members and select and make recommendations to the Board on the selection of individuals nominated for directorships; (iii) assess the independence of independent non-executive directors of the Company, having regard to the requirements under the Listing Rules; and (iv) make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular, the Chairman and the Chief Executive of the Company.

於截至二零一八年十二月三十一日止年度，薪酬委員會已(i)總體檢討及討論本集團的薪酬政策及架構，以及董事和高級管理人員現有之薪酬待遇；及(ii)就徐柯先生及吳銘先生獲委任為本公司董事之薪酬待遇向董事會提供建議。

本公司高級管理人員為本公司董事。於本年度本公司各董事之薪酬詳情載於本年報財務報表附註8。

提名委員會

目前，提名委員會由本公司執行董事及獨立非執行董事，即陳曉東先生（主席）、郭志光先生及陳友春先生組成。

提名委員會的主要職責為(i)定期檢討董事會的架構、規模及組成（包括技能、知識及經驗），並就任何變動向董事會提供建議；(ii)物色具備合適資格的人士加入董事會，並挑選獲提名有關人士成為董事會成員以及就此向董事會提出建議；(iii)參考上市規則的規定評核本公司獨立非執行董事的獨立性；及(iv)就有關董事委任或重新委任以及董事（尤其是本公司主席及行政總裁）繼任計劃之有關事宜向董事會提出建議。

The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining the Company's competitive advantage. A new Board Diversity Policy was adopted by the Company during the year under review, pursuant to which the Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. In relation to reviewing and assessing the Board composition, the Nomination Committee is committed to diversity at all levels and will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and regional and industry experience.

The Company aims to maintain an appropriate balance of diversity perspectives that are relevant to the Company's business growth and is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered. The Board will consider setting measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.

During the year under review, in response to the amendment to the CG Code effective on 1 January 2019, the Company has also adopted the Director Nomination Policy. Such policy sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of directors of the Company, and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following: character and integrity; qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy; diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service; requirements of independent non-executive directors on the Board and independence of the proposed independent non-executive directors in accordance with the Listing Rules; and commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board committee(s) of the Company.

本公司明白並深信董事會多元化的裨益良多，並將董事會層面的多元化視為維持本公司競爭優勢的重要因素。於回顧年內，本公司採納新董事會多元化政策，據此，提名委員會每年將檢討董事會的架構、人數及組成及於適當時候，向董事會提供相關變動建議以配合本公司之企業策略及確保董事會維持均衡多元化格局。就檢討及評估董事會的組成而言，提名委員會致力於各個層面多元化及將作多方面考慮，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識、區域及行業經驗。

本公司旨在維持與本公司業務增長有關的多元化視角的適當平衡，亦致力於確保所有層級（自董事會往下）的招聘及甄選慣例得以適當構成，從而考慮候選人之多元化範疇。董事會將考慮設立可計量目標以執行董事會多元化政策及不時審閱該等目標以確保其適當性及確定於實現該等目標所取得之進展。

於回顧年內，為響應於二零一九年一月一日生效的企業管治守則之修訂，本公司亦採納董事提名政策。該政策載列有關本公司董事提名及委任之甄選準則及流程以及董事會繼任規劃考量，旨在確保董事會可在技能、經驗及適合於本公司之多元化視角上達到均衡、董事會之連續性及在董事會層面上之適當領導。

董事提名政策載列評估建議候選人之合適性及對董事會所作之潛在貢獻之因素，包括但不限於以下各項：品質及誠信；資歷包括與本公司業務及企業策略相關的專業資格、技能、知識及經驗；各個層面之多樣性，包括但不限於性別、年齡（18歲或以上）、文化及教育背景、種族、專業經驗、技能、知識及服務任期；根據上市規則對董事會獨立非執行董事之要求及建議獨立非執行董事之獨立性；及對可投入時間及相關興趣以履行擔任一名董事會成員及／或本公司董事會委員會成員之職責的承諾。

Corporate Governance Report 企業管治報告

During the year ended 31 December 2018, the Nomination Committee performed the following works:

- Considered and recommended the appointment of Mr. Xu Ke and Mr. Wu Ming as directors of the Company;
- Reviewed the structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements for the business of the Group and reviewed the Board diversity policy;
- Considered and recommended the re-election of the retiring directors standing for re-election at the 2018 annual general meeting of the Company; and
- Assessed the independence of independent non-executive directors of the Company.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

During the year ended 31 December 2018, the Board has reviewed the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and Employees Written Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

Directors' Responsibilities for Financial Reporting in Respect of the Financial Statements

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

於截至二零一八年十二月三十一日止年度，提名委員會曾進行下列工作：

- 考慮及建議委任徐柯先生及吳銘先生為本公司董事；
- 檢討董事會之架構、規模及組成，確保同時兼備專業知識、技巧及經驗符合本集團業務的要求以及檢討董事會成員多元化政策；
- 考慮及建議重選將於本公司二零一八年股東週年大會上接受重選的退任董事；及
- 評估本公司獨立非執行董事的獨立性。

企業管治職能

董事會負責執行企業管治守則之守則條文第D.3.1條所載之職能。

於截至二零一八年十二月三十一日止年度，董事會已檢討本公司的企業管治政策及慣例、董事及高級管理人員的培訓及持續專業發展、本公司有關遵守法律及監管規定的政策及慣例、標準守則及僱員書面指引的合規，及本公司遵守企業管治守則的情況及本企業管治報告的披露資料。

董事對有關財務報表之財務申報責任

董事確認其承擔編製本公司於截至二零一八年十二月三十一日止年度的財務報表之職責。

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other statutory and regulatory requirements. The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

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

Risk Management and Internal Controls

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

The Board is fully responsible for evaluating and determining the nature and extent of the risks it is willing to take to achieve the Company's strategic objectives, and for establishing and maintaining appropriate and effective risk management and internal control systems to safeguard shareholders' investments and the Group's assets.

The Audit Committee assists the Board in overseeing the design and implementation of the risk management and internal control systems. The Company has developed and adopted different risk management procedures and guidelines. Self-evaluation would be conducted each year to confirm that the Company has properly complied with the risk management and internal control policy. All divisions would conduct internal control assessment to identify risks factors with potential impact on the Group's business. The management would assess the likelihood of risk occurrence, monitor the progress of risk management and report to the Board and the Audit Committee on the findings and effectiveness of the systems.

董事會負責根據上市規則及其他法定及監管規定編製公平真實、清楚、且易於理解的年報及中期報告、內幕消息公告及其他須予披露資料。管理層已向董事會提供該等必要之解釋及資料，以使董事會對提呈董事會批准之本公司財務報表作出知情評估。

並無任何重大不明朗事件或情況可能對本公司持續經營之能力產生重大質疑。

風險管理及內部監控

董事會深明其對風險管理及內部監控制度之責任，並持續檢討其有效性。有關制度旨在管理而非消除與未能達致業務目標相關的風險，且僅會就重大錯誤陳述或損失作出合理保證而非絕對保證。

董事會全面負責評估及釐定為達成本公司戰略目標所願承擔的風險性質及程度，以及制訂及維持適當有效的風險管理及內部監控制度，以保障股東投資及本集團資產。

審核委員會協助董事會監督風險管理及內部監控制度之制訂及執行。本公司已發展及採納不同的風險管理程序及指引。本公司每年進行內部評估，確定本公司已妥善遵守風險管理及內部監控政策。所有部門將進行內部監控評估，以確認對本集團業務造成潛在影響的風險因素。管理層將評估發生風險的可能性、監察風險管理進度以及向董事會及審核委員會報告有關結果及制度之成效。

Corporate Governance Report 企業管治報告

The Group has developed its disclosure policy to provide a general guide to the Company's directors and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries.

The Company's internal audit staff has performed independent review of the adequacy and effectiveness of the risk management and internal control systems. Key issues such as accounting practices and all material controls were examined. The relevant findings and recommendations are provided to the Board and the Audit Committee.

The Board, as assisted by the Audit Committee and the management, has reviewed the report from the management and the internal audit findings, and reviewed the risk management and internal control systems of the Group, including the financial, operational and compliance controls for the year ended 31 December 2018. The annual review also covered areas on financial reporting, internal audit function, staff qualification, experiences and relevant resources. The Board considered that such systems are adequate and effective and ongoing review of the same nature would be conducted in subsequent years.

External Auditors and Auditors' Remuneration

The statement of the external auditors of the Company about their reporting responsibilities for the Company's financial statements for the year ended 31 December 2018 is set out in the section headed "Independent Auditor's Report" in this annual report. During the year ended 31 December 2018 the remuneration paid/payable to the Company's external auditors, Ernst & Young, is set out below:

| Nature of Services 服務性質 | | Remuneration (HK\$) 薪酬 (港元) |
|----------------------------|------------|-----------------------------------|
| Audit services | 審計服務 | 2,880,000 |
| Non-audit services (Note) | 非審計服務 (附註) | 897,000 |
| TOTAL: | 總計: | 3,777,000 |

Note: The non-audit services provided mainly included other assurance services, tax compliance and advisory services.

本集團已制定其披露政策，向本公司董事及相關僱員提供處理機密資料、監察訊息披露及回應查詢的一般指引。

本公司內部審計職員已對風險管理及內部監控制度之充足性及成效進行獨立檢討。已對主要事宜如會計慣例及所有重大監控進行監察。相關結果及推薦建議將提供予董事會及審核委員會。

董事會已於審核委員會及管理層的協助下審閱管理層報告及內部審計結果，並審閱本集團風險管理及內部監控制度，包括截至二零一八年十二月三十一日止年度的財務、營運及合規監控。年度審閱亦涵蓋財務報告、內部審計職能、員工資格、經驗及相關資源。董事會認為，該制度充分且有效，隨後年度將進行相同性質的持續審閱。

外聘核數師及核數師之薪酬

有關本公司外聘核數師對於其就本公司截至二零一八年十二月三十一日止年度之財務報表申報職責所發出聲明載於本年報「獨立核數師報告書」一節。於截至二零一八年十二月三十一日止年度，本公司向外聘核數師安永會計師事務所已付／應付之薪酬載列如下：

附註：已提供之非審計服務主要包括其他鑒證服務、稅項合規及顧問服務。

Company Secretary

During the year ended 31 December 2018, Mr. Szeto Pui Tong, Patrick, the Company Secretary, has taken no less than 15 hours of relevant professional trainings to update his skills and knowledge.

Communications with Shareholders and Investors

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

The Company maintains a website at "www.cwghl.com" as a communication platform with shareholders and investors, where information and updates on the Group's business operations, developments and financial information are available for public access. Shareholders and investors may send written enquiries or requests to the Company using the below contact details:

Address: Unit 6706B-08A, Level 67, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong
(For the attention of the Department of Investor Relations)
Fax: (852) 2865 4654
Email: info@cwghl.com

The general meetings of the Company provide an opportunity for communication between the Board and the shareholders. The Chairman of the Board as well as chairmen of the Audit Committee, Remuneration Committee and Nomination Committee and, in their absence, other members of the respective committees, will normally attend the annual general meeting and other shareholders' meetings to answer questions.

The Company continues to enhance communications and relationships with its investors. Designated senior management maintains regular dialogue with institutional investors and analysts to keep them posted of the Company's developments.

公司秘書

於截至二零一八年十二月三十一日止年度，公司秘書司徒沛桐先生已接受不少於15個小時的相關專業培訓，以更新其技能及知識。

與股東及投資者溝通

本公司相信，與股東有效溝通對加強投資者關係及讓投資者了解本集團業務表現和策略至為重要。本公司亦明白透明及適時披露公司資料之重要性，此舉可令股東及投資者作出最佳投資決定。

本公司設有網站www.cwghl.com作為與股東及投資者溝通之平台，讓公眾人士得悉本集團業務營運及發展之最新資料以及財務資料。股東及投資者可按以下方式向本公司發出書面請求或呈請：

地址：香港九龍柯士甸道西1號
環球貿易廣場67樓6706B-08A室
(收信人為投資者關係部)
傳真：(852) 2865 4654
電郵：info@cwghl.com

本公司股東大會為董事會與股東溝通提供機會。董事會主席及審核委員會、薪酬委員會及提名委員會之主席，以及(如彼等缺席)各個委員會之其他成員一般會出席股東週年大會及其他有關股東大會並於大會上回答股東提問。

本公司繼續提升與其投資者溝通及關係。指定之高級管理層與機構投資者及分析師維持定期溝通，令其得悉本公司之發展。

Policies Relating to Shareholders

The Company has in place a Shareholders' Communication Policy to ensure that shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

The Company has adopted a Dividend Policy on payment of dividends. Depending on the financial conditions of the Company and the Group and the conditions and factors as set out in the Dividend Policy, dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year will be subject to the shareholders' approval.

Shareholder Rights

To safeguard shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at shareholder meetings, including the election of individual directors. The Company's shareholders may convene a special general meeting or put forward proposals at shareholders' meetings as follows:

- (1) Shareholder(s) holding not less than one-tenth of the paid-up capital of the Company at the date of deposit of the requisition may request the Board to convene a special general meeting pursuant to Clause 71 of the Company's bye-laws by sending a written requisition to the Board or the Company Secretary at the Company's head office in Hong Kong. The objects of the meeting must be stated in the written requisition.
- (2) Shareholder(s) representing not less than one-twentieth of the total voting rights at the date of the requisition or not less than 100 shareholders may put forward a proposal at a shareholders' meeting, pursuant to the Companies Act 1981 of Bermuda by sending a written requisition to the Board or the Company Secretary at the Company's head office in Hong Kong. The proposal should be stated in the written requisition and such written requisition should be submitted as early as practicable to enable the Company to make necessary arrangement (in case of a requisition requiring notice of a resolution, not less than six weeks before the meeting; and in case of any other requisition, not less than one week before the meeting).

與股東相關之政策

本公司已設有股東通訊政策以確保股東之意見及關注得到適當解決。本公司定期審閱該政策以確保其有效性。

本公司已就派付股息採納股息政策。視乎本公司及本集團之財務狀況以及股息政策所載之條件及因素而定，董事會可於財政年度建議及／或宣派股息以及任何財政年度之末期股息均須經股東批准。

股東權利

為保障股東利益及權利，於股東大會將就各重大事項（包括選舉個別董事）單獨提呈決議案。本公司股東可按下列方式召開股東特別大會或於股東大會上提出建議：

- (1) 根據本公司之細則第71條，於遞交呈請日期持有不少於十分之一本公司繳足股本的股東可要求董事會召開股東特別大會，方法為向在本公司香港總辦事處的董事會或公司秘書提出書面呈請。召開會議的目的必須載於書面呈請內。
- (2) 根據百慕達一九八一年公司法，於提出呈請日期代表不少於二十分之一總投票權的股東或不少於100名股東可於股東大會提出建議，方法為向在本公司香港總辦事處的董事會或公司秘書發出書面呈請。有關建議應於書面呈請內列明，此等書面呈請應盡早提交以便本公司作出所需安排（要求刊發決議案通告的呈請，須在大會舉行前不少於六個星期提交；而任何其他呈請，則須在大會舉行前不少於一星期提交）。

(3) If a shareholder wishes to propose a person other than a retiring director for election as a director of the Company at a general meeting, the shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting shall send a written notice, duly signed by the shareholder, of his/her intention to propose such person for election and also a notice signed by the person to be proposed of his/her willingness to be elected. These notices should be lodged at the Company's head office in Hong Kong, or the office of the Company's branch share registrar. The period for lodgement of such notices shall commence on the day after the dispatch of the notice of such general meeting and end 7 days prior to the date of such general meeting.

For the avoidance of doubt, shareholders must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

During the year under review, the Company has not made any changes to its bye-laws. An up-to-date version of the Company's bye-laws is also available on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cwghl.com).

All resolutions put forward at shareholder meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange after each shareholders' meeting.

(3) 如果股東擬於股東大會上提名一位非即將退任董事的人士參選本公司董事，該股東（非被提名之人士）須具備合適資格出席大會並於會上投票，並需發出一份由其正式簽署的書面通知，說明其擬提名該人士參選的意向及一份由獲提名之人士正式簽署說明其願意參選的通知。上述通知必須寄送到本公司的香港總辦事處或本公司股份過戶登記分處。提交上述通知的期限為召開股東大會的會議通知派發後起至股東大會召開日前7日止。

為免產生疑問，股東必須將已正式簽署的書面呈請、通知或聲明，或查詢（視情況而定）的原件送交及寄發至上述地址，並於其上提供彼等的全名、聯絡資料及身份證明，以使之生效。股東資料或須根據法例規定予以披露。

於回顧年度，本公司尚未對其細則作出任何更改。本公司細則之最新版本亦可在聯交所網站(www.hkexnews.hk)及本公司網站(www.cwghl.com)查閱。

根據上市規則，所有於股東大會上提呈之決議案將以投票方式表決，投票結果將於各股東大會舉行後在本公司及聯交所網站上刊登。

Environmental, Social and Governance Report

環境、社會及管治報告

Scope and Reporting Period

This is the third Environmental, Social, and Governance (“ESG”) report of Central Wealth Group Holdings Limited (the “Company”, and collectively with its subsidiaries referred as the “Group”), highlighting ESG performance, with disclosure reference made to the ESG Reporting Guide as described in Appendix 27 of the Listing Rules and Guidance set out by The Stock Exchange of Hong Kong Limited.

The principal activities of the Group are engagement in financial investments, trading and money lending business. This ESG report covers the Group’s overall environmental and social performances of its major business operations in its offices in Hong Kong and Shanghai of the People’s Republic of China (with a total floor area of 1,439 m²), from 1 January 2018 to 31 December 2018, unless otherwise stated. Comparing with 2017, additional office in Hong Kong and Shanghai were added in the reporting scope due to business expansion.

Stakeholder Engagement and Materiality

In order to identify the most significant aspects for the Group to report on for this ESG report, the Group regularly collects views and discusses ESG matters with stakeholders through a variety of channels, such as engagement sessions including routine meetings and annual general meeting. During the reporting year, the Group has specifically engaged board members, senior management, frontline employees, business partners and media to gain further insights on ESG material aspects and challenges, and have identified the following top 5 material aspects:

1. Customer Service;
2. Occupational Health and Safety;
3. Anti-corruption;
4. Product and Service Quality; and
5. Data Privacy.

The Group aims to keep close communication with its stakeholders for the identified aspects and continues to improve its ESG performance and better management on ESG-related risks for future business development. In alignment with the Group’s vision on sustainability, business will continue to be operated with high ethical standards and provide sustainable returns to stakeholders.

範圍及報告期

本報告為中達集團控股有限公司（「本公司」，連同其附屬公司統稱「本集團」）發佈之第三份環境、社會及管治（「環境、社會及管治」）報告，主要匯報本公司於環境、社會及管治方面之表現，乃參考香港聯合交易所有限公司上市規則與指引中附錄二十七所載《環境、社會及管治報告指引》作出披露。

本集團主要業務為參與財務投資、買賣及放貸業務。除另有說明外，本環境、社會及管治報告涵蓋於二零一八年一月一日至二零一八年十二月三十一日止期間本集團位於中華人民共和國香港及上海辦事處（總面積1,439平方米）的主要業務經營在環境及社會方面之整體表現。與二零一七年相比，由於業務擴張而新增位於香港及上海辦事處已納入報告範圍。

利益相關者參與及重要性

為確定本集團於本環境、社會及管治報告中匯報之首要議題，本集團透過多種渠道（如例會及股東週年大會等參與會議等）定期收集觀點及與利益相關者商討環境、社會及管治事宜。於報告年度內，本集團已特定與董事會成員、高級管理人員、前線僱員、業務夥伴及媒體進行溝通以便獲取於環境、社會及管治重要範疇及挑戰之更多見解，並已識別以下首要5個重要範疇：

1. 客戶服務；
2. 職業健康及安全；
3. 反貪污；
4. 產品及服務質量；及
5. 數據隱私。

本集團旨在就識別範疇與其利益相關者保持緊密溝通並就未來業務發展持續提高其環境、社會及管治表現及更好管理環境、社會及管治相關風險。為符合本集團可持續發展之願景，業務將持續以高道德標準運營及為利益相關者提供可持續回報。

Stakeholders' Feedback

The Company welcomes stakeholders' feedback on our environmental, social and governance approach and performance. Please give your suggestions or share your views with us via email at info@cwghl.com.

A. Environmental

A1. Emissions

With the nature of the business, the Group's operations were office based and its related environmental impact was very minimal. The Group did not note any cases of material non-compliance relating to air and greenhouse gas emissions, discharge into water and land, and the generation of hazardous and non-hazardous waste as required by the applicable laws and regulations.

A1.1 Air Emissions

The Group's operation did not involve any emissions related to gaseous fuel consumption or vehicles.

A1.2 Greenhouse Gas ("GHG") Emissions

| Scope of Greenhouse Gas Emissions | Emission Sources | Emission (in tonnes of carbon dioxide equivalent "tCO ₂ e") 排放量 (噸二氧化碳當量) | Total Emission (in %) 總排放量 (百分比) |
|------------------------------------|-------------------------------|--|--|
| Scope 1 範圍1 | | | |
| Direct Emissions 直接排放 | NA 不適用 | NA 不適用 | NA 不適用 |
| Scope 2 範圍2 | | | |
| Energy Indirect Emission 能源間接排放 | Purchased Electricity 購買電力 | 73.98 | 94 |
| Scope 3 範圍3 | | | |
| Other Indirect Emissions 其他間接排放 | Paper Waste Disposal 廢紙棄置 | 4.32 | 6 |
| | Business Air Travel 商務飛行旅程 | 0.44 | |
| Total 總計 | | 78.74 | 100 |

Note: Emission factors were made reference to Appendix 27 of the Listing Rules and their referred documentation as set out by The Stock Exchange of Hong Kong Limited, unless stated otherwise.

附註：除另有說明外，排放因子乃參考載於香港聯合交易所有限公司上市規則附錄27及其所述文件。

利益相關者之意見

本公司歡迎利益相關者就我們的環境、社會及管治方針和表現提供意見。如有任何建議或意見，敬請電郵至info@cwghl.com。

A. 環境

A1. 排放

因業務性質使然，本集團以辦公室為基地運營及其有關環境影響微乎其微。本集團並不知悉適用法律法規所規定之任何有關空氣及溫室氣體排放、向水及土地排污以及產生有害及無害廢物的重大不合規事宜。

A1.1 氣體排放

本集團營運並無涉及任何有關氣體燃料消耗或車輛之排放。

A1.2 溫室氣體排放

| Emission (in tonnes of carbon dioxide equivalent "tCO ₂ e") 排放量 (噸二氧化碳當量) | Total Emission (in %) 總排放量 (百分比) |
|--|--|
| 73.98 | 94 |
| 4.32 | 6 |
| 0.44 | |
| 78.74 | 100 |

There were 78.74 tonnes of carbon dioxide equivalent greenhouse gases (mainly carbon dioxide, methane and nitrous oxide) emitted from the Group's operations during the reporting period, with an intensity of 0.05 tCO₂e per m² of total office area.

A1.3. Hazardous Waste

During the reporting period, there were 26 pieces of waste lamps and 24 pieces of waste printing cartridges were generated from daily office operation.

A1.4. Non-hazardous Waste

The Group's operations generated approximately 88.88 tonnes of non-hazardous waste, which mainly included food waste and packaging, newspaper and office waste paper.

A1.5. Measures to Mitigate Emissions

The Group's operations resulted in insignificant emissions. Nevertheless, the Group shall closely monitor its indirect emissions related to electricity, which will be further explained in later sections.

A1.6. Waste Reduction and Initiatives

The Group generated very minimal hazardous waste from its office operation. They were generated only when replacement was needed. Waste lamps were collected by the Management Office and waste printing cartridges were sent back to suppliers. Non-hazardous waste from the Group is collected and handled by the Management Office. Paper is used for daily office operations such as documents printing and deliverables packaging. Paper saving initiatives are encouraged among employees, such as adopting double-sided printing and printing with single-side used paper.

本集團於報告期內之經營排放了78.74噸二氧化碳當量之溫室氣體（主要為二氧化碳、甲烷及氧化亞氮），排放強度為每平方米0.05噸二氧化碳當量。

A1.3. 有害廢棄物

於報告期內，辦公室日常運作產生26個廢棄燈泡及24個廢棄墨盒。

A1.4. 無害廢棄物

本集團營運產生約88.88噸無害廢棄物，主要包括食物殘渣及包裝、報章及辦公廢紙。

A1.5. 減少排放的措施

本集團之營運產生的排放並不重大。然而，本集團會密切監察其有關電力的間接排放，其將於後面章節進一步闡釋。

A1.6. 廢物減少及措施

本集團自其辦公室營運產生之有害廢棄物極少。僅在有更換需要時，方產生廢棄物。廢棄燈泡由管理處收集處理，廢棄墨盒則送回供應商處。無害廢棄物由本集團管理處收集處理。紙張用於日常辦公營運，如文件列印及用品包裝。本集團鼓勵員工採取節約用紙舉措，例如採用雙面列印及重用已印單面之紙張列印。

With the principles of “reduce, reuse and recycle”, the Group centralized stationary supply to utilize stationaries and avoid wastage. It returns used cartridges to suppliers and purchases remanufactured toner cartridges for its multi-functional devices. Reusable dishes and tableware instead of disposable ones are used in office. Other wastes including unneeded computers and furniture are donated to Caritas Hong Kong whenever possible.

本集團恪守「減少使用、物盡其用及循環再造」原則，集中供應所使用文具，避免浪費。本集團將用過的墨盒歸還供應商，並為其多功能裝置採購再造墨粉盒。於辦公室使用可再用碟及餐具，而非即棄餐具。其他廢棄物（包括不需要的電腦及傢俬）盡可能捐贈香港明愛。

A2. Use of Resources

The Group has not established policies on the efficient use of resources, nevertheless, employees are reminded of resource conservation practices in offices.

A2. 資源使用

本集團尚未制定有效使用資源之政策，然而，僱員在辦公室會獲提醒節約使用資源。

A2.1. Energy Consumption

The Group's operations consumed electricity for maintaining daily office operations including lighting, office equipment and other miscellaneous items. A total of 145,062 kWh was consumed at offices in Hong Kong during the reporting period. For the office in Shanghai, the electricity was included in the management fee, hence no data was collected.

A2.1. 能源消耗

本集團的營運為維持日常辦公運作（包括照明、辦公室設備及其他雜項）須使用電力。於報告期內，香港辦公室已使用合共145,062千瓦時。而上海辦公室因電費列入管理費，故並無收集相關數據。

A2.2. Water Consumption

Water supplies were included in the management fee of all offices, thus no such data is being presented in this report.

A2.2. 耗水

所有辦公室供水均列入管理費，因此並無於本報告呈列有關數據。

A2.3. Energy Use Efficiency Initiatives

Comparing with 2017, the increase in electricity consumption was due to expanded reporting scope. To reduce electricity consumption, employees are reminded to turn off office lights, computers, printers and air conditioners when leaving office.

A2.3. 能源使用效益計劃

與二零一七年相比，用電增加乃由於擴大報告範圍。為減少電力消耗，僱員獲提醒於離開辦公室時關閉辦公室電燈、電腦、打印機及空調。

A2.4. Water Use Efficiency Initiatives

Water was supplied and managed by the building management of all offices and there was no issue in sourcing water that is fit for purpose.

A2.5. Packaging Materials

The Group's operations did not involve any packaging materials.

A3. The Environment and Natural Resources

The Group is committed to conducting its business responsibly, ensuring that its business does not contribute to significant adverse impact to the environment and society while bringing sustainable growth and profit.

A3.1. Significant Impacts of Activities on the Environment

Although the Group's business does not generate significant adverse environmental impact as compared with businesses in other sectors, the Group is committed to reducing GHG emissions and preserving natural resources. With electricity consumption as its main source of GHG emission, the Group frequently reminds employees to practise energy-saving habits in office.

A2.4. 用水效益計劃

所有辦公室用水由大廈管理處供應及管理，因而就獲取適用水源方面並無問題。

A2.5. 包裝材料

本集團營運並無涉及任何包裝材料。

A3. 環境及自然資源

本集團致力於負責任地開展其業務，確保其業務在帶來持續增長及溢利的同時不會對環境及社會構成任何重大不利影響。

A3.1. 業務活動對環境的重大影響

儘管本集團業務與其他行業業務相比並無對環境產生重大不利影響，本集團致力於減少溫室氣體排放及保護自然資源。由於電力消耗為溫室氣體排放之主要來源，本集團經常提醒僱員於辦公室養成節約能源之習慣。

B. Social

1. Employment and Labour Practices

B1. Employment

The Group continues to invest in capacity building among local human resource, following local and national laws and adopting best practices. The Group did not note any cases of material non-compliance in relation to employment during the reporting period.

B. 社會

1. 僱傭及勞工常規

B1. 僱傭

本集團不斷在本地人力資源投資能力培養，一直遵循著當地及國家法律及採納最佳常規。於報告期內，本集團並無發現任何有關僱傭之重大不合規情況。

The Group had a total number of 78 (2017: 63) employees as of 31 December 2018, in which all of them were employees from Hong Kong and Mainland China. A total of 18 employees left the Group during the reporting period (turnover rate: 23.1%). The Group regularly reviews salary remuneration and benefits to retain talents and stay attractive and competitive in the market.

截至二零一八年十二月三十一日，本集團共有78名（二零一七年：63名）僱員，全部均為香港及中國大陸員工。於報告期內，合共18名僱員自本集團離職（流失率：23.1%）。本集團定期審閱工資薪酬及福利，從而挽留有才能人士及在市場維持吸引力及具競爭力。

| Workforce 勞動力 | 2018 二零一八年 |
|--|---------------|
| By Employment Type 按僱員類型劃分 | |
| Full-time 全職 | 93% |
| Part-time 兼職 | 8% |
| By Gender 按性別劃分 | |
| Female 女性 | 40% |
| Male 男性 | 60% |
| By Employee Category 按僱員類別劃分 | |
| Senior Management 高級管理層 | 19% |
| Middle Management 中級管理層 | 16% |
| Frontline and Other Employees 前線及其他僱員 | 65% |
| By Age Group 按年齡組別劃分 | |
| 18-25 18至25歲 | 5% |
| 26-35 26至35歲 | 34% |
| 36-45 36至45歲 | 31% |
| 46-55 46至55歲 | 21% |
| 56 or above 56歲或以上 | 9% |

Competitive Compensation and Benefits

The Group abides by all applicable employment and labour related laws of Hong Kong and Mainland China. Employees are provided with attractive salary with year-end double pay. Salary is reviewed on a periodic basis with considerations given to employees' performance during the past year, market rate of the related industry, profit result and the projected earning ability of the Group. Individual salary adjustment in respect of promotion, confirmation, transfer, re-classification etc. are recommended by the Department Head in consultation with the Administration Department. For certain job positions, the Group pays commission and incentives in line with trade practices and management policies. Various types of leave are provided including annual, sick, maternity, paternity and jury services leave. Apart from the Mandatory Provident Fund ("MPF") scheme, employees are entitled to medical benefits scheme and employees' compensation insurance. The standard working hours are 8.5 hours per day and 5 days per week.

There were no major changes in policies relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunities, diversity and anti-discrimination during the reporting period.

Promotion, Transfer and Dismissal

The Group aims to provide channels of promotion and promote employees based on their performance, qualification, integrity and ability. Promotion will be offered with considerations of the Group's operation, competence, potential and interpersonal skills of the employee and recommendations given by the employee's Department Manager. The Group reserves the right to transfer any employee to other locations or opportunities to perform jobs of similar nature if necessary.

具競爭力之補償及福利

本集團遵守香港及中國大陸一切適用僱傭及勞工相關法例。僱員獲提供具吸引力之薪酬，並享有年終雙糧。薪酬定期予以檢討，當中考慮僱員於過去一年之表現、相關行業市場水平、本集團溢利業績及預期盈利能力。有關晉升、確認、調任及重新分類等個人薪酬調整由部門主管諮詢行政部後建議。就若干職位而言，本集團按照行業常規及管理政策支付佣金及獎勵。本集團亦提供各類假期，包括年假、病假、產假、侍產假及陪審員服務假期。除強制性公積金（「強積金」）計劃外，僱員均有權參與醫療福利計劃及享有僱員賠償保險。標準工時為每日8.5小時，每週五天工作。

於報告期內，有關補償及解聘、招聘及晉升、工時、休息時間、平等機會、多元化及反歧視之政策並無重大變動。

晉升、調任及解聘

本集團致力提供多個晉升渠道，並根據僱員表現、資歷、誠信及能力加以擢升。本集團將因應其營運、僱員能力、潛力及人際關係技巧以及僱員部門經理所提供推薦意見而給予晉升機會。如有需要，本集團保留將任何僱員調任至其他地方或進行類似性質工作之權利。

Employees who completed the probation period and wish to resign must notify in writing to the Department Manager with at least one month's notice. Specific notification periods for different positions are stipulated in the appointment letters. While employees who fall under circumstances including redundancy, termination without prejudice and termination with prejudice shall have their employment terminated and provided with one month's notice or one month's salary in lieu of notice.

Equal Opportunity

The Group provides equal opportunities for employees in respect of recruitment, training and development, job advancement, and compensation and benefits. Employees are not discriminated against or deprived of such opportunities on the basis of gender, ethnic, background, religion, colour, age, marital status, family status, retirement, disability, pregnancy or any other discrimination prohibited by applicable laws of Hong Kong and Mainland China.

Employee Communication

To enhance employees' sense of belonging, the Group regularly organizes gatherings with staff. During the reporting period, the Group organized an annual dinner and a Christmas party.

B2. Employee Health and Safety

The Group is in compliance with the Occupational Safety and Health Ordinance, Chapter 509 of the Laws of Hong Kong and Law of the PRC on the Prevention and Control of Occupational Diseases, and no material non-compliance with related laws and regulations was noted.

試用期滿而有意呈辭的僱員須向部門經理發出最少一個月書面通知。不同崗位的具體通知期於委任函內訂明。當僱員遭裁員、解僱（可再次聘用）及解僱（永不錄用）而被終止僱傭關係，則須給予一個月通知或一個月薪酬的代通知金。

平等機會

本集團在招聘、培訓及發展、工作晉升以及補償及福利方面給予僱員平等機會。僱員不會基於性別、種族、背景、宗教、膚色、年齡、婚姻狀況、家庭狀況、退休、殘障、懷孕或香港及中國大陸適用法例禁止之任何其他歧視行為，而遭受歧視或被剝奪平等機會。

僱員溝通

為增加僱員歸屬感，本集團定期為員工舉行聚會。於報告期內，本集團曾舉辦週年晚宴及聖誕派對。

B2. 僱員健康與安全

本集團已遵守香港法例第509章職業安全及健康條例以及中華人民共和國職業病防治法，並不知悉有任何相關法例及法規之重大不合規情況。

As employees spend most of the time on computer work, the Group installed protective screens on monitors to reduce eye damage that may be caused by computer screens. Employees were also reminded to maintain appropriate viewing distance between eyes and computer screens, and good posture when working and conduct stretching exercises during rest breaks. There were no major changes in management practice in relation to occupational health and safety during the reporting period.

B3. Development and Training

The Group continuously monitors employees' job performance in order to identify training needs. Employees are encouraged to participate in work-related and personal development trainings through on-the-job trainings and external trainings. During the reporting period, employees participated in duty-related courses or seminars provided by external service providers. The trainings covered topics such as accounting standards, laws and regulations.

B4. Labour Standards

Pursuant to the Employment Ordinance, Chapter 57 of the Laws of Hong Kong and Labour Law of the PRC, there was no child nor forced labour in the Group's operation. All resumes, original identification cards and relevant certificates of job candidates are first checked by the Group during interviews. Candidates' preceded employers may be contacted for provision of references.

2. Operating Practices

B5. Supply Chain Management

Only suppliers related to technology and financial tools were engaged during the reporting period. Despite the relatively low environmental and social risks involved in the Group's supply chain, the Group encourages best practices in supply chain management. There were no major changes in practices in relation to supply chain management during the reporting period.

由於僱員須長時間使用電腦工作，本集團已在顯示器上裝設防護屏，以減少可能由電腦屏幕引致的眼睛損害。我們亦提醒僱員保持眼睛和電腦屏幕之間的適當觀看距離、於工作時保持良好坐姿及於休息時間進行伸展活動。於報告期內有關職業健康及安全的管理常規並無重大變動。

B3. 發展及培訓

本集團持續監督僱員的工作表現以發現培訓需求。本集團鼓勵僱員透過在職培訓及外部培訓參與工作相關及個人發展培訓。於報告期內，僱員參與外聘服務供應商提供之職業相關課程或研討會。有關培訓所涵蓋專題包括會計準則、法例及法規等。

B4. 勞工準則

根據香港法例第57章僱傭條例及中華人民共和國勞動法，本集團營運並無僱用童工或強迫勞工。於面試過程中，本集團首先檢查應徵者之所有履歷、身份證正本及相關證書。本集團或會聯繫應徵者的前僱主以獲取參考資料。

2. 營運慣例

B5. 供應鏈管理

於報告期內，我們僅委聘技術及金融工具供應商。儘管本集團供應鏈涉及之環境及社會風險相對較低，惟本集團鼓勵推行供應鏈管理之最佳實踐方式。於報告期內，有關供應鏈管理之常規並無重大變動。

B6. Product Responsibility

Confidential and Customer Information

As stated in the employment contract, employees shall not at any time during the course of the employment and after the termination of the employment:

- use any confidential information for his/her own purpose or for any purpose other than that of the Group;
- divulge or communicate to any person any confidential information except to those of the employees or officials of the Group whose province it is to know the same; or
- through any failure to exercise all due care and diligence cause any unauthorized disclosure of any confidential information (including without limitation), relating to the dealings, organization, business, finance, transactions or any other affairs to the Group or its clients or customers.

All notes, memoranda, records and writings made by the employees in relation to the business or concerning any of its dealings or affairs or the dealings or affairs of any clients or customers of the Group shall be handed over by him/her to the Group from time to time on demand and in any event upon his leaving the service of the Group and the employees shall not retain any copy thereof. A breach of the above provisions can be subject to dismissal without notice and legal claim for damages.

The Group is in compliance with all applicable laws regarding confidential information and data protection of the laws of Hong Kong and Mainland China. No substantiated complaints concerning breaches of client privacy, identified leaks, thefts, or losses of customer information was received during the reporting period.

B6. 產品責任

保密及客戶資料

誠如僱傭合約所述，僱員不得於受聘期間及於終止僱傭關係後任何時間：

- 以個人目的或本集團以外的任何目的使用任何保密資料；
- 向任何人士洩露或傳達任何保密資料，惟本集團有權了解該等保密資料之僱員或高級職員除外；或
- 因未有小心謹慎行事而導致未經授權披露任何保密資料，（包括但不限於）有關本集團或其客戶或顧客之買賣、組織、業務、財務、交易或任何其他事項。

僱員就業務或其任何交易或事務或本集團任何客戶或顧客之交易或事務作出之所有筆錄、備忘錄、記錄及寫作須由有關僱員應要求不時及無論如何於離職時提交本集團，且僱員不得保留任何有關副本。違反上述條文者可遭解僱，恕不另行通知，並可依法追究損害賠償。

本集團遵守有關保密資料及資料保障之一切適用香港法例及中國內地法律。於報告期內，本集團並無接獲涉及侵犯顧客私隱、確認洩漏、盜用或遺失客戶資料之已證實投訴。

B7. Anti-corruption

The Group abides by the Prevention of Bribery Ordinance, Chapter 201 of the Laws of Hong Kong and applicable laws in Mainland China in relation to bribery, extortion, fraud and money laundering. There was no concluded legal case regarding corrupt practices brought against the Group or its employees during the reporting period.

B8. Community Investment

The Group understands that engaging the community in which it operates is an essential corporate responsibility. The Group will consider contributing to activities and organizations that benefits the community in the future.

B7. 反貪污

本集團遵守香港法例第201章防止賄賂條例以及內地有關賄賂、敲詐、欺詐及洗黑錢之適用法律。於報告期內概無發生指控本集團或其僱員貪污之訴訟案件。

B8. 社區投資

本集團明了於其經營所在地參與社區事務為首要企業責任。本集團未來將繼續考慮為公益社區之活動及機構作出貢獻。

Biographical Details of Directors

董事履歷

Executive Directors

Chen Xiaodong, aged 37, is an executive director, the chairman of the Board of the Company, and the chairman of both the Executive Committee and Nomination Committee of the Company since 2 December 2016. He holds a bachelor degree of management from Royal Holloway, University of London. He also holds a master of science degree in process technology and business management from University of Warwick. He has more than 10 years of experience in bank and securities marketing and is familiar with the local market and has strong capabilities in market exploration, customer appraisal and risk management. He also has extensive experience of regulations and rules of financial market in Hong Kong and Mainland China, as well as certain corporate financial analysis skill. Mr. Chen has resigned as an executive director and chief executive officer of Future World Financial Holdings Limited (a company listed on the main board of The Stock Exchange of Hong Kong Limited, stock code: 572) with effect from 24 December 2018.

Xu Ke, aged 40, has been appointed as an executive director, the chief executive officer and a member of the Executive Committee of the Company on 27 February 2018. He holds a bachelor degree in Economics from Shandong University of Finance and Economics, a master degree in Economics from Carleton University and a doctor degree in business administration from Business School Netherlands. He has extensive experience in the financial and securities sector. Mr. Xu has served as the deputy managing director of Industrial Securities Co., Ltd since 2012 and is responsible for the development and audit of bond financing projects as well as the promotion and marketing of certain bond projects. Mr. Xu served as a director of Guotai Junan Securities Co., Ltd from 2007 to 2012 and was responsible for the sales and marketing and project coordination of debt financing projects in Three Northeastern Provinces, Guizhou Province and Shandong Province in China. He was also responsible for the implementation and design of the lead underwriting projects and has executed lead underwriting projects involving urban infrastructure, transportation, electricity and energy, coal production and other industries. From 2001 to 2003, Mr. Xu was appointed as the program executive of the China Chamber of International Commerce (Shandong Province) and was responsible for liaison with foreign business partners during their business trips in China and negotiations on business cooperation with foreign educational institutions.

執行董事

陳曉東，37歲，自二零一六年十二月二日起出任本公司執行董事、董事會主席、執行委員會及提名委員會主席。彼持有倫敦大學皇家哈洛威學院(Royal Holloway, University of London)管理學學士學位。彼亦持有華威大學(University of Warwick)流程技術與業務管理理學碩士學位。彼具備逾十年銀行及證券營銷經驗，熟悉本地市場，具備雄厚市場拓展、客戶評價及風險管理能力。彼亦於香港及中國內地金融市場之規例及規則方面累積豐富經驗，並具備若干企業財務分析技能。陳先生已辭任未來世界金融控股有限公司（於香港聯合交易所有限公司主板上市的公司，股份代號：572）的執行董事兼首席執行官，自二零一八年十二月二十四日起生效。

徐柯，40歲，於二零一八年二月二十七日獲委任為本公司執行董事、行政總裁及執行委員會成員。彼持有山東財經大學經濟學學士學位、卡爾頓大學(Carleton University)經濟學碩士學位及荷蘭商學院(Business School Netherlands)工商管理博士學位。彼於金融及證券界別有豐富經驗。徐先生自二零一二年起擔任興業證券股份有限公司的董事副總經理，負責債券融資項目開發承攬、債券類融資項目的審核工作及參與部分債券項目的市場銷售的推介工作。徐先生於二零零七年至二零一二年期間擔任國泰君安證券股份有限公司的董事，負責中國東北三省、貴州省和山東省的債務融資項目銷售、市場推廣及項目協調工作，亦負責主承銷項目的執行工作和方案設計、執行主承銷項目，涉及城市基建、交通運輸、電力能源、煤炭生產等產業。於二零零一年至二零零三年期間，徐先生出任為中國國際商會(山東省)的項目主任，負責外商來華考察接洽及參加與外國教育機構的商業合作談判。

Biographical Details of Directors

董事履歷

Yu Qingrui, aged 47, is an executive director and a member of the Executive Committee of the Company since 22 June 2016. Mr. Yu specializes in property investment and trading business in the People's Republic of China. After graduating from high-school in 1989, Mr. Yu joined the shipping and trading business in the PRC. He was the general manager of a shipping company before he became a private investor in 2003. In 2011, Mr. Yu joined a marketing and management firm in Shanghai and served as their property investment manager. On 21 July 2014, Mr. Yu was engaged to provide advisory and consultancy services relating to property investments and trading to Future World Financial Holdings Limited (a company listed on the main board of The Stock Exchange of Hong Kong Limited, stock code: 572). Currently, Mr. Yu is an executive director of Future World Financial Holdings Limited.

Lam Hay Yin, aged 38, is an executive director and a member of both the Executive Committee and Remuneration Committee of the Company since 20 July 2016. Ms. Lam holds a bachelor degree in accountancy from the Hong Kong Polytechnic University. She also holds a master degree of business administration from the Hong Kong Polytechnic University. She has extensive experience in property investment, brokerage and trading fields.

Independent Non-Executive Directors

Kwok Chi Kwong, aged 55, is an independent non-executive director of the Company since January 2014, and the chairman of both the Audit Committee and Remuneration Committee, and a member of the Nomination Committee of the Company. Mr. Kwok holds a master degree in business administration from the University of Leicester. He is a Certified Public Accountant (Practicing) registered with the Hong Kong Institute of Certified Public Accountants ("HKICPA"), an associate member of the HKICPA and a fellow member of the Association of Chartered Certified Accountants. Mr. Kwok has been a partner of JYC & Co since 2005. He has gained more than 21 years of experience in auditing, accounting and finance area.

余慶銳，47歲，於二零一六年六月二十二日獲委任為本公司執行董事及執行委員會成員。余先生於中華人民共和國專門從物業投資及貿易業務。余先生於一九八九年高中畢業後，投身中國的船務及貿易業務。彼於二零零三年成為私人投資者之前為一間船務公司的總經理。於二零一一年，余先生加入上海一間營銷及管理公司，擔任物業投資經理。於二零一四年七月二十一日，余先生獲委聘為未來世界金融控股有限公司（於香港聯合交易所有限公司主板上市的公司，股份代號：572）提供有關物業投資及貿易的諮詢及顧問服務。目前余先生為未來世界金融控股有限公司的執行董事。

林曦妍，38歲，於二零一六年七月二十日獲委任為本公司執行董事、執行委員會成員以及薪酬委員會成員。林女士持有香港理工大學會計學士學位。彼亦持有香港理工大學工商管理碩士學位。彼於物業投資、經紀及買賣方面擁有豐富經驗。

獨立非執行董事

郭志光，55歲，於二零一四年一月獲委任為本公司獨立非執行董事、審核委員會主席、薪酬委員會主席以及提名委員會成員。郭先生持有萊斯特大學工商管理碩士學位。彼為香港會計師公會執業會計師、香港會計師公會（「香港會計師公會」）會員及特許公認會計師公會資深會員。郭先生自二零零五年起為耀華會計師事務所合夥人。彼於審計、會計及財務領域積逾二十一年經驗。

Chen Youchun, aged 42, is an independent non-executive director of the Company since October 2014, and a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr. Chen holds a degree of Bachelor of Laws from Southwest University of Political Science and Law in 2000 and the University of Northumbria in 2011 and a Master degree in Laws from Wuhan University in 2007. Mr. Chen is a foreign lawyer registered with The Law Society of Hong Kong. Mr. Chen has extensive experience in corporate financing, private equity, venture capitals, IPO and listing, and mergers and acquisitions. Mr. Chen has been a partner of the Shenzhen office of JunZeJun Law Offices since 2006. Mr. Chen was an independent director of Shenzhen Century Plaza Hotel Co. Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000033) from November 2010 to December 2015, and an independent director of Shenzhen Qixin Construction Group Co. Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002781) since December 2015 to September 2017.

Mr. Chen is an independent director of Hainan Honz Pharmaceutical Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 300086). He is also an independent non-executive director of China Tangshang Holdings Limited (a company listed on the main board of The Stock Exchange of Hong Kong Limited, stock code: 674). On 16 October 2017, Mr. Chen was appointed as an independent non-executive director of Elegance Optical International Holdings Limited (a company listed on the main board of The Stock Exchange of Hong Kong Limited, stock code: 907).

Wu Ming, aged 46, has been appointed as an independent non-executive director and a member of the Audit Committee of the Company since 2 October 2018. He holds a bachelor of science with honours in business with marketing from The City University London. Mr. Wu specializes in trading business in the People's Republic of China and Hong Kong and has extensive experience in trading and management.

陳友春，42歲，於二零一四年十月獲委任為本公司獨立非執行董事及審核委員會、薪酬委員會以及提名委員會成員。陳先生於二零零零年及二零一一年取得西南政法大學及諾森比亞大學法學學士學位，並於二零零七年取得武漢大學法律碩士學位。陳先生為香港律師會註冊外地律師。陳先生於企業融資、私募股權、風險投資、首次公開募股及上市以及併購重組方面具有豐富經驗。陳先生自二零零六年起為君澤君律師事務所深圳分所合夥人。陳先生曾於二零一零年十一月至二零一五年十二月期間出任深圳新都酒店股份有限公司（於深圳證券交易所上市的公司，股份代號：000033）之獨立董事，及曾於二零一五年十二月至二零一七年九月出任深圳市奇信建設集團股份有限公司（於深圳證券交易所上市的公司，股份代號：002781）之獨立董事。

陳先生為海南康芝藥業股份有限公司（於深圳證券交易所上市的公司，股份代號：300086）的獨立董事。彼亦為中國唐商控股有限公司（於香港聯合交易所有限公司主板上市的公司，股份代號：674）的獨立非執行董事。於二零一七年十月十六日，陳先生獲委任為高雅光學國際集團有限公司（於香港聯合交易所有限公司主板上市的公司，股份代號：907）的獨立非執行董事。

吳銘，46歲，已於二零一八年十月二日獲委任為本公司獨立非執行董事及審核委員會成員。彼持有倫敦城市大學商務及營銷榮譽理學士學位。吳先生於中華人民共和國及香港專門從事貿易業務，於貿易及管理方面擁有豐富經驗。

Independent Auditor's Report

獨立核數師報告書



Ernst & Young
22/F, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

安永會計師事務所
香港中環添美道1號
中信大廈22樓

Tel 電話: +852 2846 9888
Fax 傳真: +852 2868 4432
ey.com

To the shareholders of Central Wealth Group Holdings Limited (Formerly known as "China Soft Power Technology Holdings Limited")

(Incorporated in Bermuda with limited liability)

Opinion

We have audited the consolidated financial statements of Central Wealth Group Holdings Limited (formerly known as "China Soft Power Technology Holdings Limited") (the "Company") and its subsidiaries (the "Group") set out on pages 66 to 228, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year ended 31 December 2018, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for opinion

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

致中達集團控股有限公司全體股東 (前稱為「中國軟實力科技集團有限公司」)

(於百慕達註冊成立之有限公司)

意見

我們已審計刊於第66頁至第228頁中達集團控股有限公司(前稱為「中國軟實力科技集團有限公司」,「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表,其中包括於二零一八年十二月三十一日之綜合財務狀況表、截至二零一八年十二月三十一日止年度之綜合損益表、綜合全面收益表、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」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公允地反映貴集團於二零一八年十二月三十一日之綜合財務狀況以及截至該日止年度之綜合財務表現及綜合現金流量,並已遵照香港公司條例之披露規定妥為擬備。

意見之基礎

我們已根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審計。我們在該等準則下須承擔之責任已在本報告「核數師就審計綜合財務報表須承擔之責任」一節中作進一步闡述。根據香港會計師公會頒佈之專業會計師道德守則(「守則」),我們獨立於貴集團,並已履行守則中其他專業道德責任。我們相信,我們所獲得之審計憑證能充足及適當地為我們的審計意見提供基礎。

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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表之審計最為重要之事項。這些事項是在對綜合財務報表整體進行審計並形成意見之背景下進行處理的，我們不對這些事項提供單獨意見。我們對下述每一事項在審計中是如何處理之描述亦以此為背景。

我們已履行本報告「核數師就審計綜合財務報表須承擔之責任」一節中所闡述之責任，包括與這些關鍵審計事項相關之責任。因此，我們的審計工作包括執行旨在應對綜合財務報表存有重大錯誤陳述風險評估而設定之程序。我們的審計程序結果包括處理下述事項所執行之程序，為隨附綜合財務報表整體發表審計意見提供基礎。

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Impairment assessment of receivables from margin clients and cash clients

應收保證金客戶及現金客戶之貿易賬款之減值評估

The Group has adopted a forward-looking "expected-loss" impairment model to recognise the expected credit losses of trade receivables from margin clients and cash clients in accordance with the requirements of HKFRS 9 from 1 January 2018.

貴集團於二零一八年一月一日起根據香港財務報告準則第9號規定採納前瞻性「預期虧損」減值模型就應收保證金客戶及現金客戶之貿易賬款確認預期信貸虧損。

As at 31 December 2018, gross trade receivables from margin clients and cash clients, and the related impairment allowance amounted to HK\$398,812,000 and HK\$6,553,000, respectively.

於二零一八年十二月三十一日，應收保證金客戶及現金客戶之貿易賬款總額及相關減值撥備分別為398,812,000港元及6,553,000港元。

For assessment of the expected credit losses of trade receivables from margin clients and cash clients as of 31 December 2018:

就評估截至二零一八年十二月三十一日應收保證金客戶及現金客戶之貿易賬款預期信貸虧損而言：

For trade receivables from margin clients and cash clients classified at stage 1, we evaluated the Group's estimation methodology of expected credit losses, and checked the parameters to external data sources where available, including the price volatility of selected underlying collateral used in multiple scenario analysis;

對於分類為第1階段的應收保證金客戶及現金客戶之貿易賬款，我們已評估貴集團的預期信貸虧損估計方法，並將相關參數與可得的外部數據來源進行核對，包括多重情境分析所使用的選定相關抵押品的價格波幅；

Key audit matters (continued)

Key audit matter

關鍵審計事項

The assessment of impairment for trade receivables from margin client and cash client involves significant management judgements and estimates, including estimation of probability of defaults, valuation of collateral, expected future cash flows and future economic conditions.

應收保證金客戶及現金客戶之貿易賬款減值評估涉及作出重大管理層判斷及估計，包括對違約概率、抵押品估值、預期未來現金流量及未來經濟狀況的估計。

The Group assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition.

貴集團透過比較報告日期與初始確認日期之間的預期壽命內發生的違約風險，評估自初始確認以來信貸風險有否顯著增加。

Related disclosures about trade receivables from margin clients and cash clients, and its related impairment allowance are included in notes 3 and 23 to the consolidated financial statements.

應收保證金客戶及現金客戶之貿易賬款相關披露載於綜合財務報表附註3及23。

Valuation of an investment property

投資物業估值

As at 31 December 2018, fair value of the Group's investment property was HK\$435,000,000 which represented 15.0% of the Group's total assets. The estimation of fair value of investment properties requires management's significant judgement.

於二零一八年十二月三十一日，貴集團投資物業之公平值為435,000,000港元，佔貴集團資產總值15.0%。估計投資物業之公平值需要管理層作出重大判斷。

Management commissions professional valuers to appraise the fair value of the Group's investment properties, and determines the fair value of these properties with reference to the valuation carried by the professional valuers.

管理層委聘專業估值師評估貴集團投資物業之公平值，並參考專業估值師所進行估值釐定該等物業之公平值。

Related disclosures about investment properties are included in notes 3 and 16 to the consolidated financial statements.

投資物業之相關披露載於綜合財務報表附註3及16。

關鍵審計事項 (續)

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

For trade receivables from margin clients and cash clients classified at stage 2 and 3, in assessing the credit loss allowances made by the Group, we checked the valuation of the collateral and other sources of cash flows, and developed a reasonable range of expected cash shortfall for comparison with the Group's assessment; and

對於分類為第2階段及第3階段的應收保證金客戶及現金客戶之貿易賬款，於評估貴集團作出的信貸虧損撥備時，我們已核對抵押品的估值及現金流量的其他來源，並得出預期現金缺額的合理範圍，以與貴集團的評估進行比較；及

We also evaluated the related disclosures regarding the accounting policy, the judgement and estimates involved and the details of the expected credit losses included in notes 3 and 23 to the consolidated financial statements.

我們亦已評估所涉及會計政策、判斷及估計以及綜合財務報表附註3及23所載預期信貸虧損詳情的相關披露。

Our audit procedures included reviewing the objectivity, independence and expertise of the valuers commissioned by the Group. We involved our valuation specialists to assist us in reviewing the valuation methodologies and assumptions adopted by the valuers, assessing their related data as inputs for the valuation and comparing them with market data of comparable properties. We also assess the disclosures relating to the assumptions used in determining the fair values in the consolidated financial statements.

我們的審計程序包括審閱貴集團所委聘估值師之客觀性、獨立性及專業知識。我們的估值專家參與協助我們審閱估值師所採納估值方法及假設、評估估值輸入數據之相關數據並將有關數據與可資比較物業之市場數據作比較。我們亦評估與釐定綜合財務報表所載公平值所用假設相關之披露資料。

Key audit matters (continued)

關鍵審計事項 (續)

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Impairment assessment of investment in an associated company
於聯營公司之投資之減值評估

The Group has a significant investment in an associated company, which is accounted for under the equity method.
貴集團於一間聯營公司擁有重大投資，其乃採用權益法入賬。

The Group's investment in associated company is subject to impairment assessments when there is an objective evidence of impairment. Management performed an impairment assessment of the investment in the associated company by comparing i) the higher of the fair value less cost of disposal and the value in use, against ii) the carrying amount.

貴集團於聯營公司之投資須於出現減值的客觀證據時進行減值評估。管理層透過比較 i) 公平值減出售成本與使用價值之較高者，及 ii) 賬面值對於聯營公司之投資作出減值評估。

Significant judgements and estimates are involved in determining key inputs for carrying out the impairment assessment, including fair value of the investment, costs of disposal of the investment, future cash flows expected to derive from the associated company; and discount rate.

釐定進行減值評估所用主要輸入數據涉及重大判斷及估計，包括投資的公平值、出售投資的成本、預期將從聯營公司獲得的未來現金流量，以及折讓率。

As at 31 December 2018, the management performed the assessment on its investment in an associated company and recognised an impairment loss of HK\$51,257,000. After the impairment, the investment in the associated company amounted to approximately HK\$225,194,000.

於二零一八年十二月三十一日，管理層對其於聯營公司之投資作出評估並確認減值虧損51,257,000港元。於減值後，於聯營公司之投資約為225,194,000港元。

Related disclosures about investment in an associated company are included in notes 3 and 18 to the consolidated financial statements.

於聯營公司之投資相關披露載於綜合財務報表附註3及18。

Our audit procedures to evaluate the Group's assessments of the impairment of its investment in an associated company:

我們就評估 貴集團對其於聯營公司之投資減值評估的審計程序：

- Testing management assessments about the existence of objective evidence of impairment by reference to the available information in the relevant markets and industries;
- 參考相關市場及行業可得資料測試管理層對存有減值的客觀證據的評估；
- Verifying financial information used to determine the fair value less cost of disposal and key assumptions used, including forecasted future cash flows, growth rate and discount rate, to determine the value in use;
- 核實用於釐定公平值減出售成本的財務資料及釐定使用價值所用的主要假設，包括預測未來現金流量、增長率及折現率；
- Reviewing calculations on the fair value less cost of disposal, the value in use of the associated company, and the estimation of the impairment loss; and
- 審閱有關聯營公司公平值減出售成本及使用價值的計算，以及減值虧損估計；及
- Performing sensitivity analyses on the key assumptions as stated above.
- 對上述主要假設進行敏感度分析。

Independent Auditor's Report 獨立核數師報告書

Other information included in the Annual Report

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the consolidated financial statements

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

In preparing the consolidated financial statements, the directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

年報所載其他資料

貴公司董事須對其他資料負責。其他資料包括年報所載資料，惟不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表作出之意見並不涵蓋其他資料，我們亦不會就其他資料發表任何形式之鑒證結論。

就審計綜合財務報表而言，我們的責任為閱讀其他資料，及在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中了解之情況有重大不符，或似乎有重大錯誤陳述。基於我們已執行之工作，如果我們認為其他資料出現重大錯誤陳述，我們需要報告有關事實。就此而言，我們沒有任何報告。

董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定擬備真實而公允之綜合財務報表，並對其認為為使綜合財務報表之擬備不存在由於欺詐或錯誤而導致之重大錯誤陳述所需內部監控負責。

在擬備綜合財務報表時，貴公司董事負責評估貴集團持續經營能力，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，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際替代方案。

審核委員會協助貴公司董事履行職責監督貴集團之財務申報過程。

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審計綜合財務報表須承擔之責任

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之重大錯誤陳述取得合理保證，並出具包括我們意見之核數師報告。我們僅向閣下（作為整體）按照百慕達一九八一年公司法第90條報告，除此之外本報告別無其他目的。我們不會就本報告內容向任何其他人士負責或承擔任何責任。

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之審計，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，如果合理預期其單獨或匯總起來可能影響使用者依賴該等綜合財務報表所作出經濟決定，則有關錯誤陳述可被視作重大。

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

- 識別和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，以及獲取充足和適當審計憑證，作為我們意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，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監控，以設計適當審計程序，但目的並非對貴集團內部監控之有效性發表意見。
- 評價董事所採用會計政策之恰當性及作出會計估計和相關披露之合理性。

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

核數師就審計綜合財務報表須承擔之責任(續)

- 對董事採用持續經營會計基礎之恰當性作出結論。根據所獲取之審計憑證，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。如果我們認為存在重大不確定性，則有必要在核數師報告中提醒使用者注意綜合財務報表中之相關披露。假若有關披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得之審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表之整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動之財務資料獲取充足及適當審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計之方向、監督和執行。我們為審計意見承擔全部責任。

我們與審核委員會溝通有關(其中包括)計劃審計範圍、時間安排及重大審計發現等，包括我們在審計中識別出內部監控之任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性之相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性之所有關係和其他事項，以及在適用情況下，相關之防範措施。

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

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

The engagement partner on the audit resulting in this independent auditor's report is Lee, Shun Yi Jasmine.

Ernst & Young
Certified Public Accountants

Hong Kong

26 March 2019

核數師就審計綜合財務報表須承擔之責任(續)

從與審核委員會溝通之事項中，我們確定哪些事項對本期綜合財務報表之審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律或法規不允許公開披露這些事項，或在極端罕見之情況下，如果合理預期在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。

出具本獨立核數師報告之審計項目合夥人是李舜兒。

安永會計師事務所
執業會計師

香港

二零一九年三月二十六日

Consolidated Statement of Profit or Loss

綜合損益表

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

| | | | For the year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元 | For the period from 1 April 2017 to 31 December 2017 二零一七年 四月一日至 二零一七年 十二月三十一 日期間 HK\$'000 千港元 |
|---|------------------------------------|-------------|---|--|
| REVENUE | 收入 | | | |
| Financial investments and services | 財務投資及服務 | | 17,282 | 185,490 |
| Brokerage and commission income | 經紀及佣金收入 | | 150,130 | 38,965 |
| Property investments | 物業投資 | | 6,650 | 3,600 |
| Advisory fee income | 諮詢費收入 | | 392 | - |
| | | Notes 附註 | | |
| Brokerage and commission expenses | 經紀費用及佣金開支 | 5 | 174,454 (4,051) | 228,055 (3,930) |
| | | | (4,051) | (3,930) |
| Gross profit | 毛利 | | 170,403 | 224,125 |
| Other income and gains | 其他收入及收益 | 5 | 5,147 | 601 |
| Administrative expenses | 行政開支 | | (152,921) | (36,470) |
| Other operating expenses | 其他營運開支 | | (5,200) | (5,420) |
| Finance costs | 財務費用 | 6 | (64,407) | (53,385) |
| Unrealised fair value gains on equity investments at fair value through profit or loss, net | 透過損益按公平值列賬之 股本投資之未變現公平值收益 淨額 | | - | 121,623 |
| Gain on disposal of available-for-sale equity investments | 出售可供出售股本投資之收益 | | - | 20,620 |
| Impairment loss on available-for-sale equity investments | 可供出售股本投資之減值虧損 | 19 | - | (800) |
| Impairment losses on other financial assets and contract assets | 其他金融資產及合約資產之 減值虧損 | | (17,348) | - |
| Gain on revaluation of investment properties | 投資物業之重估收益 | 16 | 5,000 | 91,033 |
| Gain on disposal of a subsidiary | 出售一間附屬公司之收益 | 14 | 65,620 | - |
| Impairment loss on investment in an associate | 於聯營公司之投資之減值虧損 | | (51,257) | - |
| Loss on step acquisition | 分階段收購虧損 | 38 | - | (381) |
| Gain on bargain purchase | 議價購買收益 | 38 | - | 5,370 |
| Share of (loss)/profit of associates | 分佔聯營公司之 (虧損)/溢利 | | (13,912) | 6,459 |
| (LOSS)/PROFIT BEFORE TAX | 除稅前(虧損)/溢利 | 7 | (58,875) | 373,375 |
| Income tax expense | 所得稅開支 | 10 | (8,186) | (4,520) |
| (LOSS)/PROFIT FOR THE YEAR/ PERIOD ATTRIBUTABLE TO OWNERS OF THE PARENT | 母公司擁有人應佔本年度/ 期間(虧損)/溢利 | | (67,061) | 368,855 |
| (LOSS)/PROFIT PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT | 母公司普通權益持有人 應佔每股(虧損)/溢利 | | | |
| Basic | 基本 | 13 | HK\$(0.005) 港元 | HK\$0.033 港元 |
| Diluted | 攤薄 | | HK\$(0.005) 港元 | HK\$0.033 港元 |

Consolidated Statement of Comprehensive Income

綜合全面收益表

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

| | | For the year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元 | For the period from 1 April 2017 to 31 December 2017 二零一七年 四月一日至 二零一七年 十二月三十一 期間 HK\$'000 千港元 |
|--|----------------------------------|---|---|
| (LOSS)/PROFIT FOR THE YEAR/PERIOD | 本年度／期間（虧損）／溢利 | (67,061) | 368,855 |
| OTHER COMPREHENSIVE (LOSS)/INCOME | 其他全面（虧損）／收益 | | |
| Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods: | 可能於隨後期間重新分類至損益之其他全面（虧損）／收益： | | |
| Available-for-sale investments: | 可供出售投資： | | |
| Equity investments: | 股本投資： | | |
| Changes in fair value, net of tax | 公平值變動，除稅後 | - | 601,106 |
| Reclassification adjustments for gains/(losses) included in the consolidated statement of profit and loss: | 對計入綜合損益表內之收益／（虧損）進行重新分類調整： | | |
| - Gain on disposal | - 出售收益 | - | (20,620) |
| - Impairment losses | - 減值虧損 | - | 800 |
| | | - | 581,286 |
| Exchange differences: | 匯兌差額： | | |
| Exchange differences on translation of foreign operations | 換算海外業務之匯兌差額 | (71) | - |
| | | (71) | - |
| Net other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods | 可能於隨後期間重新分類至損益之其他全面（虧損）／收益淨額 | (71) | 581,286 |
| Other comprehensive (loss)/income that will not be reclassified to profit or loss in subsequent periods: | 不會於隨後期間重新分類至損益之其他全面（虧損）／收益： | | |
| Equity investments at fair value through other comprehensive income: | 透過其他全面收益按公平值列賬之股本投資： | | |
| Changes in fair value, net of tax | 公平值變動，除稅後 | (943,780) | - |
| | | (943,780) | - |
| Share of other comprehensive loss of an associate | 分佔聯營公司之其他全面虧損 | (108,738) | - |
| Release of fair value reserve upon partial disposal of an associate | 出售部分聯營公司時之公平值儲備撥回 | 407 | - |
| Net other comprehensive loss that will not be reclassified to profit or loss in subsequent periods | 不會於隨後期間重新分類至損益之其他全面虧損淨額 | (1,052,111) | - |
| TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR/PERIOD ATTRIBUTABLE TO OWNERS OF THE PARENT | 母公司擁有人應佔本年度／期間全面（虧損）／收益總額 | (1,119,243) | 950,141 |

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2018 於二零一八年十二月三十一日

| | | | 31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 |
|--|-------------------------|----|--|--|
| NON-CURRENT ASSETS | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 15 | 4,104 | 5,006 |
| Investment property | 投資物業 | 16 | 435,000 | 430,000 |
| Intangible assets | 無形資產 | 17 | 500 | 500 |
| Investment in an associate | 於聯營公司之投資 | 18 | 225,194 | – |
| Equity investments at fair value through other comprehensive income | 透過其他全面收益按公平值列賬之股本投資 | 19 | 1,296,154 | – |
| Available-for-sale equity investments | 可供出售股本投資 | 19 | – | 1,710,695 |
| Deferred tax assets | 遞延稅項資產 | 33 | 2,734 | – |
| Deposits | 按金 | 25 | 12,799 | 9,915 |
| Total non-current assets | 非流動資產總值 | | 1,976,485 | 2,156,116 |
| CURRENT ASSETS | 流動資產 | | | |
| Loan receivables from money lending business | 放貸業務產生之應收貸款 | 21 | 299,497 | 476,765 |
| Trade receivables from business of trading and distribution of electronic and accessory products | 買賣及分銷電子及配套產品業務產生之應收貿易賬款 | 22 | – | – |
| Trade receivables from securities and futures dealing business | 證券及期貨買賣業務產生之應收貿易賬款 | 23 | 395,294 | 391,219 |
| Trade receivables from placing and asset management business | 配售及資產管理業務產生之應收貿易賬款 | 24 | 6,294 | – |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 25 | 21,432 | 30,060 |
| Equity investments at fair value through profit or loss | 透過損益按公平值列賬之股本投資 | 20 | 21 | 560,368 |
| Cash and bank balances | 現金及銀行結存 | 26 | 100,910 | 123,387 |
| Bank balances held on behalf of clients | 代表客戶持有銀行結存 | 27 | 90,966 | 90,624 |
| | | | 914,414 | 1,672,423 |
| Assets of a disposal group classified as held for sale | 分類為持作出售之出售組別資產 | 11 | – | 400,109 |
| Total current assets | 流動資產總值 | | 914,414 | 2,072,532 |

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2018 於二零一八年十二月三十一日

| | | Notes 附註 | 31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 |
|---|-------------------|-------------|--|--|
| CURRENT LIABILITIES | 流動負債 | | | |
| Trade payables | 應付貿易賬款 | 28 | 99,486 | 208,078 |
| Other payables and accruals | 其他應付款項及應計費用 | 29 | 35,225 | 22,378 |
| Shareholder loan | 股東貸款 | 31 | – | 122,000 |
| Other borrowings | 其他借貸 | 30 | 472,178 | 525,930 |
| Bank borrowings | 銀行借貸 | 30 | 142,298 | 167,763 |
| Bank overdrafts | 銀行透支 | 30 | 45,095 | 59,494 |
| Tax payable | 應付稅項 | | 4,859 | 9,023 |
| | | | 799,141 | 1,114,666 |
| Liabilities directly associated with the assets classified as held for sale | 分類為持作出售之資產直接相關負債 | 11 | – | 139,314 |
| Total current liabilities | 流動負債總額 | | 799,141 | 1,253,980 |
| NET CURRENT ASSETS | 流動資產淨值 | | 115,273 | 818,552 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 資產總值減流動負債 | | 2,091,758 | 2,974,668 |
| NON-CURRENT LIABILITIES | 非流動負債 | | | |
| Notes payable | 應付票據 | 32 | 86,574 | 86,574 |
| Bank borrowings | 銀行借貸 | 30 | 156,362 | 164,056 |
| Deferred tax liabilities | 遞延稅項負債 | 33 | – | 134 |
| Total non-current liabilities | 非流動負債總額 | | 242,936 | 250,764 |
| Net assets | 資產淨值 | | 1,848,822 | 2,723,904 |
| EQUITY | 權益 | | | |
| Equity attributable to owners of the parent | 母公司擁有人應佔權益 | | | |
| Share capital | 股本 | 34 | 147,167 | 127,167 |
| Reserves | 儲備 | 35 | 1,701,655 | 2,596,737 |
| Total equity | 權益總額 | | 1,848,822 | 2,723,904 |

Chen Xiaodong
陳曉東
Director
董事

Yu Qingrui
余慶銳
Director
董事

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 parent 母公司擁有人應佔 | | | | | | | | | | | |
|--|--------------------|--|-----------------------|---------------------|-----------------|----------------------|---------------------------------------|---|------------------------------|--------------------|-----------|---------------------------|--------------|
| | | Share capital | Share premium account | Contributed surplus | Capital reserve | Share option reserve | Equity component of convertible bonds | Available-for-sale investment revaluation reserve | Exchange fluctuation reserve | Accumulated losses | Total | Non-controlling interests | Total equity |
| | | 股本 | 股份溢價 | 實繳盈餘 | 資本儲備 | 購股權儲備 | 可供換股債券之權益部份 | 可供出售投資重估儲備 | 匯兌波動儲備 | 累計虧損 | 總計 | 非控股權益 | 權益總額 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| At 1 April 2017 | 於二零一七年四月一日 | 89,651 | 4,070,821 | 632,172 | 556 | 60,600 | 47,257 | 444,744 | - | (4,030,222) | 1,315,579 | - | 1,315,579 |
| Profit for the period | 本期間溢利 | - | - | - | - | - | - | - | - | 368,855 | 368,855 | - | 368,855 |
| Other comprehensive income for the period: | 本期間其他全面收益： | | | | | | | | | | | | |
| Changes in fair value of available-for-sale equity investments, net of tax | 可供出售股本投資之公平值變動，除稅後 | - | - | - | - | - | - | 581,286 | - | - | 581,286 | - | 581,286 |
| Total comprehensive income for the period | 本期間全面收益總額 | - | - | - | - | - | - | 581,286 | - | 368,855 | 950,141 | - | 950,141 |
| Issue of new shares, net of expenses | 發行新股份，扣除開支後 | 37,516 | 420,668 | - | - | - | - | - | - | - | 458,184 | - | 458,184 |
| At 31 December 2017 | 於二零一七年十二月三十一日 | 127,167 | 4,491,489* | 632,172* | 556* | 60,600* | 47,257* | 1,026,030* | -* | (3,661,367)* | 2,723,904 | - | 2,723,904 |

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 parent 母公司擁有人應佔 | | | | | | | | | | | |
|--|--|---|---------------------------------------|-----------------------------------|--|---|---|--|--|-------------------------------|--|--|
| | Share capital HKS'000 千港元 | Share premium account HKS'000 千港元 | Contributed surplus HKS'000 千港元 | Capital reserve HKS'000 千港元 | Share option reserve HKS'000 千港元 | Equity component of convertible bonds 可換股債券之權益部份 HKS'000 千港元 | Available for sale investment revaluation/ Fair value reserve 可供出售投資重估儲備/ 公平價值儲備 HKS'000 千港元 | Exchange fluctuation reserve 匯兌波動儲備 HKS'000 千港元 | Accumulated losses 累計虧損 HKS'000 千港元 | Total 總計 HKS'000 千港元 | Non-controlling interests 非控股權益 HKS'000 千港元 | Total equity 權益總額 HKS'000 千港元 |
| At 31 December 2017 | 127,167 | 4,491,489* | 632,172* | 556* | 60,600* | 47,257* | 1,026,030* | -* | (3,661,367)* | 2,723,904 | - | 2,723,904 |
| Effect of adoption of HKFRS 9, net of tax 採納香港財務報告準則第9號的 影響(遞扣除稅項後) | - | - | - | - | - | - | (276,374) | - | 275,617 | (757) | - | (757) |
| At 1 January 2018 (restated) (經重列) | 127,167 | 4,491,489* | 632,172* | 556* | 60,600* | 47,257* | 749,656* | -* | (3,385,750)* | 2,723,147 | - | 2,723,147 |
| Loss for the year Other comprehensive loss for the year: Exchange differences on translation of foreign operations Changes in fair value of equity investments at fair value through other comprehensive income, net of tax Share of other comprehensive income of an associate Release of fair value reserve upon partial disposal of an associate | - | - | 632,172* | 556* | 60,600* | - | 749,656* | -* | (3,385,750)* | 2,723,147 | - | 2,723,147 |
| Total comprehensive loss for the year | - | - | 632,172* | 556* | 60,600* | - | 749,656* | -* | (3,385,750)* | 2,723,147 | - | 2,723,147 |
| Transfer of fair value reserve upon the disposal of equity investments at fair value through other comprehensive income Transfer of fair value reserve upon recognition of equity interest in an associate Issue of new shares Equity settled share option arrangement | - | 20,000 | - | - | - | - | (943,780) | - | - | (943,780) | - | (943,780) |
| | - | - | - | - | - | - | (108,738) | - | - | (108,738) | - | (108,738) |
| | - | - | - | - | 44,918 | - | 407 | - | - | 407 | - | 407 |
| Total comprehensive loss for the year | - | - | - | - | - | - | (1,052,111) | (71) | (67,061) | (1,119,243) | - | (1,119,243) |
| Transfer of fair value reserve upon the disposal of equity investments at fair value through other comprehensive income Transfer of fair value reserve upon recognition of equity interest in an associate Issue of new shares Equity settled share option arrangement | - | - | - | - | - | - | 42,053 | - | (42,053) | - | - | - |
| | - | - | - | - | - | - | (7,730) | - | 7,730 | - | - | - |
| | - | 180,000 | - | - | - | - | - | - | - | 200,000 | - | 200,000 |
| | - | - | - | - | 44,918 | - | - | - | - | 44,918 | - | 44,918 |
| At 31 December 2018 | 147,167 | 4,671,489* | 632,172* | 556* | 105,518* | 47,257* | (268,132)* | (71)* | (3,487,134)* | 1,848,822 | - | 1,848,822 |

* These reserve accounts comprise the consolidated reserves of HK\$1,701,655,000 (31 December 2017: HK\$2,596,737,000) in the consolidated statement of financial position.

* 該等儲備賬包括綜合財務狀況表內之綜合儲備1,701,655,000港元(二零一七年十二月三十一日: 2,596,737,000港元)。

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

| | | | For the year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元 | For the period from 1 April 2017 to 31 December 2017 二零一七年 四月一日至 二零一七年 十二月三十一 期間 HK\$'000 千港元 |
|--|-------------|---------------------------------|---|---|
| | Notes 附註 | | | |
| CASH FLOWS FROM OPERATING ACTIVITIES | | 經營活動之現金流量 | | |
| (Loss)/profit before tax | | 除稅前(虧損)/溢利 | (58,875) | 373,375 |
| Adjustments for: | | 就下列項目作調整: | | |
| Bank interest income | 5 | 銀行利息收入 | (12) | (1) |
| Finance costs | 6 | 財務費用 | 64,407 | 53,385 |
| Depreciation | 7 | 折舊 | 2,018 | 1,505 |
| Impairment loss of available-for-sale equity investments | 19 | 可供出售股本投資之 減值虧損 | – | 800 |
| Impairment losses on other financial assets and contract assets | | 其他金融資產及 合約資產之減值虧損 | 17,348 | – |
| Write off of deposits and other receivables | 7 | 撇銷按金及其他應收款項 | – | 319 |
| Gain on disposal of items of property, plant and equipment | 7 | 出售物業、廠房及 設備項目之收益 | (6) | – |
| Gain on disposal of a subsidiary | 14 | 出售一間附屬公司之收益 | (65,620) | – |
| Gain on disposal of available-for-sale equity investments | | 出售可供出售股本投資之 收益 | – | (20,620) |
| Fair value gains on equity investments at fair value through profit or loss, net | | 透過損益按公平值列賬之 股本投資之公平值 收益淨額 | – | (121,623) |
| Equity-settled share option arrangements, net | 37 | 股權結算之購股權安排 淨額 | 44,918 | – |
| Gain on bargain purchase | 38 | 議價購買收益 | – | (5,370) |
| Loss on step acquisition | 38 | 分階段收購事項之虧損 | – | 381 |
| Loss on partial disposal of equity interests in an associate | 18 | 出售部分聯營公司之 股權虧損 | 472 | – |
| Loss from release of fair value reserve upon partial disposal of an associate | 18 | 出售部分聯營公司時之 公平值儲備撥回虧損 | 407 | – |
| Share of loss/(profit) of associates | | 分佔聯營公司虧損/ (溢利) | 13,912 | (6,459) |
| Gain on revaluation of investment properties | 16 | 投資物業重估收益 | (5,000) | (91,033) |
| Dividend income from investment in listed equity securities | 5 | 上市股本證券投資之 股息收入 | – | (157,687) |
| Impairment loss on investment in an associate | 18 | 於聯營公司之投資之 減值虧損 | 51,257 | – |
| | | | 65,226 | 26,972 |

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

| | | Notes 附註 | For the year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元 | For the period from 1 April 2017 to 31 December 2017 二零一七年 四月一日至 二零一七年 十二月三十一 期間 HK\$'000 千港元 |
|--|------------------------|-------------|---|---|
| Decrease/(increase) in loan receivables from money lending business | 放貸業務產生之應收貸款減少／(增加) | | 53,494 | (296,109) |
| Decrease/(increase) in equity investments at fair value through profit or loss | 透過損益按公平值列賬之股本投資減少／(增加) | | 157,684 | (344,476) |
| Increase in trade receivables from securities and futures dealing business | 證券及期貨買賣業務產生之應收貿易賬款增加 | | (10,626) | (150,788) |
| Increase in trade receivables from placing and asset management business | 配售及資產管理業務之應收貿易賬款增加 | | (6,948) | - |
| Decrease in loans to directors | 向一名董事貸款減少 | | - | 31,900 |
| Increase in prepayments, deposits and other receivables | 預付款項、按金及其他應收款項增加 | | (3,389) | (41,492) |
| (Increase)/decrease in bank balances held on behalf of clients | 代表客戶持有之銀行結存(增加)／減少 | | (342) | 178,202 |
| Decrease in trade payables | 應付貿易賬款減少 | | (108,592) | (85,870) |
| Increase/(decrease) in other payables and accruals | 其他應付款項及應計費用增加／(減少) | | 10,696 | (17,554) |
| Exchange realignment | 匯兌調整 | | (71) | - |
| Cash generated from/(used in) operations | 經營業務所得／(所用)現金 | | 157,132 | (699,215) |
| Interest paid | 已付利息 | | (61,371) | (43,764) |
| Tax paid | 已付稅項 | | (15,163) | - |
| Net cash flows from/(used in) operating activities | 經營活動所得／(所用)之現金流量淨額 | | 80,598 | (742,979) |

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

| | | | For the year ended 31 December 2018 | For the period from 1 April 2017 to 31 December 2017 |
|--|-------------|-----------------------------|--|---|
| | | | 截至 二零一八年 十二月三十一 止年度 | 二零一七年 四月一日至 二零一七年 十二月三十一 期間 |
| | Notes 附註 | | HK\$'000 千港元 | HK\$'000 千港元 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | 投資活動現金流量 | | |
| Purchases of items of property, plant and equipment | | 購置物業、廠房及設備項目 | (1,190) | (990) |
| Acquisition of equity investments at fair value through other comprehensive income | | 收購透過其他全面收益按 公平值列賬之股本投資 | (684,815) | - |
| Acquisition of available-for-sale equity investments | | 收購可供出售股本投資 | - | (6,292) |
| Proceeds from equity investments at fair value through other comprehensive income | | 透過其他全面收益按公平值 列賬之股本投資所得款項 | 485,310 | - |
| Proceeds from partial disposal of equity interests in an associate | | 出售聯營公司部分股權之 所得款項 | 666 | - |
| Proceeds from disposal of available-for-sale equity investments | | 出售可供出售股本投資之 所得款項 | - | 82,323 |
| Interest received | 5 | 已收利息 | 12 | 1 |
| Acquisition of assets through acquisition of subsidiaries | | 透過收購附屬公司收購資產 | - | (253,000) |
| Acquisition of a subsidiary | 38 | 收購一間附屬公司 | - | (31,917) |
| Dividend received | | 已收股息 | - | 100,370 |
| Net cash flows used in investing activities | | 投資活動所用之現金流量 淨額 | (200,017) | (109,505) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | 融資活動現金流量 | | |
| Net proceeds from placing of new shares | | 配售新股份所得款項淨額 | 200,000 | 198,484 |
| Loan advance from a shareholder | | 來自一名股東之貸款 | - | 122,000 |
| Proceeds from bank borrowings | | 銀行借貸所得款項 | 75,000 | 162,000 |
| Repayment of bank borrowings | | 償還銀行借貸 | (109,933) | (96,056) |
| Proceeds from other borrowings | | 其他借貸所得款項 | 180,248 | 525,930 |
| Repayment of other borrowings | | 償還其他借貸 | (234,000) | - |
| Net cash flows from financing activities | | 融資活動產生之 現金流量淨額 | 111,315 | 912,358 |

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

| | | | For the year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元 | For the period from 1 April 2017 to 31 December 2017 二零一七年 四月一日至 二零一七年 十二月三十一 期間 HK\$'000 千港元 |
|--|---------------------------------|----|---|---|
| NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS | 現金及現金等值項目之 (減少)/增加淨額 | | (8,104) | 59,874 |
| Cash and bank balances at beginning of year/period | 年/期初之現金及銀行結存 | | 63,919 | 4,045 |
| CASH AND CASH EQUIVALENTS AT END OF YEAR/PERIOD | 年/期末之現金及 現金等值項目 | | 55,815 | 63,919 |
| ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS | 現金及現金等值項目結存之 分析 | | | |
| Cash and bank balances | 現金及銀行結存 | 26 | 100,910 | 123,387 |
| Cash and cash equivalents included in the disposal group classified as held for sale | 計入分類為持作出售 出售組別之現金及 現金等值項目 | 11 | – | 26 |
| Bank overdrafts | 銀行透支 | 30 | (45,095) | (59,494) |
| | | | 55,815 | 63,919 |

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

1. Corporate and Group Information

Central Wealth Group Holdings Limited, formerly known as China Soft Power Technology Holdings Limited, (the "Company") is a limited liability company incorporated in Bermuda. Pursuant to a special resolution passed at the special general meeting of the Company held on 27 December 2018 and approved by the Registrars of Companies of Hong Kong. With effect from 11 February 2019, the name of the Company was changed from "China Soft Power Technology Holdings Limited" to "Central Wealth Group Holdings Limited". The Chinese translation of the Company's name for identification purposes was changed from "中國軟實力科技集團有限公司" to "中達集團控股有限公司". The principal place of business of the Company is located at Unit 6706B-08A, Level 67, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong.

The principal activity of the Company is investment holding. The Group is principally engaged in the securities and futures dealing business, financial investment, property investments and money lending business.

Information about subsidiaries

Particulars of the Company's principal subsidiaries as at 31 December 2018 are as follows:

| Name 公司名稱 | Place of incorporation and business 註冊成立及業務經營地點 | Issued ordinary/ registered share capital 已發行普通股 ／註冊股本 | Percentage of equity attributable to the Company 本公司應佔股權之百分比 | | Principal activities 主要業務活動 |
|-------------------------|--|---|---|----------------|-----------------------------------|
| | | | Direct 直接 | Indirect 間接 | |
| Hoshing Limited* | British Virgin Islands | US\$1 | 100 | - | Investment holding |
| Hoshing Limited* | 英屬維爾京群島 | 1美元 | 100 | - | 投資控股 |
| 139 Enterprises Limited | Hong Kong | US\$2 | - | 100 | Provision of |
| 139企業有限公司 | 香港 | 2美元 | - | 100 | administrative services 提供行政服務 |
| Chaifa Finance Limited | Hong Kong | HK\$2 | - | 100 | Provision of finance |
| 預發財務有限公司 | 香港 | 2港元 | - | 100 | services 提供財務服務 |

1. 公司及集團資料

中達集團控股有限公司(前稱中國軟實力科技集團有限公司)(「本公司」)為於百慕達註冊成立之有限公司。根據本公司於二零一八年十二月二十七日舉行之股東特別大會通過並經香港公司註冊處處長批准之特別決議案。本公司名稱由「China Soft Power Technology Holdings Limited」更改為「Central Wealth Group Holdings Limited」,自二零一九年二月十一日起生效。本公司僅供識別之中文譯名由「中國軟實力科技集團有限公司」更改為「中達集團控股有限公司」。本公司主要營業地點位於香港九龍柯士甸道西1號環球貿易廣場67樓6706B-08A室。

本公司主要業務為投資控股。本集團主要從事證券及期貨買賣業務、財務投資、物業投資及放貸業務。

附屬公司之資料

於二零一八年十二月三十一日,本公司主要附屬公司之詳情如下:

1. Corporate and Group Information (continued) Information about subsidiaries (continued)

1. 公司及集團資料(續) 附屬公司之資料(續)

| Name 公司名稱 | Place of incorporation and business 註冊成立及 業務經營地點 | Issued ordinary/ registered share capital 已發行普通股 /註冊股本 | Percentage of equity attributable to the Company 本公司應佔股權 之百分比 | | Principal activities 主要業務活動 |
|--|--|--|---|----------------|---|
| | | | Direct 直接 | Indirect 間接 | |
| Main Purpose Investments Limited | British Virgin Islands/ Hong Kong 英屬維爾京群島/香港 | US\$1 1美元 | – – | 100 100 | Investment in and trading of securities 投資及買賣證券 |
| Main Purpose Investments Limited | British Virgin Islands/ Hong Kong 英屬維爾京群島/香港 | US\$1 1美元 | – – | 100 100 | Investment in and trading of securities 投資及買賣證券 |
| Celestial Lodge Limited* Celestial Lodge Limited* | British Virgin Islands 英屬維爾京群島 | US\$1 1美元 | – – | 100 100 | Investment holding 投資控股 |
| Top Billion Finance Limited 億峰財務有限公司 | Hong Kong 香港 | HK\$2 2港元 | – – | 100 100 | Money Lending 放貸 |
| Winsey Enterprises Limited* Winsey Enterprises Limited* | British Virgin Islands 英屬維爾京群島 | US\$1 1美元 | – – | 100 100 | Investment holding 投資控股 |
| Central Wealth Securities Investment Limited 中達證券投資有限公司 | Hong Kong 香港 | HK\$325,000,000 325,000,000港元 | – – | 100 100 | Brokerage and related services 經紀及相關服務 |
| Central Wealth Futures Limited 中達期貨有限公司 | Hong Kong 香港 | HK\$23,500,100 23,500,100港元 | – – | 100 100 | Brokerage and related services 經紀及相關服務 |

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

1. Corporate and Group Information (continued) Information about subsidiaries (continued)

1. 公司及集團資料 (續) 附屬公司之資料 (續)

| Name 公司名稱 | Place of incorporation and business 註冊成立及業務經營地點 | Issued ordinary/ registered share capital 已發行普通股 ／註冊股本 | Percentage of equity attributable to the Company 本公司應佔股權之百分比 | | Principal activities 主要業務活動 |
|--|--|---|---|----------------|--------------------------------|
| | | | Direct 直接 | Indirect 間接 | |
| Central Wealth Asset Management Limited 中達資產管理有限公司 | Hong Kong 香港 | HK\$9,000,000 9,000,000港元 | – – | 100 100 | Asset Management 資產管理 |
| Sky Eagle Global Limited* Sky Eagle Global Limited* | British Virgin Islands 英屬維爾京群島 | US\$1 1美元 | – – | 100 100 | Investment holding 投資控股 |
| Metro Victor Limited 進鴻有限公司 | Hong Kong 香港 | HK\$10,000 10,000港元 | – – | 100 100 | Property Investment 物業投資 |
| Instant Achieve Limited* 即達有限公司* | British Virgin Islands 英屬維爾京群島 | US\$46,500 46,500美元 | 100 100 | – – | Investment holding 投資控股 |

* Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

* 未經香港安永會計師事務所或安永全球網絡其他成員公司審核。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

上表列出董事認為對本年度本集團業績有主要影響或構成本集團資產淨值主要部份之本公司附屬公司。董事認為將其他附屬公司之資料列出會令篇幅過於冗長。

2.1. Basis of Preparation

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for listed equity investments and investment property which have been measured at fair value. These financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2018. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

2.1. 編製基準

此等財務報表乃按照香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」）（包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港公司條例之披露規定而編製。此等財務報表乃根據歷史成本法編製，惟已按公平值計量之上市股本投資及投資物業除外。此等財務報表以港元（「港元」）列示，除另有指明外，所有數據均零整至千位。

綜合賬目基準

綜合財務報表包括本公司及其附屬公司（統稱為「本集團」）截至二零一八年十二月三十一日止年度之財務報表。附屬公司乃由本公司直接或間接控制之實體（包括結構性實體）。當本集團因參與投資對象而對可變回報承受風險或享有權利且有能透過其對投資對象之權力影響該等回報（即賦予本集團現有能指導投資對象相關業務之現有權利）時，即表明本集團控制投資對象。

倘本公司直接或間接擁有少於大多數投資對象投票權或者類似權利，本集團於評估其是否於投資對象有權力時考慮所有相關事實及情況，包括：

- (a) 與投資對象之其他投票權持有人之合約安排；
- (b) 其他合約安排之權利；及
- (c) 本集團投票權及潛在投票權。

2.1. Basis of Preparation (continued)

Basis of consolidation (continued)

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.1. 編製基準 (續)

綜合賬目基準 (續)

附屬公司財務報表乃就與本公司相同之報告期按相同會計政策編製。附屬公司之業績自本集團取得控制權之日起綜合入賬，並至該控制權終止為止一直綜合入賬。

損益及其他全面收益各項目歸屬於本集團母公司擁有人及非控股權益，即使此舉造成非控股權益產生虧絀結餘。所有與本集團成員公司之間交易相關之集團內資產及負債、權益、收益、開支及現金流量均於綜合入賬時悉數撇銷。

倘有事實及情況表明上文所述控制之三項要素中發生一項或多項變動，本集團重新評估其是否失去對投資對象之控制權。於附屬公司擁有權權益之變動（並無失去控制權）於入賬時列作權益交易。

倘本集團失去附屬公司之控制權，則會終止確認(i)該附屬公司之資產（包括商譽）及負債，(ii)任何非控股權益之賬面值及(iii)計入權益之累計匯兌差額；並確認(i)已收代價之公平值，(ii)任何獲保留投資之公平值及(iii)計入損益之任何相關盈餘或虧絀。倘本集團已直接出售有關資產或負債，先前於其他全面收益已確認之本集團應佔成份，乃視乎情況按相同基準重新分類至損益或保留溢利。

2.2 Changes in Accounting Policies and Disclosures

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

| | |
|--|--|
| Amendments to HKFRS 2 | <i>Classification and Measurement of Share-based Payment Transactions</i> |
| Amendments to HKFRS 4 | <i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i> |
| HKFRS 9 | <i>Financial Instruments</i> |
| HKFRS 15 | <i>Revenue from Contracts with Customers</i> |
| Amendments to HKFRS 15 | <i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i> |
| Amendments to HKAS 40 | <i>Transfers of Investment Property</i> |
| HK(IFRIC)-Int 22 | <i>Foreign Currency Transactions and Advance Consideration</i> |
| <i>Annual Improvements 2014-2016 Cycle</i> | Amendments to HKFRS 1 and HKAS 28 |

2.2 會計政策之變動及披露

本集團已於本年度財務報表中首次採納以下新訂及經修訂香港財務報告準則。

| | |
|------------------------|-------------------------------------|
| 修訂香港財務報告準則第2號 | 以股份支付的交易的分類及計量 |
| 修訂香港財務報告準則第4號 | 一併應用香港財務報告準則第9號金融工具與香港財務報告準則第4號保險合約 |
| 香港財務報告準則第9號 | 金融工具 |
| 香港財務報告準則第15號 | 客戶合約收益 |
| 修訂香港財務報告準則第15號 | 澄清香港財務報告準則第15號客戶合約收益 |
| 修訂香港會計準則第40號 | 轉讓投資物業 |
| 香港（國際財務報告詮釋委員會）－詮釋第22號 | 外幣交易及預付代價 |
| 二零一四年至二零一六年週期之年度改進 | 修訂香港財務報告準則第1號及香港會計準則第28號 |

2.2 Changes in Accounting Policies and Disclosures (continued)

Except for the amendments to HKFRS 4, which is not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised HKFRSs are described below:

- (a) Amendments to HKFRS 2 address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding a certain amount in order to meet an employee's tax obligation associated with the share-based payment; and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash-settled to equity-settled. The amendments clarify that the approach used to account for vesting conditions when measuring equity-settled share-based payments also applies to cash-settled share-based payments. The amendments introduce an exception so that a share-based payment transaction with net share settlement features for withholding a certain amount in order to meet the employee's tax obligation is classified in its entirety as an equity-settled share-based payment transaction when certain conditions are met. Furthermore, the amendments clarify that if the terms and conditions of a cash-settled share-based payment transaction are modified, with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as an equity-settled transaction from the date of the modification. The amendments have had no impact on the financial position or performance of the Group as the Group does not have any cash-settled share-based payment transactions and has no share-based payment transactions with net settlement features for withholding tax.

2.2 會計政策之變動及披露(續)

除香港財務報告準則第4號之修訂(與編製本集團之財務報表並無關連)外,新訂及經修訂香港財務報告準則之性質及影響披露如下:

- (a) 香港財務報告準則第2號之修訂闡述三大範疇:歸屬條件對計量以現金結算以股份為基礎的付款交易的影響;為僱員履行與以股份為基礎付款相關之稅務責任而預扣若干金額以股份為基礎之付款交易(附有淨額結算特質)的分類;以及修改以股份為基礎的付款交易的條款及條件令其分類由現金結算改為權益結算時之會計處理方法。該等修訂釐清計量以權益結算以股份為基礎付款時歸屬條件的入賬方法亦適用於以現金結算以股份為基礎付款。該等修訂引入一個例外情況,致使當符合若干條件時,為僱員履行稅務責任而預扣若干金額以股份為基礎之付款交易(附有淨額結算特質),將整項分類為以權益結算以股份為基礎的付款交易。再者,該等修訂釐清,倘以現金結算以股份為基礎的付款交易的條款及條件有所修改,令其成為以權益結算以股份為基礎的付款交易,則該交易自修改日期起作為以權益結算的交易入賬。該等修訂對本集團的財務狀況或表現並無任何影響,因為本集團並無任何以現金結算以股份為基礎的付款交易,亦無任何就預扣稅附有淨額結算特質的以股份為基礎的付款交易。

2.2 Changes in Accounting Policies and Disclosures (continued)

- (b) HKFRS 9 *Financial Instruments* replaces HKAS 39 *Financial Instruments: Recognition and Measurement* for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment and hedge accounting.

With the exception of hedge accounting, which the Group has applied prospectively, the Group has recognised the transition adjustments against the applicable opening balances in equity at 1 January 2018. Therefore, the comparative information was not restated and continues to be reported under HKAS 39.

Classification and measurement

The following information sets out the impacts of adopting HKFRS 9 on the statement of financial position, including the effect of replacing HKAS 39's incurred credit loss calculations with HKFRS 9's expected credit losses ("ECLs").

2.2 會計政策之變動及披露 (續)

- (b) 香港財務報告準則第9號金融工具於二零一八年一月一日或之後開始之年度期間取代香港會計準則第39號金融工具：確認及計量，匯集金融工具會計處理的三大方面：分類及計量、減值及對沖會計處理。

除本集團已按未來適用基準應用之對沖會計處理外，本集團已於二零一八年一月一日在適用之權益期初結餘確認過渡調整。因此，比較資料並無重列且將繼續根據香港會計準則第39號呈報。

分類及計量

以下資料載列採納香港財務報告準則第9號對財務狀況表的影響，包括香港財務報告準則第9號預期信貸虧損（「預期信貸虧損」）取代香港會計準則第39號已產生信貸虧損計算的影響。

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

2.2 Changes in Accounting Policies and Disclosures (continued)

(b) (continued)

Classification and measurement (continued)

A reconciliation between the carrying amounts under HKAS 39 and the balances reported under HKFRS 9 as at 1 January 2018 is as follows:

2.2 會計政策之變動及披露 (續)

(b) (續)

分類及計量 (續)

於二零一八年一月一日，香港會計準則第39號項下的賬面值與香港財務報告準則第9號項下所呈報的結餘之對賬如下：

| | | Notes 附註 | HKAS 39 measurement 香港會計準則 第39號計量 | | | | HKFRS 9 measurement 香港財務報告準則 第9號計量 | | |
|--|-------------------------|-------------|---|---------------------------------|--|----------------------------------|--|---------------------------------|--|
| | | | Category 類別 | Amount 金額 HK\$'000 千港元 | Re- classification 重新分類 HK\$'000 千港元 | ECL 預期信貸虧損 HK\$'000 千港元 | Other 其他 HK\$'000 千港元 | Amount 金額 HK\$'000 千港元 | Category 類別 |
| Financial assets | 金融資產 | | | | | | | | |
| Equity investments at fair value through other comprehensive income | 透過其他全面收益按公平值列賬之股本投資 | | N/A 不適用 | - | 2,263,056 | - | - | 2,263,056 | FVOCI ¹ (equity) (權益) |
| From: Available-for-sale investments | 撥出：可供出售投資 | (i) | | 1,710,695 | | - | - | | |
| From: Equity investments at fair value through profit or loss | 撥出：透過損益按公平值列賬之股本投資 | (ii) | | 552,361 | | - | - | | |
| Available-for-sale equity investments | 可供出售股本投資 | | AFS ² | 1,710,695 | (1,710,695) | - | - | - | N/A 不適用 |
| To: Equity investments at fair value through other comprehensive income | 撥入：透過其他全面收益按公平值列賬之股本投資 | (i) | | | (1,710,695) | - | - | | |
| Non-current deposits | 非流動按金 | | L&R ³ | 9,915 | - | - | - | 9,915 | AC ⁴ |
| Loan receivables from money lending business | 放貸業務產生之應收貸款 | (iii) | L&R | 476,765 | - | (477) | - | 476,288 | AC |
| Trade receivables from business of trading and distribution of electronic and accessory products | 買賣及分銷電子及配套產品業務產生之應收貿易賬款 | | L&R | - | - | - | - | - | AC |
| Trade receivables from securities and futures dealing business | 證券及期貨買賣業務產生之應收貿易賬款 | (iii) | L&R | 391,219 | - | (335) | - | 390,884 | AC |
| Financial assets included in prepayments, deposits and other receivables | 預付款項、按金及其他應收款項包含之金融資產 | | L&R | 27,798 | - | - | - | 27,798 | AC |
| Equity investments at fair value through profit or loss | 透過損益按公平值列賬之股本投資 | | FVPL ⁵ | 560,368 | (552,361) | - | - | 8,007 | FVPL (mandatory) (強制性) |
| To: Equity investments at fair value through other comprehensive income | 撥入：透過其他全面收益按公平值列賬之股本投資 | (ii) | | | (552,361) | - | - | | |
| Cash and bank balances | 現金及銀行結存 | | L&R | 123,387 | - | - | - | 123,387 | AC |
| Bank balances held on behalf of clients | 代表客戶持有銀行結存 | | L&R | 90,624 | - | - | - | 90,624 | AC |
| | | | | 3,390,771 | - | (812) | - | 3,389,959 | |
| Total assets | 資產總值 | | | 4,228,648 | - | (757) | - | 4,227,891 | |

2.2 Changes in Accounting Policies and Disclosures (continued)

(b) (continued)

Classification and measurement (continued)

| | | HKAS 39 measurement 香港會計準則 第39號計量 | | | | HKFRS 9 measurement 香港財務報告準則 第9號計量 | | |
|-----------------------------|-------------|---|-----------------|-------------------------------|-------------------|--|-----------------|----------------|
| | | Category 類別 | Amount 金額 | Re- classification 重新分類 | ECL 預期 信貸虧損 | Other 其他 | Amount 金額 | Category 類別 |
| | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | |
| Financial liabilities | 金融負債 | | | | | | | |
| Trade payables | 應付貿易賬款 | AC | 208,078 | - | - | - | 208,078 | AC |
| Other payables and accruals | 其他應付款項及應計費用 | AC | 22,378 | - | - | - | 22,378 | AC |
| Shareholder loan | 股東貸款 | AC | 122,000 | - | - | - | 122,000 | AC |
| Other borrowings | 其他借貸 | AC | 525,930 | - | - | - | 525,930 | AC |
| Bank borrowings | 銀行借貸 | AC | 331,819 | - | - | - | 331,819 | AC |
| Bank overdrafts | 銀行透支 | AC | 59,494 | - | - | - | 59,494 | AC |
| Notes payable | 應付票據 | AC | 86,574 | - | - | - | 86,574 | AC |
| | | | 1,356,273 | - | - | - | 1,356,273 | |
| Total liabilities | 負債總額 | | 1,504,744 | - | - | - | 1,504,744 | |

- 1 FVOCI: Financial assets at fair value through other comprehensive income
2 AFS: Available-for-sale investments
3 L&R: Loans and receivables
4 AC: Financial assets or financial liabilities at amortised cost
5 FVPL: Financial assets at fair value through profit or loss

Notes:

- (i) The Group has elected the option to irrevocably designate its previous available-for-sale equity investments as equity investments at fair value through other comprehensive income.
- (ii) The Group has elected the option to irrevocably designate certain of its previous equity investments at fair value through profit or loss as equity investments at fair value through other comprehensive income.
- (iii) The Group has remeasured the carrying amounts of the loan receivables from money lending business and trade receivables from securities and futures dealing business.

2.2 會計政策之變動及披露 (續)

(b) (續)

分類及計量 (續)

| | HKAS 39 measurement 香港會計準則 第39號計量 | | | | HKFRS 9 measurement 香港財務報告準則 第9號計量 | | | |
|-----------------------------|---|-----------------|-------------------------------|-------------------|--|-----------------|----------------|----|
| | Category 類別 | Amount 金額 | Re- classification 重新分類 | ECL 預期 信貸虧損 | Other 其他 | Amount 金額 | Category 類別 | |
| | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | | |
| Financial liabilities | 金融負債 | | | | | | | |
| Trade payables | 應付貿易賬款 | AC | 208,078 | - | - | - | 208,078 | AC |
| Other payables and accruals | 其他應付款項及應計費用 | AC | 22,378 | - | - | - | 22,378 | AC |
| Shareholder loan | 股東貸款 | AC | 122,000 | - | - | - | 122,000 | AC |
| Other borrowings | 其他借貸 | AC | 525,930 | - | - | - | 525,930 | AC |
| Bank borrowings | 銀行借貸 | AC | 331,819 | - | - | - | 331,819 | AC |
| Bank overdrafts | 銀行透支 | AC | 59,494 | - | - | - | 59,494 | AC |
| Notes payable | 應付票據 | AC | 86,574 | - | - | - | 86,574 | AC |
| | | | 1,356,273 | - | - | - | 1,356,273 | |
| Total liabilities | 負債總額 | | 1,504,744 | - | - | - | 1,504,744 | |

- 1 FVOCI: 透過其他全面收益按公平價值列賬之金融資產
2 AFS: 可供出售投資
3 L&R: 貸款及應收款項
4 AC: 按攤銷成本列賬之金融資產或金融負債
5 FVPL: 透過損益按公平價值列賬之金融資產

附註:

- (i) 本集團選擇不可撤銷地將其先前之可供出售股本投資指定為透過其他全面收益按公平價值列賬之股本投資。
- (ii) 本集團選擇不可撤銷地將其若干先前透過損益按公平價值列賬之股本投資指定為透過其他全面收益按公平價值列賬之股本投資。
- (iii) 本集團已對放貸業務產生之應收貸款及證券及期貨買賣業務產生之應收貿易賬款進行重新計量。

2.2 Changes in Accounting Policies and Disclosures (continued)

(b) (continued)

Impairment

The following table reconciles the aggregate opening impairment allowances under HKAS 39 to the ECL allowances under HKFRS 9. Further details are disclosed in notes 21, 22 and 23 to the financial statements.

2.2 會計政策之變動及披露 (續)

(b) (續)

減值

下表為根據香港會計準則第39號的期初減值撥備總額與根據香港財務報告準則第9號的預期信貸虧損撥備之對賬。進一步詳情於財務報表附註21、22及23內披露。

| | | Impairment allowances under HKAS 39 at 31 December 2017 | Re-measurement | ECL allowances under HKFRS 9 at 1 January 2018 |
|--|-------------------------|---|-----------------|--|
| | | 於二零一七年十二月三十一日根據香港會計準則第39號之減值撥備 | 重新計量 | 於二零一八年一月一日根據香港財務報告準則第9號之預期信貸虧損撥備 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Loan receivables from money lending business | 放貸業務產生之應收貸款 | - | 477 | 477 |
| Trade receivables from securities and futures dealing business | 證券及期貨買賣業務產生之應收貿易賬款 | - | 335 | 335 |
| Trade receivables from business of trading and distribution of electronic and accessory products | 買賣及分銷電子及配套產品業務產生之應收貿易賬款 | 1,175 | - | 1,175 |
| | | 1,175 | 812 | 1,987 |

2.2 Changes in Accounting Policies and Disclosures (continued)

(b) (continued)

Impact on reserves and accumulated losses

The impact of transition to HKFRS 9 on reserves and accumulated losses is as follows:

2.2 會計政策之變動及披露 (續)

(b) (續)

對儲備及累計虧損之影響

過渡至香港財務報告準則第9號對儲備及累計虧損之影響如下：

| | | Reserves and accumulated losses 儲備及累計虧損 HK\$'000 千港元 |
|---|--|---|
| Fair value reserve under HKFRS 9 (available-for-sale investment revaluation reserve under HKAS 39) | 根據香港財務報告準則 第9號之公平值儲備 (根據香港會計準則第39號 之可供出售投資重估儲備) | |
| Balance as at 31 December 2017 under HKAS 39 | 根據香港會計準則第39號之 於二零一七年十二月三十一日 之結餘 | 1,026,030 |
| Reversal of impairment losses under HKAS 39 for equity investments at fair value through other comprehensive income previously classified as available-for-sale equity investments | 根據香港會計準則第39號 就先前分類為可供出售股本 投資之透過其他全面收益 按公平值列賬之股本投資 撥回減值虧損 | (429,777) |
| Reclassification of financial assets from equity investments at fair value through profit or loss to equity investments at fair value through other comprehensive income | 透過損益按公平值列賬之 股本投資重新分類至透過 其他全面收益按公平值列賬 之股本投資之金融資產 | 153,403 |
| Balance as at 1 January 2018 under HKFRS 9 | 根據香港財務報告準則第9號之 於二零一八年一月一日之結餘 | 749,656 |

2.2 Changes in Accounting Policies and Disclosures (continued)

(b) (continued)

Impact on reserves and accumulated losses (continued)**2.2 會計政策之變動及披露 (續)**

(b) (續)

對儲備及累計虧損之影響 (續)

| | | Reserves and accumulated losses 儲備及累計虧損 HK\$'000 千港元 |
|---|--|---|
| Accumulated losses | 累計虧損 | |
| Balance as at 31 December 2017 under HKAS 39 | 根據香港會計準則第39號之 於二零一七年十二月三十一日 之結餘 | (3,661,367) |
| Recognition of expected credit losses for loan receivables from money lending business under HKFRS 9 | 根據香港財務報告準則第9號 就放貸業務產生之應收貸款 確認預期信貸虧損 | (477) |
| Recognition of expected credit losses for trade receivables from securities and futures dealing business under HKFRS 9 | 根據香港財務報告準則第9號 就證券及期貨買賣業務產生 之應收貿易賬款確認預期 信貸虧損 | (335) |
| Reversal of impairment losses under HKAS 39 for equity investments at fair value through other comprehensive income previously classified as available-for-sale equity investments | 根據香港會計準則第39號 就先前分類為可供出售 股本投資之透過其他全面 收益按公平值列賬之股本 投資撥回減值虧損 | 429,777 |
| Reclassification of financial assets from equity investments at fair value through profit or loss to equity investments at fair value through other comprehensive income | 透過損益按公平值列賬之 股本投資重新分類至透過 其他全面收益按公平值列賬 之股本投資之金融資產 | (153,403) |
| Deferred tax in relation to the above | 有關上述之遞延稅項 | 55 |
| Balance as at 1 January 2018 under HKFRS 9 | 根據香港財務報告準則第9號之 於二零一八年一月一日之結餘 | (3,385,750) |

2.2 Changes in Accounting Policies and Disclosures (continued)

- (c) HKFRS 15 and its amendments replace HKAS 11 *Construction Contracts*, HKAS 18 *Revenue* and related interpretations and it applies, with limited exceptions, to all revenue arising from contracts with customers. HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The disclosures are included in notes 3 and 5 to the financial statements. As a result of the application of HKFRS 15, the Group has changed the accounting policy with respect to revenue recognition in note 2.4 to the financial statements.

The Group has adopted HKFRS 15 using the full retrospective method of adoption. The standard has had no impact on the timing of the revenue recognition; but additional disclosures on the nature, amounts, timing and uncertainty of revenue and cash flows arising from contracts with customers will be required.

2.2 會計政策之變動及披露 (續)

- (c) 香港財務報告準則第15號及其修訂取代香港會計準則第11號*建築合約*、香港會計準則第18號*收益*及相關詮釋，且(除少數例外情況外)其應用於客戶合約產生之所有收益。香港財務報告準則第15號就客戶合約收益入賬確立一個新五步模式。根據香港財務報告準則第15號，收益按可反映實體預期就向客戶轉讓貨物或服務而有權在交換中獲取之代價金額進行確認。香港財務報告準則第15號的原則為就計量及確認收益提供更為結構化的方法。該準則亦引入廣泛的定性及定量披露規定，包括分拆收益總額、關於履行責任、不同期間之間合約資產及負債賬目結餘的變動以及主要判斷及估計的資料。該披露載於財務報表附註3及5。由於應用香港財務報告第15號，本集團已於財務報表附註2.4變更有關收益確認的會計政策。

本集團已使用全面追溯採納法而採納香港財務報告準則第15號。該準則並無對收益確認之時間性構成影響，惟須就客戶合約產生之收益及現金流量之性質、金額、時間及不確定性作出額外披露。

2.2 Changes in Accounting Policies and Disclosures (continued)

- (d) Amendments to HKAS 40 clarify when an entity should transfer property, including property under construction or development, into or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. The amendments have had no impact on the financial position or performance of the Group.
- (e) HK(IFRIC)-Int 22 provides guidance on how to determine the date of the transaction when applying HKAS 21 to the situation where an entity receives or pays advance consideration in a foreign currency and recognises a non-monetary asset or liability. The interpretation clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) is the date on which an entity initially recognises the non-monetary asset (such as a prepayment) or non-monetary liability (such as deferred income) arising from the payment or receipt of the advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the entity must determine the transaction date for each payment or receipt of the advance consideration. The interpretation has had no impact on the Group's financial statements as the Group's accounting policy for the determination of the exchange rate applied for initial recognition of non-monetary assets or non-monetary liabilities is consistent with the guidance provided in the interpretation.

2.2 會計政策之變動及披露(續)

- (d) 香港會計準則第40號修訂澄清，實體應將物業（包括在建或發展中物業）轉入或轉出投資物業。該等修訂指明，物業用途僅於該物業符合或不再符合投資物業之定義且有證據證明用途發生變動時才會發生變動。僅憑管理層對物業用途之意向改變不足以證明其用途有所變動。該等修訂並無對本集團的財務狀況或表現產生任何影響。
- (e) 香港（國際財務報告詮釋委員會）－詮釋第22號為實體以外幣收取或支付預付代價及確認非貨幣性資產或負債的情況下，在採納香港會計準則第21號時，應如何釐定交易日期提供指引。該詮釋釐清，就釐定於初始確認有關資產、開支或收入（或其中部分）所用的匯率時，交易日期為實體初始確認因支付或收取預付代價而產生的非貨幣性資產（如預付款項）或非貨幣性負債（如遞延收入）之日。倘確認有關項目前存在多筆預付款或預收款，實體須就每筆預付代價款或收取預付代價款釐定交易日期。該詮釋並無對本集團之財務報表產生影響，乃由於本集團就釐定初始確認非貨幣性資產或非貨幣負債所用匯率之會計政策與該詮釋所規定之指引一致。

2.2 Changes in Accounting Policies and Disclosures (continued)

(f) Amendments under Annual Improvements to HKFRSs 2014-2016 Cycle

- HKFRS 1 *First-time Adoption of Hong Kong Financial Reporting Standards*: Deletes the short-term exemptions for first-time adopters because the reliefs provided in the exemptions are no longer applicable. The amendments are not applicable to the Group's financial statements.
- HKAS 28 *Investments in Associates and Joint Ventures*: Clarifies that an entity that is a venture capital organisation, or other qualifying entity, may elect, at initial recognition on an investment-by-investment basis, to measure its investments in associates and joint ventures at fair value through profit or loss. If an entity that is not itself an investment entity has an interest in an associate or joint venture that is an investment entity, the entity may elect to retain the fair value measurement applied by that investment entity associate or joint venture to the investment entity associate's or joint venture's interests in subsidiaries when applying the equity method. This election is made separately for each investment entity associate or joint venture, at the later of the date on which (i) the investment entity associate or joint venture is initially recognised; (ii) the associate or joint venture becomes an investment entity; and (iii) the investment entity associate or joint venture first becomes a parent. The amendments did not have any impact on the Group's financial statements.

2.2 會計政策之變動及披露 (續)

(f) 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修訂

- 香港財務報告準則第1號*首次採納香港財務報告準則*: 刪除首次採納者的短期豁免, 乃由於豁免內提供的寬免不再適用。該修訂並不適用於本集團之財務報表。
- 香港會計準則第28號*於聯營公司及合營公司之投資*: 澄清作為風險資本組織或其他合格實體的實體, 可於初始確認時, 選擇透過損益按公平值列賬計量其於聯營公司及合營公司之投資, 而該選擇以逐項投資為基礎作出。倘實體自身並非投資實體, 但在屬於投資實體的聯營公司或合營公司中持有權益, 該實體可在採用權益法時, 選擇保留屬於投資實體的聯營公司或合營公司對其附屬公司的權益所採用的公平值計量。對屬於投資實體的聯營公司或合營公司, 在如下日期中的較晚者單獨做出選擇: (i) 對屬於投資實體的聯營公司或合營公司的初始確認日; (ii) 聯營公司或合營公司成為投資實體; 及 (iii) 屬於投資實體的聯營公司或合營公司首次成為母公司。該修訂並無對本集團之財務報表產生任何影響。

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

2.3 Issued but not Effective Hong Kong Financial Reporting Standards

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

| | |
|--|--|
| Amendments to HKFRS 3 | <i>Definition of a Business</i> ² |
| Amendments to HKFRS 9 | <i>Prepayment Features with Negative Compensation</i> ¹ |
| Amendments to HKFRS 10 and HKAS 28 (2011) | <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Ventures</i> ⁴ |
| HKFRS 16 | <i>Leases</i> ¹ |
| HKFRS 17 | <i>Insurance Contracts</i> ³ |
| Amendments to HKAS 1 and HKAS 8 | <i>Definition of Material</i> ² |
| Amendments to HKAS 19 | <i>Plan Amendment, Curtailment or Settlement</i> ¹ |
| Amendments to HKAS 28 | <i>Long-term Interest in Associates and Joint Ventures</i> ¹ |
| HK(IFRIC)-Int 23 | <i>Uncertainty over Income Tax Treatments</i> ¹ |
| <i>Annual Improvements 2015-2017 Cycle</i> | Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23 ¹ |

- ¹ Effective for annual periods beginning on or after 1 January 2019
- ² Effective for annual periods beginning on or after 1 January 2020
- ³ Effective for annual periods beginning on or after 1 January 2021
- ⁴ No mandatory effective date yet determined but available for adoption

2.3 已頒佈但尚未生效之香港財務報告準則

本集團並無於此等財務報表採納以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

| | |
|----------------------------------|---|
| 香港財務報告準則第3號修訂 | 業務之定義 ² |
| 香港財務報告準則第9號修訂 | 具有負補償之提前償付特徵 ¹ |
| 香港財務報告準則第10號修訂及香港會計準則第28號(二零一一年) | 投資者與其聯營公司或合營企業之間之資產出售或注資 ⁴ |
| 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 ³ |
| 香港會計準則第1號及香港會計準則第8號修訂 | 重大之定義 ² |
| 香港會計準則第19號修訂 | 計劃修訂、縮減或結清 ¹ |
| 香港會計準則第28號修訂 | 於聯營公司及合營公司之長期權益 ¹ |
| 香港(國際財務報告詮釋委員會)–詮釋第23號 | 所得稅處理之不確定性 ¹ |
| 二零一五年至二零一七年週期之年度改進 | 香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號修訂 ¹ |

- ¹ 於二零一九年一月一日或之後開始之年度期間生效
- ² 於二零二零年一月一日或之後開始之年度期間生效
- ³ 於二零二一年一月一日或之後開始之年度期間生效
- ⁴ 尚未釐定強制生效日期惟可供採納

2.3 Issued but not Effective Hong Kong Financial Reporting Standards (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020.

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

有關該等預期將適用於本集團之香港財務報告準則之進一步資料載列如下。

香港財務報告準則第3號之修訂澄清並額外提供有關業務定義之指引。該等修訂澄清，就一系列被視為業務之綜合活動及資產而言，其須至少包括一項投入及一個實質性過程，可共同大幅助益創造產出之能力。業務可在不包括創造產出所需之所有投入及過程之情況下存在。該等修訂移除了對市場參與者能否獲取業務並繼續創造產出之評估。相反，其側重所獲取之投入及所獲取之實質性過程能否共同大幅助益創造產出之能力。該等修訂亦縮小了產出之定義，轉而側重向客戶提供之貨品或服務、投資收入或一般活動所產生之其他收入。此外，該等修訂在評估所獲取之流程是否具有實質性方面提供了指導，並引入可選之公平值集中測試，以准許對所獲取之一系列活動及資產是否並非業務作出簡化評估。本集團預期將自二零二零年一月一日起前瞻性地採納該等修訂。

香港財務報告準則第10號及香港會計準則第28號(二零一一年)的修訂針對香港財務報告準則第10號及香港會計準則第28號(二零一一年)之間有關投資者與其聯營公司或合營公司之間的資產出售或注資兩者規定的不一致性。該等修訂規定，當投資者與其聯營公司或合營公司之間的資產出售或注資構成一項業務時，須悉數確認收益或虧損。當交易涉及不構成一項業務的資產時，由該交易產生的收益或虧損於該投資者的損益內確認，惟僅以不相關投資者於該聯營公司或合營公司的權益為限。該等修訂即將應用。香港會計師公會已於二零一六年一月剔除以往對香港財務報告準則第10號及香港會計準則第28號(二零一一年)的修訂的強制生效日期，新的強制生效日期將於聯營公司及合營公司會計審閱完成後釐定。然而，該等修訂目前可採納。

2.3 Issued but not Effective Hong Kong Financial Reporting Standards (continued)

HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. HKFRS 16 requires lessees and lessors to make more extensive disclosures than under HKAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group will adopt HKFRS 16 from 1 January 2019. The Group plans to adopt the transitional provisions in HKFRS 16 to recognise the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 January 2019 and will not restate the comparatives. In addition, the

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港財務報告準則第16號取代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會) – 詮釋第4號釐定安排是否包括租賃、香港(準則詮釋委員會) – 詮釋第15號經營租賃 – 優惠及香港(準則詮釋委員會) – 詮釋第27號評估涉及租賃法律形式交易的內容。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人就大多數租賃確認資產及負債。該準則包括給予承租人兩項可選擇的租賃確認豁免 – 低價值資產租賃及短期租賃。於租賃開始日期，承租人將確認於租賃期作出租賃付款為負債(即租賃負債)及代表可使用相關資產的權利為資產(即使用權資產)。除非使用權資產符合香港會計準則第40號對投資物業的定義，或關於應用重估模式的物業、廠房及設備類別，否則使用權資產其後按成本減累計折舊及任何減值虧損計量。租賃負債其後會就反映租賃負債利息而增加及因租賃付款而減少。承租人將須分別確認租賃負債的利息開支及使用權資產的折舊開支。承租人將亦須於若干事件發生時重新計量租賃負債，例如由於租賃期變更及用於釐定該等付款的一項指數或比率變更而引致未來租賃付款變更。承租人一般將重新計量租賃負債的數額確認為使用權資產的調整。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人的會計處理方式。出租人將繼續使用與香港會計準則第17號相同的分類原則對所有租賃進行分類，並將之分為經營租賃及融資租賃。香港財務報告準則第16號要求承租人及出租人較根據香港會計準則第17號作出更多披露。承租人可選擇以全面追溯應用或修改後的追溯應用方式應用該準則。本集團將自二零一九年一月一日起採納香港財務報告準則第16號。本集團計劃採納香港財務報告準則第16號的過渡規定，將首次採納的累計影響確認為對於二零一九年一月一日保留盈利期初結餘的調整，以及不會重列比較數字。此外，本集團計劃將新規定應用於先前已應用香港會計準則第17

2.3 Issued but not Effective Hong Kong Financial Reporting Standards (continued)

Group plans to apply the new requirements to contracts that were previously identified as leases applying HKAS 17 and measure the lease liability at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at the date of initial application. The right-of-use asset will be measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before the date of initial application. The Group plans to use the exemptions allowed by the standard on lease contracts whose lease terms end within 12 months as of the date of initial application. The Group is considering to elect to use the modified retrospective approach for the adoption of HKFRS 16 and will recognise the cumulative effect of the initial application as an adjustment to the opening balances at 1 January 2019 with no restatement of the comparative information. Upon the initial adoption of HKFRS 16, the opening balances of lease liabilities and the corresponding right-of-use assets are estimated to be adjusted by HK\$22,708,000, net of tax, as at 1 January 2019. The above overall financial impact is subject to change of assumptions, judgements and estimates to be finalised in the financial statements of 2019.

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

號而識別為租賃的合約，並按剩餘租賃付款的現值計量租賃負債，以及使用本集團於首次應用日期的增量借貸利率貼現。使用權資產將按租賃負債金額計量，並按緊接首次應用日期前在財務狀況表中確認與租賃相關的任何預付或應計租賃付款金額進行調整。本集團計劃使用租賃合約標準（其租賃期於截至首次應用日期12個月內終止）准許的豁免。本集團計劃為採用香港財務報告準則第16號選擇使用經修改的追溯方法，並將首次採用的累積影響確認為於二零一九年一月一日的期初權益結餘的調整，且不會重述比較資料。首次採納香港財務報告準則第16號後，於二零一九年一月一日之租賃負債及對應使用權資產的期初結餘預期調整為22,708,000港元（扣除稅項）。上述整體財務影響須受將於二零一九年財務報表中落實之假設、判斷及估計之規限。

香港會計準則第1號及香港會計準則第8號之修訂提供了對重大性之定義。新定義規定，倘遺漏、錯誤或模糊陳述有關資料可合理地預期將會影響通用財務報表之主要使用者根據該等財務報表作出決定，則該等資料屬重大。該等修訂澄清重大性將視乎資料之性質或程度而定。倘可合理地預期資料之錯誤陳述將會影響主要使用者作出決定，則錯誤陳述有關資料乃屬重大。本集團預期將自二零二零年一月一日起前瞻性地採納該等修訂。該等修訂預期將不會對本集團的財務報表造成任何重大影響。

2.3 Issued but not Effective Hong Kong Financial Reporting Standards (continued)

Amendments to HKAS 28 clarify that the scope exclusion of HKFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies HKFRS 9, rather than HKAS 28, including the impairment requirements under HKFRS 9, in accounting for such long-term interests. HKAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group expects to adopt the amendments on 1 January 2019 and will assess its business model for such long-term interests based on the facts and circumstances that exist on 1 January 2019 using the transitional requirements in the amendments. The Group also intends to apply the relief from restating comparative information for prior periods upon adoption of the amendments.

HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation is to be applied retrospectively, either fully retrospectively without the use of hindsight or retrospectively with the cumulative effect of application as an adjustment to the opening equity at the date of initial application, without the restatement of comparative information. The Group expects to adopt the interpretation from 1 January 2019. The interpretation is not expected to have any significant impact on the Group’s financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港會計準則第28號之修訂釐清香港財務報告準則第9號之豁免範圍僅包括就此應用權益法於聯營公司或合營公司之權益，而不包括實質上構成於該聯營公司或合營公司之淨投資一部分之長期權益（並無就此應用權益法）。因此，實體應用香港財務報告準則第9號而非香港會計準則第28號（包括香港財務報告準則第9號下之減值規定）將該等長期權益入賬。僅就確認聯營公司或合營公司之虧損及於聯營公司或合營公司之淨投資減值而言，香港會計準則第28號繼而應用於淨投資（包括長期權益）。本集團預期於二零一九年一月一日採納該等修訂，並使用該等修訂的過渡性規定，根據二零一九年一月一日所存在的事實及情況評估其業務模式以符合有關長期權益。本集團亦打算於採納該等修訂後應用重述過往期間可比較資料的寬免。

香港（國際財務報告詮釋委員會）—詮釋第23號於稅務處理涉及會影響香港會計準則第12號應用的不確定性因素（通常稱為「不確定課稅情況」）時，如何將所得稅（即期及遞延）入賬。該詮釋並不適用於香港會計準則第12號範疇以外的稅項或徵費，亦無載列與不確定稅務處理有關的利息及罰款之特定要求。詮釋具體處理(i)實體有否單獨考慮不確定稅務處理；(ii)稅務當局調查稅務處理時，實體作出的假設；(iii)實體如何釐定應課稅溢利或稅務虧損、稅基、未動用稅務虧損、未動用稅務抵免及稅率；以及(iv)實體如何考慮事實及情況變動。該詮釋即將在不利用後見之明的情況下全面追溯應用，或按應用的累積影響追溯應用（作為初始採納當日期初權益的調整，且並不會重列比較資料）。本集團預期自二零一九年一月一日起採納該詮釋。預期該詮釋不會對本集團財務報表構成任何重大影響。

2.3 Issued but not Effective Hong Kong Financial Reporting Standards (continued)

Annual Improvements to HKFRSs 2015-2017 Cycle sets out amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23. The Group expects to adopt the amendments from 1 January 2019. None of the amendments are expected to have a significant financial impact on the Group. Details of the amendments are as follows:

- HKFRS 3 *Business Combinations*: Clarifies that, when an entity obtains control of a business that is a joint operation, it must apply the requirements for a business combination achieved in stages and remeasure its entire previously held interest in the joint operation at fair value.
- HKFRS 11 *Joint Arrangements*: Clarifies that when an entity that participates in (but does not have joint control of) a joint operation obtains joint control over that joint operation that is a business, it does not remeasure the interest it previously held in that joint operation.
- HKAS 12 *Income Taxes*: Clarifies that an entity recognises all income tax consequences of dividends in profit or loss, other comprehensive income or equity, depending on where the entity recognised the originating transaction or event that generated the distributable profits giving rise to the dividends.
- HKAS 23 *Borrowing Costs*: Clarifies that an entity treats as part of general borrowings any specific borrowing originally made to develop a qualifying asset, and that is still outstanding, when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

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載列香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號之修訂。本集團預期自二零一九年一月一日起採納該等修訂。預期概無該等修訂將對本集團造成重大財務影響。該等修訂的詳情載列如下：

- 香港財務報告準則第3號業務合併：澄清當實體取得屬共同經營的業務的控制權時，必須應用分階段完成業務合併的規定，並按公平值重新計量其先前於共同經營持有的全部權益。
- 香港財務報告準則第11號共同安排：澄清當參與但並無擁有共同經營的共同控制權的實體取得屬業務的共同經營的共同控制權時，不會重新計量先前於該共同經營持有的權益。
- 香港會計準則第12號所得稅：澄清實體於損益、其他全面收益或權益確認股息的所有所得稅影響，須視乎實體於何處確認產生導致有關股息的可分配利潤的起始交易或事件。
- 香港會計準則第23號借貸成本：澄清當籌備資產作其擬定用途或銷售所需的絕大部分活動完成時，實體將原先用作發展合資格資產且尚未償還的特定借貸視作一般借貸的一部分處理。

2.4 Summary of Significant Accounting Policies

Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

2.4 主要會計政策概要

於聯營公司及合營公司之投資

聯營公司指本集團擁有一般不少於20%股份投票權的長期權益，並可對其行使重大影響力的實體。重大影響指參與投資對象財政及經營決策的權力，但非控制或聯合控制該等政策。

合資企業指擁有共同控制權的各方可分享合營安排所涉資產淨值的合資企業。共同控制指訂約協定共享安排控制權，僅在相關活動決策須經共享控制權的各方一致同意的情況下存在。

本集團於聯營公司及合資企業之投資以權益會計法按本集團應佔資產淨值減任何減值虧損於綜合財務狀況表列賬。

本集團應佔聯營公司及合資企業收購後業績及其他綜合收益分別計入綜合損益及綜合其他全面收入表。此外，當直接於聯營公司或合資企業的權益確認一項變動，則本集團於綜合權益變動表確認應佔任何變動（倘適用）。本集團與其聯營公司或合資企業進行交易產生的未變現收益及虧損均按本集團所佔聯營公司或合資公司的投資抵銷，惟如有證據顯示未變現虧損是由於所轉讓資產出現減值則除外。收購聯營公司或合資企業所產生的商譽計入本集團於聯營公司或合資企業投資之一部分。

2.4 Summary of Significant Accounting Policies

(continued)

Investments in associates and joint ventures (continued)

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with *HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations*.

Fair value measurement

The Group measures its listed equity investments at fair value at the end of each reporting period. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

2.4 主要會計政策概要 (續)

於聯營公司及合營公司之投資 (續)

倘於聯營公司之投資成為於合資企業之投資，或於合資企業之投資成為於聯營公司之投資，則不會重新計量保留權益，而是繼續按權益法將投資列賬。在所有其他情況下，若本集團失去對聯營公司的重大影響力或合資企業的共同控制權，本集團按公平值計量及確認任何保留投資。失去對聯營公司的重大影響力或對合資企業的共同控制權時，聯營公司或合資企業的賬面值與保留投資公平值加出售所得款項之間的差額於損益確認。

當聯營公司或合資企業的投資分類為持作出售時，乃按香港財務報告準則第5號持作出售之非流動資產及已終止業務入賬。

公平值計量

本集團於各報告期末按公平值計量其上市股本投資。公平值為於計量日期市場參與者在有序交易中出售資產可收取或轉讓負債須支付之價格。公平值計量乃基於假設於資產或負債的主要市場，或倘無主要市場，則於資產或負債最有利的市場進行出售資產或轉讓負債的交易而釐定。主要或最有利市場須由本集團評估。一項資產或負債的公平值於計量時乃採用市場參與者於對資產或負債定價時採用的假設，並假設市場參與者以其最佳經濟利益行事。

非金融資產的公平值計量乃考慮市場參與者通過將資產用途最佳及最大化或將其出售予另外能將資產用途最佳及最大化的參與者而產生經濟利益的能力。

2.4 Summary of Significant Accounting Policies

(continued)

Fair value measurement (continued)

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.4 主要會計政策概要 (續)

公平值計量 (續)

本集團使用當時適當及有充足的數據可供計量公平值的估值技術，最大化使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

用於公平值在財務報表內計量或披露的所有資產及負債，乃基於對公平值計量整體而言屬重大的最低層級輸入數據分類為下述公平值層級：

- 第一層級 – 按相同資產或負債於活躍市場的報價（未經調整）
- 第二層級 – 按最低層級輸入數據可直接或間接觀察且對公平值計量有重大影響的估值方法
- 第三層級 – 按最低層級輸入數據不可觀察且對價值計量有重大影響的估值方法

就按經常基準於財務報表確認的資產及負債而言，本集團於各報告期末通過重新評估類別（按對公平值計量整體而言屬重大的最低層級輸入數據）釐定各層級之間是否發生轉移。

2.4 Summary of Significant Accounting Policies

(continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, construction contract assets, financial assets, investment properties and non-current assets/a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, *(only if there are revalued assets in the financial statements)* unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2.4 主要會計政策概要 (續)

非金融資產減值

倘有跡象顯示出現減值或須就資產進行年度減值測試(存貨、建築合約資產、金融資產、投資物業及分類為非流動資產/持作出售之出售組別除外),則會估計資產的可收回金額。資產的可收回金額按資產或現金產生單位的使用價值及其公平值(以較高者為準)減出售成本計算,並就個別資產釐定,除非有關資產並無產生在頗大程度上獨立於其他資產或資產類別的現金流入,在此情況下,可收回金額乃就資產所屬現金產生單位釐定。

減值虧損僅於資產賬面值超逾可收回金額時確認。評估使用價值時,估計日後現金流量按可反映現時市場評估的貨幣時間價值及資產特定風險的稅前折現率折現至其現值。減值虧損於產生期間自損益表內與減值資產功能一致的開支類別扣除。

於各報告期末進行評估,以確定是否有以往已確認之減值虧損不再存在或已減少的情況。倘有任何該等情況出現,則估計可收回金額。過往確認資產(商譽除外)之減值虧損僅於釐定該資產可收回金額之估計出現變動時方予以撥回,然而,撥回後的金額不得超過假設過往年度並無確認資產減值虧損而釐定之賬面值(扣除任何折舊/攤銷)。該等減值虧損之撥回計入發生當期之損益表, *(僅當財務報表存在重估資產)* 除非資產按重估金額列賬,在此情況下減值虧損撥回根據該重估資產的相關會計政策入賬。

2.4 Summary of Significant Accounting Policies

(continued)

Business combination and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

2.4 主要會計政策概要 (續)

業務合併及商譽

業務合併乃採用收購法入賬。轉讓代價乃以收購日期的公平值計量，該公平值為本集團所轉讓資產於收購日期之公平值、本集團就收購對象前擁有人承擔之負債及本集團發行以換取收購對象控制權之股本權益的總和。就各業務合併而言，本集團選擇是否以公平值或於收購對象可識別資產淨值的應佔比例，計量於收購對象之非控股權益，即於收購對象中賦予持有人在清盤時按比例分佔資產淨值的現有所有權權益。非控股權益的所有其他組成部分均按公平值計量。收購相關成本於產生時支銷。

本集團收購業務時，根據合約條款、收購日期之經濟環境及相關條件對所承擔金融資產及負債進行評估，以適當分類及確認，包括將嵌入式衍生工具與收購對象之主合約分開。

倘業務合併分階段進行，先前持有之股本權益按其於收購日期之公平值重新計量，所產生之任何收益或虧損於損益中確認。

收購方將予轉讓的任何或然代價按收購日期的公平值確認。分類為資產或負債之或然代價按公平值計量，公平值變動於損益中確認。分類為權益之或然代價則毋須重新計量，其後結算於權益中入賬。

2.4 Summary of Significant Accounting Policies

(continued)

Business combination and goodwill (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

2.4 主要會計政策概要 (續)

業務合併及商譽 (續)

商譽按成本進行初步計量，即已轉讓代價、就非控股權益確認的金額及本集團先前所持收購對象之股本權益公平值總額超出所收購可識別資產淨值及所承擔負債的差額。倘此代價及其他項目的總和低於所收購資產淨值之公平值，則於重新評估後的差額會於損益確認為議價收購收益。

初步確認後，商譽按成本減任何累計減值虧損計量。商譽每年就減值進行測試，倘有事件或情況變化顯示賬面值可能出現減值，則進行更頻密測試。本集團會於十二月三十一日進行商譽年度減值測試。就減值測試而言，業務合併中購入的商譽由收購日期起，分配至預期將自合併的協同效應中受惠之本集團各現金產生單位（或現金產生單位組別），而不論本集團其他資產或負債是否被分配至該等單位或單位組別。

減值按對與商譽有關之現金產生單位（現金產生單位組別）可收回金額進行之評估釐定。倘現金產生單位（現金產生單位組別）之可收回金額少於其賬面值，則確認減值虧損。就商譽確認的減值虧損不會於其後期間撥回。

商譽被分配至現金產生單位（或現金產生單位組別）且該單位的某部分業務被出售時，則於釐定出售之收益或虧損時，與出售業務相關的商譽計入該業務之賬面值。在此等情況下出售之商譽將以出售業務和保留的現金產生單位部分相對價值為基準計量。

2.4 Summary of Significant Accounting Policies

(continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and 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 of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

2.4 主要會計政策概要 (續)

關連人士

一方被視為本集團之關連人士，倘：

- (a) 該方為人士或該人士之近親，而該人士
 - (i) 控制或共同控制本集團；
 - (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層成員；

或

- (b) 該方為符合下列任何條件之實體：
 - (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 一實體為另一實體（或另一實體之母公司、附屬公司或同系附屬公司）之聯營公司或合營公司；
 - (iii) 該實體與本集團為同一第三方之合營公司；
 - (iv) 一實體為第三方實體之合營公司，而另一實體為第三方實體之聯營公司；
 - (v) 該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後福利計劃；

2.4 Summary of Significant Accounting Policies

(continued)

Related parties (continued)

(b) (continued)

- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (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 parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2.4 主要會計政策概要 (續)**關連人士 (續)**

(b) (續)

- (vi) 該實體受(a)所識別人士控制或共同控制；
- (vii) 於(a)(i)所識別人士對該實體有重大影響力或屬該實體(或該實體之母公司)主要管理層成員；及
- (viii) 該實體或其集團之任何成員公司向本集團或本集團母公司提供主要管理人員服務。

物業、廠房及設備以及折舊

物業、廠房及設備按成本減累計折舊及任何減值虧損入賬。物業、廠房及設備項目之成本包括其購入價格及促使資產達致其運作狀況及送至合適地點供其預定用途之任何應佔直接成本。

於物業、廠房及設備項目投產後所產生之開銷，例如維修保養，一般於產生支出之期間計入損益表。倘能符合確認條件，重大檢查的開支可於資產賬面值資本化以作代替。倘物業、廠房及設備的主要部份須定期替換，本集團會確認該等部份為有特定使用年期的個別資產，並對其作出相應折舊。

2.4 Summary of Significant Accounting Policies

(continued)

Property, plant and equipment and depreciation

(continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over the following estimated useful life. The principal annual rates used for this purpose are as follows:

| | |
|---|---|
| Leasehold improvements | Over the remaining lease terms or 3 years, whichever is shorter |
| Motor vehicles, furniture, fixtures and equipment | 3 to 5 years |

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

2.4 主要會計政策概要 (續)

物業、廠房及設備以及折舊 (續)

每項物業、廠房及設備於計及其剩餘價值後，均按其估計可使用年期以直線法撇銷其成本。所採用主要年折舊率如下：

| | |
|-------------|--------------------|
| 租賃物業裝修 | 尚餘之租賃年期或3年，以較短時間為準 |
| 汽車、傢俬、裝置及設備 | 3至5年 |

倘物業、廠房及設備項目各部份有不同使用年期，該項目之成本則按合理基準分配至各相關項目，折舊亦分別按此成本或評估值計算。剩餘價值、可使用年期及折舊方法至少於各財政年度末予以檢討，若有需要，則進行調整。

物業、廠房及設備項目（包括任何初步確認之重大部份）於出售或倘預期使用或出售資產不會產生未來經濟利益時終止確認。在資產終止確認年度內因出售或報廢而產生之任何收益或虧損按出售所得款項淨額與相關資產之賬面值之差額計算，並於損益表內確認。

投資物業

投資物業為於持作賺取租金收入及／或資本增值而非用於生產或提供貨品或服務或供行政用途或於一般業務過程中出售之土地及樓宇之權益，包括符合投資物業定義之物業之經營租賃項下租賃權益。有關物業初步按成本（包括交易成本）計量。初步確認後，投資物業按反映報告期末市況之公平值列賬。

2.4 Summary of Significant Accounting Policies

(continued)

Investment properties (continued)

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

Non-current assets and disposal groups held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset or disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

Non-current assets and disposal groups (other than investment properties and financial assets) classified as held for sale are measured at the lower of their carrying amounts and fair values less costs to sell. Property, plant and equipment and intangible assets classified as held for sale are not depreciated or amortised.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

2.4 主要會計政策概要 (續)

投資物業 (續)

投資物業公平值變動產生之收益或虧損計入產生年度之損益表。

廢棄或出售投資物業之任何收益或虧損於廢棄或出售年度之損益表中確認。

非流動資產及持作出售之出售組別

倘非流動資產及出售組別之賬面值主要透過出售交易而非持續使用收回，則分類為持作出售。在此情況下，資產或出售組別須可按現狀即時出售，惟須符合出售該等資產或出售組別的慣常條款及出售須具十分把握。分類為出售組別之附屬公司所有資產及負債重新分類為持作出售，而不論出售後本集團有否保留所持前附屬公司之非控股權益。

分類為持作出售之非流動資產及出售組別（投資物業及金融資產除外）按賬面值與公平值減銷售成本之較低者計量。分類為持作出售之物業、廠房及設備以及無形資產不會折舊或攤銷。

無形資產 (商譽除外)

個別收購之無形資產於初步確認時按成本計量。業務合併所收購無形資產之成本為收購日期之公平值。無形資產之使用年期分為有限或無限。使用年期有限之無形資產其後於使用經濟年期攤銷，並於有跡象顯示無形資產可能減值時進行減值評估。使用年期有限之無形資產之攤銷期及攤銷方法於各財政年度末檢討。

2.4 Summary of Significant Accounting Policies

(continued)

Leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessee, rentals payable under operating leases are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition (applicable from 1 January 2018)" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

2.4 主要會計政策概要 (續)

租賃

凡將資產擁有權之絕大部份回報及風險保留予出租者之租賃乃列作經營租賃。倘本集團為承租者，該等經營租賃之應付租金於租期內以直線法計入損益表。

投資及其他金融資產 (自二零一八年一月一日起根據香港財務報告準則第9號適用的政策)

初步確認及計量

金融資產於初步確認時分類為其後按攤銷成本、透過其他全面收益按公平值列賬 (其他全面收益) 及透過損益按公平值列賬計量。

於初始確認時，金融資產分類取決於金融資產的合約現金流量特徵及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用並無調整重大融資成分影響的實際權宜方法的貿易應收款項外，本集團初步按公平值加上 (倘金融資產並非透過損益按公平值列賬) 交易成本計量金融資產。根據下文「收益確認 (自二零一八年一月一日起適用)」所載之的政策，並無重大融資成分或本集團已應用實際權宜方法的貿易應收款項按根據香港財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或透過其他全面收益按公平值列賬進行分類及計量，需產生純粹為支付本金及未償還本金利息 (「純粹為支付本金及利息」) 的現金流量。

2.4 Summary of Significant Accounting Policies

(continued)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

Initial recognition and measurement (continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

The Group measures financial assets at amortised cost if both of the following conditions are met:

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

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

2.4 主要會計政策概要 (續)

投資及其他金融資產 (自二零一八年一月一日起根據香港財務報告準則第9號適用的政策) (續)

初步確認及計量 (續)

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。

金融資產的所有一般買賣均於交易日 (即本集團承諾購買或出售該資產之日期) 予以確認。一般買賣乃指按照一般市場規定或慣例在一定期間內交付資產之金融資產買賣。

其後計量

金融資產的其後計量按其分類進行，如下：

按攤銷成本計量的金融資產 (債務工具)

倘滿足以下兩個條件，本集團將按攤銷成本計量金融資產：

- 於旨在持有金融資產以收取合約現金流量的業務模式中持有的金融資產。
- 金融資產的合約條款於特定日期產生的現金流量純粹為支付本金及未償還本金的利息。

按攤銷成本計量的金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損於損益表中確認。

2.4 Summary of Significant Accounting Policies

(continued)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

Subsequent measurement (continued)

Financial assets at fair value through other comprehensive income (debt instruments)

The Group measures debt investments at fair value through other comprehensive income if both of the following conditions are met:

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

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

2.4 主要會計政策概要 (續)

投資及其他金融資產 (自二零一八年一月一日起根據香港財務報告準則第9號適用的政策) (續)

其後計量 (續)

透過其他全面收益按公平值列賬之金融資產 (債務工具)

倘滿足以下兩個條件，本集團將按公平值計入其他全面收入計量債務投資：

- 於旨在持有金融資產以收取合約現金流量及出售的業務模式中持有的金融資產。
- 金融資產的合約條款於特定日期產生的現金流量純粹為支付本金及未償還本金的利息。

就透過其他全面收益按公平值列賬的債務工具而言，利息收入、外匯重估及減值虧損或撥回於損益表中確認，並按與按攤銷成本計量的金融資產相同的方式計量。其餘公平值變動於其他全面收益中確認。終止確認時，於其他全面收益中確認的累計公平值變動將重新計入損益表。

指定為透過其他全面收益按公平值列賬之金融資產 (股本投資)

於初步確認時，本集團可選擇於股本投資符合香港會計準則第32號 *金融工具：呈報* 項下的股本定義且並非持作買賣時，將其股本投資不可撤回地分類為指定透過其他全面收益按公平值列賬的股本工具。分類乃按個別工具基準釐定。

2.4 Summary of Significant Accounting Policies

(continued)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

Subsequent measurement (continued)

Financial assets designated at fair value through other comprehensive income (equity investments) (continued)

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

2.4 主要會計政策概要 (續)

投資及其他金融資產 (自二零一八年一月一日起根據香港財務報告準則第9號適用的政策) (續)

其後計量 (續)

指定為透過其他全面收益按公平值列賬之金融資產 (股本投資) (續)

該等金融資產的收益及虧損概不會被重新計入損益表。當確立支付權時，股息於損益表中確認為其他收入，與股息相關的經濟利益很可能流入本集團，且股息的金額能夠可靠計量時，確認股息收入並計入當期損益，惟當本集團於作為收回金融資產一部分成本的所得款項中獲益時則除外，於此等情況下，該等收益於其他全面收益入賬。指定透過其他全面收益按公平值列賬的股本工具不受減值評估影響。

透過損益按公平值列賬之金融資產

透過損益按公平值列賬的金融資產包括持作買賣的金融資產，於初始確認時指定透過損益按公平值列賬的金融資產，或強制要求按公平值計量的金融資產。倘為於近期出售或購回而收購金融資產，則該等金融資產分類為持作買賣。衍生工具 (包括獨立嵌入式衍生工具) 亦分類為持作買賣，惟該等衍生工具被指定為有效對沖工具則除外。現金流量並非純粹支付本金及利息的金融資產，不論其業務模式如何，均按透過損益按公平值列賬分類及計量。儘管如上文所述債務工具可按攤銷成本或透過其他全面收益按公平值列賬分類，但於初始確認時，倘能夠消除或顯著減少會計錯配，則債務工具可指定為透過損益按公平值列賬。

2.4 Summary of Significant Accounting Policies

(continued)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

Subsequent measurement (continued)

Financial assets at fair value through profit or loss (continued)

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

2.4 主要會計政策概要 (續)

投資及其他金融資產 (自二零一八年一月一日起根據香港財務報告準則第9號適用的政策) (續)

其後計量 (續)

透過損益按公平值列賬之金融資產 (續)

透過損益按公平值列賬的金融資產按公平值於財務狀況表列賬，而公平值變動淨額於損益表中確認。

該類別包括本集團並無不可撤回地選擇分類為透過損益按公平值列賬之衍生工具及股本投資。分類為透過損益按公平值列賬之金融資產的股本投資股息於取得股息付款的權利確立，與股息相關的經濟利益很可能流入本集團，且股息的金額能夠可靠計量時亦於損益表內確認為其他收入。

當嵌入混合合約 (包含金融負債及非金融主體) 的衍生工具具備與主體不緊密相關的經濟特徵及風險；具備與嵌入式衍生工具相同條款的單獨工具符合衍生工具的定義；且混合合約並非按公平值計量且其變動計入損益，則該衍生工具與主體分開並作為單獨衍生工具列賬。嵌入式衍生工具按公平值計量，且其變動計入損益。僅當合約條款出現變動，大幅改變其他情況下所需現金流量時；或當原分類至按公平值列賬且其變動計入損益的金融資產獲重新分類時，方進行重新評估。

嵌入混合合約 (包含金融資產主體) 的衍生工具不予單獨列賬。金融資產主體連同嵌入式衍生工具須整體分類為按公平值計量且其變動計入損益。

2.4 Summary of Significant Accounting Policies

(continued)

Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

2.4 主要會計政策概要 (續)

投資及其他金融資產 (於二零一八年一月一日前根據香港會計準則第39號適用的政策)

初步確認及計量

於初步確認時，金融資產分類為透過損益按公平值列賬之金融資產、貸款及應收款項以及可供出售金融投資、或分類為於實際對沖中指定為對沖工具之衍生工具（倘適用）。金融資產於初步確認時，按公平值加歸屬於收購該金融資產的交易成本計量，惟按公平值於損益入賬的金融資產除外。

金融資產的所有一般買賣均於交易日（即本集團承諾購買或出售該資產之日期）予以確認。一般買賣乃指按照一般市場規定或慣例在一定期間內交付資產之金融資產買賣。

其後計量

金融資產的其後計量按其分類進行，如下：

透過損益按公平值列賬之金融資產

透過損益按公平值列賬之金融資產包括持作買賣之金融資產及初始確認時指定為透過損益按公平值列賬的金融資產。金融資產如以短期賣出為目的而購買，則分類為持作買賣。除非指定為有效之對沖工具（定義見香港會計準則第39號），衍生工具（包括獨立之嵌入式衍生工具）亦分類為持作買賣。

2.4 Summary of Significant Accounting Policies

(continued)

Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018) (continued)

Subsequent measurement (continued)

Financial assets at fair value through profit or loss (continued)

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as finance costs in the statement of profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for “Revenue recognition (applicable before 1 January 2018)” below.

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated as at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss in finance costs for loans and in other expenses for receivables.

2.4 主要會計政策概要 (續)

投資及其他金融資產 (於二零一八年一月一日前根據香港會計準則第39號適用的政策) (續)

其後計量 (續)

透過損益按公平值列賬之金融資產 (續)

透過損益按公平值列賬之金融資產按公平值於財務狀況表入賬，公平值正變動淨額呈列為其他收入及收益，而公平值負變動淨額於損益表呈列為財務費用。該等公平值變動淨額不包括賺取自該等金融資產之任何股息或利息，而相關變動按照下述「收入確認」中所載政策確認。

於初步確認時指定為透過損益按公平值列賬之金融資產於初步確認日期指定以及僅於香港會計準則第39號的標準達致後方可指定。

倘主合約之嵌入式衍生工具之經濟特性及風險並非與主合約密切相關及主合約並非持作交易用途或指定透過損益按公平值列賬，主合約之嵌入式衍生工具乃入賬列作獨立衍生工具並按公平值入賬。該等嵌入式衍生工具乃按公平值計量，而公平值變動於損益表確認。僅在合約條款變動而導致大幅改變所規定之現金流量或金融資產重新分類為透過損益按公平值列賬範疇之外時，方會進行重新評估。

貸款及應收款項

貸款及應收款項乃非衍生工具金融資產，並具有於交投活躍市場未有報價之固定或可釐定付款條款。於初步計量後，此類資產其後以實際利率法按攤銷成本減任何減值撥備計量。攤銷成本計及任何收購折扣或溢價計算，並包括作為實際利率組成部份之費用或成本。實際利率攤銷列入損益表之其他收入及收益內。減值產生之虧損於損益表確認為貸款之財務費用及應收款項之其他營運開支。

2.4 Summary of Significant Accounting Policies

(continued)

Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018) (continued)

Subsequent measurement (continued)

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the statement of profit or loss in other gains or losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the statement of profit or loss as other income in accordance with the policies set out for "Revenue recognition (applicable before 1 January 2018)" below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

2.4 主要會計政策概要 (續)

投資及其他金融資產 (於二零一八年一月一日前根據香港會計準則第39號適用的政策) (續)

其後計量 (續)

可供出售金融投資

可供出售金融投資為於上市及非上市股本投資之非衍生金融資產。並無分類為持作買賣亦無指定為透過損益按公平值列賬的股本投資分類為可供出售股本投資。此類別債務證券為擬定無限期持有，並可因應流動資金的需求或市場狀況的變動而出售。

於初步確認後，可供出售金融投資其後按公平值計量，而有關未變現損益於可供出售投資重估儲備內確認為其他全面收益，直至投資終止確認，屆時累計收益或虧損將計入損益表內或直至投資被釐定為減值，那時累計收益或虧損從可供出售投資重估儲備重新分類至損益表的其他收益或虧損。持有可供出售金融投資所賺取的利息及股息分別呈報為利息收入及股息收入，並根據下文「收益確認 (於二零一八年一月一日前適用)」所載政策於損益表確認為其他收益。

倘非上市股本投資之公平值因以下原因而不能可靠計量：(a) 該項投資之合理公平值估算範圍存在重大變動或 (b) 在評估公平值時未能合理評估及使用有關範圍內可能出現之多項估計，則該等投資以成本減任何減值虧損列賬。

2.4 Summary of Significant Accounting Policies

(continued)

Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018) (continued)

Subsequent measurement (continued)

Available-for-sale financial investments (continued)

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.

Derecognition of financial assets (policies under HKFRS 9 applicable from 1 January 2018 and policies under HKAS 39 applicable before 1 January 2018)

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2.4 主要會計政策概要 (續)

投資及其他金融資產 (於二零一八年一月一日前根據香港會計準則第39號適用的政策) (續)

其後計量 (續)

可供出售金融投資 (續)

本集團評估在短期內將可供出售金融資產出售之能力及意圖是否仍然適用。當 (於罕見情況下) 交易市場不活躍致使本集團無法買賣此類金融資產時，倘管理層有能力及有意持有該等資產至可預見將來或直至到期，本集團或會對其進行重新分類。

當某項金融資產自可供出售金融資產重新分類時，公平值於重新分類日期之賬面值成為該金融資產之新攤銷成本，且已於權益確認之該資產先前損益使用實際利率法按投資剩餘年期攤銷至損益。新攤銷成本與到期金額之間的任何差額亦使用實際利率法按該資產剩餘年期攤銷。倘資產隨後被釐定為減值，則於權益入賬之金額重新分類至損益表。

終止確認金融資產 (自二零一八年一月一日起適用的香港財務報告準則第9號項下政策及於二零一八年一月一日前適用的香港會計準則第39號項下政策) 倘金融資產 (或 (如適用) 一項金融資產的一部份或一組同類金融資產的一部份) 主要在下列情況將終止確認 (即自本集團綜合財務狀況表移除)：

- 收取該項資產所得現金流量的權利已屆滿；或
- 本集團已轉讓自資產收取現金流量的權利，或根據一項「轉付」安排，在未有嚴重延緩第三方的情況下，已承擔全數支付已收取現金流量的責任；及(a) 本集團已轉讓該項資產的絕大部份風險及回報，或(b) 本集團既無轉讓亦無保留該項資產絕大部份風險及回報，但已轉讓該項資產的控制權。

2.4 Summary of Significant Accounting Policies

(continued)

Derecognition of financial assets (policies under HKFRS 9 applicable from 1 January 2018 and policies under HKAS 39 applicable before 1 January 2018)

(continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018)

The Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

2.4 主要會計政策概要 (續)

終止確認金融資產 (自二零一八年一月一日起適用的香港財務報告準則第9號項下政策及於二零一八年一月一日前適用的香港會計準則第39號項下政策) (續)

如本集團已轉讓其收取該項資產所得現金流量的權利或已訂立轉付安排，需評估有否保留該資產所有權之風險及回報及水平。當並無轉讓或保留該項資產的絕大部份風險及回報，且並無轉讓該項資產的控制權，本集團繼續確認已轉讓資產，惟以本集團持續參與為限。在此情況下，本集團亦確認相關負債。已轉讓資產及相關負債按反映本集團所保留權利及責任之基準計量。

以擔保方式繼續參與已轉讓資產，乃按該資產之原賬面值及本集團可被要求償還代價最高金額兩者中之較低者計量。

金融資產減值 (自二零一八年一月一日起適用的香港財務報告準則第9號項下政策)

本集團對並非透過損益按公平值列賬的所有債務工具確認預期信貸虧損撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押品的現金流量或組成合約條款的其他信貸增級。

2.4 Summary of Significant Accounting Policies

(continued)

Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

For financial assets, except for receivables from margin clients and receivables from cash clients, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due. The Group considers these financial assets are in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.4 主要會計政策概要 (續)

金融資產減值 (自二零一八年一月一日起適用的香港財務報告準則第9號項下政策) (續)

一般方法

預期信貸虧損分兩個階段進行確認。就自初步確認後的信貸風險並無重大變動之信貸風險而言，對於未來12個月之可能違約事件產生之信貸虧損作出預期信貸虧損撥備 (12個月預期信貸虧損)。就自初步確認後的信貸風險已出現重大增加之該等信貸風險而言，須對預期於風險之餘下年期之信貸虧損作出虧損撥備，而不論違約時間 (全期預期信貸虧損)。

於各報告日，本集團評估金融工具之信貸風險是否已自初步確認後大幅增加。於作出評估時，本集團將金融工具於報告日期發生違約風險與金融工具於初步確認日期發生違約風險進行比較，並考慮毋須過度耗費成本或努力而取得之合理且具支持之資料，包括過往及前瞻性資料。

對於金融資產，除保證金客戶及現金客戶應收款項外，當合約付款逾期30日時，本集團認為信貸風險大幅增加。當合約付款逾期90日時，本集團認為該等金融資產違約。然而，在若干情況下，倘內部或外部資料顯示，在並無計及本集團持有之任何信貸增級前，本集團不大可能悉數收取未償還合約款項，則本集團亦可視金融資產違約。當合理預期無法收回收約現金流量時，金融資產將被撇銷。

2.4 Summary of Significant Accounting Policies

(continued)

Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

General approach (continued)

For receivables from margin client and cash clients, the Group considers there has been a significant increase in credit risk when clients cannot meet the margin call requirement and uses the loan-to-collateral value (“LTV”) to make its assessment. However, in certain cases, the Group may also consider a margin client receivable to be in default when there is a margin shortfall which indicates the Group is unlikely to receive the outstanding contractual amounts in full taking into account the pledged securities held by the Group. A margin client receivable is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2.4 主要會計政策概要 (續)

金融資產減值 (自二零一八年一月一日起適用的香港財務報告準則第9號項下政策) (續)

一般方法 (續)

對於保證金客戶及現金客戶應收款項，當客戶未滿足保證金追加要求時，本集團認為信貸風險大幅增加並使用貸款與抵押品價值比率作出評估。然而，於若干情況下，保證金短缺即表明本集團可能無法收回全部在外合約金額（經考慮本集團持有之抵押品後）時，本集團可能亦認為保證金客戶應收款項將違約。當無收回合約現金流量之合理預期時，撇銷保證金客戶應收款項。

按公平值列賬並在其他全面收益處理之債務投資及按攤銷成本計量之金融資產須根據一般方法予以減值，除應收貿易賬款及合約資產應用下文詳述的簡化方法外，預期信貸虧損的計量於以下階段進行分類。

- 第一階段 – 信貸風險自初步確認以來並未出現顯著增加的金融工具，虧損撥備按相等於十二個月預期信貸虧損之金額計量
- 第二階段 – 信貸風險自初步確認以來出現顯著增加但並非信貸減值金融資產的金融工具，虧損撥備相等於按全期預期信貸虧損之金額計量
- 第三階段 – 於報告日期已信貸減值（並非購買或原信貸減值）的金融資產，虧損撥備相等於按全期預期信貸虧損之金額計量

2.4 Summary of Significant Accounting Policies

(continued)

Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has applied loss rates which are reference to the default rates from international credit rating agencies, adjusted for forward-looking factors specific to the debtors and the economic environment.

Impairment of financial assets (policies under HKAS 39 applicable before 1 January 2018)

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

2.4 主要會計政策概要 (續)

金融資產減值 (自二零一八年一月一日起適用的香港財務報告準則第9號項下政策) (續)

簡化方式

並無重大融資成分或本集團應用可行權宜方法不調整重大融資成分影響的應收貿易賬款及合約資產，本集團應用簡化方法計算預期信貸虧損。根據簡化方法，本集團並無追蹤信貸風險的變動，而是根據各報告日期的全期預期信貸虧損確認虧損撥備。本集團已採用虧損率，其乃參照國際信貸評級機構作出之違約率並按債務人特定因素及經濟環境作出調整。

金融資產減值 (於二零一八年一月一日前應用香港會計準則第39號之政策)

本集團於各報告期末評估有否任何客觀證據證明一項金融資產或一類金融資產有減值。當且僅當於初步確認資產後發生一宗或多宗事件導致該項或該組金融資產的估計未來現金流量所造成的影響乃能夠可靠地估計，則減值存在。減值跡象可包括一名或一群債務人正面臨重大財務困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況。

2.4 Summary of Significant Accounting Policies

(continued)

Impairment of financial assets (policies under HKAS 39 applicable before 1 January 2018) (continued)

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in the statement of profit or loss.

2.4 主要會計政策概要 (續)

金融資產減值 (於二零一八年一月一日前應用香港會計準則第39號之政策) (續)

按攤銷成本列賬的金融資產

就按攤銷成本列賬的金融資產而言，本集團首先會按個別基準就個別屬重大的金融資產或按共同基準就個別不屬重大的金融資產，評估是否存在減值。倘本集團認定按個別基準經評估的金融資產（無論具重要性與否）並無客觀跡象顯示存在減值，則該項資產會歸入一組具有相似信貸風險特性的金融資產內，並共同評估該組金融資產是否存在減值。經個別評估減值的資產，其減值虧損會予確認或繼續確認入賬，而不會納入綜合減值評估內。

已識別任何減值虧損的金額按該資產賬面值與估計未來現金流量（不包括並未產生的未來信貸虧損）的現值的差額計量。估計未來現金流量的現值以金融資產的初始實際利率（即初步確認時計算的實際利率）折現。

該資產的賬面值會通過使用備抵賬減少，而虧損金額於損益表確認。利息收入於減少後的賬面值中持續累計，且採用計量減值虧損時用以折現未來現金流量的利率累計。若日後未能收回，且所有抵押品已變現或轉移至本集團，則撇銷貸款及應收款項連同任何相關撥備。

倘若在其後期間估計減值虧損金額因確認減值後發生的事項增加或減少，則透過調整撥備金額增加或減少先前確認的減值虧損。倘於其後收回撇銷，該項收回將計入損益表之其他開支。

2.4 Summary of Significant Accounting Policies

(continued)

Impairment of financial assets (policies under HKAS 39 applicable before 1 January 2018) (continued)

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the statement of profit or loss, is removed from other comprehensive income and recognised in the statement of profit or loss.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss – is removed from other comprehensive income and recognised in the statement of profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the statement of profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

2.4 主要會計政策概要 (續)

金融資產減值 (於二零一八年一月一 日前應用香港會計準則第39號之政策) (續)

可供出售金融投資

就可供出售金融投資而言，本集團於各報告期末評估是否存在客觀跡象顯示投資或一組投資出現減值。

若可供出售資產出現減值，其成本值（扣除任何已償還本金及攤銷）與其現時公平值之差額，在扣減以往在損益表確認之任何減值虧損後於其他全面收益剔除，並於損益表中確認。

倘股本投資分類為可供出售，客觀憑證包括一項投資公平值顯著或持續下降至低於其成本。「顯著」乃基於該投資的原始成本進行評估，而「持續」乃基於公平值低於其原始成本的期間。倘出現減值跡象，累計虧損—按先前於損益表確認的收購成本與該項投資扣減任何減值虧損後的現有公平值的差額計量—自其他全面收益剔除，並於損益表中確認。分類為可供出售權益工具的減值虧損並非透過損益表撥回。減值後其公平值增加直接於其他全面收益確認。

「顯著」或「持續」下定義需要作出判斷。本集團評估（其中包括因素）某項投資之公平值低於其成本之持續時間或數額。

2.4 Summary of Significant Accounting Policies

(continued)

Financial liabilities (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, an amount due to the ultimate holding company, derivative financial instruments and interest-bearing bank and other borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

2.4 主要會計政策概要 (續)

金融負債 (自二零一八年一月一日起應用香港財務報告準則第9號及於二零一八年一月一日前應用香港會計準則第39號之政策)

初步確認及計量

金融負債初始確認時歸類為透過損益按公平值列賬之金融負債、貸款及借貸、應付款項或指定為有效對沖之對沖工具 (如適用)。

所有金融負債初步按公平值確認及倘為貸款及借貸及應付款項，則應扣除直接應佔交易成本。

本集團的金融負債包括應付貿易賬款及其他應付款項、應付最終控股公司款項、衍生金融工具、計息銀行借貸及其他借貸。

其後計量

金融負債按其分類之其後計量如下：

貸款及借貸

於初步確認後，計息貸款及借貸其後以實際利率法按攤銷成本計量，倘折現影響甚微，在此情況下則按成本列賬。終止確認負債及透過實際利率法攤銷過程中產生之收益及虧損於損益表中確認。

計算攤銷成本時會考慮收購所產生任何折讓或溢價，以及作為實際利率一部份之費用或成本。實際利率攤銷計入損益表之財務費用。

2.4 Summary of Significant Accounting Policies

(continued)

Financial guarantee contracts (policies under HKFRS 9 applicable from 1 January 2018)

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018)"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

Financial guarantee contracts (policies under HKAS 39 applicable before 1 January 2018)

A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

Derecognition of financial liabilities (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

2.4 主要會計政策概要 (續)

財務擔保合約 (自二零一八年一月一日起應用香港財務報告準則第9號)

本集團發出的財務擔保合約為要求付款以彌償擔保持有人因指定債務人未能按照債務工具條款於到期時付款而招致的損失的合約。財務擔保合約初始按公平值確認為負債，並就直接歸屬於發出該擔保的交易成本作出調整。初始確認後，本集團按以下兩者中的較高者計量財務擔保合約：(i) 根據「金融資產減值(自二零一八年一月一日起應用香港財務報告準則第9號之政策)」所載之政策釐定之預期信貸虧損撥備；及(ii) 初始確認的金額減(若適用)累計確認收入金額。

財務擔保合約 (於二零一八年一月一日前應用香港會計準則第39號之政策)

財務擔保合約初始按公平值確認為負債，並就直接歸屬於發出該擔保的交易成本作出調整。初始確認後，本集團按以下兩者中的較高者計量財務擔保合約：(i) 償還報告期末的現有責任所需開支的最佳估計金額；及(ii) 初始確認的金額減(若適用)累計攤銷。

終止確認金融負債 (自二零一八年一月一日起應用香港財務報告準則第9號及於二零一八年一月一日前應用香港會計準則第39號之政策)

當負債下的義務被解除、取消或期滿時終止確認該金融負債。

倘若一項現有金融負債被來自同一貸款方且大部份條款均有差別之另一項金融負債所取代，或現有負債之條款被大幅修改，此種置換或修改作終止確認原有負債並確認新負債處理，而兩者賬面值之間的差額於損益表確認。

2.4 Summary of Significant Accounting Policies

(continued)

Offsetting of financial instruments (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Cash and bank balances

For the purpose of the consolidated statement of cash flows, cash and bank balances comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and bank balances comprise cash on hand and cash at banks, which are not restricted as to use.

Bank balances held on behalf of clients

The Group has classified the clients' monies as bank balances held on behalf of customers under the current assets section of the consolidated financial position and recognised a corresponding trade payable to respective clients on grounds that is liable for any loss or misappropriation of clients' monies.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

2.4 主要會計政策概要 (續)

金融工具之抵銷 (自二零一八年一月一日起應用香港財務報告準則第9號及於二零一八年一月一日前應用香港會計準則第39號之政策)

倘於現時有可依法執行之權利抵銷已確認金額，及有意作淨額結算或同時變現資產及清償負債時，金融資產及金融負債方可互相抵銷，並按淨值呈報於財務狀況表內。

現金及銀行結存

就綜合現金流量表而言，現金及銀行結存指手頭現金及活期存款以及短期高流動投資（可隨時兌換為已知數額現金且承受輕微價值變動風險以及一般於購入後三個月內到期），扣除須於應要求時即時償還之銀行透支及構成本集團現金管理之其中一部份。

就綜合財務狀況表而言，現金及銀行結存包括在使用上不受限制之手頭現金及銀行現金。

代表客戶持有銀行結存

本集團將客戶款項分類為綜合財務狀況流動資產項下之代表客戶持有之銀行結存，並就對客戶款項任何損失或挪用之承擔相應確認應付有關客戶之貿易賬款。

撥備

當由於過往事件導致現時須承擔法律或推定責任而未來可能須流失資源以履行責任，且能可靠估計責任之數額，則會確認撥備。

倘折現影響重大，則所確認撥備數額為預計履行責任所需之未來開支在報告期末之現值。隨時間流逝使折現值增加之款項計入損益表之財務費用。

2.4 Summary of Significant Accounting Policies

(continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 主要會計政策概要 (續)

所得稅

所得稅包括即期及遞延稅項。與於損益賬外確認之項目有關之所得稅於損益賬外之其他全面收益或直接於權益確認。

即期稅項資產及負債，乃根據於報告期末已實施或已大致實施之稅率（及稅法），並考慮本集團業務所在國家之現有詮釋及慣例，以預計向稅務機關收回或繳付的金額計算。

遞延稅項乃採用負債法，對於報告期末資產及負債之計稅基準及該等項目就財務申報而言之賬面值之一切暫時差額作出撥備。

遞延稅項負債就一切應課稅暫時差額予以確認，除非：

- 當遞延稅項負債源於初步確認一項交易（並非一項業務合併）之商譽或資產或負債，而於該項交易進行時不影響會計溢利或應課稅溢利或虧損；及
- 就與於附屬公司之投資有關之應課稅暫時差額而言，撥回暫時差額之時間可以控制及暫時差額可能不會在可見將來撥回。

2.4 Summary of Significant Accounting Policies

(continued)

Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

2.4 主要會計政策概要 (續)

所得稅 (續)

遞延稅項資產乃就所有可扣減之暫時差額、未動用稅項抵免及任何未動用稅項虧損之結轉予以確認。遞延稅項資產於有應課稅溢利可供抵銷可扣減暫時差額、未動用稅項抵免及未動用稅項虧損之結轉動用時予以確認，惟以下情況除外：

- 於並非業務合併之交易中首次確認之資產或負債（及於交易時並不影響會計溢利或應課稅溢利或虧損）所產生與可扣減暫時差額有關之遞延稅項資產；及
- 就與於附屬公司之投資有關之可扣減暫時差額而言，僅於暫時差額有可能會在可見將來撥回及有應課稅溢利供暫時差額動用作抵銷之情況下，方會確認遞延稅項資產。

遞延稅項資產之賬面值乃於各報告期末審閱，並於不可能有足夠應課稅溢利以動用全部或部份遞延稅項資產時予以相應扣減。先前未確認之遞延稅項資產乃於各報告期末重新評估，並於可能獲得足夠應課稅溢利以收回全部或部份遞延稅項資產之情況下予以確認。

2.4 Summary of Significant Accounting Policies

(continued)

Income tax (continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Revenue recognition (applicable from 1 January 2018)

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

2.4 主要會計政策概要 (續)

所得稅 (續)

遞延稅項資產及負債乃根據於報告期末已實施或已大致實施之稅率(及稅法),按變現資產或清償負債之期間預期適用之稅率予以計算。

倘或只有於預期結付或收回大額遞延稅項負債或資產的各未來期間,本集團可依法強制執行權利抵銷與由相同稅務機關對有意按淨額基準結付即期稅項負債及資產或同時變現資產及結付負債的相同應課稅實體或不同應課稅實體徵收所得稅相關的即期稅項資產及即期稅項負債以及遞延稅項資產及遞延稅項負債,方可將遞延稅項資產及遞延稅項負債對銷。

收益確認 (自二零一八年一月一日起適用)

客戶合約收入

客戶合約收入於貨物或服務的控制權轉移至客戶時確認,金額反映本集團預期就交換該等貨物或服務而有權獲得的代價。

倘合約代價包含可變金額,則其根據本集團於就交換向客戶轉讓貨物或服務時將享有的代價金額進行估計。可變代價於合約開始時估計並受到限制,直至與可變金額相關的不確定性於其後解除時,有關累計已確認收入金額的重大收入撥回極可能不會產生時方可解除。

2.4 Summary of Significant Accounting Policies

(continued)

Revenue recognition (applicable from 1 January 2018) (continued)

Commission income from securities and futures dealing

The performance obligation is satisfied at a point in time when the customer has received the service from the Group, generally when the trades are executed. Commission and handling income on securities and futures dealing and broking is generally due within two days after trade date.

Commission income from placing

The performance obligation is satisfied at point in time when the customer has received the service from the Group. The customer receives and consume the benefits provided by the Group when the relevant services are rendered.

Advisory fee income

Revenue from advisory fee is recognised over time as the services are provided.

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2.4 主要會計政策概要 (續)

收益確認 (自二零一八年一月一日起 適用) (續)

證券及期貨買賣之佣金收入

當客戶已向本集團收取服務時 (通常為執行交易時), 履約責任已於某一時間點達成。證券、期貨買賣及經紀佣金及手續費收入通常於交易日後兩天內到期。

配售之佣金收入

當客戶已向本集團收取服務時, 履約責任已於某一時間點達成。當提供相關服務時, 客戶收取及消耗本集團提供的利益。

諮詢費收入

諮詢費收入於提供服務時隨著時間確認。

其他來源收入

租金收入按時間比例基準於租期內確認。

其他收入

利息收入根據實際利率法按應計基準以可將金融工具預期期限或更短期間 (如適用) 的估計未來現金回報準確折現為金融資產賬面淨值的比率計算。

股息收入在確定股東有權收取該款項, 與股息相關的經濟利益很可能流入本集團且股息的金額能夠可靠計量時確認。

2.4 Summary of Significant Accounting Policies

(continued)

Revenue recognition (applicable before 1 January 2018)

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) commission and brokerage income from securities and futures trading, on a trade date basis;
- (b) commission income from securities placing, when the relevant service has been rendered;
- (c) rental income, on a time proportion basis over the lease terms;
- (d) interest income, on an accrual basis using the effective interest rate method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and
- (e) dividend income, when the shareholders' right to receive payment has been established.

Share-based payments

The Company operates share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

2.4 主要會計政策概要 (續)

收益確認 (於二零一八年一月一日前適用)

收入在經濟利益極有可能歸於本集團且收入能夠可靠計量時根據下列基準確認：

- (a) 證券及期貨買賣之佣金及經紀收入，按交易日基準確認；
- (b) 證券配售佣金收入，於提供有關服務時確認；
- (c) 租金收入，按時間比例基準於租期內確認；
- (d) 利息收入，根據實際利率法按應計基準以可將金融工具預期期限或更短期間（如適用）的估計未來現金回報準確折現為金融資產賬面淨值的比率計算；及
- (e) 股息收入，於確立收取有關付款之股東權利時確認。

以股份支付

本公司設立購股權計劃，目的在於獎勵及回饋對本集團業務創出佳績有貢獻之合資格參與者。本集團僱員（包括董事）獲取以股份支付形式的薪酬，而僱員則提供服務作為股本工具的代價（「股權結算交易」）。

2.4 Summary of Significant Accounting Policies

(continued)

Share-based payments (continued)

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using the binomial model, further details of which are set out in note 37 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

2.4 主要會計政策概要 (續)

以股份支付 (續)

二零零二年十一月七日之後授出之與僱員進行股權結算交易的成本乃參考授出當日的公平值釐定。公平值乃外聘估值師按二項式定價模式釐定，其進一步詳情載於財務報表附註37。

股權結算交易成本將連同權益的相應增加，於表現及／或服務條件獲達成之期間於僱員福利開支中確認。於各報告期末至歸屬日期期間就股權結算交易所確認的累計支出計算至歸屬期屆滿時，為本集團就最終歸屬之股本工具數目的最佳估計。於該期間在損益表扣除或入賬的數額指該期間開始及終結時所確認的累計支出變動。

於釐定獎勵於授出日期之公平值時並無計及服務及非市場表現條件，惟達成條件之可能性會被評估為本集團對最終將會歸屬之股本工具數目所作最佳估計之一部份。市場表現條件反映於授出日期之公平值。獎勵隨附而並無涉及相關服務要求之任何其他條件，會被視為非歸屬條件。非歸屬條件反映於獎勵之公平值並會導致獎勵的即時支出，除非當中亦包含服務及／或表現條件。

2.4 Summary of Significant Accounting Policies

(continued)

Share-based payments (continued)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

2.4 主要會計政策概要 (續)

以股份支付 (續)

對由於非市場表現及／或服務條件未達成而未能最終歸屬之獎勵不會確認為費用。如獎勵包含市場或非歸屬條件，不論市場或非歸屬條件是否獲達成，有關交易均被視作歸屬，惟其他所有表現及／或服務條件必須已獲達成。

若股權結算獎勵之條款有所修訂，則至少確認假設並無修訂條款之支出（倘符合原先條款之水平）。此外，倘若修訂導致以股份支付的總公平值增加或使僱員受惠，則須確認支出，有關金額於修訂當日計量。

倘若註銷股權結算獎勵，則被視作於註銷當日已歸屬，而任何尚未確認獎勵之支出即時確認。此包括未符合屬本集團或僱員控制範圍內的非歸屬條件所涉及之獎勵。然而，若以新獎勵取代已註銷獎勵，並於授出當日列為代替獎勵，則相關已註銷及新獎勵將視為上一段所述的原有獎勵之修訂。

未行使購股權之攤薄影響於計算每股盈利時反映為額外股份攤薄。

2.4 Summary of Significant Accounting Policies

(continued)

Other employee benefits

Retirement benefit schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.4 主要會計政策概要 (續)

其他僱員福利

退休福利計劃

本集團按照強制性公積金計劃條例為其所所有僱員設立定額供款強積金退休福利計劃(「強積金計劃」)。供款按僱員基本薪金之若干百分比計算，並按強積金計劃之規則在到期支付時於損益表中扣除。強積金計劃之資產以獨立管理之基金與本集團之資產分開持有。本集團之僱主供款於向強積金計劃作出供款後全屬僱員所有，惟根據強積金計劃的規則，倘僱員於獲得全數供款前離職，則本集團向強積金計劃作出之自願供款將退還予本集團。

借貸成本

收購事項、建設或生產合資格資產(即必須經一段長時間處理以作其擬定用途或銷售的資產)直接應佔借貸成本，乃作為該等資產成本之一部分撥充資本。有關資產大致上可作其擬定用途或銷售時，借貸成本不再撥充資本。待就合資格資產支銷之特定借貸之暫時投資所賺取投資收入自撥充資本之借貸成本扣除。所有其他借貸成本於產生期間支銷。借貸成本包括實體就借入資金產生之利息及其他成本。

2.4 Summary of Significant Accounting Policies

(continued)

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time the cumulative amount is reclassified to the statement of profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.4 主要會計政策概要 (續)

外幣

財務報表以本公司的功能貨幣港元呈列。本集團屬下各公司自行決定本身的功能貨幣，而相關公司的財務報表所載項目按功能貨幣計量。本集團屬下各公司記錄的外幣交易首先按彼等各自之交易日期現行之功能貨幣匯率入賬。以外幣計值之貨幣資產及負債按報告期末適用之功能貨幣匯率換算。結算或換算貨幣項目產生之所有匯兌差額於損益表確認。

貨幣項目結算或換算產生的差額於損益表確認，惟指定對沖本集團海外業務投資淨額一部分的貨幣項目除外。該等貨幣項目於其他全面收益確認，直至投資淨額獲出售，屆時累計金額重新分類至損益表。就該等貨幣項目匯兌差額應佔稅項支出及抵免亦計入其他全面收益。

以外幣歷史成本計量的非貨幣項目按原訂交易日期之匯率換算，而按外幣公平值計量的非貨幣項目則按釐定公平值當日的匯率換算。換算按公平值計量之非貨幣項目所產生之收益或虧損與確認該項目公平值變動之盈虧之處理方法一致（即於其他全面收益或損益中確認公平值盈虧之項目之匯兌差額，亦分別於其他全面收益或損益確認）。

2.4 Summary of Significant Accounting Policies

(continued)

Foreign currencies (continued)

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

2.4 主要會計政策概要 (續)

外幣 (續)

釐定初次確認相關資產、開支或收益所使用匯率的交易日期為本集團初次確認支付或收取墊付代價產生的非貨幣資產或非貨幣負債之日期。倘確認有關項目時存在多次付款或提前收取，本集團釐定每次支付或收取墊付代價的交易日期。

若干海外附屬公司的功能貨幣並非港元。於報告期末，該等實體的資產及負債按報告期末現行匯率換算為港元，而損益表按年內之加權平均匯率換算為港元。

所產生匯兌差額於其他全面收益確認並累計入匯兌波動儲備。出售海外業務時，與該特定海外業務有關的其他全面收益成份於損益表確認。

就綜合現金流量表而言，海外附屬公司之現金流量乃以現金流量日期之匯率換算為港元。海外附屬公司年內經常性產生之現金流量以年內加權平均匯率換算為港元。

3. Significant Accounting Judgements and Estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities as at the end of the reporting period. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

In the process of applying the Group's accounting policies, management has made the following judgements, estimates and assumptions, which have the most significant effect on the amounts recognised in the financial statements:

Impairment assessment of available-for-sale equity investments (policies under HKAS 39 applicable before 1 January 2018)

Before 1 January 2018, the Group classified certain assets as available for sale and recognised movements of their fair values in equity. When the fair value declined, management made assumptions about the decline in value to determine whether there was an impairment should be recognised in profit or loss. The carrying amount of the Group's available-for-sale financial assets as at 31 December 2017 was HK\$1,710,695,000, details of which are set out in note 19 to the financial statements.

Impairment assessment of receivables from margin clients and cash clients

The Group calculates the ECLs of receivables from margin clients and cash clients by estimating the probability of decline in expected future collateral prices, with adjustment to reflect the current conditions and forecasts of future economic conditions, as appropriate.

3. 主要會計判斷及估計

管理層編製本集團的財務報表時，需作出會影響報告期末所呈報收入、開支、資產及負債的報告金額，及彼等隨附的披露資料及或然負債披露的判斷、估計及假設。有關假設及估計的不確定因素可導致管理層需就未來受影響的資產或負債賬面值作出重大調整。

採用本集團的會計政策的過程中，管理層已作出以下對財務報表所確認數額有最重要影響的判斷、估計及假設：

可供出售股本投資之減值評估（於二零一八年一月一日前根據香港會計準則第39號適用的政策）

於二零一八年一月一日前，本集團將若干資產分類為可供出售並於權益內確認彼等的公平值變動。當公平值減少時，管理層對價值減少作出假設，以釐定應否於損益確認減值。於二零一七年十二月三十一日，本集團可供出售金融資產的賬面值為1,710,695,000港元，有關詳情載於財務報表附註19。

保證金客戶及現金客戶應收款項之減值評估

本集團通過估計預期未來抵押品價格下跌的可能性，計算來自保證金客戶及現金客戶的應收款項的預期信貸虧損，並作出調整以反映當前狀況及對未來經濟狀況的預測（如適用）。

3. Significant Accounting Judgements and Estimates (continued)

Impairment assessment of receivables from money lending business and other receivables

The Group calculates the ECLs of cash client receivables based on the loss rates which are reference to the default rates from international credit rating agencies, with adjustment to reflect the current conditions and forecasts of future economic conditions, as appropriate.

Impairment assessment of trade receivables from the placing and asset management business

The Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has applied loss rates which are reference to the default rates from international credit rating agencies, adjusted for forward-looking factors specific to the debtors and the economic environment.

As part of a qualitative assessment of whether a counterparty is in default, the Group also considers a variety of instances that may indicate unlikeliness to pay. When certain events occur, the Group carefully considers whether the events should result in determining the counterparties as defaulted and therefore assesses whether the classification as stage 3 for ECL calculation is appropriate.

Other than the above, no credit loss allowance has been provided for other financial assets as the related credit loss allowance were immaterial.

3. 主要會計判斷及估計 (續)

放貸業務應收款項及其他應收款項之減值評估

本集團根據虧損率(參考國際信用評級機構作出的違約率)計算現金客戶應收款項的預期信貸虧損,並作出調整以反映當前狀況及對未來經濟狀況的預測(如適用)。

配售及資產管理業務之應收貿易賬款減值評估

本集團計算預期信貸虧損時應用簡化法。根據簡化法,本集團並無追蹤信貸風險的變化,反而於各報告日期根據全期預期信貸虧損確認虧損撥備。本集團應用虧損率(參考國際信用評級機構作出的違約率),並就債務人及經濟環境的特定前瞻性因素作出調整。

作為對交易對方是否違約的定性評估的一部分,本集團亦考慮可能表明不太可能支付的各種情況。當發生有關事件時,本集團會仔細考慮該事件是否應導致將交易對方視為違約,因此評估為預期信貸虧損計算的第3階段是否合適。

除上文所述者外,概無就其他金融資產計提信貸虧損撥備,因為相關信貸虧損撥備屬不重大。

3. Significant Accounting Judgements and Estimates (continued)

Impairment assessment of trade receivables from the placing and asset management business (continued)

As at 31 December 2018, the credit loss allowance for each financial asset is as follows:

| | | Credit loss allowance 信貸虧損撥備 HK\$'000 千港元 |
|--|--------------------|--|
| Loan receivables from money lending business | 放貸業務產生之應收貸款 | 1,774 |
| Trade receivables from securities and futures dealing business | 證券及期貨買賣業務產生之應收貿易賬款 | 6,553 |
| Trade receivables from placing and asset management business | 配售及資產管理業務產生之應收貿易賬款 | 651 |
| Other receivables | 其他應收款項 | 9,181 |
| | | 18,159 |

Further details are set out in notes 21, 23, 24 and 25 to the financial statements.

Impairment of non-financial assets (including investment in associates, but excluding goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

3. 主要會計判斷及估計 (續)

配售及資產管理業務之應收貿易賬款減值評估 (續)

於二零一八年十二月三十一日，各項金融資產的信貸虧損撥備如下：

| | | Credit loss allowance 信貸虧損撥備 HK\$'000 千港元 |
|--|--------------------|--|
| Loan receivables from money lending business | 放貸業務產生之應收貸款 | 1,774 |
| Trade receivables from securities and futures dealing business | 證券及期貨買賣業務產生之應收貿易賬款 | 6,553 |
| Trade receivables from placing and asset management business | 配售及資產管理業務產生之應收貿易賬款 | 651 |
| Other receivables | 其他應收款項 | 9,181 |
| | | 18,159 |

進一步詳情載於財務報表附註21、23、24及25。

非金融資產減值 (包括於聯營公司之投資，不包括商譽)

於各報告期末，本集團評估所有非金融資產是否有任何減值跡象。無限年期的無形資產每年及於出現減值跡象的其他時候測試減值。其他非金融資產於有跡象顯示賬面值可能無法收回時測試減值。資產或現金產生單位賬面值超逾其可回收金額 (即公平值減出售成本及使用價值兩者之較高者) 時，則存在減值。計量公平值減出售成本時，按以公平基準就類似資產進行具有約束力的銷售交易可得數據，或可觀察市價減出售資產的已增加出售資產成本得出。當計算使用價值時，管理層必須估計來自資產或現金產生單位的預期未來現金流量，並選擇合適的貼現率，以計算該等現金流量的現值。

3. Significant Accounting Judgements and Estimates (continued)

Impairment of non-financial assets (including investment in associates, but excluding goodwill) (continued)

Related discourse about the impairment on the investment in an associate are included in note 18 to the consolidated financial statements.

Valuation of investment properties

Investment properties are stated at their fair values. The fair value at the end of each reporting period was based on a valuation on these properties estimated by the Directors or conducted by an independent firm of professionally qualified valuers using direct comparison method which involve making assumptions, including prices realised on actual sales of comparable properties, on certain market conditions. Favourable or unfavourable changes to these assumptions would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the gain or loss recognised in the consolidated statement of profit or loss.

Purchase price allocation for a business combination

The calculation of the gain on bargain purchase required significant judgements on the fair values of the identifiable assets acquired and liabilities assumed at the acquisition date. Management commissions professional valuers to appraise the fair value of the identifiable assets acquired and liabilities assumed, and determines the gain on bargain purchase with reference to the valuation carried by the professional valuers.

Related discourse about the gain on bargain purchase and the business combination are included in note 38 to the consolidated financial statements.

3. 主要會計判斷及估計 (續)

非金融資產減值 (包括於聯營公司之投資, 不包括商譽) (續)

於聯營公司之投資之減值相關披露載於綜合財務報表附註18。

重估投資物業

投資物業按其公平值列值。於各報告期末之公平值乃以對該等物業之估值為基準, 有關估值由董事會估計或獨立專業合資格估值師行使用直接比較法進行, 涉及對若干市況作出假設, 包括實際出售可資比較物業所變現價格。該等假設之有利或不利變動將導致本集團投資物業之公平值出現變動及對於綜合損益表確認之收益或虧損作出相應調整。

業務合併之購買價分配

計算議價購買收益需要對所收購可識別資產及所承擔負債於收購日期之公平值作出重大判斷。管理層委聘專業估值師評估所收購可識別資產及所承擔負債之公平值, 並參考專業估值師所進行估值釐定議價購買收益。

議價購買收益及業務合併之相關披露載於綜合財務報表附註38。

3. Significant Accounting Judgements and Estimates (continued)

Valuation of share options

As described in note 37 to the financial statements, the Company engaged an independent firm of professionally qualified valuer to assist in the valuation of the share options granted during the year ended 31 December 2018. The fair values of options granted under the share option schemes were determined using the binomial option pricing model. The significant inputs into the model included share price at the grant date, risk-free interest rate, exercise price and expected volatility of the underlying shares. When the actual results of the inputs differ from management's estimate, this will have an impact on share option expenses and the related share option reserve of the Company. 1,073,464,000 share options were granted by the Company during the year ended 31 December 2018. The fair value of the share options granted by the Company during the year ended 31 December 2018 was HK\$44,918,000. The share option expense of HK\$44,918,000 was recognised during the year ended 31 December 2018.

Income tax

Deferred tax is provided using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets are recognised for unused tax losses carried forward to the extent that it is probable (i.e., more likely than not) that future taxable profits will be available against which the unused tax losses can be utilised, based on all available evidence. Recognition primarily involves judgement regarding the future performance of the particular legal entity or tax group in which the deferred tax asset has been recognised. A variety of other factors are also evaluated in considering whether there is convincing evidence that it is probable that some portion or all of the deferred tax assets will ultimately be realised, such as the existence of taxable temporary differences, tax planning strategies and the periods in which estimated tax losses can be utilised. The carrying amount of deferred tax assets and related financial models and budgets are reviewed at the end of each reporting period and to the extent that there is insufficient convincing evidence that sufficient taxable profits will be available within the utilisation periods to allow utilisation of the tax losses carried forward, and the asset balance will be reduced and charged to the statement of profit or loss.

3. 主要會計判斷及估計 (續)

購股權估值

誠如財務報表附註37所述，本公司委聘獨立專業合資格估值師行協助對截至二零一八年十二月三十一日止年度授出之購股權進行估值。購股權計劃項下所授出購股權之公平值乃採用二項式期權定價模式釐定。輸入該模式之重大數據包括相關股份於授出日期之股價、無風險利率、行使價及預期波幅。當輸入數據之實際結果有別於管理層估計時，將影響本公司購股權開支及相關購股權儲備。本公司於截至二零一八年十二月三十一日止年度授出1,073,464,000份購股權。截至二零一八年十二月三十一日止年度，本公司所授出購股權之公平值為44,918,000港元。截至二零一八年十二月三十一日止年度，已確認購股權開支44,918,000港元。

所得稅

遞延稅項乃採用負債法，對於報告期末資產及負債之計稅基準及該等項目就財務申報而言之賬面值之一切暫時差額作出撥備。

遞延稅項資產就結轉之未動用稅務虧損而予以確認，惟以根據所有可獲取之憑證顯示可能有（即很有可能）未來應課稅溢利可以未動用稅務虧損予以抵銷為限。確認主要涉及之判斷乃有關確認遞延稅項資產之特定法律實體或稅務團體之未來表現。於考慮是否有可信服之憑證顯示可能有部份或全部遞延稅項資產最終將獲變現時，將會評估多項其他因素，包括存在應課稅暫時差額、稅務規劃策略及可動用估計稅務虧損之期限。本集團於各報告期末檢討遞延稅項資產之賬面值及有關財務模型與預算，而倘沒有充分可信服之憑證顯示於動用期內將有足夠應課稅溢利以容許動用已結轉稅務虧損，則資產結餘將會減少，並於損益表扣除。

4. Operating Segment Information

The Group's operating businesses are structured and managed separately according to the nature of their operations and the products and services they provide. Each of the Group's operating segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other business segments. Summary of details of the operating segments are as follows:

- (a) the electronic and accessory products segment trades electronic and accessory products;
- (b) the financial investments and services segment comprises financial investments and trading, debt and equity investments and money lending business;
- (c) the brokerage and commission segment comprises provision of trading in securities and futures contracts services;
- (d) the property investments segment comprises leasing of investment properties; and
- (e) the corporate and others segment comprises corporate income and expense items.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is measured consistently with the Group's profit/loss before tax except that bank interest income, gain on disposal of a subsidiary, impairment loss on investment in an associate, share of (loss)/profit of associates, loss on step acquisition, finance costs and head office and corporate expenses are excluded from such measurement.

Segment assets exclude cash and bank balances, investment in an associate, deferred tax assets and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude notes payable, bank overdrafts, bank borrowings, other borrowings, tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

4. 經營分類資料

本集團之經營業務乃根據其業務性質及其提供之產品及服務分別進行組織及管理。本集團每一經營分類均代表一策略業務單位，有關單位提供產品及服務所承擔之風險及所得回報與其他業務分類不同。經營分類之概要詳情如下：

- (a) 電子及配套產品分類，買賣電子及配套產品；
- (b) 財務投資及服務分類，包括財務投資及買賣、債務及股本投資以及放貸業務；
- (c) 經紀及佣金分類，包括買賣證券及期貨合約服務；
- (d) 物業投資分類，包括投資物業租賃；及
- (e) 企業及其他分類，包括企業收入及開支項目。

管理層就資源分配之決策及表現評估分開監控本集團經營分類之業績。分類表現乃按可報告分類溢利／虧損進行評估。除於計算中剔除銀行利息收入、出售一間附屬公司之收益、於聯營公司之投資之減值虧損、分佔聯營公司之虧損／（溢利）、分階段收購虧損、財務費用、總部及公司費用外，可報告分類溢利／虧損的計量與本集團除稅前溢利／虧損的計量方式一致。

分類資產不包括現金及銀行結存、於聯營公司之投資、遞延稅項資產及其他未分配總部及公司資產，因為該等資產乃按群組基礎管理。

分類負債不包括應付票據、銀行透支、銀行借款、其他借款、應付稅項、遞延稅項負債及其他未分配總部及公司負債，因為該等負債乃按群組基礎管理。

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

4. Operating Segment Information (continued)

Certain comparative amounts have been reclassified to conform with the current year's presentation.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

For the year ended 31 December 2018

4. 經營分類資料 (續)

若干比較金額已重新分類以符合本年度之呈列。

分類間銷售及轉讓乃參考當時現行市價銷售予第三方之售價進行。

截至二零一八年十二月三十一日止年度

| | | Financial investments and services 財務投資及服務 HK\$'000 千港元 | Brokerage and commission 經紀及佣金 HK\$'000 千港元 | Property investments 物業投資 HK\$'000 千港元 | Corporate and others 企業及其他 HK\$'000 千港元 | Consolidated 綜合 HK\$'000 千港元 |
|---|--------------|--|--|---|--|---------------------------------------|
| Segment revenue: | 分類收入: | | | | | |
| External | 外界 | 17,282 | 150,130 | 6,650 | 392 | 174,454 |
| Intersegment sales | 分類間銷售 | - | 7,267 | - | - | 7,267 |
| | | 17,282 | 157,397 | 6,650 | 392 | 181,721 |
| Elimination | 抵銷 | - | (7,267) | - | - | (7,267) |
| Total | 總計 | 17,282 | 150,130 | 6,650 | 392 | 174,454 |
| Segment results | 分類業績 | 2,859 | 56,165 | 11,190 | (62,481) | 7,733 |
| Reconciliation: | 對賬: | | | | | |
| Bank interest income | 銀行利息收入 | | | | | 12 |
| Gain on disposal of a subsidiary | 出售一間附屬公司之收益 | | | | | 65,620 |
| Impairment loss on investment in an associate | 投資聯營公司之減值虧損 | | | | | (51,257) |
| Unallocated expenses | 未分配開支 | | | | | (2,664) |
| Finance costs | 財務費用 | | | | | (64,407) |
| Share of loss of an associate | 分佔聯營公司之虧損 | | | | | (13,912) |
| Loss before tax | 除稅前虧損 | | | | | (58,875) |
| Income tax expense | 所得稅開支 | | | | | (8,186) |
| Loss for the year | 本年度虧損 | | | | | (67,061) |
| Assets and liabilities | 資產及負債 | | | | | |
| Segment assets | 分類資產 | 1,612,101 | 503,780 | 435,057 | 10,985 | 2,561,923 |
| Reconciliation: | 對賬: | | | | | |
| Unallocated assets | 未分配資產 | | | | | 328,976 |
| Total assets | 資產總值 | | | | | 2,890,899 |
| Segment liabilities | 分類負債 | 2,420 | 117,464 | 1,639 | 13,102 | 134,625 |
| Reconciliation: | 對賬: | | | | | |
| Unallocated liabilities | 未分配負債 | | | | | 907,452 |
| Total liabilities | 負債總額 | | | | | 1,042,077 |

4. Operating Segment Information (continued)

For the period from 1 April 2017 to 31 December 2017

4. 經營分類資料 (續)

二零一七年四月一日至二零一七年十二月三十一日期間

| | | Electronic and accessory products 電子及 配套產品 HK\$'000 千港元 | Financial investments and services 財務投資 及服務 HK\$'000 千港元 | Brokerage and commission 經紀及佣金 HK\$'000 千港元 | Property investments 物業投資 HK\$'000 千港元 | Corporate and others 企業及其他 HK\$'000 千港元 | Consolidated 綜合 HK\$'000 千港元 |
|-------------------------------|--------------|---|--|--|--|---|---------------------------------------|
| Segment revenue: | 分類收入: | | | | | | |
| External | 外界 | - | 185,490 | 38,965 | 3,600 | - | 228,055 |
| Intersegment sales | 分類間銷售 | - | - | 804 | - | - | 804 |
| | | - | 185,490 | 39,769 | 3,600 | - | 228,859 |
| Elimination | 抵銷 | - | - | (804) | - | - | (804) |
| Total | 總計 | - | 185,490 | 38,965 | 3,600 | - | 228,055 |
| Segment results | 分類業績 | (16) | 319,914 | 23,125 | 92,505 | (7,638) | 427,890 |
| Reconciliation: | 對賬: | | | | | | |
| Bank interest income | 銀行利息收入 | | | | | | 1 |
| Unallocated expenses | 未分配開支 | | | | | | (1,131) |
| Finance costs | 財務費用 | | | | | | (53,385) |
| Profit before tax | 除稅前溢利 | | | | | | 373,375 |
| Income tax expense | 所得稅開支 | | | | | | (4,520) |
| Profit for the period | 本期間溢利 | | | | | | 368,855 |
| Assets and liabilities | 資產及負債 | | | | | | |
| Segment assets | 分類資產 | - | 2,769,117 | 402,976 | 830,184 | 12,307 | 4,014,584 |
| Reconciliation: | 對賬: | | | | | | |
| Unallocated assets | 未分配資產 | | | | | | 214,064 |
| Total assets | 資產總值 | | | | | | 4,228,648 |
| Segment liabilities | 分類負債 | 755 | 2,007 | 211,580 | 1,868 | 14,327 | 230,537 |
| Reconciliation: | 對賬: | | | | | | |
| Unallocated liabilities | 未分配負債 | | | | | | 1,274,207 |
| Total liabilities | 負債總額 | | | | | | 1,504,744 |

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

4. Operating Segment Information (continued)

Other segment information

For the year ended 31 December 2018

4. 經營分類資料 (續)

其他分類資料

截至二零一八年十二月三十一日止年度

| | | Financial investments and services 財務投資及服務 HK\$'000 千港元 | Brokerage and commission 經紀及佣金 HK\$'000 千港元 | Property investments 物業投資 HK\$'000 千港元 | Corporate and others 企業及其他 HK\$'000 千港元 | Consolidated 綜合 HK\$'000 千港元 |
|--|-----------------------------|--|--|---|--|---------------------------------------|
| Depreciation | 折舊 | - | 495 | 31 | 1,492 | 2,018 |
| Impairment losses on loan receivables from money lending business, net | 放貸業務產生之應收貸款之減值虧損淨額 | 1,297 | - | - | - | 1,297 |
| Impairment losses on trade receivables from securities and futures dealing business, net | 證券及期貨買賣業務產生之應收貿易賬款之減值虧損淨額 | - | 6,219 | - | - | 6,219 |
| Impairment losses on trade receivables from placing and asset management business, net | 配售及資產管理業務產生之應收貿易賬款之減值虧損淨額 | - | 649 | - | 2 | 651 |
| Impairment losses on financial assets included in prepayments, deposits and other receivables, net | 預付款項、按金及其他應收款項包含之金融資產減值虧損淨額 | 9,181 | - | - | - | 9,181 |
| Share of loss of an associate | 分佔聯營公司之虧損 | - | - | - | 13,912 | 13,912 |
| Gain on revaluation of investment properties | 重估投資物業之收益 | - | - | (5,000) | - | (5,000) |
| Gain on disposal of items on property, plant and equipment | 出售物業、廠房及設備項目之收益 | - | - | - | (6) | (6) |
| Capital expenditure* | 資本開支* | - | 1,151 | - | 39 | 1,190 |

* Capital expenditure consists of additions to property, plant and equipment.

* 資本開支包括添置物業、廠房及設備。

4. Operating Segment Information (continued) Other segment information (continued)

For the period from 1 April 2017 to 31 December 2017

4. 經營分類資料(續) 其他分類資料(續)

二零一七年四月一日至二零一七年十二月三十一日期間

| | | Electronic and accessory products 電子及 配套產品 HK\$'000 千港元 | Financial investments and services 財務投資 及服務 HK\$'000 千港元 | Brokerage and commission 經紀及佣金 HK\$'000 千港元 | Property investments 物業投資 HK\$'000 千港元 | Corporate and others 企業及其他 HK\$'000 千港元 | Consolidated 綜合 HK\$'000 千港元 |
|--|---------------------------------|---|--|--|--|---|---------------------------------------|
| Depreciation | 折舊 | - | - | 154 | 233 | 1,118 | 1,505 |
| Impairment losses recognised in the statement of profit or loss | 於損益表確認之減值 虧損 | - | 800 | - | - | - | 800 |
| Write off of deposits and other receivables | 撇銷按金及其他應收 款項 | - | 319 | - | - | - | 319 |
| Share of profit of associates | 分佔聯營公司之溢利 | - | - | - | - | (6,459) | (6,459) |
| Loss on step acquisition | 分階段收購虧損 | - | - | - | - | 381 | 381 |
| Gain on bargain purchase | 議價購買收益 | - | - | - | - | (5,370) | (5,370) |
| Gain on revaluation of investment properties | 重估投資物業之收益 | - | - | - | (91,033) | - | (91,033) |
| Fair value gains on equity investments at fair value through profit or loss, net | 透過損益按公平值列賬 之股本投資之公平值 收益淨額 | - | (121,623) | - | - | - | (121,623) |
| Gain on disposal of available-for-sale equity investments | 出售可供出售股本投資 之收益 | - | (20,620) | - | - | - | (20,620) |
| Capital expenditure* | 資本開支* | - | - | 110 | - | 880 | 990 |

* Capital expenditure consists of additions to property, plant and equipment.

* 資本開支包括添置物業、廠房及設備。

4. Operating Segment Information (continued)

Geographical information

The Group's revenue and non-current assets are predominantly attributable to a single geographical region, Hong Kong, which is the Group's principal place of business and operations. Therefore, no analysis by geographical region is presented.

Information about a major customer

During the year ended 31 December 2018, operating income or revenue from transactions with each external customer amounts to less than 10% of the Group's total operating income or revenue. For the period from 1 April 2017 to 31 December 2017, operating income or revenue from transactions with each external customer amounts to less than 10% of the Group's total operating income or revenue.

5. Revenue, Other Income and Gains

Revenue represents the aggregate of the losses on disposal of equity investments at fair value through profit or loss, dividend income from investment in listed equity securities, interest income from money lending business, interest income from securities margin, commission income from securities and futures dealing, commission from placing and property rental income during the year ended 31 December 2018 and period from 1 April 2017 to 31 December 2017.

4. 經營分類資料 (續)

地區資料

本集團收入及非流動資產主要源自單一地區(香港),而香港亦為本集團主要業務及經營所在地。因此,並無呈報地區分類分析。

有關主要客戶之資料

截至二零一八年十二月三十一日止年度,與各外界客戶進行交易所得經營收入或收益少於本集團總經營收入或收益之10%。於二零一七年四月一日至二零一七年十二月三十一日期間,與各外界客戶進行交易所得經營收入或收益少於本集團總經營收入或收益之10%。

5. 收入、其他收入及收益

截至二零一八年十二月三十一日止年度及於二零一七年四月一日至二零一七年十二月三十一日期間,收入乃指出售透過損益按公平值列賬之股本投資之虧損、上市股本證券投資之股息收入、放貸業務之利息收入、證券保證金之利息收入、證券及期貨買賣之佣金收入、配售之佣金及物業租金收入之總額。

5. Revenue, Other Income and Gains (continued)

An analysis of revenue and other income and gains is as follows:

5. 收入、其他收入及收益 (續)

有關收入、其他收入及收益之分析如下：

| | | For the year ended 31 December 2018 | For the period from 1 April 2017 to 31 December 2017 |
|---|----------------------|---|--|
| | | 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元 | 二零一七年 四月一日至 二零一七年 十二月三十一 期間 HK\$'000 千港元 |
| Revenue | 收入 | | |
| Revenue from contracts with customers | 客戶合約收入 | | |
| Commission income from securities and futures dealing | 證券及期貨買賣之佣金收入 | 21,015 | 12,641 |
| Commission income from placing | 配售之佣金收入 | 97,737 | 18,748 |
| Advisory fee income | 諮詢費收入 | 392 | - |
| Revenue from other sources | 其他來源收入 | | |
| Losses on disposal of equity investments at fair value through profit or loss | 出售透過損益按公平值列賬之股本投資之虧損 | (14,357) | (5,181) |
| Dividend income from investment in listed equity securities | 上市股本證券投資之股息收入 | - | 157,687 |
| Interest income from money lending business* | 放貸業務之利息收入* | 31,639 | 32,984 |
| Interest income from securities margin* | 證券保證金之利息收入* | 31,378 | 7,576 |
| Property rental income | 物業租金收入 | 6,650 | 3,600 |
| | | 174,454 | 228,055 |

* Interest income from money lending business and interest income from securities margin were calculated using the effective interest method.

* 放貸業務之利息收入及證券保證金之利息收入乃採用實際利率法計算。

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

5. Revenue, Other Income and Gains (continued)

| | | For the year ended 31 December 2018 截至 二零一八年 十二月三十一日 止年度 HK\$'000 千港元 | For the period from 1 April 2017 to 31 December 2017 二零一七年 四月一日至 二零一七年 十二月三十一日 期間 HK\$'000 千港元 |
|---|---------------------|--|---|
| Other income and gains | 其他收入及收益 | | |
| Gain on disposal of items of property, plant and equipment | 出售物業、廠房及 設備項目之收益 | 6 | - |
| Bank interest income | 銀行利息收入 | 12 | 1 |
| Handling fee income | 手續費收入 | 4,196 | 433 |
| Others | 其他 | 933 | 167 |
| | | 5,147 | 601 |

5. 收入、其他收入及收益 (續)

6. Finance Costs

An analysis of finance costs is as follows:

| | | For the year ended 31 December 2018 截至 二零一八年 十二月三十一日 止年度 HK\$'000 千港元 | For the period from 1 April 2017 to 31 December 2017 二零一七年 四月一日至 二零一七年 十二月三十一日 期間 HK\$'000 千港元 |
|------------------------------|--------|--|---|
| Interest on bank borrowings | 銀行借貸利息 | 11,749 | 4,736 |
| Interest on other borrowings | 其他借貸利息 | 45,474 | 45,001 |
| Interest on bank overdrafts | 銀行透支利息 | 2,779 | 338 |
| Interest on notes payable | 應付票據利息 | 4,395 | 3,302 |
| Others | 其他 | 10 | 8 |
| | | 64,407 | 53,385 |

6. 財務費用

財務費用分析如下：

7. (Loss)/Profit before Tax

The Group's (loss)/profit before tax is arrived at after charging/(crediting):

7. 除稅前(虧損)/溢利

本集團除稅前(虧損)/溢利乃扣除/(計入)以下項目:

| | | For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度 HK\$'000 千港元 | For the period from 1 April 2017 to 31 December 2017 二零一七年四月一日至二零一七年十二月三十一日期間 HK\$'000 千港元 |
|--|------------------------------------|---|---|
| Depreciation (note 15) | 折舊(附註15) | 2,018 | 1,505 |
| Employee benefit expense (including directors' remuneration (note 8)): | 僱員福利開支(包括董事酬金(附註8)): | | |
| Wages and salaries | 工資及薪金 | 42,290 | 12,629 |
| Equity-settled share option arrangements, net | 股權結算之購股權安排, 淨額 | 44,918 | - |
| Retirement benefit scheme contributions | 退休福利計劃供款 | 1,315 | 277 |
| | | 88,523 | 12,906 |
| Minimum lease payments under operating leases | 經營租賃項下之最低租賃付款 | 16,577 | 7,113 |
| Auditor's remuneration | 核數師酬金 | 3,480 | 2,600 |
| Impairment losses on other financial assets and contract asset, net | 其他金融資產及合約資產之減值虧損淨額 | | |
| Impairment losses on loan receivables from money lending business, net (note 21) | 放貸業務產生之應收貸款之減值虧損淨額(附註21) | 1,297 | - |
| Impairment losses on trade receivables from securities and futures dealing business, net (note 23) | 證券及期貨買賣業務產生之應收貿易賬款之減值虧損淨額(附註23) | 6,219 | - |
| Impairment losses on trade receivables from placing and asset management business, net (note 24) | 配售及資產管理業務產生之應收貿易賬款之減值虧損淨額(附註24) | 651 | - |
| Impairment losses on financial assets included in prepayments, deposits and other receivables, net (note 25) | 預付款項、按金及其他應收款項包含之金融資產之減值虧損淨額(附註25) | 9,181 | - |
| Write off of deposits and other receivables | 撇銷按金及其他應收款項 | - | 319 |
| Gain on disposal of items of property, plant and equipment | 出售物業、廠房及設備項目之收益 | (6) | - |
| Gain on revaluation of investment properties | 重估投資物業之收益 | (5,000) | (91,033) |
| Gain on bargain purchase | 議價購買收益 | - | (5,370) |
| Foreign exchange differences, net | 匯兌差額, 淨值 | 393 | 116 |
| Impairment loss on an investment in an associate | 投資聯營公司之減值虧損 | 51,257 | - |
| Loss on partial disposal of interests in an associate | 出售部分聯營公司之股權虧損 | 472 | - |
| Loss from release of fair value reserve upon partial disposal of an associate | 出售部分聯營公司時之公平值儲備撥回虧損 | 407 | - |

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

7. (Loss)/Profit before Tax (continued)

At 31 December 2018, the Group had no forfeited contributions available to reduce its contributions to the retirement benefit schemes in future years (Period ended 31 December 2017: Nil).

8. Directors' Remuneration

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

7. 除稅前(虧損)/溢利(續)

於二零一八年十二月三十一日，本集團並無已沒收供款可用作減少未來年度退休福利計劃供款(截至二零一七年十二月三十一日止期間：無)。

8. 董事酬金

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部披露之年內董事酬金如下：

| | | For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度 HK\$'000 千港元 | For the period from 1 April 2017 to 31 December 2017 二零一七年四月一日至二零一七年十二月三十一日期間 HK\$'000 千港元 |
|---|---------------|---|---|
| Fees | 袍金 | 529 | 383 |
| Other emoluments of executive directors: | 執行董事之其他酬金： | | |
| Salaries, allowances and benefits in kind | 薪金、津貼及實物福利 | 8,234 | 1,265 |
| Equity-settled share option arrangements, net | 股權結算之購股權安排，淨額 | 29,444 | - |
| Retirement benefit scheme contributions | 退休福利計劃供款 | 111 | 62 |
| | | 37,789 | 1,327 |
| | | 38,318 | 1,710 |

During the year, certain directors were granted 635,600,000 share options, in respect of their services to the Group, under the share option schemes of the Company, further details of which are set out in note 37 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amounts recognised in the statement of profit or loss for the year ended 31 December 2018 were included in the above directors' remuneration disclosures.

年內，根據本公司購股權計劃，若干董事就彼等對本集團的服務而獲授635,600,000份購股權，進一步詳情載於財務報表附註37。該等購股權於歸屬期內於損益表確認，其公平值乃於授出日期釐定，而於截至二零一八年十二月三十一日止年度損益表內確認之數額已計入上述董事酬金披露資料內。

8. Directors' Remuneration (continued)**(a) Independent non-executive directors**

The fees paid to independent non-executive directors during the year/period were as follows:

| | | For the year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元 | For the period from 1 April 2017 to 31 December 2017 二零一七年 四月一日至 二零一七年 十二月三十一 期間 HK\$'000 千港元 |
|--|-------------------------|---|--|
| Mr. Kwok Chi Kwong | 郭志光先生 | 150 | 113 |
| Mr. Chen Youchun | 陳友春先生 | 240 | 180 |
| Mr. Mai Qijian (resigned on 2 October 2018) | 麥其建先生(於二零一八 年十月二日辭任) | 100 | 90 |
| Mr. Wu Ming (appointed on 2 October 2018) | 吳銘先生(於二零一八年 十月二日獲委任) | 39 | – |
| | | 529 | 383 |

There were no other emoluments payable to the independent non-executive directors during the year (Period ended 31 December 2017: Nil).

8. 董事酬金(續)**(a) 獨立非執行董事**

於年/期內支付予獨立非執行董事之袍金如下:

| | | For the year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元 | For the period from 1 April 2017 to 31 December 2017 二零一七年 四月一日至 二零一七年 十二月三十一 期間 HK\$'000 千港元 |
|--|-------------------------|---|--|
| Mr. Kwok Chi Kwong | 郭志光先生 | 150 | 113 |
| Mr. Chen Youchun | 陳友春先生 | 240 | 180 |
| Mr. Mai Qijian (resigned on 2 October 2018) | 麥其建先生(於二零一八 年十月二日辭任) | 100 | 90 |
| Mr. Wu Ming (appointed on 2 October 2018) | 吳銘先生(於二零一八年 十月二日獲委任) | 39 | – |
| | | 529 | 383 |

於年內概無其他應付獨立非執行董事之酬金(截至二零一七年十二月三十一日止期間:無)。

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

8. Directors' Remuneration (continued) (b) Executive directors

8. 董事酬金(續) (b) 執行董事

| | | Fees | Salaries, allowances and benefits in kind | Equity-settled share option arrangements, net | Retirement benefit scheme contributions | Total remuneration |
|---|----------------------------|----------|---|---|---|--------------------|
| | | 袍金 | 薪金、津貼及實物福利 | 股權結算之購股權安排，淨額 | 退休福利計劃供款 | 酬金總額 |
| | | 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 |
| Year ended 31 December 2018 | 截至二零一八年十二月三十一日止年度 | | | | | |
| Mr. Yu Qingrui | 余慶銳先生 | – | 124 | 5,889 | 6 | 6,019 |
| Ms. Lam Hay Yin | 林曦妍女士 | – | 621 | 5,889 | 31 | 6,541 |
| Mr. Chen Xiaodong | 陳曉東先生 | – | 5,621 | 5,889 | 31 | 11,541 |
| Ms. Lee Chau Man Ada (resigned on 23 November 2018) | 李秋敏女士 (於二零一八年十一月二十三日辭任) | – | 861 | 5,888 | 43 | 6,792 |
| Mr. Xu Ke (appointed on 27 February 2018) | 徐柯先生 (於二零一八年二月二十七日獲委任) | – | 1,007 | 5,889 | – | 6,896 |
| | | – | 8,234 | 29,444 | 111 | 37,789 |
| Period ended 31 December 2017 | 截至二零一七年十二月三十一日止期間 | | | | | |
| Mr. Yu Qingrui | 余慶銳先生 | – | 90 | – | 4 | 94 |
| Ms. Lam Hay Yin | 林曦妍女士 | – | 450 | – | 22 | 472 |
| Mr. Chen Xiaodong | 陳曉東先生 | – | 450 | – | 22 | 472 |
| Ms. Lee Chau Man Ada (appointed on 18 September 2017) | 李秋敏女士 (於二零一七年九月十八日獲委任) | – | 275 | – | 14 | 289 |
| | | – | 1,265 | – | 62 | 1,327 |

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (Period ended 31 December 2017: Nil).

於年內概無董事放棄或同意放棄任何酬金之安排(截至二零一七年十二月三十一日止期間: 無)。

9. Five Highest Paid Employees

The five highest paid employees during the year included three (Period ended 31 December 2017: two) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining two (Period ended 31 December 2017: three) highest paid employees who are not a director of the Company are as follows:

9. 五位最高薪酬僱員

年內五位最高薪酬僱員包括三名(截至二零一七年十二月三十一日止期間:兩名)董事,彼等之酬金詳情載於上文附註8。年內餘下兩名(截至二零一七年十二月三十一日止期間:三名)非本公司董事之最高薪酬僱員之酬金詳情如下:

| | | For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度 HK\$'000 千港元 | For the period from 1 April 2017 to 31 December 2017 二零一七年四月一日至二零一七年十二月三十一日期間 HK\$'000 千港元 |
|---|---------------|---|---|
| Salaries, allowances and benefits in kind | 薪金、津貼及實物福利 | 10,787 | 1,504 |
| Equity-settled share option arrangements, net | 股權結算之購股權安排,淨額 | 3,869 | – |
| Retirement benefit scheme contributions | 退休福利計劃供款 | 35 | 106 |
| | | 14,691 | 1,610 |

9. Five Highest Paid Employees (continued)

The number of non-director highest paid employees whose remuneration fell within the following bands is as follows:

| | |
|--------------------------------|-------------------------|
| 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 |
| HK\$1,000,001 to HK\$6,500,000 | 1,000,001港元至6,500,000港元 |
| HK\$6,500,001 to HK\$7,000,000 | 6,500,001港元至7,000,000港元 |
| HK\$7,000,001 to HK\$7,500,000 | 7,000,001港元至7,500,000港元 |
| HK\$7,500,001 to HK\$8,000,000 | 7,500,001港元至8,000,000港元 |

During the year ended 31 December 2018, share options were granted to one non-director highest paid employee in respect of his service to the Group under the share option schemes of the Company, further details of which are set out in note 37 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined at the date of grant and the amounts recognised in the statement of profit or loss for the year ended 31 December 2018 were included in the above non-director highest paid employees' remuneration disclosures. No share options have been granted to employees during the period ended 31 December 2017.

9. 五位最高薪酬僱員 (續)

酬金介乎下列範圍之非董事之最高薪酬僱員人數如下：

**Number of employees
僱員人數**

| 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 period from 1 April 2017 to 31 December 2017 二零一七年 四月一日至 二零一七年 十二月三十一日 期間 |
|---|--|
| – | 1 |
| – | 2 |
| – | – |
| 1 | – |
| – | – |
| 1 | – |
| 2 | 3 |

截至二零一八年十二月三十一日止年度，根據本公司購股權計劃，一名非董事之最高薪酬僱員就其對本集團的服務而獲授購股權，進一步詳情載於財務報表附註37。該等購股權於歸屬期內於損益表確認，其公平值乃於授出日期釐定，而於截至二零一八年十二月三十一日止年度損益表內確認之數額已計入上述非董事之最高薪酬僱員之酬金披露資料內。截至二零一七年十二月三十一日止期間，概無僱員獲授購股權。

10. Income Tax Expense

Hong Kong profits tax has been provided at the rate of 16.5% (Period ended 31 December 2017: 16.5%) on the estimated assessable profits arising in Hong Kong during the period. Taxes on profits assessable in Mainland China in the current year have been calculated at the rates of tax prevailing in Mainland China in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

10. 所得稅開支

香港利得稅一直基於本期間香港產生之估計應課稅溢利按16.5% (截至二零一七年十二月三十一日止期間: 16.5%) 稅率計提。本年度中國內地應課稅溢利之稅項已根據現行法例、其有關之詮釋及慣例, 按本集團營運所在的中國內地之現行稅率計算。

| | | For the year ended 31 December 2018 | For the period from 1 April 2017 to 31 December 2017 |
|--------------------------------------|-------------|---|--|
| | | 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元 | 二零一七年 四月一日至 二零一七年 十二月三十一 期間 HK\$'000 千港元 |
| Current – Hong Kong | 即期—香港 | | |
| Charge for the year/period | 年/期支出 | 11,041 | 4,533 |
| Overprovision in prior years | 過往年度超額撥備 | (42) | – |
| Deferred (note 33) | 遞延(附註33) | (2,813) | (13) |
| Total tax charge for the year/period | 年度/期間稅項支出總額 | 8,186 | 4,520 |

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

10. Income Tax Expense (continued)

A reconciliation of the tax expense/(credit) applicable to (loss)/profit before tax using the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax position at the effective tax rates is as follows:

For the year ended 31 December 2018

| | | Hong Kong 香港 HK\$'000 千港元 | Mainland China 中國內地 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--|-------------------------------|------------------------------------|---|--------------------------------|
| Loss before tax | 除稅前虧損 | (53,794) | (5,081) | (58,875) |
| Tax at the statutory tax rates | 按法定稅率計算之稅項 | (8,876) | (1,270) | (10,146) |
| Losses attributable to an associate | 一間聯營公司應佔虧損 | 2,441 | – | 2,441 |
| Income not subject to tax | 免繳稅收入 | (11,192) | – | (11,192) |
| Expenses not deductible for tax | 不可扣稅開支 | 14,859 | 1,270 | 16,129 |
| Tax losses not recognised | 未確認稅項虧損 | 10,057 | – | 10,057 |
| Tax losses utilised | 已動用稅項虧損 | (719) | – | (719) |
| Temporary difference not recognised | 未確認暫時差額 | 1,823 | – | 1,823 |
| Overprovision in prior years | 過往年度超額撥備 | (42) | – | (42) |
| Tax relief of 8.25% on first HK\$2 million assessable profit | 首2,000,000港元應課稅溢利享有8.25%之稅項減免 | (165) | – | (165) |
| Tax at the effective rate | 按實際稅率計算之稅項 | 8,186 | – | 8,186 |

10. 所得稅開支(續)

使用本公司及其大部份附屬公司所在司法權區之法定稅率計算之除稅前(虧損)/溢利適用之稅項開支/(抵免),與按實際稅率計算之課稅情況之對賬如下:

截至二零一八年十二月三十一日止年度

For the period from 1 April 2017 to 31 December 2017

二零一七年四月一日至二零一七年十二月三十一日期間

| | | Hong Kong 香港 HK\$'000 千港元 | Mainland China 中國內地 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|-------------------|------------------------------------|---|--------------------------------|
| Profit before tax | 除稅前溢利 | 373,375 | – | 373,375 |
| Tax at the applicable tax rates (16.5%) | 按適用稅率(16.5%)計算之稅項 | 61,607 | – | 61,607 |
| Income not subject to tax | 免繳稅收入 | (45,315) | – | (45,315) |
| Expenses not deductible for tax | 不可扣稅開支 | 2,653 | – | 2,653 |
| Tax losses not recognised | 未確認稅項虧損 | 2,141 | – | 2,141 |
| Tax losses utilised | 已動用稅項虧損 | (16,487) | – | (16,487) |
| Temporary difference not recognised | 未確認暫時差額 | (79) | – | (79) |
| Tax at the effective rate (1.21%) | 按實際稅率(1.21%)計算之稅項 | 4,520 | – | 4,520 |

11. Disposal Group Classified as Held for Sale

On 29 December 2017, the Group entered into a sale and purchase agreement with Wise Victory Group Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of Future World Financial Holdings Limited (“FWF”), pursuant to which the Group agreed to dispose of its entire equity interest in Goodview Assets Limited and a shareholder loan due by the Goodview Assets Limited to the Group of approximately HK\$43.7 million for a total consideration of HK\$260.0 million which shall be settled by the allotment and issue of 1,793,103,448 FWF shares, subject to the completion of certain conditions. Mr. Yu Qingrui and Mr. Chen Xiaodong are common directors of the Group and FWF. The principal activity of Goodview Assets Limited is property investment through owning a property located at No. 1 Lincoln Road, Kowloon, Hong Kong. Details refer to the Group’s announcement and circular dated 29 December 2017 and 21 March 2018 respectively.

On 25 April 2018, the Group disposed of its entire interest in Goodview Assets Limited for an aggregate of 1,793,103,448 ordinary shares allotted and issued under the FWF Specific Mandate to Main Purpose Investments Limited, a wholly-owned subsidiary of the Group, at a price of HK\$0.191 per share. The equity interest was subsequent accounted as an investment in an associate as at 31 December 2018. Details refer to the Group’s announcement dated 25 April 2018.

11. 分類為持作出售之出售組別

於二零一七年十二月二十九日，本集團與 Wise Victory Group Limited（於英屬處女群島註冊成立之有限公司，為未來世界金融控股有限公司（「未來世界金融」）之全資附屬公司）訂立買賣協議，據此，本集團同意出售其於 Goodview Assets Limited 之全部股權及 Goodview Assets Limited 結欠本集團之股東貸款約 43,700,000 港元，總代價為 260,000,000 港元，將透過配發及發行 1,793,103,448 股未來世界金融股份償付，惟須待若干條件完成後方告作實。余慶銳先生及陳曉東先生為本集團與未來世界金融之共同董事。Goodview Assets Limited 之主要業務為透過擁有位於香港九龍林肯道 1 號之物業進行物業投資。詳情請參閱本集團日期分別為二零一七年十二月二十九日及二零一八年三月二十一日之公告及通函。

於二零一八年四月二十五日，本集團出售其於 Goodview Assets Limited 之全部權益，以收購根據未來世界金融特別授權按每股 0.191 港元向 Main Purpose Investments Limited（本集團之全資附屬公司）配發及發行之合共 1,793,103,448 股普通股。股權其後入賬列為於二零一八年十二月三十一日於一間聯營公司之投資。詳情請參閱本集團日期為二零一八年四月二十五日之公告。

11. Disposal Group Classified as Held for Sale**(continued)**

The major classes of assets and liabilities of Goodview Assets Limited which classified as held for sale as at 31 December 2017 are as follows:

| | | HK\$'000 千港元 |
|---|------------------|-----------------|
| Assets | 資產 | |
| Investment property* | 投資物業* | 400,000 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 83 |
| Cash and bank balances | 現金及銀行結存 | 26 |
| Assets of a disposal group classified as held for sale | 分類為持作出售之出售組別資產 | 400,109 |
| Liabilities | 負債 | |
| Other payables and accruals | 其他應付款項及應計費用 | 201 |
| Bank borrowings-current | 銀行借貸－即期 | 5,351 |
| Bank borrowings-non-current | 銀行借貸－非即期 | 133,762 |
| Liabilities directly associated with the assets classified as held for sale | 分類為持作出售之資產直接相關負債 | 139,314 |
| Net assets directly associated with disposal group | 出售組別直接相關之資產淨值 | 260,795 |

* Bank loans amounting to HK\$139,113,000 being part of the disposal group held for sales are not included in the above table. Such bank loans are secured by mortgages over the Group's investment property situated in Hong Kong, which had a carrying value at the end of reporting period of HK\$400,000,000, being classified as held for sale. The bank loans carry interest at lower of 1-month HIBOR plus 2% or HKD Prime Rate – 2.5% and will be matured in 2037.

11. 分類為持作出售之出售組別 (續)

於二零一七年十二月三十一日，Goodview Assets Limited 分類為持作出售之資產及負債之主要類別如下：

* 作為持作出售之出售組別一部分之銀行貸款139,113,000港元並未計入上表。有關銀行貸款(分類為持作出售)以本集團位於香港之投資物業之按揭(於報告期末賬面值為400,000,000港元)作抵押。有關銀行貸款按一個月香港銀行同業拆息加2%或港元最優惠利率減2.5%之較低者計息，將於二零三七年到期。

12. Dividends

The Board does not recommend the payment of any final dividend for the year ended 31 December 2018 (Period ended 31 December 2017: Nil).

12. 股息

董事會並無建議就截至二零一八年十二月三十一日止年度派付任何末期股息(截至二零一七年十二月三十一日止期間：無)。

13. (Loss)/Earnings per Share Attributable to Ordinary Equity Holders of the Parent

The calculation of the basic loss per share (Period ended 31 December 2017: basic earnings per share) amount is based on the loss for the year (Period ended 31 December 2017: profit for the period) attributable to owners of the parent of HK\$67,061,000 (Period ended 31 December 2017: HK\$368,855,000), and the weighted average number of ordinary shares in issue of 13,856,376,488 (Period ended 31 December 2017: 11,143,413,958).

No adjustment has been made to the basic (loss)/earnings per share amounts presented for the year ended 31 December 2018 and period ended 31 December 2017 in respect of a dilution as the impact of the share options outstanding had an anti-dilutive effect on the basic (loss)/earnings per share amounts presented.

The calculation of the basic and diluted (loss)/earnings per share are based on:

13. 母公司普通權益持有人應佔每股(虧損)／盈利

每股基本虧損(截至二零一七年十二月三十一日止期間: 每股基本盈利)金額乃根據母公司擁有人應佔本年度虧損(截至二零一七年十二月三十一日止期間: 本期間溢利)67,061,000港元(截至二零一七年十二月三十一日止期間: 368,855,000港元)及已發行普通股之加權平均數13,856,376,488股(截至二零一七年十二月三十一日止期間: 11,143,413,958股)計算。

由於尚未行使購股權對每股基本(虧損)／盈利之呈列金額具反攤薄影響,故並無對截至二零一八年十二月三十一日止年度及截至二零一七年十二月三十一日止期間之每股基本(虧損)／盈利之呈列金額作出任何調整。

每股基本及攤薄(虧損)／盈利乃基於下列資料計算:

| | | For the year ended 31 December 2018 | For the period from 1 April 2017 to 31 December 2017 |
|--|---------------------------------------|--|--|
| | | 截至二零一八年十二月三十一日止年度 HK\$'000 千港元 | 二零一七年四月一日至二零一七年十二月三十一日期間 HK\$'000 千港元 |
| (Loss)/earnings | (虧損)／盈利 | | |
| (Loss) for the year/profit for the period attributable to owners of the parent, used in the basic and diluted (loss)/earnings per share calculations | 計算每股基本及攤薄(虧損)／盈利所用母公司擁有人應佔年內(虧損)／期內溢利 | (67,061) | 368,855 |
| | | Number of shares 股份數目 | |
| | | 2018 二零一八年 '000千股 | 2017 二零一七年 '000千股 |
| Shares | 股份 | | |
| Weighted average number of ordinary shares in issue during the year/period used in the basic and diluted (loss)/earnings per share calculations | 計算每股基本及攤薄(虧損)／盈利所用年／期內已發行普通股加權平均數 | 13,856,376 | 11,143,414 |

14. Disposal of a Subsidiary

On 25 April 2018, the Group disposed of its entire interest in Goodview Assets limited, an indirectly wholly-owned subsidiary of the Group, which was previously classified as "Disposal Group of Assets held for sale" as at 31 December 2017, for acquisition of 1,793,103,448 consideration shares in FWF, which equity interest was accounted for as investment in an associate of the Group.

14. 出售一間附屬公司

於二零一八年四月二十五日，本集團出售其間接全資附屬公司 Goodview Assets Limited 之全部權益，其於二零一七年十二月三十一日先前分類為「持作出售之出售組別資產」，以收購 1,793,103,448 股未來世界金融代價股份，其股權入賬作為本集團於聯營公司之投資。

| | | HK\$'000 千港元 |
|--|--|-----------------|
| Net assets disposed of: | 所出售資產淨值： | |
| Investment property | 投資物業 | 400,000 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 35 |
| Other payables and accruals | 其他應付款項及應計費用 | (1,007) |
| Bank borrowings | 銀行借貸 | (137,338) |
| | | 261,690 |
| Gain on disposal of a subsidiary | 出售一間附屬公司之收益 | 80,793 |
| Elimination of unrealised profits and losses on transactions with the associate* | 對銷與聯營公司交易時之未變現溢利及虧損* | (15,173) |
| Gain on disposal attributed to the Group | 歸屬於本集團之出售收益 | 65,620 |
| Satisfied by: | 按以下方式償付： | |
| Acquisition of consideration shares of FWF (1,793,103,448@HK\$0.191) | 收購未來世界金融代價股份 (1,793,103,448股每股0.191港元) | 342,483 |

* The Group considered that the transaction resulting in loss of control of subsidiary was sale or contributions of assets to an associate prescribed in HKAS 28 where gains and losses resulting from transaction between the Group and its associate to be recognised only to the extent of unrelated interests in the associate.

* 本集團認為，導致失去附屬公司之控制權之交易為將資產銷售或讓渡予香港會計準則第28號所訂明之聯營公司，而本集團及其聯營公司之交易產生的收益及虧損將僅於聯營公司持有無相關權益時予以確認。

15. Property, Plant and Equipment

15. 物業、廠房及設備

| | | Leasehold improvements 租賃物業裝修 HK\$'000 千港元 | Motor vehicles, furniture, fixtures and equipment 汽車、傢俬、裝置及設備 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--|-----------------------|---|---|--------------------------------|
| 31 December 2018 | 二零一八年十二月三十一日 | | | |
| At 1 January 2018: | 於二零一八年一月一日： | | | |
| Cost | 成本 | 6,448 | 4,959 | 11,407 |
| Accumulated depreciation | 累計折舊 | (3,605) | (2,796) | (6,401) |
| Net carrying amount | 賬面淨值 | 2,843 | 2,163 | 5,006 |
| At 1 January 2018, net of accumulated depreciation | 於二零一八年一月一日，扣除累計折舊後 | 2,843 | 2,163 | 5,006 |
| Additions | 添置 | 34 | 1,156 | 1,190 |
| Disposals | 出售 | – | (74) | (74) |
| Depreciation provided during the year | 年內折舊撥備 | (1,245) | (773) | (2,018) |
| At 31 December 2018, net of accumulated depreciation | 於二零一八年十二月三十一日，扣除累計折舊後 | 1,632 | 2,472 | 4,104 |
| At 31 December 2018: | 於二零一八年十二月三十一日： | | | |
| Cost | 成本 | 6,482 | 5,980 | 12,462 |
| Accumulated depreciation | 累計折舊 | (4,850) | (3,508) | (8,358) |
| Net carrying amount | 賬面淨值 | 1,632 | 2,472 | 4,104 |

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

15. Property, Plant and Equipment (continued)

15. 物業、廠房及設備 (續)

| | | Leasehold improvements 租賃物業裝修 HK\$'000 千港元 | Motor vehicles, furniture, fixtures and equipment 汽車、傢俬、 裝置及設備 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--|-----------------------|---|---|--------------------------------|
| 31 December 2017 | 二零一七年十二月三十一日 | | | |
| At 1 April 2017: | 於二零一七年四月一日: | | | |
| Cost | 成本 | 4,074 | 1,854 | 5,928 |
| Accumulated depreciation | 累計折舊 | (612) | (1,685) | (2,297) |
| Net carrying amount | 賬面淨值 | 3,462 | 169 | 3,631 |
| At 1 April 2017, net of accumulated depreciation | 於二零一七年四月一日，扣除累計折舊後 | 3,462 | 169 | 3,631 |
| Acquisition of subsidiaries | 收購附屬公司 | 394 | 1,496 | 1,890 |
| Additions | 添置 | 77 | 913 | 990 |
| Depreciation provided during the period | 期內折舊撥備 | (1,090) | (415) | (1,505) |
| At 31 December 2017, net of accumulated depreciation | 於二零一七年十二月三十一日，扣除累計折舊後 | 2,843 | 2,163 | 5,006 |
| At 31 December 2017: | 於二零一七年十二月三十一日: | | | |
| Cost | 成本 | 6,448 | 4,959 | 11,407 |
| Accumulated depreciation | 累計折舊 | (3,605) | (2,796) | (6,401) |
| Net carrying amount | 賬面淨值 | 2,843 | 2,163 | 5,006 |

16. Investment Property

16. 投資物業

| | | HK\$'000 千港元 |
|---|---------------------------------|-----------------|
| Carrying amount at 1 April 2017 | 於二零一七年四月一日之賬面值 | – |
| Addition (from acquisition) | 添置(來自收購) | 738,967 |
| Net gain from a fair value adjustment | 公平值調整之收益淨額 | 91,033 |
| Transfer to disposal group classified as held for sale | 轉撥至分類為持作出售之出售組別 | (400,000) |
| Carrying amount at 31 December 2017 and 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之賬面值 | 430,000 |
| Net gain from a fair value adjustment | 公平值調整之收益淨額 | 5,000 |
| Carrying amount at 31 December 2018 | 於二零一八年十二月三十一日之賬面值 | 435,000 |

The Group held one investment property as at 31 December 2018 which is located No.2 Lincoln Road in Kowloon. The Group held two investment properties as at 31 December 2017 which are located at No. 1 Lincoln Road and No. 2 Lincoln Road in Kowloon respectively. Property located at No. 1 Lincoln Road was held by Goodview Assets Limited which was classified as "Disposal Group classified as held for sale". The equity interest of the disposal group was subsequently disposed on 25 April 2018.

The Group's investment property was revalued on 31 December 2018 based on valuation performed by Ascent Partners Valuation Service Limited, an independent professionally qualified valuer. Each year, the Group's management and the chief financial officer decide, after approval from the audit committee, to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's financial controller have discussions with the valuers on the valuation assumptions and valuation results twice a year when the valuation is performed for interim and annual financial reporting.

The investment properties are leased to a third party under operating leases, further summary details of which are included in note 39 to the financial statements.

At 31 December 2018 and 31 December 2017, the Group's investment property was pledged to secure general banking facilities granted to the Group.

於二零一八年十二月三十一日，本集團持有位於九龍林肯道2號之一個投資物業。於二零一七年十二月三十一日，本集團持有分別位於九龍林肯道1號及林肯道2號之兩個投資物業。位於林肯道1號之物業由 Goodview Assets Limited 持有，乃分類為「分類為持作出售之出售組別」。出售組別之股權隨後於二零一八年四月二十五日出售。

根據獨立專業合資格估值師艾升評值諮詢有限公司所進行之估值，本集團於二零一八年十二月三十一日重估其投資物業。本集團管理層及首席財務官每年於審核委員會批核後，決定委任負責本集團物業外界估值之外界估值師。挑選準則包括市場知識、信譽、獨立性以及專業準則是否得到秉持。於就中期及年度財務申報進行估值時，本集團之財務總監每年就估值假設及估值結果與估值師討論兩次。

投資物業根據經營租賃出租予一名第三方，有關概要詳情載於財務報表附註39。

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，本集團之投資物業已質押作為本集團獲授一般銀行融資之抵押。

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

16. Investment Property (continued)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment property:

Fair value measurement as at 31 December 2018 using:

| | | Quoted prices in active markets (Level 1) 於活躍市場報價 (第一層級) HK\$'000 千港元 | Significant observable inputs (Level 2) 重大可觀察輸入數據 (第二層級) HK\$'000 千港元 | Significant unobservable inputs (Level 3) 重大不可觀察輸入數據 (第三層級) HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---------------------------------------|-----------------|---|---|--|--------------------------------|
| Recurring fair value measurement for: | 就下列各項之經常性公平值計量： | | | | |
| Property at No. 2 Lincoln Road | 位於林肯道2號之物業 | – | – | 435,000 | 435,000 |

Fair value measurement as at 31 December 2017 using:

| | | Quoted prices in active markets (Level 1) 於活躍市場報價 (第一層級) HK\$'000 千港元 | Significant observable inputs (Level 2) 重大可觀察輸入數據 (第二層級) HK\$'000 千港元 | Significant unobservable inputs (Level 3) 重大不可觀察輸入數據 (第三層級) HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|-----------------------------|---|---|--|--------------------------------|
| Recurring fair value measurement for: | 就下列各項之經常性公平值計量： | | | | |
| Property at No. 2 Lincoln Road | 位於林肯道2號之物業 | – | – | 430,000 | 430,000 |
| Property at No. 1 Lincoln Road included in disposal group held for sale | 位於林肯道1號之物業 (包括持作出售之出售組別) | – | – | 400,000 | 400,000 |

16. 投資物業(續)

公平值層級

下表列示本集團投資物業之公平值計量層級：

於二零一八年十二月三十一日之公平值計量使用：

於二零一七年十二月三十一日之公平值計量使用：

16. Investment Property (continued)

Fair value hierarchy (continued)

During the year ended 31 December 2018, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (Period ended 31 December 2017: Nil).

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

16. 投資物業(續)

公平值層級(續)

於截至二零一八年十二月三十一日止年度，第一層級與第二層級之間並無公平值計量轉撥，第三層級亦無任何轉入或轉出(截至二零一七年十二月三十一日止期間：無)。

於公平值層級之第三層級內分類之公平值計量對賬：

| | | Property at No. 2 Lincoln Road 位於林肯道 2號之 物業 HK\$'000 千港元 | Property at No.1 Lincoln Road 位於林肯道 1號之 物業 HK\$'000 千港元 |
|--|-----------------------------|---|--|
| Carrying amount at 1 April 2017 | 於二零一七年四月一日之賬面值 | - | - |
| Additions | 添置 | 409,130 | 329,837 |
| Net gain from a fair value adjustment recognised in other income and gains in profit or loss | 於損益內其他收入及收益確認之公平值調整之收益淨額 | 20,870 | 70,163 |
| | | 430,000 | 400,000 |
| Transfer to disposal group held for sale | 轉撥至持作出售之出售組別 | - | (400,000) |
| Carrying amount at 31 December 2017 and 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之賬面值 | 430,000 | - |
| Net gain from a fair value adjustment recognised in other income and gains in profit or loss | 於損益內其他收入及收益確認之公平值調整之收益淨額 | 5,000 | - |
| Carrying amount at 31 December 2018 | 於二零一八年十二月三十一日之賬面值 | 435,000 | - |

16. Investment Property (continued)**Fair value hierarchy (continued)**

The fair value of the investment properties is determined using direct comparison method by reference to recent sale price of comparable properties on a price per square foot basis. Below is a summary of the significant inputs to the valuation of investment properties:

| | | 31 December 2018 二零一八年 十二月三十一日 Price per square foot 每平方呎價格 HK\$ 港元 | 31 December 2017 二零一七年 十二月三十一日 Price per square foot 每平方呎價格 HK\$ 港元 |
|--------------------------------|------------|--|--|
| Property at No. 2 Lincoln Road | 位於林肯道2號之物業 | 65,298 | 64,579 |
| Property at No. 1 Lincoln Road | 位於林肯道1號之物業 | — | 58,038 |

A significant increase/decrease in the price per square foot would result in a significant increase/decrease in the fair value of the investment properties.

16. 投資物業(續)**公平值層級(續)**

投資物業之公平值乃參照可資比較物業近期售價採用直接比較法按每平方呎價格基準釐定。下文概述就投資物業進行估值所用重大輸入數據：

投資物業之每平方呎價格大幅上升/下降將導致其公平值大幅上升/下降。

17. Intangible Assets

The intangible asset is of indefinite useful life as it has no expiry date and represents the Futures Exchanges Trading Right in Hong Kong Exchanges and Clearing Limited.

17. 無形資產

無形資產並無到期日，故具無限可使用年期，並為香港交易及結算所有限公司之期交所交易權。

18. Investment in an Associate

| | | 31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 |
|--------------------------|--------|--|--|
| Share of net assets | 分佔資產淨值 | 225,194 | - |
| Goodwill on acquisition | 收購時商譽 | 51,257 | - |
| | | 276,451 | - |
| Provision for impairment | 減值撥備 | (51,257) | - |
| | | 225,194 | - |

The recoverable amount of the investment in an associate is determined based on value-in-use calculation. The calculation uses pre-tax cash flow projections based on financial budgets approved by management of the associate. Cash flows beyond the one-year period are projected for the next four-year period using the estimated growth in revenue and gross profit margin. Thereafter, the cash flows are extrapolated using the terminal growth rate not exceeding the long-term average growth rate for the business in which the associate operates.

Key assumptions used for value-in-use calculation is as follows:

31 December 2018

| | |
|-------------------------|-------|
| Revenue growth rate | 8.50% |
| Terminal growth rate | 3.08% |
| Discount rate (pre tax) | 9.26% |

Management determined the budgeted revenue based on their expectations of market developments with the growth rates being estimated based on the industry forecasts and management's expectations. The terminal growth rate was based on the expected inflation rate. The discount rate reflected specific risks relating to the associate.

18. 於聯營公司之投資

於聯營公司之投資的可回收金額乃按使用價值釐定。該等計算利用稅前現金流量預測，依據聯營公司管理層批准的財務預算。超過一年期間的現金流量使用收入及毛利率按估計增長就往後四年期間作出預測。其後，現金流量使用不超過聯營公司所經營業務的長期平均增長率之永久增長率推算。

使用價值計算所用主要假設如下：

二零一八年十二月三十一日

| | |
|---------|-------|
| 收入增長率 | 8.50% |
| 永久增長率 | 3.08% |
| 折現率（稅前） | 9.26% |

管理層按其對市場發展的預期釐定預算收入，而增長率乃基於行業預測及管理層的預期而釐定。永久增長率乃基於預期通脹率。貼現率反映與聯營公司有關的特定風險。

18. Investment in an Associate (continued)

The market price of FWF significantly dropped from HK\$0.191/share as at 25 April 2018 to HK\$0.052/share as at 31 December 2018. As at 31 December 2018, the estimated recoverable amounts of the investment in the associate exceeded their carrying values and impairment of HK\$51,257,000 was made as at 31 December 2018.

The loans from an associate included in the Group's current liabilities totalling HK\$172,000,000 are unsecured, interest-bearing at 8% per annum and repayable on demand.

Particulars of the material associate are as follows:

| Name | Particulars of issued shares held | Place of incorporation/ registration and business | Percentage of ownership interest attributable to the Group | Principal activities |
|---------------------|--|---|--|---|
| 名稱 | 所持已發行股份之詳情 | 註冊成立／登記及業務地點 | 本集團分佔所有權益百分比 | 主要業務 |
| FWF*/# 未來世界金融*/# | Ordinary shares HK\$0.001 each 每股面值0.001港元之普通股 | Cayman Islands 開曼群島 | 18.70% (Note (a)) 18.70% (附註(a)) | Investment in and trading of securities, provision of financing services and property investment 投資及買賣證券、提供融資服務及物業投資 |

* Listed on the Main Board of the Hong Kong Stock Exchange

Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

The associate is accounted for using the equity method.

18. 於聯營公司之投資 (續)

未來世界金融之市場價格自二零一八年四月二十五日之每股0.191港元大幅下降至二零一八年十二月三十一日之每股0.052港元。於二零一八年十二月三十一日，於聯營公司之投資之估計可收回金額超過其賬面值並於二零一八年十二月三十一日作出減值51,257,000港元。

本集團流動負債包括聯營公司之貸款合共172,000,000港元，該貸款為無抵押、按年利率8%計息及按要求還款。

主要聯營公司之詳情如下：

| Name | Particulars of issued shares held | Place of incorporation/ registration and business | Percentage of ownership interest attributable to the Group | Principal activities |
|---------------------|--|---|--|---|
| 名稱 | 所持已發行股份之詳情 | 註冊成立／登記及業務地點 | 本集團分佔所有權益百分比 | 主要業務 |
| FWF*/# 未來世界金融*/# | Ordinary shares HK\$0.001 each 每股面值0.001港元之普通股 | Cayman Islands 開曼群島 | 18.70% (Note (a)) 18.70% (附註(a)) | Investment in and trading of securities, provision of financing services and property investment 投資及買賣證券、提供融資服務及物業投資 |

* 於香港聯交所主板上市

未經香港安永會計師事務所或安永會計師事務所旗下另一成員公司審閱

聯營公司乃使用權益法入賬。

18. Investment in an Associate (continued)

Notes:

- (a) On 25 April 2018, the Group's equity interest in FWF was 18.78%, it was decreased to 18.70% due to the sale of 9,660,000 ordinary shares of FWF at approximately HK\$0.0691 per share on 10 October 2018. Accordingly, a loss on partial disposal of interests in an associate amounted to HK\$472,000 and loss from release of fair value reserve upon partial disposal of an associate amounted to HK\$407,000 were credited to the consolidated statement of profit or loss.
- (b) The following table illustrates the summarised financial information in respect of FWF adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

18. 於聯營公司之投資 (續)

附註：

- (a) 於二零一八年四月二十五日，本集團於未來世界金融之股權為18.78%。於二零一八年十月十日，由於出售9,660,000股每股面值約0.0691港元之未來世界金融普通股，故本集團於未來世界金融之股權已減少至18.70%。因此，出售部分於聯營公司之權益虧損472,000港元及出售部分聯營公司時之公平值儲備撥回虧損407,000港元已計入綜合損益表中。
- (b) 下表闡述有關未來世界金融用於調整任何會計政策差異及與綜合財務報表賬面值對賬的財務資料概要：

| | | HK\$'000 千港元 |
|--|----------------------|-----------------|
| Current assets | 流動資產 | 469,663 |
| Non-current assets | 非流動資產 | 1,383,299 |
| Current liabilities | 流動負債 | (567,576) |
| Net assets | 資產淨值 | 1,285,386 |
| Reconciliation to the Group's interest in the associate: | 本集團於聯營公司之權益對賬： | |
| Proportion of the Group's ownership | 本集團擁有權比例 | 18.70% |
| Group's share of net assets of the associate | 本集團分佔聯營公司之資產淨值 | 240,367 |
| Goodwill on acquisition (less cumulative impairment) | 收購時商譽 (減累計減值) | - |
| Elimination of unrealised profits and losses on transaction with the associate | 對銷與聯營公司交易時之未變現溢利及虧損 | (15,173) |
| Carrying amount of the investment | 投資賬面值 | 225,194 |
| Revenue | 收入 | 39,674 |
| Loss for the year attributable to owners of FWF | 未來世界金融擁有人應佔本年度虧損 | (79,839) |
| Other comprehensive loss for the year attributable to owners of FWF | 未來世界金融擁有人應佔本年度其他全面虧損 | (500,544) |
| Total comprehensive loss for the year attributable to owners of FWF | 未來世界金融擁有人應佔本年度全面虧損總額 | (580,383) |
| Dividend received | 已收股息 | - |
| Fair value of the Group's investment | 本集團投資之公平值 | 112,594 |

19. Equity Investments at Fair Value Through Other Comprehensive Income/ Available-For-Sale Equity Investments

19. 透過其他全面收益按公平值列賬之股本投資／持作出售股本投資

| | | 31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 |
|--|----------------------------|--|--|
| Equity investments at fair value through other comprehensive income | 透過其他全面收益按公平值列賬之股本投資 | | |
| Listed equity investments, at fair value | 上市股本投資，按公平值 | 1,296,154 | - |
| Available-for-sale equity investments | 可供出售股本投資 | | |
| Listed equity investments, at fair value | 上市股本投資，按公平值 | - | 1,710,695 |

The above equity investments were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

During the period ended 31 December 2017, there was a further decline in the market value of a listed equity. The directors consider that such a decline indicates that the listed equity investment is impaired and an impairment loss of HK\$800,000 has been recognised in the statement of profit or loss for the period.

上述股本投資乃不可撤回地指定為透過其他全面收益按公平值列賬，原因為本集團認為該等資產屬策略性質。

於截至二零一七年十二月三十一日止期間，一項上市股本之市值進一步下跌。董事認為市值下跌顯示上市股本投資已減值，而減值虧損800,000港元已於期內的損益表內確認。

20. Equity Investments at Fair Value Through Profit or Loss

| | | 31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 |
|---|---------------|--|--|
| Listed equity investments in Hong Kong, at fair value | 香港上市股本投資，按公平值 | 21 | 560,368 |

The above equity investments at 31 December 2018 and 31 December 2017 were classified as fair value through profit or loss as they were held for trading. The fair values of listed equity investments are based on quoted market prices.

20. 透過損益按公平值列賬之股本投資

上述股本投資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分類為透過損益按公平值列賬，因其為持作買賣用途。上市股本投資之公平值乃根據市場報價計算。

21. Loan Receivables from Money Lending Business

| | | 31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 |
|------------------------|--------|--|--|
| Loan receivables | 應收貸款 | 301,271 | 476,765 |
| Provisions/impairment* | 撥備/減值* | (1,774) | - |
| | | 299,497 | 476,765 |

As at 31 December 2018, loan receivables represented loans of HK\$299,497,000 (31 December 2017: HK\$476,765,000) granted by the Group to a number of independent third parties. The loans bore interest at rates ranging from 5% to 12% per annum (31 December 2017: ranging from 5% to 12% per annum) and were repayable within one year. The grants of these loans were approved and monitored by the Group's management. The loan balances were not past due for which there was no recent history of default.

The Group holds collateral or other credit enhancement over its loan receivables balance of HK\$179,485,000 (31 December 2017: Nil). The carrying amount of the loan receivables approximates their fair values.

* The balances also include the provisions on off-balance sheet credit exposures.

21. 放貸業務產生之應收貸款

於二零一八年十二月三十一日，應收貸款指本集團授予多名獨立第三方之貸款299,497,000港元（二零一七年十二月三十一日：476,765,000港元）。貸款按年利率5%至12%（二零一七年十二月三十一日：按年利率5%至12%）計息及須於一年內償還。授出該等貸款由本集團管理層批准及監察。貸款結餘並無逾期，近期並無違約記錄。

本集團就其應收貸款結餘179,485,000港元（二零一七年十二月三十一日：無）持有抵押品或其他信貸提升措施。應收貸款之賬面值與其公平值相若。

* 該等結餘亦包括資產負債表外的信貸風險撥備。

21. Loan Receivables from Money Lending Business (continued)

Analysis of changes in the gross carrying amount is as follows:

21. 放貸業務產生之應收貸款(續)

賬面總值之變動分析如下：

| | | 31 December 2018 二零一八年十二月三十一日 | | | |
|---|------------------------|----------------------------------|-----------------|-----------------|-----------------|
| | | Stage 1 階段1 | Stage 2 階段2 | Stage 3 階段3 | Total 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| As at 1 January 2018 | 於二零一八年一月一日 | 476,765 | – | – | 476,765 |
| Transfer to lifetime expected credit loss not credit impaired (Stage 2) | 轉撥至未信貸減值之全期預期信貸虧損(階段2) | (956) | 956 | – | – |
| Transfer to lifetime expected credit loss credit impaired (Stage 3) | 轉撥至已信貸減值之全期預期信貸虧損(階段3) | – | (925) | 925 | – |
| Other changes (including new assets and derecognised assets) | 其他變動(包括新資產及終止確認資產) | (175,387) | (31) | (76) | (175,494) |
| As at 31 December 2018 | 於二零一八年十二月三十一日 | 300,422 | – | 849 | 301,271 |

21. Loan Receivables from Money Lending Business (continued)

Analysis of changes in the corresponding ECL allowance is as follows:

21. 放貸業務產生之應收貸款(續)

相應預期信貸虧損撥備之變動分析如下：

| | | 31 December 2018 二零一八年十二月三十一日 | | | |
|---|------------------------|-----------------------------------|-----------------------------------|-----------------------------------|--------------------------------|
| | | Stage 1 階段1 HK\$'000 千港元 | Stage 2 階段2 HK\$'000 千港元 | Stage 3 階段3 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| As at 1 January 2018 | 於二零一八年一月一日 | 477 | – | – | 477 |
| Transfer to lifetime expected credit loss not credit impaired (Stage 2) | 轉撥至未信貸減值之全期預期信貸虧損(階段2) | (1) | 1 | – | – |
| Transfer to lifetime expected credit loss credit impaired (Stage 3) | 轉撥至已信貸減值之全期預期信貸虧損(階段3) | – | (92) | 92 | – |
| Other changes (including new assets and derecognised assets) | 其他變動(包括新資產及終止確認資產) | 449 | – | (76) | 373 |
| Change in risk parameters | 風險參數變動 | – | 91 | 833 | 924 |
| As at 31 December 2018 | 於二零一八年十二月三十一日 | 925 | – | 849 | 1,774 |
| Arising from: | 自下列各項產生： | | | | |
| Loan receivables | 應收貸款 | 885 | – | 849 | 1,734 |
| Loan commitments | 貸款承擔 | 40 | – | – | 40 |
| | | 925 | – | 849 | 1,774 |
| ECL rate | 預期信貸虧損率 | 0.31% | – | 100.00% | 0.59% |

22. Trade Receivables from Business of Trading and Distribution of Electronic and Accessory Products

22. 買賣及分銷電子及配套產品業務產生之應收貿易賬款

| | | 31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 |
|--|-------------------------|--|--|
| Trade receivables arising from the business of trading and distribution of electronic and accessory products | 買賣及分銷電子及配套產品業務產生之應收貿易賬款 | — | 1,175 |
| Impairment | 減值 | — | (1,175) |
| | | — | — |

Included in the above provision for impairment of trade receivables as at 31 December 2017 is a provision of HK\$1,175,000 for individually impaired trade receivables, arising from the business of trading and distribution of electronic and accessory products, with a carrying amount before provision of HK\$1,175,000. The individually impaired trade receivables relate to customers that were in dispute or were in default in interest and/or principal payments and only a portion of the receivables is expected to be recovered. Such trade receivables together with associated allowance are written off during the year as they are past due for more than one year and are not subject to enforcement activity.

上述應收貿易賬款於二零一七年十二月三十一日之減值撥備包括買賣及分銷電子及配套產品業務所產生個別減值應收貿易賬款之撥備1,175,000港元，該應收貿易賬款之撥備前賬面值為1,175,000港元。個別減值應收貿易賬款與存在爭議之客戶或欠付利息及／或本金之客戶有關，預期僅可收回部份應收款項。該等應收貿易賬款連同相關撥備於本年度予以撇銷乃由於該等款項已逾期超過一年，且並無可強制執行活動。

22. Trade Receivables from Business of Trading and Distribution of Electronic and Accessory Products (continued)

Analysis of changes in the gross carrying amount is as follows:

| | | 31 December 2018 二零一八年十二月三十一日 | | | |
|-----------------------------|---------------|----------------------------------|-----------------|-----------------|-----------------|
| | | Stage 1 階段1 | Stage 2 階段2 | Stage 3 階段3 | Total 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| As at 1 January 2018 | 於二零一八年一月一日 | - | - | 1,175 | 1,175 |
| Written off during the year | 本年度撇銷 | - | - | (1,175) | (1,175) |
| As at 31 December 2018 | 於二零一八年十二月三十一日 | - | - | - | - |

Analysis of changes in the corresponding ECL allowance is as follows:

| | | 31 December 2018 二零一八年十二月三十一日 | | | |
|-----------------------------|---------------|----------------------------------|-----------------|-----------------|-----------------|
| | | Stage 1 階段1 | Stage 2 階段2 | Stage 3 階段3 | Total 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| As at 1 January 2018 | 於二零一八年一月一日 | - | - | 1,175 | 1,175 |
| Written off during the year | 本年度撇銷 | - | - | (1,175) | (1,175) |
| As at 31 December 2018 | 於二零一八年十二月三十一日 | - | - | - | - |

22. 買賣及分銷電子及配套產品業務產生之應收貿易賬款(續)

賬面總值變動分析如下：

| | | 31 December 2018 二零一八年十二月三十一日 | | | |
|-----------------------------|---------------|----------------------------------|-----------------|-----------------|-----------------|
| | | Stage 1 階段1 | Stage 2 階段2 | Stage 3 階段3 | Total 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| As at 1 January 2018 | 於二零一八年一月一日 | - | - | 1,175 | 1,175 |
| Written off during the year | 本年度撇銷 | - | - | (1,175) | (1,175) |
| As at 31 December 2018 | 於二零一八年十二月三十一日 | - | - | - | - |

相應預期信貸虧損撥備變動分析如下：

| | | 31 December 2018 二零一八年十二月三十一日 | | | |
|-----------------------------|---------------|----------------------------------|-----------------|-----------------|-----------------|
| | | Stage 1 階段1 | Stage 2 階段2 | Stage 3 階段3 | Total 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| As at 1 January 2018 | 於二零一八年一月一日 | - | - | 1,175 | 1,175 |
| Written off during the year | 本年度撇銷 | - | - | (1,175) | (1,175) |
| As at 31 December 2018 | 於二零一八年十二月三十一日 | - | - | - | - |

23. Trade Receivables from Securities and Futures Dealing Business

23. 證券及期貨買賣業務產生之應收貿易賬款

| | | 31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 |
|--|--------------------|--|--|
| Trade receivables arising from the securities and futures dealing business | 證券及期貨買賣業務產生之應收貿易賬款 | | |
| – Clearing houses | – 結算所 | 2,833 | 11,803 |
| – Cash clients | – 現金客戶 | 18,819 | 39,622 |
| – Margin clients | – 保證金客戶 | 379,993 | 331,670 |
| – Brokers | – 經紀 | 202 | 8,124 |
| | | 401,847 | 391,219 |
| Impairment | 減值 | (6,553) | – |
| | | 395,294 | 391,219 |

Trade receivables from cash clients, clearing houses and brokers arising from the securities and futures dealing business are repayable on demand subsequent to the settlement date. The normal settlement terms of the said trade receivables are, in general, within 2 days after the trade date. The Group allows a credit period mutually agreed with the contracting parties for receivables from margin clients.

Except for receivables from margin clients, the Group does not hold any collateral or other credit enhancements over these balances. The Group is allowed to dispose of the securities or futures deposited by the customers with the Group to settle any overdue amount.

證券及期貨買賣業務產生之應收現金客戶、結算所及經紀之貿易賬款於結算日後按要要求償還。上述應收貿易賬款之正常結算期普遍為交易日期後兩日。就應收保證金客戶款項，本集團容許與訂約方互相協定信貸期。

除應收保證金客戶款項外，本集團並無就該等結餘持有任何抵押品或其他信貸提升措施。本集團可出售客戶寄存於本集團之證券或期貨以償付任何逾期款項。

23. Trade Receivables from Securities and Futures Dealing Business (continued)

Trade receivables are unsecured, interest free and repayable on the settlement date of the relevant trades, except for the receivables from margin clients of HK\$379,993,000 (31 December 2017: HK\$331,670,000) which bears interest at a range of 7% to 12.25% per annum (31 December 2017: range of 9.25% to 12.25% per annum) and are secured by investments held by margin clients of approximately HK\$705,157,000 (31 December 2017: HK\$2,782,100,000) as at 31 December 2018. The carrying amount of the trade receivables approximates their fair values.

Included in the trade receivables as at 31 December 2018 are amounts due from Mr. Xu Ke, Mr. Yu Qingrui, Mr. Wu Ming and Mr. Chen Xiaodong, being the directors of the Company, of HK\$39,403,000, HK\$2,932,000, HK\$327,000 and HK\$300,000 respectively arising from securities dealing transactions, which bears interest at commercial rate and are secured by respective underlying investments.

Included in the trade receivables as at 31 December 2017 are amounts due from Mr. Yu Qingrui, Mr. Chen Xiaodong, Ms. Lam Hay Yin, being the directors of the Company, of HK\$10,190,000, HK\$3,208,000 and HK\$8,920,000 respectively arising from securities dealing transactions, which bears interest at commercial rate and are secured by respective underlying investments.

The Company maintains accounts with the clearing houses through which it conducts securities and futures trading transactions and settlement on a net basis.

No ageing analysis is disclosed as, in the opinion of the directors, the ageing analysis does not give additional value in view of the business nature.

23. 證券及期貨買賣業務產生之應收貿易賬款(續)

應收貿易賬款為無抵押、不計息及須於有關貿易結算日償還，惟應收保證金客戶之款項379,993,000港元(二零一七年十二月三十一日：331,670,000港元)除外，於二零一八年十二月三十一日，有關款項按年利率介乎7%至12.25%(二零一七年十二月三十一日：年利率介乎9.25%至12.25%)計息，並以保證金客戶所持投資約705,157,000港元(二零一七年十二月三十一日：2,782,100,000港元)作抵押。應收貿易賬款之賬面值與其公平值相若。

於二零一八年十二月三十一日，應收貿易賬款包括因證券買賣交易而產生之應收本公司董事徐柯先生、余慶銳先生、吳銘先生及陳曉東先生之款項分別39,403,000港元、2,932,000港元、327,000港元及300,000港元，按商業利率計息，並由各自之相關投資作抵押。

於二零一七年十二月三十一日，應收貿易賬款包括因證券買賣交易而產生之應收本公司董事余慶銳先生、陳曉東先生及林曦妍女士之款項分別10,190,000港元、3,208,000港元及8,920,000港元，按商業利率計息，並由各自之相關投資作抵押。

本公司於結算所設有賬戶，以便進行證券及期貨買賣交易，並按淨額基準結算。

並無披露賬齡分析，因董事認為鑒於業務性質，賬齡分析不會提供額外價值。

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

23. Trade Receivables from Securities and Futures Dealing Business (continued)

Analysis of changes in the gross carrying amount is as follows:

23. 證券及期貨買賣業務產生之應收貿易賬款(續)

賬面總值變動分析如下：

| | | 31 December 2018 二零一八年十二月三十一日 | | | |
|---|------------------------|----------------------------------|-----------------|-----------------|-----------------|
| | | Stage 1 階段1 | Stage 2 階段2 | Stage 3 階段3 | Total 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| As at 1 January 2018 | 於二零一八年一月一日 | 391,219 | – | – | 391,219 |
| Transfer to lifetime expected credit loss not credit impaired (Stage 2) | 轉撥至未信貸減值之全期預期信貸虧損(階段2) | (170,662) | 170,662 | – | – |
| Transfer to lifetime expected credit loss credit impaired (Stage 3) | 轉撥至已信貸減值之全期預期信貸虧損(階段3) | (224,104) | – | 224,104 | – |
| Other changes (including new assets and derecognised assets) | 其他變動(包括新資產及終止確認資產) | 151,605 | (4,423) | (136,554) | 10,628 |
| As at 31 December 2018 | 於二零一八年十二月三十一日 | 148,058 | 166,239 | 87,550 | 401,847 |
| Arising from: | 自下列各項產生： | | | | |
| Clearing houses | 結算所 | 2,833 | – | – | 2,833 |
| Cash clients | 現金客戶 | 5,511 | 9,805 | 3,503 | 18,819 |
| Margin clients | 保證金客戶 | 139,512 | 156,434 | 84,047 | 379,993 |
| Brokers | 經紀 | 202 | – | – | 202 |
| | | 148,058 | 166,239 | 87,550 | 401,847 |

23. Trade Receivables from Securities and Futures Dealing Business (continued)

Analysis of changes in the corresponding ECL allowance is as follows:

23. 證券及期貨買賣業務產生之應收貿易賬款(續)

相應預期信貸虧損撥備之變動分析如下:

| | | 31 December 2018 二零一八年十二月三十一日 | | | |
|---|------------------------|----------------------------------|-----------------|-----------------|-----------------|
| | | Stage 1 階段1 | Stage 2 階段2 | Stage 3 階段3 | Total Total |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| As at 1 January 2018 | 於二零一八年一月一日 | 335 | – | – | 335 |
| Transfer to lifetime expected credit loss not credit impaired (Stage 2) | 轉撥至未信貸減值之全期預期信貸虧損(階段2) | (156) | 156 | – | – |
| Transfer to lifetime expected credit loss credit impaired (Stage 3) | 轉撥至已信貸減值之全期預期信貸虧損(階段3) | (184) | – | 184 | – |
| Other changes (including new assets and derecognised assets) | 其他變動(包括新資產及終止確認資產) | 60 | (323) | (15,825) | (16,088) |
| Change in risk parameters | 風險參數變動 | 63 | 1,013 | 21,230 | 22,306 |
| As at 31 December 2018 | 於二零一八年十二月三十一日 | 118 | 846 | 5,589 | 6,553 |
| Arising from: | 來自: | | | | |
| Clearing houses* | 結算所* | – | – | – | – |
| Cash clients | 現金客戶 | 26 | 3 | 1,010 | 1,039 |
| Margin clients | 保證金客戶 | 92 | 843 | 4,579 | 5,514 |
| Brokers* | 經紀* | – | – | – | – |
| | | 118 | 846 | 5,589 | 6,553 |
| ECL rate | 預期信貸虧損率 | | | | |
| Cash clients | 現金客戶 | 0.47% | 0.03% | 28.83% | 5.52% |
| Margin clients | 保證金客戶 | 0.07% | 0.54% | 5.45% | 1.45% |

* Other than the margin client and cash client receivables, no credit loss allowance has been provided for other trade receivable as the related credit loss allowances were immaterial.

* 除保證金客戶及現金客戶應收款項外，概無就其他應收貿易賬款計提信貸虧損撥備，原因為相關信貸虧損撥備屬不重大。

24. Trade Receivables from Placing and Asset Management Business

24. 配售及資產管理業務產生之應收貿易賬款

| | | 31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 |
|--|--------------------|--|--|
| Trade receivables arising from the placing and asset management business | 配售及資產管理業務產生之應收貿易賬款 | | |
| – Corporate clients | – 企業客戶 | 6,553 | – |
| – Investment funds | – 投資基金 | 392 | – |
| | | 6,945 | – |
| Impairment | 減值 | (651) | – |
| | | 6,294 | – |

Trade receivables from corporate clients and investment funds which are past due but not credit-impaired represent receivables arising from placing and asset management business which have not yet been settled by clients after the Group's normal credit period. Except for the impairment loss provided, the outstanding trade receivables from corporate clients and investment funds as at 31 December 2018 were considered not to be credit impaired as the credit rating and reputation of the trade counterparty are sound.

企業客戶及投資基金之已逾期但未信貸減值之應收貿易賬款指於本集團正常信貸期後，客戶尚未償清配售及資產管理業務產生之應收貿易賬款。除所計提之減值虧損外，於二零一八年十二月三十一日，尚未償還企業客戶及投資基金之應付貿易賬款被視為未信貸減值，原因為信貸評級及交易對手方之信譽均良好。

24. Trade Receivables from Placing and Asset Management Business (continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2018

| | Current 即期 | Less than 1 month 少於一個月 | Past due 逾期 1 to 3 months 一至三個月 | Over 3 months 超過三個月 | Total 總計 |
|---|---------------|-------------------------------|---|---------------------------|-------------|
| Gross carrying amount (HK\$'000) 賬面總值(千港元) | 392 | 6,553 | - | - | 6,945 |
| Expected credit losses (HK\$'000) 預期信貸虧損(千港元) | 2 | 649 | - | - | 651 |
| ECL rate 預期信貸虧損率 | 0.51% | 9.90% | - | - | 9.37% |

24. 配售及資產管理業務產生之應收貿易賬款(續)

有關本集團採用撥備矩陣計量的應收貿易賬款的信貸風險資料載列如下：

於二零一八年十二月三十一日

25. Prepayments, Deposits and Other Receivables

25. 預付款項、按金及其他應收款項

| | 31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 |
|---|--|--|
| Prepayments and other receivables* 預付款項及其他應收款項* | 29,435 | 29,227 |
| Deposits paid 已付按金 | 13,977 | 10,748 |
| | 43,412 | 39,975 |
| Impairment 減值 | (9,181) | - |
| | 34,231 | 39,975 |
| Less: Non-current portion 減：非流動部份 | (12,799) | (9,915) |
| Current portion 流動部份 | 21,432 | 30,060 |

* Included in the prepayments and other receivables are interest receivables arising from the money lending business and loan to a third party arising from trading of equity investments with gross amount of HK\$16,545,000 (31 December 2017: HK\$21,289,000) and HK\$9,065,000 (31 December 2017: Nil) respectively. The corresponding ECL amount are HK\$116,000 (31 December 2017: Nil) and HK\$9,065,000 (31 December 2017: Nil) respectively.

* 預付款項及其他應收款項包含放貸業務產生之應收利息及買賣總值分別為16,545,000港元(二零一七年十二月三十一日：21,289,000港元)及9,065,000港元(二零一七年十二月三十一日：無)之股本投資產生之第三方貸款。相應預期信貸虧損金額分別為116,000港元(二零一七年十二月三十一日：無)及9,065,000港元(二零一七年十二月三十一日：無)。

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

25. Prepayments, Deposits and Other Receivables (continued)

None of the prepayments and deposits is either past due or impaired.

The remaining balance of other receivables was neither past due nor impaired and relates to a number of independent parties for whom there was no recent history of default.

The carrying amounts of deposits and other receivables approximate their fair values.

Analysis of changes in the gross carrying amount is as follows:

| | | 31 December 2018 二零一八年十二月三十一日 | | | |
|---|------------------------|----------------------------------|------------------|------------------|-----------------|
| | | Stage 1 (階段1) | Stage 2 (階段2) | Stage 3 (階段3) | Total 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| As at 1 January 2018 | 於二零一八年一月一日 | 21,289 | – | – | 21,289 |
| Transfer to lifetime expected credit loss not credit impaired (Stage 2) | 轉撥至未信貸減值之全期預期信貸虧損(階段2) | (10,340) | 10,340 | – | – |
| Transfer to lifetime expected credit loss credit impaired (Stage 3) | 轉撥至已信貸減值之全期預期信貸虧損(階段3) | – | (10,484) | 10,484 | – |
| Other changes (including new assets and derecognised assets) | 其他變動(包括新資產及終止確認資產) | 5,584 | 144 | (1,407) | 4,321 |
| As at 31 December 2018 | 於二零一八年十二月三十一日 | 16,533 | – | 9,077 | 25,610 |

25. 預付款項、按金及其他應收款項 (續)

概無預付款項及按金已逾期或已減值。

其他應收款項之餘下結餘並無逾期或減值，且與多名近期無違約記錄之獨立各方有關。

按金及其他應收款項之賬面值與其公平值相若。

賬面總值之變動分析如下：

25. Prepayments, Deposits and Other Receivables (continued)

Analysis of changes in the corresponding ECL allowance is as follows:

| | | 31 December 2018 二零一八年十二月三十一日 | | | |
|---|------------------------|----------------------------------|------------------|------------------|-----------------|
| | | Stage 1 (階段1) | Stage 2 (階段2) | Stage 3 (階段3) | Total 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| As at 1 January 2018 | 於二零一八年一月一日 | – | – | – | – |
| Transfer to lifetime expected credit loss not credit impaired (Stage 2) | 轉撥至未信貸減值之全期預期信貸虧損(階段2) | (1,025) | 1,025 | – | – |
| Transfer to lifetime expected credit loss credit impaired (Stage 3) | 轉撥至已信貸減值之全期預期信貸虧損(階段3) | – | (1,039) | 1,039 | – |
| Other changes (including new assets and derecognised assets) | 其他變動(包括新資產及終止確認資產) | 52 | 14 | (1,376) | (1,310) |
| Change in risk parameters | 風險參數變動 | 1,077 | – | 9,414 | 10,491 |
| As at 31 December 2018 | 於二零一八年十二月三十一日 | 104 | – | 9,077 | 9,181 |
| ECL rate | 預期信貸虧損率 | 0.63% | – | 100.00% | 35.85% |

26. Cash and Bank Balances

As at 31 December 2018, cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to HK\$16,766,000 (31 December 2017: HK\$5,187,000). The RMB are not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and bank balances approximate their fair values.

25. 預付款項、按金及其他應收款項 (續)

相應預期信貸虧損撥備之變動分析如下：

26. 現金及銀行結存

於二零一八年十二月三十一日，本集團以人民幣（「人民幣」）計值之現金及銀行結存為16,766,000港元（二零一七年十二月三十一日：5,187,000港元）。人民幣不可自由兌換為其他貨幣，然而，根據中國內地之外匯管理條例以及結匯、售匯及付匯管理規定，本集團獲准許透過獲授權進行外匯業務之銀行，將人民幣兌換為其他貨幣。

存於銀行之現金根據每日銀行存款利率按浮動利率賺取利息。銀行結存存於並無近期違約記錄且具信譽之銀行。現金及銀行結存之賬面值與其公平值相若。

27. Bank Balances Held on Behalf of Clients

As at 31 December 2018, the Group maintained client trust monies via Central Wealth Securities Investment Limited (“CWSI”) and Central Wealth Futures Limited (“CWF”) which were not held for settlement of HK\$90,966,000 (31 December 2017: HK\$90,624,000) in segregated bank accounts in accordance with the provision of Hong Kong Securities and Futures (Client Money) Rules.

The Group has classified the client trust monies as cash held on behalf of clients in current assets section of the consolidated statement of financial position and recognised the corresponding trade payables to the respective clients in current liabilities section of the statement of financial position. The Group is allowed to retain some or all of the interest derived from the clients’ monies. The Group is not allowed to use the clients’ monies to settle its own obligations. The carrying amounts of the bank balances held on behalf of clients approximate their fair values.

28. Trade Payables**27. 代表客戶持有之銀行結存**

於二零一八年十二月三十一日，本集團透過中達證券投資有限公司（「中達證券」）及中達期貨有限公司（「中達期貨」）根據香港證券及期貨（客戶款項）規則條文於獨立銀行賬戶存置並非持作結算之客戶信託款項90,966,000港元（二零一七年十二月三十一日：90,624,000港元）。

本集團將客戶信託款項分類為綜合財務狀況表內流動資產部分之代表客戶持有之現金，並將應付各客戶之相應應付貿易賬款於財務狀況表內流動負債部份確認。本集團獲准保留部份或全部來自客戶款項之利息。本集團不得使用客戶款項結付其本身之債務。代表客戶持有之銀行結存賬面值與其公平值相若。

28. 應付貿易賬款

| | | 31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 |
|---|-------------------------|--|--|
| Trade payables arising from the business of trading and distribution of electronic and accessory products | 買賣及分銷電子及配套產品業務產生之應付貿易賬款 | 502 | 502 |
| Trade payables arising from the securities and futures dealing business | 證券及期貨買賣業務產生之應付貿易賬款 | | |
| – Clearing houses | – 結算所 | 6,188 | – |
| – Cash clients | – 現金客戶 | 41,444 | 55,235 |
| – Margin clients | – 保證金客戶 | 51,352 | 152,341 |
| | | 99,486 | 208,078 |

28. Trade Payables (continued)

Trade payables arising from securities dealing business bear interest at 0.01% per annum and repayable on the settlement day of the relevant trades. The carrying amount of trade payables approximates their fair values.

Trade payables arising from futures dealing business are non-interest bearing and repayable on the settlement day of the relevant trades. The carrying amount of trade payables approximates their fair values.

Included in the trade payables as at 31 December 2018 are amounts due to Ms. Lam Hay Yin and Mr. Chen Xiaodong, being the directors of the Company, of HK\$29,952 and HK\$2,330 respectively arising from securities dealing transactions, which are unsecured, bears interest at 0.01% per annum and repayable on the settlement day of the relevant trades.

Included in the trade payables as at 31 December 2017 are amounts due to Ms. Lam Hay Yin, Mr. Mai Qijian and Mr. Chen Xiaodong, being the directors of the Company, of HK\$39, HK\$90,033 and HK\$942 respectively arising from securities dealing transactions, which are unsecured, bears interest at 0.01% per annum and repayable on the settlement day of the relevant trades.

No ageing analysis is disclosed as, in the opinion of the directors, the ageing analysis does not give additional value in view of the business nature.

29. Other Payables and Accruals

The Group's payables and accruals are non-interest-bearing and are normally settled within three months. The carrying amount of financial liabilities included in other payables and accruals approximates their fair values.

28. 應付貿易賬款(續)

證券買賣業務產生之應付貿易賬款按年息0.01%計息及須於有關貿易結算日償還。應付貿易賬款之賬面值與其公平值相若。

期貨買賣業務產生之應付貿易賬款不計息及須於有關貿易結算日償還。應付貿易賬款之賬面值與其公平值相若。

於二零一八年十二月三十一日，應付貿易賬款包括因證券買賣交易而產生之應付本公司董事林曦妍女士及陳曉東先生之款項分別29,952港元及2,330港元，為無抵押，按年利率0.01%計息，並須於有關交易結算日償付。

於二零一七年十二月三十一日，應付貿易賬款包括因證券買賣交易而產生之應付本公司董事林曦妍女士、麥其建先生及陳曉東先生之款項分別39港元、90,033港元及942港元，為無抵押，按年利率0.01%計息，並須於有關交易結算日償付。

並無披露賬齡分析，因董事認為鑒於業務性質，賬齡分析不會提供額外價值。

29. 其他應付款項及應計費用

本集團之應付款項及應計費用為不計息及一般於三個月內償付。其他應付款項及應計費用包含之金融負債之賬面值與其公平值相若。

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

30. Interest-Bearing Bank and Other Borrowings

30. 計息銀行及其他借貸

| | | 31 December 2018 二零一八年十二月三十一日 | | | 31 December 2017 二零一七年十二月三十一日 | | |
|--|--------------------|--|--------------------------------|-----------------|--|--------------------------------|-----------------|
| | | Effective interest rate (%) 實際利率(%) | Maturity 到期 | HK\$'000 千港元 | Effective interest rate (%) 實際利率(%) | Maturity 到期 | HK\$'000 千港元 |
| Current | 即期 | | | | | | |
| Bank overdrafts – secured | 銀行透支—有抵押 | 4.9 to 5.25 4.9至5.25 | on demand 按要求 | 45,095 | 5.0 to 5.3 5.0至5.3 | on demand 按要求 | 59,494 |
| Bank loans – secured | 銀行貸款—有抵押 | 2.2 to 3.7 2.2至3.7 | 2019 二零一九年 | 134,500 | 3.2 to 3.6 3.2至3.6 | 2018 二零一八年 | 160,000 |
| Current portion of long term bank loans – secured | 長期銀行貸款即期部分 —有抵押 | 3.2 to 3.6 3.2至3.6 | 2019 二零一九年 | 7,798 | 2.7 to 3.5 2.7至3.5 | 2018 二零一八年 | 7,763 |
| | | | | 142,298 | | | 167,763 |
| Other loans – unsecured | 其他貸款—無抵押 | 8.0 8.0 | on demand 按要求 | 172,000 | 8.0 8.0 | on demand 按要求 | 117,000 |
| Other loans – secured | 其他貸款—有抵押 | 7.3 to 13.1 7.3至13.1 | 2019 二零一九年 | 300,178 | 7.3 to 11.0 7.3至11.0 | 2018 二零一八年 | 408,930 |
| | | | | 472,178 | | | 525,930 |
| | | | | 659,571 | | | 753,187 |
| Non-current | 非即期 | | | | | | |
| Bank loans – secured | 銀行貸款—有抵押 | 3.2 to 3.6 3.2至3.6 | 2020 – 2037 二零二零年 至二零三七年 | 156,362 | 2.7 to 3.5 2.7至3.5 | 2019 – 2037 二零一九年 至二零三七年 | 164,056 |
| | | | | 815,933 | | | 917,243 |

30. Interest-Bearing Bank and Other Borrowings

(continued)

Notes:

- (a) The Group's overdraft facilities amounting to HK\$175,000,000 (31 December 2017: HK\$175,000,000), of which HK\$45,095,000 (31 December 2017: HK\$59,494,000) had been utilised as at the end of the reporting period.
- (b) The Group's bank overdraft and certain of the Group's bank borrowings included above are secured by:
- mortgages over the Group's investment property situated in Hong Kong, which had an aggregate carrying value at the end of the reporting period of HK\$435,000,000 (31 December 2017: HK\$430,000,000).
 - listed securities pledged to the Group by certain margin clients with an aggregate amount of approximately HK\$197,595,000 (31 December 2017: HK\$218,088,000).
- (c) Certain of the Group's other loans are secured by listed securities held by the Group with market values as below:

At 31 December 2018

| Stock code 股份代號 | Accounting classification 會計分類 | HK\$'000 千港元 |
|--------------------|--|-----------------|
| 1141 | Equity investments at fair value through other comprehensive income 透過其他全面收益按公平值列賬之股本投資 | 1,276,397 |
| | | 1,276,397 |

At 31 December 2017

| Stock code 股份代號 | Accounting classification 會計分類 | HK\$'000 千港元 |
|--------------------|--|-----------------|
| 1141 | Available-for-sale equity investments 可供出售股本投資 | 547,778 |
| 1141 | Equity investments at fair value through profit or loss 透過損益按公平值列賬之股本投資 | 1,377,966 |
| | | 1,925,744 |

30. 計息銀行及其他借貸 (續)

附註：

- (a) 本集團之透支融資為175,000,000港元(二零一七年十二月三十一日：175,000,000港元)，於報告期末已動用其中45,095,000港元(二零一七年十二月三十一日：59,494,000港元)。
- (b) 上表所包括本集團銀行透支及本集團若干銀行借貸乃以下列各項作抵押：
- 本集團位於香港之投資物業之按揭，於報告期末之賬面總值為435,000,000港元(二零一七年十二月三十一日：430,000,000港元)。
 - 若干保證金客戶質押予本集團之上市證券，賬面總額約為197,595,000港元(二零一七年十二月三十一日：218,088,000港元)。
- (c) 部分本集團其他貸款以本集團持有的上市證券作抵押，市值如下：

於二零一八年十二月三十一日

於二零一七年十二月三十一日

30. Interest-Bearing Bank and Other Borrowings**(continued)**

Notes: (continued)

- (d) Other loans – unsecured are repayable on demand to Globally Finance Limited, a subsidiary of FWF, an associate of the Group.
- (e) Current portion of bank loans and other borrowings are maturing within one year. The carrying amounts of these loans approximate to their fair values due to the short term maturities floating interest rates.
- (f) Mortgaged bank loans bear floating rates with reference to HIBOR and Prime Rate. The carrying amounts of these loans approximate their fair values.

31. Shareholder Loan

The shareholder loan is unsecured, non-interest-bearing and repayable on demand. The loan was fully settled in January 2018.

32. Notes Payable

The Group issued notes (the “2016 Notes”) with an aggregate principal amount of HK\$92,100,000, before related expenses of HK\$5,526,000, to an independent individual. The 2016 Notes bear interest at a rate of 4% per annum and will mature in January 2024. The interest will be repayable by the Group annually on the anniversary of the issue date of the respective notes and up to the maturity date.

30. 計息銀行及其他借貸 (續)

附註：(續)

- (d) 其他貸款—無抵押須按要求償還予未來世界金融(本集團之聯營公司)之附屬公司世界財務有限公司。
- (e) 銀行貸款及其他借貸即期部分於一年內到期。由於該等貸款按浮動利率計息且在短期內到期，故其賬面值與公平值相若。
- (f) 按揭銀行貸款參照香港銀行同業拆息及最優惠利率計算浮息。該等貸款之賬面值與其公平值相若。

31. 股東貸款

股東貸款為無抵押、免息及按要求償還。有關貸款已於二零一八年一月悉數償還。

32. 應付票據

| | | 31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 |
|---------------|------|--|--|
| Notes payable | 應付票據 | 86,574 | 86,574 |

本集團向一名獨立人士發行票據(「二零一六年票據」)，扣除5,526,000港元相關開支前之本金總額為92,100,000港元。二零一六年票據按年利率4%計息，並於二零二四年一月到期。本集團須在到期日前每年於相關票據發行日期之週年日償還利息。

33. Deferred Tax

The movements in deferred tax liabilities and assets during the year/period are as follows:

Deferred tax liabilities

| | | 31 December 2018 二零一八年十二月三十一日 | | |
|--|---------------------------|---|---|--------------------------------|
| | | Depreciation allowance in excess of related depreciation 折舊撥備超過有關折舊 HK\$'000 千港元 | Impairment of other financial and contract assets 其他金融及合約資產減值 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| At 31 December 2017 | 於二零一七年十二月三十一日 | 134 | – | 134 |
| Effect of adoption of HKFRS 9 | 採納香港財務報告準則第9號之影響 | – | – | – |
| At 1 January 2018 (restated) | 於二零一八年一月一日 (經重列) | 134 | – | 134 |
| Deferred tax credited to the statement of profit or loss during the year (note 10) | 年內計入損益表之遞延稅項 (附註10) | (49) | – | (49) |
| Gross deferred tax liabilities at 31 December 2018 | 二零一八年十二月三十一日 之遞延稅項負債總額 | 85 | – | 85 |

33. 遞延稅項

遞延稅項負債及資產於年/期內之變動如下:

遞延稅項負債

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

33. Deferred Tax (continued) Deferred tax assets

33. 遞延稅項(續) 遞延稅項資產

| | | 31 December 2018 二零一八年十二月三十一日 | | |
|--|-----------------------|---|--|--------------------------------|
| | | Share-based compensation 以股份為基礎 之補償 HK\$'000 千港元 | Impairment of other assets financial and contract 其他金融及 合約資產減值 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| At 31 December 2017 | 於二零一七年十二月三十一日 | – | – | – |
| Effect of adoption of HKFRS 9 | 採納香港財務報告準則第9號之影響 | – | 55 | 55 |
| At 1 January 2018 (restated) | 於二零一八年一月一日 (經重列) | – | 55 | 55 |
| Deferred tax credited to the statement of profit or loss during the year (note 10) | 年內計入損益表之遞延稅項(附註10) | 2,553 | 211 | 2,764 |
| Gross deferred tax assets at 31 December 2018 | 二零一八年十二月三十一日之遞延稅項資產總值 | 2,553 | 266 | 2,819 |

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

就呈列目的而言，若干遞延稅項資產及負債已於財務狀況表抵銷。以下為本集團遞延稅項結餘之財務報告分析：

| | | HK\$'000 千港元 |
|--------------------------|--------|-----------------|
| Deferred tax assets | 遞延稅項資產 | 2,819 |
| Deferred tax liabilities | 遞延稅項負債 | (85) |
| | | 2,734 |

33. Deferred Tax (continued) Deferred tax liabilities

33. 遞延稅項(續) 遞延稅項負債

| | | 31 December 2017 二零一七年十二月三十一日 | | |
|---|-----------------------------------|--|---|-----------------|
| | | Depreciation allowance in excess of related depreciation | Impairment of other financial and contract assets | Total |
| | | 折舊撥備超過有關折舊 | 其他金融及合約資產減值 | 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| At 1 January 2017 | 於二零一七年一月一日 | - | - | - |
| Acquisition of a subsidiary | 收購附屬公司 | 147 | - | 147 |
| Deferred tax credited to the statement of profit or loss during the period (note 10) | 期內計入損益表之遞延稅項(附註10) | (13) | - | (13) |
| Gross deferred tax liabilities recognised in the consolidated statement of financial position at 31 December 2017 | 於二零一七年十二月三十一日之綜合財務狀況表中確認之遞延稅項負債總額 | 134 | - | 134 |

The Group has tax losses arising in Hong Kong of HK\$1,337,734,000 (31 December 2017: HK\$1,272,591,000) that are available for offsetting against future taxable profits of the companies in which the losses arose. As these losses have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised, deferred tax assets have been recognised to the extent of the deferred tax liabilities arising from taxable temporary differences from unrealised investment loss of HK\$909,459,000 (31 December 2017: unrealised investments gains of HK\$702,909,000) recognised by the Group as at 31 December 2018. For presentation purpose, such deferred tax assets and liabilities have been offset in the consolidated statement of financial position.

本集團有於香港產生之稅項虧損1,337,734,000港元(二零一七年十二月三十一日: 1,272,591,000港元),可供抵銷出現虧損之公司之未來應課稅溢利。由於附屬公司持續一段時間產生此等虧損且被認為不大可能有應課稅溢利可供抵銷稅項虧損,故本集團於二零一八年十二月三十一日已就來自未變現投資虧損之應課稅暫時差額產生之遞延稅項負債909,459,000港元(二零一七年十二月三十一日: 未變現投資收益702,909,000港元)確認遞延稅項資產。就呈列而言,有關遞延稅項資產及負債已於綜合財務狀況表抵銷。

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

34. Share Capital Shares

34. 股本 股份

| | | 31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 |
|--|---|--|--|
| Authorised: | 法定： | | |
| 80,000,000,000 (31 December 2017: 80,000,000,000) ordinary shares of HK\$0.01 each | 80,000,000,000股 (二零一七年十二月三十一日： 80,000,000,000股)每股面值 0.01港元之普通股 | 800,000 | 800,000 |
| Issued and fully paid: | 已發行及繳足： | | |
| 14,716,650,461 (31 December 2017: 12,716,650,461) ordinary shares of HK\$0.01 each | 14,716,650,461股 (二零一七年十二月三十一日： 12,716,650,461股)每股面值 0.01港元之普通股 | 147,167 | 127,167 |

A summary of movements of the Company's issued shares capital and share premium account is as follows:

有關本公司已發行股本及股份溢價賬之變動概列如下：

| | | Notes 附註 | Number of shares in issue 已發行股份數目 | Issued share capital 已發行股本 HK\$'000 千港元 | Share premium account 股份溢價賬 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|-------------------------------------|-------------|---|--|---|--------------------------------|
| At 1 April 2017 | 於二零一七年四月 一日 | | 8,965,128,980 | 89,651 | 4,070,821 | 4,160,472 |
| Issue of new shares, net of expenses | 發行新股份 (扣除開支後) | (i) | 3,751,521,481 | 37,516 | 420,668 | 458,184 |
| At 31 December 2017 and 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 | | 12,716,650,461 | 127,167 | 4,491,489 | 4,618,656 |
| Issue of new shares | 發行新股份 | (ii) | 2,000,000,000 | 20,000 | 180,000 | 200,000 |
| At 31 December 2018 | 於二零一八年十二月 三十一日 | | 14,716,650,461 | 147,167 | 4,671,489 | 4,818,656 |

34. Share Capital (continued) Shares (continued)

Notes:

- (i) During the period from 1 April 2017 to 31 December 2017, the Group issued shares in respect to the following transactions:
- On 8 May 2017, the Company placed a total of 1,300,040,000 shares at HK\$0.155 per share representing 14.50% of its total issued capital at that time. The net proceeds from the placing of approximately HK\$198,484,000 was used as 50% for financial investments and trading, 30% for money lending business and 20% for working capital.
 - On 27 July 2017, the Company and FWF entered into a share swap agreement, under which the Company subscribed for 470,000,000 FWF shares at HK\$0.11 per share for a total consideration of HK\$51,700,000 and FWF subscribed for 470,000,000 shares of the Company at HK\$0.11 per share for a total consideration of HK\$51,700,000. 470,000,000 shares of the Company were allotted and issued to FWF on 4 August 2017.
 - On 8 September 2017, the Group completed the acquisition of 66% equity interest of Instant Achieve for a total consideration of HK\$16,000,000, settled by the allotment and issue of 148,148,148 shares of the Company at approximately HK\$0.108 per share.
 - On 8 September 2017, the Group repaid the amount due to Globally Finance Limited of HK\$90,000,000, settled by the allotment and issue of 833,333,333 shares of the Company at HK\$0.108 per share.
 - On 13 September 2017, the Group acquired the equity interest of Goodview Assets Limited for a consideration of HK\$150,000,000, settled by cash amounting to HK\$48,000,000 and by the allotment and issue of 1,000,000,000 shares of the Company at the issue price of HK\$0.102 for a total consideration of HK\$102,000,000.
- (ii) During the year ended 31 December 2018, the Group placed a total of 2,000,000,000 shares at HK\$0.1 per share representing 15.73% of its total issued capital at that time. The proceeds from the placing of approximately HK\$200,000,000 was used for the repayment of loan.

34. 股本 (續) 股份 (續)

附註:

- (i) 二零一七年四月一日至二零一七年十二月三十一日期間，本集團就下列交易發行股份：
- 於二零一七年五月八日，本公司按每股0.155港元配售合共1,300,040,000股股份，相當於當時之全部已發行股本14.50%。配售之所得款項淨額約198,484,000港元其中50%用作財務投資及買賣、30%用於放貸業務及20%用作營運資金。
 - 於二零一七年七月二十七日，本公司與未來世界金融訂立換股協議，據此，本公司按每股0.11港元認購470,000,000股未來世界金融股份，總代價為51,700,000港元；而未來世界金融按每股0.11港元認購470,000,000股本公司股份，總代價為51,700,000港元。470,000,000股本公司股份已於二零一七年八月四日配發及發行予未來世界金融。
 - 於二零一七年九月八日，本集團完成收購即達之66%股權，總代價為16,000,000港元，乃透過按每股約0.108港元配發及發行148,148,148股本公司股份償付。
 - 於二零一七年九月八日，本集團償還應付世界財務有限公司款項90,000,000港元，乃透過按每股0.108港元配發及發行833,333,333股本公司股份償付。
 - 於二零一七年九月十三日，本集團收購Goodview Assets Limited股權，代價為150,000,000港元，乃以現金48,000,000港元以及按發行價0.102港元配發及發行1,000,000,000股本公司股份（總代價102,000,000港元）償付。
- (ii) 於截至二零一八年十二月三十一日止年度，本集團按每股股份0.1港元配售合共2,000,000,000股股份，其佔當時已發行股本總額的15.73%。配售所得款項約200,000,000港元已用於償還貸款。

34. Share Capital (continued)

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 37 to the financial statements.

35. Reserves

The contributed surplus of the Group arose as a result of the Group reorganisation upon listing of the Company's shares in 1994, and represented the difference between the nominal value of the shares of the former holding company of the Group prior to the Group reorganisation and the nominal value of the Company's shares issued in exchange therefor.

In addition, pursuant to special and ordinary resolutions passed at the special general meeting held on 22 September 2000, the issued and fully paid share capital of the Company was reduced by HK\$448,992,000 through a reduction in the nominal value of the share capital of the Company. The credit so arising was transferred to the contributed surplus.

On 28 July 2005, a capital reorganisation scheme was approved by the shareholders under a special resolution, pursuant to which, every 10 shares of HK\$0.01 each in the issued share capital of the Company were consolidated into one consolidated share of HK\$0.10 and every issued consolidated share was reduced in nominal amount by cancelling HK\$0.09 of the capital paid up for each issued consolidated share so as to form (after the share consolidation) one reorganised share of HK\$0.01. The credit so arising was transferred to the contributed surplus.

34. 股本(續)

購股權

有關本公司購股權計劃及計劃項下已發行購股權之詳情載於財務報表附註37。

35. 儲備

本集團之實繳盈餘源自本公司股份於一九九四年上市時所進行之集團重組，即集團重組前本集團之前控股公司股份面值較本公司為交換該等股份而發行股份之面值所多出之數額。

此外，根據於二零零零年九月二十二日舉行之股東特別大會上所通過之特別及普通決議案，本公司之已發行及繳足股本透過削減本公司股本之面值而削減448,992,000港元。因此產生之進賬轉撥至實繳盈餘。

於二零零五年七月二十八日，股本重組計劃根據一項特別決議案獲股東批准，據此，本公司已發行股本中每10股每股面值0.01港元之股份合併為一股面值0.10港元之合併股份，而每股已發行合併股份之面值透過註銷各已發行合併股份0.09港元之繳足股本予以削減，據此產生（於股份合併後）一股面值0.01港元之經重組股份。因此產生之進賬轉撥至實繳盈餘。

35. Reserves (continued)

On 26 March 2013, a capital reorganisation scheme was approved by the shareholders under a special resolution, pursuant to which, every 5 shares of HK\$0.01 each in the issued share capital of the Company were consolidated into one consolidated share of HK\$0.05 and every issued consolidated share was reduced in nominal amount by cancelling HK\$0.04 of the capital paid up for each issued consolidated share so as to form (after the share consolidation) one reorganised share of HK\$0.01. The credit so arising was transferred to the contributed surplus.

On 27 February 2015, a capital reorganisation was approved by the shareholders under a special resolution, pursuant to which, every 10 shares of HK\$0.01 each in the issued share capital of the Company were consolidated into one consolidated share of HK\$0.10 and every issued consolidated share was reduced in nominal amount by cancelling HK\$0.09 of the capital paid up for each issued consolidated share so as to form (after the share consolidation) one reorganised share of HK\$0.01. The credit so arising was transferred to the contributed surplus.

The equity component of convertible bonds arose from the convertible bonds with the maturity date of 15 November 2010 issued by the Company in 2007, which had been fully redeemed by the Company upon maturity.

36. Notes to the Consolidated Statement of Cash Flows**(a) Major non-cash transactions**

- (i) On 25 April 2018, the Group disposed of its entire equity interest of Goodview Assets Limited for a total consideration of HK\$342,483,000, settled by the acquisition of 1,793,103,448 consideration shares of FWF at HK\$0.191 per share. This transaction has no cash flow impact during the year ended 31 December 2018.
- (ii) On 9 May 2017, stock dividends were received from the investments in CMBC Capital with total market value of HK\$57.3 million. This item has no cash flow impact during the period from 1 April 2017 to 31 December 2017.

35. 儲備 (續)

於二零一三年三月二十六日，股本重組計劃根據一項特別決議案獲股東批准，據此，本公司已發行股本中每5股每股面值0.01港元之股份合併為一股面值0.05港元之合併股份，而每股已發行合併股份之面值透過註銷各已發行合併股份0.04港元之繳足股本予以削減，據此產生（於股份合併後）一股面值0.01港元之經重組股份。因此產生之進賬轉撥至實繳盈餘。

於二零一五年二月二十七日，股本重組根據一項特別決議案獲股東批准，據此，本公司已發行股本中每10股每股面值0.01港元之股份合併為一股面值0.10港元之合併股份，而每股已發行合併股份之面值透過註銷各已發行合併股份0.09港元之繳足股本予以削減，據此產生（於股份合併後）一股面值0.01港元之經重組股份。因此產生之進賬轉撥至實繳盈餘。

可換股債券之權益部份源自二零零七年由本公司發行之到期日為二零一零年十一月十五日的可換股債券，本公司已於到期時悉數贖回有關可換股債券。

36. 綜合現金流量表附註**(a) 重大非現金交易**

- (i) 於二零一八年四月二十五日，本集團出售 Goodview Assets Limited 全部股權，總代價為 342,483,000 港元，乃透過按每股 0.191 港元收購未來世界金融 1,793,103,448 股代價股份償付。截至二零一八年十二月三十一日止年度，是項交易並無對現金流量產生影響。
- (ii) 於二零一七年五月九日，收取民銀資本投資股息總市值 57,300,000 港元。於二零一七年四月一日至二零一七年十二月三十一日期間，此項目並無對現金流量產生影響。

36. Notes to the Consolidated Statement of Cash Flows (continued)

(a) Major non-cash transactions (continued)

- (iii) The Company and FWF entered into a share swap agreement, under which the Company subscribed for 470,000,000 FWF shares at HK\$0.11 per share for a total consideration of HK\$51,700,000 and FWF subscribed for 470,000,000 shares of the Company at HK\$0.11 per share for a total consideration of HK\$51,700,000. 470,000,000 shares of the Company were allotted and issued to FWF on 4 August 2017. These transactions have been completed on 7 August 2017 and have no net cash flow impact during the period from 1 April 2017 to 31 December 2017.
- (iv) On 8 September 2017, the Group completed the acquisition of 66% equity interest of Instant Achieve Limited ("Instant Achieve") for a total consideration of HK\$16,000,000, settled by the allotment and issue of 148,148,148 shares of the Company. This transaction has no cash flow impact during the period from 1 April 2017 to 31 December 2017.
- (v) On 8 September 2017, the Group repaid the amount due to Globally Finance Limited of HK\$90,000,000, settled by the allotment and issue of 833,333,333 shares of the Company. This transaction has no cash flow impact during the period from 1 April 2017 to 31 December 2017.
- (vi) On 13 September 2017, the Group acquired the equity interest of Goodview Assets Limited for a consideration of HK\$150,000,000, settled by cash amounting to HK\$48,000,000 and by the allotment and issue of 1,000,000,000 shares of the Company. The allotment and issue of 1,000,000,000 shares of the Company has no cash flow impact during the period from 1 April 2017 to 31 December 2017.

36. 綜合現金流量表附註(續)

(a) 重大非現金交易(續)

- (iii) 本公司與未來世界金融訂立換股協議，據此，本公司按每股股份0.11港元認購470,000,000股未來世界金融股份，總代價為51,700,000港元，而未來世界金融按每股股份0.11港元認購470,000,000股本公司股份，總代價為51,700,000港元。於二零一七年八月四日，470,000,000股本公司股份配發及發行予未來世界金融。是項交易於二零一七年八月七日完成，於二零一七年四月一日至二零一七年十二月三十一日止期間並無對現金流量淨額產生影響。
- (iv) 於二零一七年九月八日，本集團完成收購即達有限公司（「即達」）66%股權，總代價為16,000,000港元，以配發及發行148,148,148股本公司股份之方式結付。於二零一七年四月一日至二零一七年十二月三十一日止期間，是項交易並無對現金流量產生影響。
- (v) 於二零一七年九月八日，本集團償還應付世界財務有限公司款項90,000,000港元，以配發及發行833,333,333股本公司股份之方式結付。於二零一七年四月一日至二零一七年十二月三十一日止期間，是項交易並無對現金流量產生影響。
- (vi) 於二零一七年九月十三日，本集團收購Goodview Assets Limited股權，代價為150,000,000港元，以現金48,000,000港元以及配發及發行1,000,000,000股本公司股份之方式結付。於二零一七年四月一日至二零一七年十二月三十一日止期間，配發及發行1,000,000,000股本公司股份並無對現金流量產生影響。

36. Notes to the Consolidated Statement of Cash Flows (continued)

(b) Reconciliation of liabilities arising from financing activities

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

For the year ended 31 December 2018

| | | Shareholder loan | Other borrowings | Bank borrowings | Notes payables | Total liabilities from financing activities |
|---|---------------|------------------|------------------|-----------------|----------------|---|
| | | 股東貸款 | 其他借貸 | 銀行借貸 | 應付票據 | 融資活動之負債總額 |
| | | 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 |
| As at 1 January 2018 | 於二零一八年一月一日 | 122,000 | 525,930 | 331,819 | 86,574 | 1,066,323 |
| Changes from financing cash flows: | 融資現金流量變動： | | | | | |
| Proceeds from new unsecured other loans | 新造無抵押其他貸款所得款項 | - | 55,000 | - | - | 55,000 |
| Proceeds from new secured other loans | 新造有抵押其他貸款所得款項 | - | 125,248 | - | - | 125,248 |
| Proceeds from new secured bank loans | 新造有抵押銀行貸款所得款項 | - | - | 75,000 | - | 75,000 |
| Repayment of secured bank loans | 償還有抵押銀行貸款 | - | - | (109,933) | - | (109,933) |
| Repayment of unsecured other loans | 償還無抵押其他貸款 | - | (234,000) | - | - | (234,000) |
| Total changes from financing cash flows | 融資現金流量變動總額 | - | (53,752) | (34,933) | - | (88,685) |
| Other changes | 其他變動 | | | | | |
| Disposal of a subsidiary | 出售一間附屬公司 | - | - | 1,774 | - | 1,774 |
| Repayment of a shareholder loan | 償還股東貸款 | (122,000) | - | - | - | (122,000) |
| Total other changes | 其他變動總額 | (122,000) | - | 1,774 | - | (120,226) |
| As at 31 December 2018 | 於二零一八年十二月三十一日 | - | 472,178 | 298,660 | 86,574 | 857,412 |

36. 綜合現金流量表附註 (續)

(b) 融資活動所產生負債之對賬

下表詳列本集團融資活動所產生負債之變動，包括現金及非現金變動。融資活動所產生負債乃現金流量已或日後現金流量將會於本集團綜合現金流量表分類為融資活動產生之現金流量之負債。

截至二零一八年十二月三十一日止年度

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

36. Notes to the Consolidated Statement of Cash Flows (continued)

(b) Reconciliation of liabilities arising from financing activities (continued)

36. 綜合現金流量表附註(續)

(b) 融資活動所產生負債之對賬(續)

| | | Shareholder loan | Other borrowings | Bank borrowings | Notes payables | Total liabilities from financing activities |
|---|---------------------------------|------------------|------------------|-----------------|----------------|---|
| | | 股東貸款 | 其他借貸 | 銀行借貸 | 應付票據 | 融資活動之負債總額 |
| | | 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 |
| For the period from 1 April 2017 to 31 December 2017 | 二零一七年四月一日至二零一七年十二月三十一日期間 | | | | | |
| As at 1 April 2017 | 於二零一七年四月一日 | - | - | - | 86,574 | 86,574 |
| Changes from financing cash flows: | 融資現金流量變動: | | | | | |
| Proceeds from new unsecured other loans | 新造無抵押其他貸款所得款項 | 122,000 | 525,930 | 162,000 | - | 809,930 |
| Repayment of secured bank loans | 償還抵押銀行貸款 | - | - | (96,056) | - | (96,056) |
| Total changes from financing cash flows | 融資現金流量變動總額 | 122,000 | 525,930 | 65,944 | - | 713,874 |
| Other changes | 其他變動 | - | - | - | - | - |
| Addition from acquisition of subsidiaries | 因收購附屬公司而添置 | - | - | 404,988 | - | 404,988 |
| Transfer to disposal group held for sale | 轉撥至持作出售之出售組別 | - | - | (139,113) | - | (139,113) |
| Total other changes | 其他變動總額 | - | - | 265,875 | - | 265,875 |
| As at 31 December 2017 | 於二零一七年十二月三十一日 | 122,000 | 525,930 | 331,819 | 86,574 | 1,066,323 |

37. Share Option Schemes

The Company operates share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the share option schemes include the Company's directors, including independent non-executive directors, other employees of the Group or any invested entity, suppliers of goods or services to the Group or any invested entity, customers of the Group or any invested entity, shareholders of the Group or any invested entity, holders of securities of the Group or any invested entity and persons or entities that provide research, development or other technological support to the Group or any invested entity. A share option scheme became effective on 27 August 2003 and expired on 26 August 2013 (the "2003 Scheme"). A new share option scheme was adopted and became effective on 27 September 2013 (the "2013 Scheme"). Unless otherwise cancelled or amended, the 2013 Scheme will remain in force for 10 years from the effective date.

The maximum number of shares which may be issued upon exercise of all options granted and to be granted under the 2003 Scheme and the 2013 Scheme (collectively, the "Share Option Schemes") is an amount equivalent to 10% of the shares of the Company in issue as at the dates of approval of the Share Option Schemes unless approval for refreshing the 10% limit from the Company's shareholders has been obtained. The maximum number of shares issued and to be issued upon exercise of the share options granted to each eligible participant in the Share Option Schemes (including exercised, cancelled and outstanding options) within any 12-month period is limited to 1% of the shares of the Company in issue. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Under the Share Option Schemes, share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates are subject to approval in advance by the independent non-executive directors. In addition, any grant of share options to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, which would result in the shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant in excess of 0.1% of the shares of the Company in issue and with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5,000,000 is subject to shareholders' approval in advance in a general meeting.

37. 購股權計劃

本公司設立購股權計劃，旨在鼓勵及獎賞對本集團創出業務佳績有所貢獻之合資格參與者。購股權計劃合資格參與者包括本公司董事（包括獨立非執行董事）、本集團或任何所投資公司之其他僱員、本集團或任何所投資公司之貨物或服務供應商、本集團或任何所投資公司之股東、本集團或任何所投資公司之證券持有人及為本集團或任何所投資公司提供研發或其他技術支援之人士或公司。一項購股權計劃於二零零三年八月二十七日生效並於二零一三年八月二十六日到期（「二零零三年計劃」）。一項新購股權計劃於二零一三年九月二十七日獲採納並生效（「二零一三年計劃」）。除非另行取消或修訂外，二零一三年計劃將於生效日期起計十年內有效。

根據二零零三年計劃及二零一三年計劃（統稱為「該等購股權計劃」），於行使所有已授出及將授出之購股權時，可發行之最高股份數目相等於批准該等購股權計劃日期本公司已發行股份之10%，除非獲本公司股東批准更新10%之上限。於任何十二個月期間，因該等購股權計劃各合資格參與者行使獲授予之購股權而發行及將發行之最高股份數目（包括已行使、已註銷及尚未行使之購股權）不得超過本公司已發行股份之1%。進一步授予超出此限額之購股權則須股東在股東大會上批准。

該等購股權計劃規定，向本公司董事、行政總裁或主要股東或彼等之任何聯繫人士授予購股權須事先取得獨立非執行董事批准。此外，倘若授予本公司主要股東或獨立非執行董事或彼等之任何聯繫人士之購股權將導致於截至授出購股權當日（包括當日）前十二個月期間因行使所有有關人士獲授及將獲授之購股權（包括已行使、已註銷及尚未行使之購股權）而發行及將發行的股份超出本公司已發行股份之0.1%及總值（根據授出購股權當日本公司股份收市價計算）超逾5,000,000港元，則須事先在股東大會上取得股東批准。

37. Share Option Schemes (continued)

The offer of a grant of share options under the Share Option Schemes may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determined by the directors, save that such period shall not be more than 10 years from the dates of adoption of the Share Option Schemes subject to the provisions for early termination set out in the Share Option Schemes. Unless otherwise determined by the directors at their sole discretion, there is no requirement of a minimum period for which an option must be held before it can be exercised.

The exercise price of share options granted under the Share Option Schemes is determined by the directors, but shall not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer; and (iii) the nominal value of a share of the Company on the date of offer.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

During the year ended 31 December 2018, 1,073,464,000 share options were granted under the 2013 Scheme to eligible participants and remained outstanding as at 31 December 2018 to subscribe for a total of approximately 1,073,464,000 shares. The outstanding options granted under the 2013 Scheme shall continue to be valid and are subject to the provisions of the 2003 Scheme and Chapter 17 of the Listing Rules.

During the year ended 31 March 2017, 896,000,000 share options were granted under the 2013 Scheme to eligible participants and remained outstanding as at 31 December 2018 and 31 December 2017 to subscribe for a total of approximately 896,000,000 shares. The outstanding options granted under the 2013 Scheme shall continue to be valid and are subject to the provisions of the 2003 Scheme and Chapter 17 of the Listing Rules.

37. 購股權計劃 (續)

根據該等購股權計劃，購股權之承授人可於購股權授出日期起計二十八日內決定是否接納獲授之購股權，並須於接納時合共繳交1港元之象徵式代價。購股權之行使期由董事決定，惟根據載於該等購股權計劃之提早終止規定該行使期不得超逾該等購股權計劃採納日期起計十年。除非董事以其他方式按其絕對酌情權決定，否則並無有關於購股權可行使前須持有該購股權最短期限之規定。

根據該等購股權計劃授出之購股權之行使價由董事釐定，惟不得少於以下三者之最高者：(i) 本公司股份於授出購股權日期在聯交所之收市價；(ii) 本公司股份於緊接授出購股權日期前五個交易日在聯交所之平均收市價；及(iii) 本公司股份於授出購股權日期之面值。

購股權之持有人無權獲派股息或於股東大會上投票。

截至二零一八年十二月三十一日止年度，1,073,464,000份用以認購合共約1,073,464,000股股份之購股權乃根據二零一三年計劃授予合資格參與者，有關購股權於二零一八年十二月三十一日尚未行使。根據二零一三年計劃所授出之尚未行使購股權將繼續有效，並受二零零三年計劃及上市規則第17章之條文所規限。

截至二零一七年三月三十一日止年度，896,000,000份用以認購合共約896,000,000股股份之購股權乃根據二零一三年計劃授予合資格參與者，有關購股權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尚未行使。根據二零一三年計劃所授出之尚未行使購股權將繼續有效，並受二零零三年計劃及上市規則第17章之條文所規限。

37. Share Option Schemes (continued)

The following share options were outstanding during the year ended 31 December 2018 and period from 1 April 2017 to 31 December 2017:

| | | 2013 Scheme 二零一三年計劃 | |
|---|-----------------------------|---|---|
| | | Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元 | Number of options 購股權數目 '000 千份 |
| At 1 April 2017 | 於二零一七年四月一日 | 0.181 | 896,000 |
| Granted during the period | 期內授出 | - | - |
| At 31 December 2017 and 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 | 0.181 | 896,000 |
| Granted during the year | 年內授出 | 0.117 | 1,073,464 |
| At 31 December 2018 | 於二零一八年十二月三十一日 | 0.146 | 1,969,464 |

The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

The exercise period of the share options that were outstanding as at 31 December 2018 are from 20 February 2017 to 19 February 2019 and 18 April 2018 to 10 April 2020.

37. 購股權計劃 (續)

以下購股權於截至二零一八年十二月三十一日止年度及二零一七年四月一日至二零一七年十二月三十一日期間尚未行使：

購股權之行使價或會因供股、發行紅股或本公司股本中之其他類似變動作出調整。

於二零一八年十二月三十一日，尚未行使購股權之行使期為二零一七年二月二十日至二零一九年二月十九日及二零一八年四月十八日至二零二零年四月十日。

37. Share Option Schemes (continued)

The fair values of the equity-settled share options granted during the year ended 31 December 2018 and 31 March 2017 were estimated by Ascent Partners Valuation Service Limited, an independent firm of professionally qualified valuer, using the binomial option pricing model, taking into account the terms and conditions upon which the options were granted. The fair value of the equity-settled share options granted during the year ended 31 December 2018 was HK\$44,918,000 and during year ended 31 March 2017 was HK\$60,600,000. The Group recognised a share option expense of HK\$44,918,000 and HK\$60,600,000 during the year ended 31 December 2018 and during the year ended 31 March 2017. The following table lists the inputs to the model used:

| Share options granted | 已授出購股權 |
|---|-----------------|
| Dividend yield (%) | 股息收益率 (%) |
| Expected volatility (%) | 預計波幅 (%) |
| Historical volatility (%) | 歷史波幅 (%) |
| Risk-free interest rate (%) | 無風險利率 (%) |
| Expected life of options (year) | 預計購股權年期 (年) |
| Share price at grant date (HK\$ per share) | 於授出日期股價 (港元/每股) |

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

At the end of the reporting period, the Company had 1,969,464,000 (31 December 2017: 896,000,000) share options outstanding under the Share Option Schemes, which represented approximately 13% (31 December 2017: 7%) of the Company's shares in issue as at that date. The exercise in full of the share options would, under the present capital structure of the Company, result in the issue of 1,969,464,000 additional ordinary shares of the Company and additional share capital of HK\$19,695,000 and share premium of HK\$268,076,000 (before issue expenses).

The vesting period of the share options is from the date of grant until the commencement of the exercise period.

37. 購股權計劃 (續)

截至二零一八年十二月三十一日及二零一七年三月三十一日止年度授出股權結算之購股權之公平值由獨立專業合資格估值師行艾升評估諮詢有限公司以二項式期權定價模式，考慮授出購股權之條款及條件後進行估計。截至二零一八年十二月三十一日止年度授出股權結算之購股權之公平值為44,918,000港元，而截至二零一七年三月三十一日止年度則為60,600,000港元。本集團於截至二零一八年十二月三十一日止年度及截至二零一七年三月三十一日止年度分別確認購股權開支44,918,000港元及60,600,000港元。下表列出輸入該模型所用之數據：

| 18 April 2018 二零一八年 四月十八日 | 20 February 2017 二零一七年 二月二十日 |
|------------------------------------|---------------------------------------|
| N/A 不適用 | N/A 不適用 |
| 78.18 | 119.42 |
| 78.18 | 119.42 |
| 1.400 | 1.047 |
| 2 | 2 |
| 0.115 | 0.181 |

預計波幅反映歷史波幅為未來趨勢之假設，但該未來趨勢不一定為實際結果。

授出之購股權並無其他特點計入公平值之計量中。

於報告期末，本公司於該等購股權計劃下有1,969,464,000份尚未行使購股權（二零一七年十二月三十一日：896,000,000份），相當於本公司當日已發行股份約13%（二零一七年十二月三十一日：7%）。按照本公司目前之資本架構，悉數行使購股權將導致發行1,969,464,000股額外本公司普通股，並令股本及股份溢價（扣除發行開支前）分別增加19,695,000港元及268,076,000港元。

購股權之歸屬期為自授出日期起直至行使期開始為止。

38. Business Combination

On 7 April 2017, the Group acquired a 34% equity interest in Instant Achieve for a cash consideration of HK\$7,000,000 and which was accounted for as an associate of the Group prior to its acquisition of a further 66% equity interest therein on 8 September 2017 (the "Acquisition Date"). The purchase consideration of the 66% equity interest in Instant Achieve was in the form of share issue of 148,148,148 ordinary shares of the Company approximately at HK\$0.108 per share. The acquisition was made as part of the Group's strategy to expand on the business opportunities created by the Shanghai-HK Stock Connect, the Shenzhen-HK Stock Connect and the HK-China Bond Connect. As a result, the Group's equity interest in Instant Achieve increased to 100% and Instant Achieve and its wholly owned subsidiaries, CWSI and CWF (collectively referred to as the "Instant Achieve Group"), became the wholly-owned subsidiaries of the Group after the acquisition.

Loss on step acquisition amounting to HK\$381,000, being the difference between the fair value of the Group's 34% equity interests in Instant Achieve immediately at the Acquisition Date of HK\$13,077,000 and the carrying value of the Group's interest in an associate immediately before the Acquisition Date of HK\$13,458,000 was recognised in the Group's consolidated statement of profit or loss in accordance with HKFRS 3 Business Combinations.

38. 業務合併

於二零一七年四月七日，本集團以現金代價7,000,000港元收購即達之34%股權，並於二零一七年九月八日（「收購日期」）進一步收購即達之66%股權前將其入賬列為本集團一間聯營公司。即達66%股權之購買代價以按約每股股份0.108港元發行本公司148,148,148股普通股之股份發行方式支付。收購事項乃為把握本集團擴張滬港通、深港通及中港債券通帶來之商機而進行。因此，於收購事項後，本集團於即達之股權增加至100%以及即達及其全資附屬公司中達證券及中達期貨（統稱為「即達集團」）已成為本集團之全資附屬公司。

分階段收購事項之虧損381,000港元（即收購日期當日本集團於即達之34%股權之公平值13,077,000港元與緊接收購日期前本集團之一間聯營公司之賬面值13,458,000港元之差額）已根據香港財務報告準則第3號業務合併於本集團綜合損益表中確認。

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

38. Business Combination (continued)

The fair value of the identifiable assets and liabilities of Instant Achieve Group as at the Acquisition Date were as follows:

38. 業務合併(續)

即達集團可識別資產及負債於收購日期之公平值如下：

| | | HK\$'000 千港元 |
|--|--------------------------------|-----------------|
| Property, plant and equipment | 物業、廠房及設備 | 1,616 |
| Intangible assets | 無形資產 | 500 |
| Deposits | 按金 | 2,023 |
| Trade receivables from securities and futures dealing business | 證券及期貨買賣業務產生之應收貿易賬款 | 240,431 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 2,250 |
| Bank balances held on behalf of clients* | 代客戶持有之銀行結存* | 268,826 |
| Cash and bank balances | 現金及銀行結存 | 10,836 |
| Deferred tax liabilities | 遞延稅項負債 | (147) |
| Trade payables | 應付貿易賬款 | (293,446) |
| Other payables and accruals | 其他應付款項及應計費用 | (3,198) |
| Due to Globally Finance Limited** | 應付世界財務有限公司之款項** | (90,000) |
| Due to Top Billion Finance Limited | 應付億峰財務有限公司之款項 | (17,000) |
| Bank borrowings | 銀行借貸 | (48,000) |
| Bank overdrafts | 銀行透支 | (35,753) |
| Tax payables | 應付稅項 | (4,491) |
| Total identifiable net assets at fair value | 按公平值計量之可識別資產淨值總額 | 34,447 |
| Gain on bargain purchase | 議價購買收益 | (5,370) |
| Total consideration | 總代價 | 29,077 |
| Satisfied by: | 以下方式支付： | |
| Issuance of consideration shares (148,148,148 @HK\$0.108) | 發行代價股份(148,148,148股，每股0.108港元) | 16,000 |
| Acquisition date fair value of 34% of equity interest in Instant Achieve Group | 即達集團34%股權之收購日期公平值 | 13,077 |
| | | 29,077 |
| Analysis of net cash outflow in respect of business combination: | 業務合併之現金流出淨額分析： | |
| Consideration paid by cash | 以現金支付代價 | (7,000) |
| Less: cash and bank balances acquired | 減：已收購現金及銀行結存 | 10,836 |
| Add: bank overdrafts | 加：銀行透支 | (35,753) |
| Net outflow of cash and cash equivalent | 現金及現金等價項目之流出淨額 | (31,917) |

* Balances represent client trust monies in relation to the securities and futures dealing business which was not considered as cash and cash equivalent of the Group upon the acquisition.

** The amount due to Globally Finance Limited was subsequently settled by the allotment and issue of shares of the Company. Details of the transactions are included in the note 34(i)(d).

* 結存指有關證券及期貨買賣業務之客戶信託款項，於收購時並無被視為本集團之現金及現金等值項目。

** 應付世界財務有限公司之款項其後以配發及發行本公司股份之方式結付。交易詳情載於附註34(i)(d)。

38. Business Combination (continued)

The gain on bargain purchase is attributable to the Group's bargaining power and ability in negotiating the agreed terms of the transaction with the vendor.

Since the acquisition, Instant Achieve Group contributed HK\$38,965,000 to the Group's consolidated revenue and a profit of HK\$18,639,000 to the Group's consolidated profit for the period ended 31 December 2017.

Had the combination taken place at the beginning of the period, Instant Achieve Group could contribute HK\$64,276,000 to the Group's consolidated revenue and a profit of HK\$26,698,000 to the Group's consolidated profit for the period ended 31 December 2017.

39. Operating Lease Arrangements**As lessor**

The Group leases its investment properties (notes 11 and 16 to the consolidated financial statements) under operating lease arrangements, with leases negotiated for terms of 1 year. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At 31 December 2018, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

38. 業務合併(續)

議價購買收益乃來自本集團於與賣方協商交易之協定條款時的議價能力。

自收購以來，於截至二零一七年十二月三十一日止期間，即達集團向本集團綜合收益貢獻38,965,000港元，並向本集團綜合溢利貢獻溢利18,639,000港元。

倘合併於期初進行，於截至二零一七年十二月三十一日止期間，即達集團向本集團綜合收益貢獻64,276,000港元，並向本集團綜合溢利貢獻溢利26,698,000港元。

39. 經營租賃安排**作為出租人**

本集團根據經營租賃安排出租其投資物業（見綜合財務報表附註11及16），議定租約為期一年。租賃條款亦一般要求租戶支付保證按金，並根據當時現行市況提供定期租金調整。

於二零一八年十二月三十一日，本集團根據不可撤銷經營租賃於下列期間之應收租戶之未來最低租賃款項總額如下：

| | | 31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 |
|---|-----------------|--|--|
| Within one year | 一年內 | 1,350 | 5,400 |
| In the second to fifth years, inclusive | 第二年至第五年（包括首尾兩年） | - | - |
| After five years | 五年後 | - | - |
| | | 1,350 | 5,400 |

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

39. Operating Lease Arrangements (continued)

As lessee

The Group leases certain of its properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to three years (31 December 2017: one to three years).

At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

| | | 31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 |
|---|-----------------|--|--|
| Within one year | 一年內 | 16,398 | 15,898 |
| In the second to fifth years, inclusive | 第二年至第五年(包括首尾兩年) | 6,328 | 21,593 |
| After five years | 五年後 | — | — |
| | | 22,726 | 37,491 |

40. Commitments

In addition to the operating lease commitments detailed in note 39 above, the Group did not have any significant capital commitments at the end of the reporting period.

39. 經營租賃安排(續)

作為承租人

本集團根據經營租賃安排租賃其若干物業。議定物業租約為期一至三年(二零一七年十二月三十一日:一至三年)。

於二零一八年十二月三十一日,本集團根據不可撤銷經營租賃於下列期間到期之未來最低租賃付款總額如下:

40. 承擔

除上文附註39所詳述之經營租賃承擔外,於報告期末,本集團並無任何重大資本承擔。

41. Related Party Transactions

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with certain related parties during the year:

41. 關連人士交易

- (a) 除本財務報表其他部份所詳述之交易外，本集團於本年度有以下與若干關連人士之交易：

| | | | For the year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元 | For the period from 1 April 2017 to 31 December 2017 二零一七年 四月一日至 二零一七年 十二月三十一 期間 HK\$'000 千港元 |
|---|-------------------------|-------------|---|--|
| | | Notes 附註 | | |
| Interest income from loans to directors | 來自向董事貸款之利息收入 | (i) | – | 2,452 |
| Interest income on margin financing from directors arising from securities dealing transactions | 來自董事進行證券買賣交易之保證金融資之利息收入 | (ii) | 2,391 | 691 |
| Commission income received from directors arising from securities dealing transactions | 收取董事進行證券買賣交易之佣金收入 | (ii) | 136 | 6 |
| Interest expenses on loans from an associate | 來自一間聯營公司貸款之利息開支 | (iii) | 12,241 | – |
| Interest income of an associate received from a director | 自一名董事收取之一間聯營公司之利息收入 | (iv) | 1,109 | – |

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

41. Related Party Transactions (continued)

(a) (continued)

Note:

- (i) Interest income was charged on loans to directors at a rate ranged from 5% to 12% per annum on the principal amount.
- (ii) Commission income and interest income on margin financing received from directors which arose from securities dealing transactions were charged based on mutually agreed terms with reference to the prices and conditions similar to those offered to other customers of the Group.
- (iii) Interest expenses on loans from an associate were charged at a rate of 8% per annum on the principal amount.
- (iv) Interest income of an associate received from Ocean Wave Motion Pictures (International) Limited, 50% owned by Mr. Chen Xiaodong, an executive director of the Company, was charged at a rate of 12% per annum on the outstanding amount of advancement.

The related party transactions above also constituted connected transactions as defined in Chapter 14A of the Listing Rules.

(b) Compensation of key management personnel of the Group:

The Group considers the directors of the Company to be the key management personnel, whose compensation has been disclosed in note 8 to the consolidated financial statements.

(c) Outstanding balances with related parties:

Details of the balances with the Company's directors as at 31 December 2018 and 31 December 2017 are included in note 18, 23, 28 and 30 to the consolidated financial statements.

41. 關連人士交易 (續)

(a) (續)

附註:

- (i) 利息收入乃就授予董事之貸款的本金額按每年5%至12%的利率收取。
- (ii) 收取董事進行證券買賣交易之佣金收入及保證金融資利息收入按相互協定條款收取，並經參考向本集團其他客戶提供之相若價格及條件。
- (iii) 來自一間聯營公司貸款之利息開支乃就本金額按每年8%的利率收取。
- (iv) 自浪潮影業(國際)有限公司(由本公司執行董事陳曉東先生擁有50%)收取的一間聯營公司之利息收入乃就未償還墊款按12%的年利率收取。

上述關連人士交易亦構成上市規則第14A章所界定之關連交易。

(b) 本集團主要管理人員之酬金:

本集團認為本公司董事均為主要管理人員，有關人士之酬金於綜合財務報表附註8披露。

(c) 與關連人士之未償還結餘:

有關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與本公司董事之結餘之詳情載於綜合財務報表附註18、23、28及30。

42. Financial Instruments by Category

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

31 December 2018**Financial assets****42. 分類金融工具**

各類金融工具於報告期末之賬面值如下：

二零一八年十二月三十一日

金融資產

| | | Held for trading | Loans and receivables | Equity investments at fair value through other comprehensive income | Total |
|--|-----------------------|------------------|-----------------------|---|-----------|
| | | 持作買賣 | 貸款及應收款項 | 透過其他全面收益按公平值列賬之股本投資 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| Equity investments at fair value through other comprehensive income | 透過其他全面收益按公平值列賬之股本投資 | – | – | 1,296,154 | 1,296,154 |
| Equity investments at fair value through profit or loss | 透過損益按公平值列賬之股本投資 | 21 | – | – | 21 |
| Loan receivables from money lending business | 放貸業務產生之應收貸款 | – | 299,497 | – | 299,497 |
| Trade receivables from securities and futures dealing business | 證券及期貨買賣業務產生之應收貿易賬款 | – | 395,294 | – | 395,294 |
| Trade receivables from placing and asset management business | 配售及資產管理業務產生之應收貿易賬款 | – | 6,294 | – | 6,294 |
| Financial assets included in prepayments, deposits and other receivables | 預付款項、按金及其他應收款項包含之金融資產 | – | 33,100 | – | 33,100 |
| Cash and bank balances | 現金及銀行結存 | – | 100,910 | – | 100,910 |
| Bank balances held on behalf of clients | 代表客戶持有銀行結存 | – | 90,966 | – | 90,966 |
| | | 21 | 926,061 | 1,296,154 | 2,222,236 |

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

42. Financial Instruments by Category (continued)

42. 分類金融工具 (續)

| | | Financial liabilities Financial liabilities at amortised cost 按攤銷成本列賬 之金融負債 HK\$'000 千港元 |
|--|------------------------|---|
| Trade payables | 應付貿易賬款 | 99,486 |
| Financial liabilities included in other payables and accruals | 其他應付款項及應計費用 包含之金融負債 | 34,624 |
| Notes payable | 應付票據 | 86,574 |
| Other borrowings | 其他借貸 | 472,178 |
| Bank borrowings | 銀行借貸 | 298,660 |
| Bank overdrafts | 銀行透支 | 45,095 |
| | | 1,036,617 |

42. Financial Instruments by Category (continued)

31 December 2017

Financial assets

42. 分類金融工具(續)

二零一七年十二月三十一日

金融資產

| | | Held for trading | Loans and receivables | Available-for-sale financial assets | Total |
|--|-----------------------|------------------|-----------------------|-------------------------------------|-----------|
| | | 持作買賣 | 貸款及應收款項 | 可供出售金融資產 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| Available-for-sale equity investments | 可供出售股本投資 | - | - | 1,710,695 | 1,710,695 |
| Equity investments at fair value through profit or loss | 透過損益按公平值列賬之股本投資 | 560,368 | - | - | 560,368 |
| Loan receivables from money lending business | 放貸業務產生之應收貸款 | - | 476,765 | - | 476,765 |
| Trade receivables from securities and futures dealing business | 證券及期貨買賣業務產生之應收貿易賬款 | - | 391,219 | - | 391,219 |
| Financial assets included in prepayments, deposits and other receivables | 計入預付款項、按金及其他應收款項之金融資產 | - | 27,798 | - | 27,798 |
| Cash and bank balances | 現金及銀行結存 | - | 123,387 | - | 123,387 |
| Bank balances held on behalf of clients | 代客戶持有之銀行結存 | - | 90,624 | - | 90,624 |
| | | 560,368 | 1,109,793 | 1,710,695 | 3,380,856 |

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

42. Financial Instruments by Category (continued) Financial liabilities

42. 分類金融工具 (續) 金融負債

| | | Financial liabilities at amortised cost 按攤銷成本列賬之金融負債 HK\$'000 千港元 |
|---|--------------------|--|
| Trade payables | 應付貿易賬款 | 208,078 |
| Financial liabilities included in other payables and accruals | 計入其他應付款項及應計費用之金融負債 | 22,378 |
| Notes payable | 應付票據 | 86,574 |
| Shareholder loan | 股東貸款 | 122,000 |
| Other borrowings | 其他借貸 | 525,930 |
| Bank borrowings | 銀行借貸 | 331,819 |
| Bank overdrafts | 銀行透支 | 59,494 |
| | | 1,356,273 |

43. Offsetting of Financial Instruments

The Group currently has a legally enforceable right to set off receivable and payable with Hong Kong Securities Clearing Company Limited ("HKSCC") and Hong Kong Futures Exchange Clearing Corporation Limited ("HKCC"); and the Group intends to settle on a net basis as trade receivables from or trade payables to HKSCC and HKCC.

In presenting the amounts due from/to the clearing houses, the Group has offset the gross amount of the trade receivables from and the gross amount of the trade payables to the clearing houses. The amounts offset and the net balances are shown as follows:

43. 抵銷金融工具

本集團現時有合法可執行權利抵銷應收及應付香港中央結算有限公司(「香港結算」)及香港期貨結算所有限公司(「期貨結算公司」)之款項;而本集團擬按淨額結算應收或應付香港結算及期貨結算公司之貿易賬款。

於呈列應收/應付結算所款項時,本集團已將應收結算所之貿易賬款總額抵銷應付結算所之貿易賬款總額。已抵銷金額及淨額列示如下:

| | | Gross amount 總額 HK\$'000 千港元 | Amount offset 已抵銷金額 HK\$'000 千港元 | Net amount 淨額 HK\$'000 千港元 |
|--|--------------|---------------------------------------|---|-------------------------------------|
| 31 December 2018 | 二零一八年十二月三十一日 | | | |
| Amount of trade receivables from the clearing houses | 應收結算所之貿易賬款 | 246,576 | (243,743) | 2,833 |

43. Offsetting of Financial Instruments (continued)

43. 抵銷金融工具(續)

| | | Gross amount 總額 HK\$'000 千港元 | Amount offset 已抵銷金額 HK\$'000 千港元 | Net amount 淨額 HK\$'000 千港元 |
|--|--------------|---------------------------------------|---|-------------------------------------|
| 31 December 2018 | 二零一八年十二月三十一日 | | | |
| Amount of trade payables to the clearing houses | 應付結算所之貿易賬款 | (249,931) | 243,743 | (6,188) |

| | | Gross amount 總額 HK\$'000 千港元 | Amount offset 已抵銷金額 HK\$'000 千港元 | Net amount 淨額 HK\$'000 千港元 |
|---|--------------|---------------------------------------|---|-------------------------------------|
| 31 December 2017 | 二零一七年十二月三十一日 | | | |
| Amount of trade receivables from the clearing houses | 應收結算所之貿易賬款 | 500,404 | (488,601) | 11,803 |

| | | Gross amount 總額 HK\$'000 千港元 | Amount offset 已抵銷金額 HK\$'000 千港元 | Net amount 淨額 HK\$'000 千港元 |
|--|--------------|---------------------------------------|---|-------------------------------------|
| 31 December 2017 | 二零一七年十二月三十一日 | | | |
| Amount of trade payables to the clearing houses | 應付結算所之貿易賬款 | (488,601) | 488,601 | - |

44. Fair Value Hierarchy of Financial Instruments

Management has assessed that the fair values of cash and bank balances, loan receivables from money lending business, trade receivables from securities and futures dealing business, trade receivables from placing and asset management business, trade payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals and shareholder loan approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the financial controller and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation.

The valuation is reviewed and approved by the financial controller. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair value of the notes payable has been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities, which approximate to their carrying amounts.

The fair values of listed equity investments at fair value through other comprehensive income and equity investments at fair value through profit or loss are based on quoted market prices.

44. 金融工具公平值層級

由於現金及銀行結存、放貸業務產生之應收貸款、證券及期貨買賣業務產生之應收貿易賬款、配售及資產管理業務產生之應收貿易賬款、應付貿易賬款、計入預付款項、按金及其他應收款項之金融資產、計入其他應付款項及應計費用之金融負債以及股東貸款大多於短期內到期，故管理層認為該等工具公平值與其賬面值相若。

本集團財務部門負責確定金融工具公平值計量政策及程序。財務經理直接向財務總監及審核委員會匯報。於各報告日期，財務部門分析金融工具價值之變動及確定估值中所應用的主要輸入數據。

估值由財務總監審閱及批准。審核委員會就估值過程及結果於中期及年度財務報告每年討論兩次。

金融資產及負債的公平值以該工具於自願交易方（而非強迫或清盤銷售）當前交易下的可交易金額入賬。下列方法及假設乃用於估算公平值：

應付票據的公平值通過使用具備相似條款、信貸風險及剩餘到期期限的工具當前可得利率折現預期未來現金流量而計算，與其賬面值相若。

透過其他全面收益按公平值列賬之上市股本投資及透過損益按公平值列賬之股本投資之公平值按市場報價而釐定。

44. Fair Value Hierarchy of Financial Instruments**(continued)****Fair value hierarchy**

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2018

44. 金融工具公平值層級 (續)**公平值層級**

下表列示本集團金融工具之公平值計量層級：

按公平值計量的資產：

於二零一八年十二月三十一日

| | | Fair value measurement using 使用以下項目所作之公平值計量 | | | |
|--|-----------------------------|--|---|---|--------------------------------|
| | | Quoted prices in active markets (Level 1) 於活躍市場 報價 (第一層級) HK\$'000 千港元 | Significant observable input (Level 2) 重大可觀察 輸入數據 (第二層級) HK\$'000 千港元 | Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三層級) HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| Equity investments at fair value through other comprehensive income | 透過其他全面收益 按公平值列賬之 股本投資 | 1,296,154 | – | – | 1,296,154 |
| Equity investments at fair value through profit or loss | 透過損益按公平值 列賬之股本投資 | 21 | – | – | 21 |
| | | 1,296,175 | – | – | 1,296,175 |

44. Fair Value Hierarchy of Financial Instruments

(continued)

Fair value hierarchy (continued)

As at 31 December 2017

44. 金融工具公平值層級 (續)

公平值層級 (續)

於二零一七年十二月三十一日

| | | Fair value measurement using 使用以下項目所作之公平值計量 | | | |
|---|---------------------|--|---|---|--------------------------------|
| | | Quoted prices in active markets (Level 1) 於活躍市場 報價 (第一層級) HK\$'000 千港元 | Significant observable input (Level 2) 重大可觀察 輸入數據 (第二層級) HK\$'000 千港元 | Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三層級) HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| Available-for-sale equity investments | 可供出售股本投資 | 1,710,695 | — | — | 1,710,695 |
| Equity investments at fair value through profit or loss | 透過損益按公平值 列賬之股本投資 | 560,368 | — | — | 560,368 |
| | | 2,271,063 | — | — | 2,271,063 |

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 (31 December 2017: Nil).

The Group did not have any financial liabilities measured at fair value as at 31 December 2018 and 31 December 2017.

年內，並無第一層級與第二層級間的公平值計量轉撥（二零一七年十二月三十一日：無）。

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並無任何按公平值計量之金融負債。

45. Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise equity investments and cash and bank balances. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables from securities and futures dealing business, trade receivables from placing and asset management business, loan receivables from money lending business, trade payables, notes payable, other borrowings, bank borrowings and shareholder loan. Details of the major financial instruments and the Group's accounting policies in relation to them are disclosed in note 2.4 to the financial statements.

The main risks arising from the Group's financial instruments are foreign currency risk, interest rate risk, credit risk, liquidity risk and equity price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from dealings in securities which are settled in currencies other than the Company's functional currency and holding of bank balances in foreign currency. As at 31 December 2018, cash and bank balances of RMB16,076,000 (31 December 2017: RMB4,381,000) and US\$4,346,000 (31 December 2017: US\$270,000) were held by the Group. As the HK\$ is pegged to the US\$, the Group considers the risk of movements in exchange rates between the HK\$ and the US\$ to be insignificant.

45. 財務風險管理目標及政策

本集團之主要金融工具包括股本投資以及現金及銀行結存。此等金融工具主要旨在為本集團之營運籌集資金。本集團擁有其他不同之金融資產及負債，如證券及期貨買賣業務產生之應收貿易賬款、配售及資產管理業務產生之應收貿易賬款、放貸業務產生之應收貸款、應付貿易賬款、應付票據、其他借貸、銀行借貸及股東貸款。主要金融工具及本集團對該等金融工具之相關會計政策詳情於財務報表附註2.4披露。

本集團之金融工具所產生之主要風險為外幣風險、利率風險、信貸風險、流動資金風險及股本價格風險。董事會已檢討及同意此等風險之管理政策，並概述如下。

外幣風險

本集團承受交易貨幣風險。有關風險來自以本公司功能貨幣以外之貨幣結算之證券交易以及以外幣持有之銀行結存。於二零一八年十二月三十一日，本集團持有現金及銀行結存人民幣16,076,000元（二零一七年十二月三十一日：人民幣4,381,000元）及4,346,000美元（二零一七年十二月三十一日：270,000美元）。由於港元與美元掛鈎，本集團認為港元兌美元之匯率變動風險甚微。

45. Financial Risk Management Objectives and Policies (continued)**Foreign currency risk (continued)**

The following table demonstrates the sensitivity at the end of the reporting period to reasonably possible changes in the RMB exchange rates, with all other variables held constant, of the Company's (loss)/profit before tax and the Company's equity.

45. 財務風險管理目標及政策 (續)**外幣風險 (續)**

下表說明當所有其他變數維持不變，於報告期末人民幣匯率之合理可能變動對本公司除稅前(虧損)/溢利及本公司權益之影響之敏感度。

| | | (Decrease)/ increase in exchange rate | Increase/ (decrease) in (loss)/profit before tax | Increase/ (decrease) in equity* |
|---|--------------|--|---|---------------------------------------|
| | | 匯率(下跌) / 上升 | 除稅前(虧損) / 溢利增加 / (減少) | 權益增加 / (減少)* |
| | | % | HK\$'000 | HK\$'000 |
| | | % | 千港元 | 千港元 |
| 31 December 2018 | 二零一八年十二月三十一日 | | | |
| If the Hong Kong dollar weakens against the RMB | 倘港元兌人民幣貶值 | (5) | 838 | — |
| If the Hong Kong dollar strengthens against the RMB | 倘港元兌人民幣升值 | 5 | (838) | — |
| 31 December 2017 | 二零一七年十二月三十一日 | | | |
| If the Hong Kong dollar weakens against the RMB | 倘港元兌人民幣貶值 | (5) | 259 | — |
| If the Hong Kong dollar strengthens against the RMB | 倘港元兌人民幣升值 | 5 | (259) | — |
| * Excluding accumulated losses | | | * 不包括累計虧損 | |

45. Financial Risk Management Objectives and Policies (continued)

Interest rate risk

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's borrowings with a floating interest rate.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant and before any impact on tax, of the Company's (loss)/profit before tax (through the impact on floating rate borrowings) and the Company's equity.

| | | 31 December 2018 二零一八年十二月三十一日 | | | 31 December 2017 二零一七年十二月三十一日 | | |
|------------------|----|--|--------------------------------------|--|--------------------------------------|--|---|
| | | (Increase)/ decrease in loss before tax | (Increase)/ increase in equity | (Decrease)/ increase in profit before tax | (Decrease)/ increase in equity | | |
| | | 除稅前虧損 (增加)/ 減少 | 權益 (增加)/ 減少 | 除稅前溢利 (減少)/ 增加 | 權益 (減少)/ 增加 | | |
| | | HK\$'000 千港元 | HK\$'000* | HK\$'000 千港元 | HK\$'000* | | |
| Hong Kong dollar | 港元 | 100 | (4,076) | 100 | (1,916) | | - |
| Hong Kong dollar | 港元 | (100) | 4,076 | (100) | 1,916 | | - |

* Exclude accumulated losses

The Company's policy to manage its cash flow interest rate risk is to minimise the Company's interest-bearing borrowings which bear interest at floating rates.

45. 財務風險管理目標及政策(續)

利率風險

本公司就市場利率變動而承受之風險主要與本公司按浮動利率計息之借貸有關。

下表說明當所有其他變數維持不變及扣除任何稅項影響前，利率合理可能變動對本公司除稅前(虧損)/溢利(通過對浮息借貸之影響)及本公司權益之影響之敏感度。

* 不包括累計虧損

本公司管理其現金流量利率風險之政策旨在盡量減少本公司按浮動利率計息之計息借貸。

45. Financial Risk Management Objectives and Policies (continued)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored by the risk management department on an ongoing basis and the Group's exposure to bad debts is not significant. The Company has no significant concentration risk in view of the fact that the Company's trade receivables from securities and futures dealing business and trade receivables from placing and asset management business relates to a large number of diversified customers.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables from securities and futures dealing business and trade receivables from placing and asset management business are disclosed in note 23 and 24 to the financial statements.

The credit risk of the Company's other financial assets, which comprise cash and bank balances and trade and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

45. 財務風險管理目標及政策(續)

信貸風險

本集團僅與享譽盛名兼信譽可靠之第三方進行交易。按照本公司之政策，所有擬按信貸期進行交易之客戶必須經過信貸核實程序後，方可落實。此外，風險管理部門將持續監控應收結餘情況，而本集團之壞賬風險並不重大。本公司並無重大集中風險，乃由於本公司證券及期貨買賣業務產生之應收貿易賬款及配售及資產管理業務產生之應收貿易賬款與多名不同客戶有關。

有關就本集團因證券及期貨買賣業務產生之應收貿易賬款及配售及資產管理業務產生之應收貿易賬款而承擔信貸風險之進一步量化數據於財務報表附註23及24披露。

本公司其他金融資產(其中包括現金及銀行結存以及應收貿易賬款及其他應收款項)之信貸風險由交易方拖欠付款所產生，風險上限相當於該等工具之賬面值。

45. Financial Risk Management Objectives and Policies (continued)

Credit risk (continued)

Maximum exposure and year-end staging as at 31 December 2018

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2018. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

| | | 12-month ECLs | | Lifetime ECLs | | |
|--|-----------------------------|----------------|----------|---------------|---------------------|----------|
| | | 12個月預期 信貸虧損 | | 全期預期信貸虧損 | | |
| | | Stage 1 | Stage 2 | Stage 3 | Simplified approach | Total |
| | | 第一階段 | 第二階段 | 第三階段 | 簡化法 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Cash and margin client receivables | 現金及保證金客戶應收款項 | | | | | |
| - LTV at 100% or above | - 貸款對價值比率於100%或以上 | - | - | 5,589 | - | 5,589 |
| - LTV between 90% and 100% | - 貸款對價值比率於90%至100% | - | 729 | - | - | 729 |
| - LTV between 80% to 90% | - 貸款對價值比率於80%至90% | - | 117 | - | - | 117 |
| - LTV less than 80% | - 貸款對價值比率少於80% | 118 | - | - | - | 118 |
| | | 118 | 846 | 5,589 | - | 6,553 |
| Loan receivables, corporate client receivables, investment funds receivables and other receivables | 應收貸款、應收企業客戶款項、應收投資基金及其他應收款項 | | | | | |
| - Not yet past due | - 尚未逾期 | 1,029 | - | 861 | 2 | 1,892 |
| - Less than 30 days past due | - 逾期少於30日 | - | - | - | 649 | 649 |
| - 30 days to 90 days past due | - 逾期30日至90日 | - | - | - | - | - |
| - More than 90 days past due | - 逾期超過90日 | - | - | 9,065 | - | 9,065 |
| | | 1,029 | - | 9,926 | 651 | 11,606 |
| | | 1,147 | 846 | 15,515 | 651 | 18,159 |

45. 財務風險管理目標及政策 (續)

信貸風險 (續)

於二零一八年十二月三十一日的最高風險及年結日級別

下表列示於二零一八年十二月三十一日本集團信貸政策項下之信貸質素及承受之最高信貸風險，其主要根據逾期資料（除非有毋須額外成本或人力可得之其他資料），以及年結日級別分類。所呈列之金額為金融資產之總賬面值及融資擔保合約承受之信貸風險。

45. Financial Risk Management Objectives and Policies (continued)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables from securities and futures dealing business, trade receivables from placing and asset management business and loan receivables from money lending business) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of the Group's available cash and its listed equity investments.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

31 December 2018

| | | On demand or within 1 year 按要求或 於一年內 HK\$'000 千港元 | 1 to 5 years 一至五年 HK\$'000 千港元 | Over 5 years 五年以上 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|----------------------------|---|--|--|--------------------------------|
| Trade payables | 應付貿易賬款 | 99,486 | — | — | 99,486 |
| Financial liabilities included in other payables and accruals | 計入其他應付款項及 應計費用之 金融負債 | 34,624 | — | — | 34,624 |
| Notes payable | 應付票據 | 3,684 | 106,937 | — | 110,621 |
| Other borrowings | 其他借貸 | 475,720 | — | — | 475,720 |
| Bank borrowings | 銀行借貸 | 147,386 | 51,191 | 145,684 | 344,261 |
| Bank overdrafts | 銀行透支 | 45,095 | — | — | 45,095 |
| | | 805,995 | 158,128 | 145,684 | 1,109,807 |

45. 財務風險管理目標及政策 (續)

流動資金風險

本集團利用經常性流動資金規劃工具監控資金短缺之風險。此項工具考慮金融工具及金融資產(例如證券及期貨買賣業務產生之應收貿易賬款、配售及資產管理業務產生之應收貿易賬款及放貸業務產生之應收貸款)之到期日及預測從營運所得之現金流量。

本集團之目標在於透過運用本集團之可動用現金及其上市股本投資，保持資金持續性及靈活性之平衡。

本集團根據已訂約未折現付款分析金融負債於報告期末之到期概況如下：

二零一八年十二月三十一日

45. Financial Risk Management Objectives and Policies (continued)

Liquidity risk (continued)

31 December 2017

| | | On demand or within 1 year 按要求或 於一年內 HK\$'000 千港元 | 1 to 5 years 一至五年 HK\$'000 千港元 | Over 5 years 五年以上 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|----------------------------|---|--|--|--------------------------------|
| Trade payables | 應付貿易賬款 | 208,078 | – | – | 208,078 |
| Financial liabilities included in other payables and accruals | 計入其他應付款項及 應計費用之 金融負債 | 22,378 | – | – | 22,378 |
| Notes payable | 應付票據 | 3,684 | 18,420 | 92,201 | 114,305 |
| Shareholder loan | 股東貸款 | 122,000 | – | – | 122,000 |
| Other borrowings | 其他借貸 | 544,623 | – | – | 544,623 |
| Bank borrowings | 銀行借貸 | 174,067 | 51,904 | 157,673 | 383,644 |
| Bank overdrafts | 銀行透支 | 59,494 | – | – | 59,494 |
| | | 1,134,324 | 70,324 | 249,874 | 1,454,522 |

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the value of individual securities. The Group is exposed to equity price risk arising from individual equity investments classified as equity investments at fair value through profit or loss (note 20) and equity investments at fair value through other comprehensive income (note 19) as at 31 December 2018. The Group's listed investments are listed on the Hong Kong stock exchanges and are valued at quoted market prices at the end of the reporting period.

45. 財務風險管理目標及政策 (續)

流動資金風險 (續)

二零一七年十二月三十一日

股本價格風險

股本價格風險指因個別證券之價值出現變動令股本證券公平值下跌之風險。於二零一八年十二月三十一日，本集團承受因分類為透過損益按公平值列賬之股本投資（附註20）及透過其他全面收益按公平值列賬之股本投資（附註19）之個別股本投資而產生之股本價格風險。本集團之上市投資在香港證券交易所上市，並於報告期末以所報市價估值。

45. Financial Risk Management Objectives and Policies (continued)

Equity price risk (continued)

The following table demonstrates the sensitivity to every 5% change in the fair values of the equity investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period. For the purpose of this analysis, for the equity investments at fair value through other comprehensive income the impact is deemed to be on the fair value reserve and no account is given for factors such as impairment which might impact on the statement of profit or loss.

45. 財務風險管理目標及政策 (續)

股本價格風險 (續)

下表顯示根據報告期末之賬面值，股本投資之公平值5%變動而所有其他變數維持不變並扣除稅項之任何影響後之敏感度。就本分析而言，對透過其他全面收益按公平值列賬之股本投資之影響被視為對公平值儲備之影響，當中並無考慮減值等可能影響損益表之因素。

| | | Carrying amount of equity investments | Change in the Group's (loss)/ profit before tax | Change in the Group's equity* |
|---|--------------------------|---------------------------------------|---|-------------------------------|
| | | 股本投資賬面值 | 本集團除稅前 (虧損) / 溢利變動 | 本集團 權益變動* |
| | | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 |
| 31 December 2018 | 二零一八年十二月三十一日 | | | |
| Investments listed in: | 於下列各項之投資： | | | |
| Hong Kong – Equity investments at fair value through other comprehensive income | 香港 – 透過其他全面收益按公平值列賬之股本投資 | 1,296,154 | – | 64,808 |
| Hong Kong – Equity investments at fair value through profit or loss | 香港 – 透過損益按公平值列賬之股本投資 | 21 | 1 | – |
| * Excluding accumulated losses | | | * 不包括累計虧損 | |
| 31 December 2017 | 二零一七年十二月三十一日 | | | |
| Investments listed in: | 於下列各項之投資： | | | |
| Hong Kong – Available-for-sale | 香港 – 可供出售 | 1,710,695 | – | 85,535 |
| Hong Kong – Held-for-trading | 香港 – 持作買賣 | 560,368 | 28,018 | – |
| * Excluding accumulated losses | | | * 不包括累計虧損 | |

45. Financial Risk Management Objectives and Policies (continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the year ended 31 December 2018 and period from 1 April 2017 to 31 December 2017.

The Group monitors capital on the basis of the debt-to-equity ratio calculated as total debt divided by total equity. The debt-to-equity ratios as at the end of the reporting periods were as follows:

| | | 31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 |
|-----------------------------|----------------|--|--|
| Notes payable | 應付票據 | 86,574 | 86,574 |
| Shareholder loan | 股東貸款 | – | 122,000 |
| Other borrowings | 其他借貸 | 472,178 | 525,930 |
| Bank borrowings | 銀行借貸 | 298,660 | 331,819 |
| Bank overdrafts | 銀行透支 | 45,095 | 59,494 |
| Total debt | 債項總額 | 902,507 | 1,125,817 |
| Total equity | 權益總額 | 1,848,822 | 2,723,904 |
| Debt-to-equity ratio | 債項對權益比率 | 48.8% | 41.3% |

The increase in debt-to-equity ratio as at 31 December 2018 was mainly due to the decline in the market values of listed equity investments of approximately HK\$1,296,175,000 (31 December 2017: HK\$2,271,063,000).

45. 財務風險管理目標及政策 (續)

資本管理

本集團資本管理之主要目標為保障本集團能持續營運及維持最佳的資本比率，以支持其業務並為股東帶來最大價值。

本集團管理其資本架構，並根據經濟狀況的變化及相關資產之風險特徵而作出調整。本集團可能調整派付予股東的股息、向股東返還資本或發行新股，以維持或調整資本架構。於截至二零一八年十二月三十一日止年度及二零一七年四月一日至二零一七年十二月三十一日期間，本集團管理資本的目標、政策或程序並無產生變動。

本集團以債項對權益比率（按債項總額除以權益總額計算）之基準監控其資本。於報告期末之債項對權益比率如下：

於二零一八年十二月三十一日之債項對權益比率增加乃主要由於上市股本投資之市值下降約1,296,175,000港元（二零一七年十二月三十一日：2,271,063,000港元）。

Notes to Financial Statements

財務報表附註

31 December 2018 二零一八年十二月三十一日

46. Statement of Financial Position of the Company

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

46. 本公司之財務狀況表

於報告期末，本公司財務狀況表之資料如下：

| | | 31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 |
|--|------------------|--|--|
| NON-CURRENT ASSETS | 非流動資產 | | |
| Property, plant and equipment | 物業、廠房及設備 | 1,827 | 3,246 |
| Investments in subsidiaries | 於附屬公司之投資 | 267,433 | 109,459 |
| Deposits | 按金 | 7,759 | 7,763 |
| Total non-current assets | 非流動資產總值 | 277,019 | 120,468 |
| CURRENT ASSETS | 流動資產 | | |
| Due from subsidiaries | 應收附屬公司款項 | 1,548,107 | 2,905,011 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 892 | 1,161 |
| Cash and bank balances | 現金及銀行結存 | 724 | 17,409 |
| Total current assets | 流動資產總值 | 1,549,723 | 2,923,581 |
| CURRENT LIABILITIES | 流動負債 | | |
| Other payables and accruals | 其他應付款項及應計費用 | 12,217 | 14,251 |
| Due to subsidiaries | 應付附屬公司款項 | 195,075 | 30,251 |
| Shareholder loan | 股東貸款 | - | 122,000 |
| Other borrowings | 其他借貸 | 172,000 | 351,000 |
| Total current liabilities | 流動負債總額 | 379,292 | 517,502 |
| NET CURRENT ASSETS | 流動資產淨值 | 1,170,431 | 2,406,079 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 資產總值減流動負債 | 1,447,450 | 2,526,547 |
| NON-CURRENT LIABILITY | 非流動負債 | | |
| Notes payable | 應付票據 | 86,574 | 86,574 |
| Net assets | 資產淨值 | 1,360,876 | 2,439,973 |
| EQUITY | 權益 | | |
| Share capital | 股本 | 147,167 | 127,167 |
| Reserves | 儲備 | 1,213,709 | 2,312,806 |
| Total equity | 權益總額 | 1,360,876 | 2,439,973 |

46. Statement of Financial Position of the Company (continued)

Note:

A summary of the Company's reserves is as follows:

| | | Share premium account | Contributed surplus | Capital reserve | Share option reserve | Equity component of convertible bonds | Accumulated losses | Total |
|--|------------------------|-----------------------|---------------------|-----------------|----------------------|---------------------------------------|--------------------|-------------|
| | | 股份溢價賬 | 實繳盈餘 | 資本儲備 | 購股權儲備 | 可換股價券之權益部份 | 累計虧損 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| At 31 March 2017 and 1 April 2017 | 於二零一七年三月三十一日及二零一七年四月一日 | 4,070,821 | 675,671 | 556 | 60,600 | 47,257 | (3,770,193) | 1,084,712 |
| Profit and total comprehensive income for the period | 期內溢利及全面收益總額 | - | - | - | - | - | 807,426 | 807,426 |
| Issue of new shares, net of expenses | 發行新股份，扣除開支後 | 420,668 | - | - | - | - | - | 420,668 |
| At 31 December 2017 | 於二零一七年十二月三十一日 | 4,491,489 | 675,671 | 556 | 60,600 | 47,257 | (2,962,767) | 2,312,806 |
| Profit and total comprehensive income for the year | 本年度溢利及全面收益總額 | - | - | - | - | - | (1,321,015) | (1,321,015) |
| Equity-settled share option arrangements, net | 股權結算之購股權安排，淨額 | - | - | - | 44,918 | - | - | 44,918 |
| Issue of new shares, net of expenses | 發行新股份，扣除開支後 | 177,000 | - | - | - | - | - | 177,000 |
| At 31 December 2018 | 於二零一八年十二月三十一日 | 4,668,489 | 675,671 | 556 | 105,518 | 47,257 | (4,283,782) | 1,213,709 |

The loss of HK\$1,321,015,000 for the year ended 31 December 2018 included write-back of due from subsidiaries of the Company HK\$62,000.

The profit of HK\$807,426,000 for the period from 1 April 2017 to 31 December 2017 included write-back of due from subsidiaries of the Company of HK\$812,653,000.

The contributed surplus of the Company arose as a result of the capital reorganisation referred to in note 35 and represented the excess of the then combined net assets of the subsidiaries acquired over the nominal value of the Company's shares issued in exchange therefor.

In addition, the capital reorganisation described in note 35 also resulted in an aggregate credit balance of approximately HK\$631,982,000 (31 December 2017: HK\$631,982,000) being transferred to the Company's contributed surplus.

46. 本公司之財務狀況表 (續)

附註：

本公司儲備概要如下：

截至二零一八年十二月三十一日止年度之虧損1,321,015,000港元包括撥回應收本公司附屬公司款項62,000港元。

二零一七年四月一日至二零一七年十二月三十一日期間之溢利807,426,000港元包括撥回應收本公司附屬公司款項812,653,000港元。

本公司之實繳盈餘源自附註35所述之資本重組，乃指所收購附屬公司當時之合併資產淨值較本公司為交換該等資產而發行股份之面值超出之數額。

此外，附註35所述之股本重組亦導致合共約631,982,000港元(二零一七年十二月三十一日：631,982,000港元)之進賬轉撥至本公司之實繳盈餘。

47. Events after the Reporting Period

Pursuant to a special resolution passed at the special general meeting of the Company held on 27 December 2018 and certified by the Registrar of Companies of Hong Kong, the name of the Company was changed from “China Soft Power Technology Holdings Limited” to “Central Wealth Group Holdings Limited”. The Secondary name in Chinese of the Company was changed from “中國軟實力科技集團有限公司” to “中達集團控股有限公司”.

48. Comparative Figures

During 2017, the board of directors of the Company resolved to change the financial year end date of the Company from 31 March to 31 December effective from 31 December 2017 in order to align the financial year end date of the subsidiaries, Instant Achieve and its wholly owned subsidiaries, CWSI and CWF. The consolidated financial statements present for the prior period therefore covered a nine-month period from 1 April 2017 to 31 December 2017. The corresponding comparative amounts presented for the consolidated statement of profit or loss, the consolidated statement of other comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and related notes, which are prepared for the year from 1 January 2018 to 31 December 2018, may not be comparable with amounts shown for the prior period.

49. Approval of the Financial Statements

The financial statements were approved and authorised for issue by the board of directors on 26 March 2019.

47. 報告期後事項

根據本公司於二零一八年十二月二十七日舉行之股東特別大會通過之特別決議案及經香港公司註冊處處長核證，本公司之名稱由「China Soft Power Technology Holdings Limited」更改為「Central Wealth Group Holdings Limited」。本公司之第二名稱由「中國軟實力科技集團有限公司」更改為「中達集團控股有限公司」。

48. 比較數字

於二零一七年，為了與附屬公司即達及其全資附屬公司（中達證券及中達期貨）之財政年度結算日保持一致，本公司董事會議決將本公司之財政年度結算日由三月三十一日更改為十二月三十一日，自二零一七年十二月三十一日起生效。因此，過往期間呈列之綜合財務報表涵蓋自二零一七年四月一日至二零一七年十二月三十一日止九個月期間。有關自二零一八年一月一日至二零一八年十二月三十一日止年度所擬備之綜合損益表、綜合其他全面收益表、綜合權益變動表、綜合現金流量表及相關附註中所呈列之相應比較金額未必可與過往期間所示之金額比較。

49. 財務報表之批准

財務報表已於二零一九年三月二十六日經董事會批准及授權刊發。



中達集團控股有限公司
CENTRAL WEALTH GROUP HOLDINGS LIMITED