Guoan International Limited
國安國際有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

(HKEX Stock Code 港交所股份代號：143)

(SGX-ST Stock Code 新交所股份代號：G11)

2019
Annual Report 年報



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CORPORATE PROFILE
集團簡介

Guoan International Limited (the "**Company**") (Hong Kong Stock Exchange stock code: 143 and Singapore Exchange stock code: G11), together with its subsidiaries (collectively the "**Group**"), is principally engaged in the financial services business, trading and the provision of maintenance services.

The Company is 53.79% owned by CITIC Guoan Group, a conglomerate headquartered in Beijing, the People's Republic of China (the "**PRC**").

國安國際有限公司(「**本公司**」)(香港交易所股票代號:143及新加坡交易所股票代號:G11)及其附屬公司(統稱「**本集團**」)之主要業務為金融服務、貿易及提供維修服務。

本公司由中信國安集團有限公司持有53.79%權益,其總部設於北京,為一家中華人民共和國(「**中國**」)綜合企業。

* *For identification purpose only*

* *僅供識別*

CORPORATE INFORMATION
集團資料

Executive Directors:	Mr. HUANG Zhen Qian Mr. SO Haw Herman *(resigned on 31 January 2020)* Mr. DU Jun *(Chairman)* *(redesignated on 31 January 2020)*	執行董事：	黃振謙先生 蘇灝先生*(於二零二零年一月三十一日辭任)* 杜軍先生*(主席)* *(於二零二零年一月三十一日調任)*
Non-executive Directors:	Mr. LI Xiang Yu Mr. CUI Ming Hong Ms. BAI Wei	非執行董事：	李向禹先生 崔明宏先生 柏薇女士
Independent Non-executive Directors:	Mr. WONG Chun Man Mr. TSE Yung Hoi Mr. NG Man Kung	獨立非執行董事：	王俊文先生 謝湧海先生 吳文拱先生
Company Secretary:	Ms. WONG Shuk Ching *(Appointed on 1 November 2019)*	公司秘書：	王淑貞女士*(於二零一九年十一月一日獲委任)*
Registered Office:	P.O. Box 309 Ugland House George Town Grand Cayman KY1-1104 Cayman Islands	註冊辦事處：	P.O. Box 309 Ugland House George Town Grand Cayman KY1-1104 Cayman Islands
Head Office and Principal Place of Business:	15th Floor Tower 2 Admiralty Centre No. 18 Harcourt Road Hong Kong	總辦事處及主要營業地點：	香港 夏慤道18號 海富中心 2座15樓
Principal Share Registrar and Transfer Office:	SMP Partners (Cayman) Limited Royal Bank House – 3rd Floor, 24 Shedden Road P.O. Box 1586 Grand Cayman KY1-1110 Cayman Islands	主要股份過戶登記處：	SMP Partners (Cayman) Limited Royal Bank House – 3rd Floor, 24 Shedden Road P.O. Box 1586 Grand Cayman KY1-1110 Cayman Islands

CORPORATE INFORMATION
集團資料

Hong Kong Branch Share Registrar and Transfer Office:	Tricor Abacus Limited Level 54, Hopewell Centre 183 Queen's Road East Hong Kong	股份過戶登記處香港分處：	卓佳雅柏勤有限公司 香港 皇后大道東183號 合和中心54樓
Singapore Share Transfer Agent:	Boardroom Corporate & Advisory Services Pte. Ltd. 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623	股份新加坡過戶代理處：	Boardroom Corporate & Advisory Services Pte. Ltd. 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623
Listing Information:	The Stock Exchange of Hong Kong Limited (Stock code: 143) Singapore Exchange Securities Trading Limited (Stock code: G11)	股份編號：	香港聯合交易所有限公司（股份代號：143） 新加坡證券交易所有限公司（股份代號：G11）
Auditors:	HLB Hodgson Impey Cheng Limited Certified Public Accountant	核數師：	國衛會計師事務所有限公司 執業會計師
Principal Bankers:	Bank of China (Hong Kong) Limited China Citic Bank International Limited China Construction Bank (Asia) Corporation Limited China Everbright Bank – Hong Kong Branch Chiyu Banking Corporation Limited DBS Bank (Hong Kong) Limited	主要往來銀行：	中國銀行（香港）有限公司 中信銀行（國際）有限公司 中國建設銀行(亞洲)股份有限公司 中國光大銀行香港分行 集友銀行有限公司 星展銀行（香港）有限公司
Investor Relations Adviser:	t6.communications Limited 15th Floor Tower 2 Admiralty Centre No. 18 Harcourt Road Hong Kong Telephone: 2511 8388 Facsimile: 2511 8238 Email: GuoanIR@t6pr.com	投資者關係顧問：	雋陸公關有限公司 香港 夏慤道 18號 海富中心 第2座15樓 電話：2511 8388 傳真：2511 8238 電郵：GuoanIR@t6pr.com

The year ended 31 December 2019 (the "**Year**") has presented multiple challenges for Guoan International Limited (the "**Company**") and its subsidiaries (collectively the "**Group**"), particularly as our financial services segment was impacted by impairments leading to a reported loss.

國安國際有限公司(「**本公司**」)及其附屬公司(統稱「**本集團**」)於截至二零一九年十二月三十一日止年度(「**本年度**」)面對多重挑戰,尤其金融服務分部受減值影響,以致錄得虧損。

We commenced operation of the financial services business after the completion of the acquisition of Yicko Securities Limited ("**Yicko**") on 28 February 2019. The board of directors (the "**Board**") noted that investment sentiment was largely robust in 2018 when the sale and purchase agreement was negotiated and finalised. However, in the face of macroeconomic turbulence, sentiment had deteriorated in the time leading up to the completion of the transaction in 2019.

於二零一九年二月二十八日完成收購益高證券有限公司(「**益高**」)後,我們已開始營運其金融服務業務。董事會(「**董事會**」)注意到,於二零一八年磋商及確定買賣協議時,市場投資情緒熾熱,但經歷宏觀經濟動盪,至二零一九年交易完成,投資情緒已經轉淡。

During the Year, the average daily turnover (by value) of the Stock Exchange of Hong Kong amounted to HK$87.155 billion, a drop of nearly 19% year on year. A total of 183 new listings were recorded in 2019, a decrease of 16% compared to those in 2018. Hong Kong reclaimed its global top position in terms of funds raised through initial public offerings ("**IPO**"), which increased 9% year on year to HK$312.9 billion owing to the heavyweight IPOs near the end of the Year. However, equity funds raised directly and indirectly through Hong Kong totalled HK$452.0 billion (2018: HK$544.1 billion), a drop of 17% year on year.

本年度內,香港交易所平均每日成交(金額)按年下降19%至港幣871.55億元。二零一九年新上市公司共183家,較二零一八年減少16%。唯受惠於接近年底時的大型首次公開招股(「**首次公開招股**」),香港首次公開招股集資金額重奪全球第一,按年上升9%至港幣3,129億元,但直接或間接透過香港股票市場籌集的資金則按年下跌17%至港幣4,520億元(二零一八年:港幣5,441億元)。

The Board anticipates that the spread of the novel coronavirus in mainland China and Hong Kong will pose greater challenges to the year 2020 ahead. We will therefore continue to apply stringent risk management principles in our ongoing business operation and development.

董事會預計新型冠狀病毒在中國內地及香港的傳播,將對二零二零年構成更大的挑戰。因此在營運及發展業務時,會繼續恪守嚴格的風險管理原則。

As the epidemic situation develops in Hong Kong, we have taken various measures to protect our workplaces and staff members. These include, where feasible, prolonging the Chinese New Year holiday for staff, making flexible work arrangements, and observing the guidance of the Department of Health in terms of the disinfection of common areas and office equipment, recording and reporting any suspected case of infection, and complying with social distancing recommendations within the workplaces. By implementing these infection control measures, we hope to work together with our community to mitigate the spread of the disease.

隨著疫情的發展,我們已採取不同措施,以加強工作場所衛生及保護員工。這些措施包括:延長員工農曆新年假期、制定彈性上班安排,並按照衛生署指引,消毒公共空間及辦公室設備,記錄及匯報懷疑受感染的個案,以及在工作場所遵循社交距離建議。通過實施以上抗疫措施,我們希望能與社區一起遏止疾病擴散。

CHAIRMAN'S STATEMENT
主席報告

On the macroeconomic environment, the International Monetary Fund ("**IMF**") made a downward revision of 0.1 percentage point to 3.3% for global gross domestic product ("**GDP**") growth in 2020. This reassessment of growth prospects mainly reflects negative surprises to economic activity in some emerging economies as well as increased social unrest.

宏觀經濟環境方面，國際貨幣基金組織(「**IMF**」)下調二零二零年全球國內生產總值(「**GDP**」)增長預測0.1個百分點至3.3%。增長前景重估主要反映新興經濟體的經濟活動呈負面變化，以及社會動盪加劇。

While the IMF and other organisations are still assessing the full economic impact of the epidemic, its spread has already caused disruptions in the supply chains of China and its trading partners. A research report in February 2020 estimated that the shutdown of China's manufacturing facilities for one week could have dragged global exports to the country down by US$26 billion. The research firm therefore revised its forecast for global trade growth down by 0.5 percentage point to 1.3%. Among all manufacturing industries, electronic products and computers are expected to take the hardest hit. First-quarter world GDP growth is projected by the firm to slow by a further 0.3 percentage point to 2%.

正值IMF和各個機構仍在評估疫情的經濟影響之際，病毒的傳播已對中國及其貿易伙伴的供應鏈造成干擾。二零二零年二月的一份研究報告估計，中國製造業停工一周，可能使全球對華出口貨品總值銳減260億美元。因此，該研究機構調整對全球貿易量增長的預測，下調0.5個百分點至1.3%。綜觀所有製造業，電子產品和電腦被視為首當其衝。該機構預料，首季度全球國內生產總值增長將進一步放緩0.3個百分點，下挫至2%。

For Hong Kong, the value of total exports of goods for 2019 dropped by 4.1% year on year, the largest annual decline since 2009. Decreases were registered to most of the city's export destinations, in particular the United States (the "**US**"), India, Germany, Japan and the Netherlands. The value of total exports to the Mainland also decreased by 3.3%.

就香港而言，二零一九年的商品整體出口貨值按年下跌4.1%，是自二零零九年以來最大的年度跌幅。香港輸往大部分主要目的地的整體出口貨值錄得跌幅，尤其美國、印度、德國、日本和荷蘭。輸往內地的整體出口貨值亦下降3.3%。

The Hong Kong SAR Government expects the city's trade performance to be subject to high uncertainties in the near term. While global economic conditions showed some signs of stabilisation in the latter part of last year, partly helped by reduced trade tensions between the US and the Mainland, external uncertainties are still high. The government draws particular attention to the development of the novel coronavirus infection as it may weigh on the economic performance of some Asian economies and disrupt economic activities in Hong Kong. In light of these exterior and local developments, we will continue to monitor the performance of our trading and maintenance services segments closely.

香港特別行政區政府預期短期內本地的貿易表現仍面臨高度的不確定性。雖然環球經濟狀況在去年末有趨向穩定的跡象，那部分受惠於中美貿易摩擦降溫，但外圍仍然充滿不確定性。政府特別關注，新型冠狀病毒疫情的發展或會影響一些亞洲經濟體的表現，並打擊香港的商業活動。我們會繼續密切注視這些外部和本地事態的發展，以調整貿易和維修服務部門的營運方針。

Hong Kong's financial sector, on the other hand, has been operating in an orderly manner despite some volatility after the virus outbreak. This reflects the sound fundamentals of the Hong Kong market, and underscores our confidence in the long-term development of the city's financial sector. While we remain vigilant to any emerging risks, we look forward to the further development of the financial services segment.

另一邊廂，香港的金融市場雖然在病毒爆發後面臨一些波動，但仍然平穩有序運行。這反映香港市場的穩健基礎，並鞏固我們對香港金融界長遠發展的信心。我們將對各種可能出現的風險保持警惕，亦期待金融服務板塊進一步發展。

As uncertainty that may emerge from health or socio-political issues increases, we will review our work process and business portfolio, and take steps to better prepare ourselves for future macroeconomic shocks or business disruption.

I am delighted to report further progress in our commitment to social responsibilities. We have renewed our Caring Company 2019/20 logo with the Hong Kong Council of Social Service, recognising our collaboration with social agencies on community care programmes. We have also been granted labels or certificates to mark our green, social and charitable commitments. Our work in this area is covered in the Environmental, Social and Governance Report section of this report.

On behalf of the Board, I wish to thank our management and staff members, shareholders, and other stakeholders for their unfailing support. With professionalism and resolve, let us tide over difficult times together.

基於衛生和社會政治議題的不明朗因素，我們將檢視工作流程和業務組合，並採取行動，為未來的宏觀經濟衝擊或營運受阻早作準備。

我很高興見證集團進一步履行社會責任。我們更新了香港社會服務聯會頒發的「商界展關懷」2019／20標誌，足證我們與社福機構合作推展的社區關懷計劃得到認受。我們也獲頒相關的標籤和證書，以表揚我們在環保、社會和慈善領域的努力。相關工作詳見本年報的「環境、社會和管治報告」部分。

我謹代表董事會感謝管理層以及員工、股東和其他持份者一直以來的支持。讓我們一同以專業精神和無比決心共渡時艱。

Overview

During the year ended 31 December 2019 (the "**Year**"), the Group was principally engaged in the financial services business, trading, and the provision of maintenance services. The Company is 53.79% owned by CITIC Guoan Group, a conglomerate headquartered in Beijing, the People's Republic of China (the "**PRC**").

In an effort to implement sustainability measures at its corporate headquarters and step by step throughout its overall business operations, the board of directors of the Company (the "**Board**") has adopted a set of Environmental, Social and Governance ("**ESG**") policies. These policies cover the areas of environmental protection, employment, workplace quality, health and safety, responsible product and supply chain parameters, and corporate governance. A taskforce, overseen by the Board, is responsible for implementing these policies and driving overall improvement in sustainability performance. In 2019, the Group expanded the scope of ESG reporting to incorporate the newly acquired financial services business.

As the Group is not engaged in manufacturing or business activities involving heavy consumption of resources or the creation of pollution, its environmental impact is considered relatively limited. During the course of its business operation, the Group takes measures to ensure compliance with applicable laws and regulations in waste treatment, labour, occupational health and safety, data privacy and the prevention of corruption.

The Group is committed to maintaining positive relationships with its key stakeholders, which include employees, customers and suppliers. During the Year, there were no significant disputes nor was any legal case brought against the Group with regard to employee relationships, customer rights, or dealings with suppliers.

Further details of the Group's sustainability policies and performance will be set out in the ESG Report contained in this report.

Performance

During the Year, the Group's business was adversely affected by both global trade tensions and local social unrest.

概覽

於截至二零一九年十二月三十一日止年度(「**本年度**」)內,本集團主要從事金融服務業務,貿易及提供維修服務。本公司由中信國安集團有限公司持有53.79%權益,其總部設於北京,為一家中華人民共和國(「**中國**」)綜合企業。

本公司董事會(「**董事會**」)已採納一套環境、社會及管治(「**環境、社會及管治**」)政策,努力於集團總部執行可持續發展措施,及逐步擴展至整體營運範疇。政策涵蓋環境保護、就業、工作場所質量、健康和安全、負責任的產品和供應鏈,以及企業管治等領域,並成立一個由董事會監督的專責小組,負責執行政策及促進改善可持續發展之表現。於二零一九年,集團延伸環境、社會及管治報告範圍,加入新收購的金融服務業務。

由於本集團並非從事涉及大量資源消耗或污染的製造業務或商業活動,故認為對環境構成的影響相對有限。在業務營運過程中,本集團採取措施確保遵守現行廢物處理、勞工、職業健康與安全、數據私隱及防貪腐之適用法規。

本集團致力與持份者保持良好關係,包括員工、客戶及供應商。本年度內,在僱員關係、客戶權益或與供應商交易方面,並無針對本集團之重大爭議或任何訴訟案件。

本集團之可持續發展政策及表現詳情將列載於本年報內的環境、社會及管治報告。

業績

本年度內,本集團業務受到環球貿易緊張及本港社會不穩等不利因素影響。

During the Year, the Group recorded a 89.4% year-on-year increase in revenue to approximately HK$207.8 million (2018: approximately HK$109.7 million). A gross profit of approximately HK$46.8 million (2018: approximately HK$23.1 million) was delivered.

本年度內，本集團收益按年增加89.4%至約港幣2.078億元（二零一八年：約港幣1.097億元）。毛利約港幣4,680萬元（二零一八年：約港幣2,310萬元）。

The revenue for the Year has incorporated the results of Yicko Securities Limited ("**Yicko**") upon completion of its acquisition on 28 February 2019.

本年度收益已併入益高證券有限公司（「**益高**」）之業績，其收購於二零一九年二月二十八日完成。

Nevertheless, a net loss of approximately HK$46.6 million (2018: approximately HK$43.8 million) was incurred, mainly attributable to an increase in finance costs of approximately HK$25.4 million during the Year (2018: approximately HK$0.1 million).

然而本集團錄得虧損淨額約港幣4,660萬元（二零一八年：約港幣4,380萬元），主要由於本年度內財務成本增加至約港幣2,540萬元（二零一八年：約港幣10萬元）。

By segment, the financial services business recorded revenue of approximately HK$34.0 million for the ten months ended 31 December 2019, contributing a segment profit of approximately HK$25.2 million.

按分部計算，金融服務業務於截至二零一九年十二月三十一日止十個月內錄得收入約港幣3,400萬元，貢獻分部溢利約港幣2,520萬元。

Revenue generated from the maintenance services segment decreased 34.3% year-on-year to approximately HK$42.5 million (2018: approximately HK$64.7 million), as a result of disruptions to business operation during the second half of the Year amid social incidents causing road blockages in the district where the maintenance centre is located. Consequently the segment's performance was affected and incurred a loss.

維修服務分部在本年度下半年期間，因社會事件導致維修中心所在地區道路阻塞，業務運作受到干擾。分部收入按年下降34.3%，至約港幣4,250萬元（二零一八年：約港幣6,470萬元）。分部業績受到不利影響，因而錄得虧損。

The trading segment, mainly covering electronic products and parts, delivered a revenue of approximately HK$130.1 million during the Year (2018: approximately HK$43.4 million). As the trading business encountered eroding margins, a segment loss was incurred.

貿易分部主要涵蓋電子產品及零件，本年度內產生收入約港幣1.301億元（二零一八年：約港幣4,340萬元）。貿易業務利潤率繼續受壓，導致分部錄得虧損。

Business Review

Financial Services Business

The Group, through the indirect wholly owned subsidiary Yicko, was engaged in the securities brokerage business. The segment's results were incorporated into the Group's financial statements for the Year subsequent to the completion of the acquisition on 28 February 2019. According to the participants' records of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the total turnover for Yicko amounted to approximately HK$9 billion in 2019.

業務回顧

金融服務業務

本集團通過其間接全資擁有附屬公司益高，從事證券經紀業務，分部業績由二零一九年二月二十八日完成交易日起合併入本集團財務報表。根據香港聯合交易所有限公司（「**聯交所**」）參與者記錄顯示，益高於二零一九年的總交易額為港幣90億元。

Yicko is a well-established brokerage company, licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) activities regulated under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Its business consists of investment advising, stock trading, margin financing, corporate placements and underwriting.

益高是一家歷史悠久的證券公司，為按證券及期貨條例（香港法例第571章）發牌可從事第1類（證券交易）、第4類（就證券提供意見）及第9類（提供資產管理）受規管活動的法團。其業務包括投資諮詢、股票交易、保證金融資、配售及承銷等。

The management remains optimistic about the future prospect of the financial services business. As Hong Kong benefits further from the Mainland's drive to develop the Greater Bay Area and the Belt and Road initiative, its financial sector will be able to strengthen its status as an international financial centre.

集團管理層對金融服務業務的未來前景保持樂觀。內地推動大灣區及一帶一路發展，對香港有利並有助本地金融業鞏固國際金融中心之地位。

Trading Business

The trading business segment covered a range of merchandise including electronic products and parts.

貿易業務

貿易分部的業務範圍涵蓋一系列商品，包括電子產品及零件。

Beyond their direct effects, the trade conflicts have heightened general uncertainty and contributed to the slowdown in the global economy. China's economic engine has been cooling down with GDP growth slowing to 6% in 2019. World merchandise export and import growth has also slowed across most regions.

貿易摩擦除帶來直接影響外，亦令不確定性普遍提高，及致使環球經濟放緩。中國經濟引擎降溫，二零一九年國內生產總值增長降至6%。全球多個地區的商品出入口增長亦已減慢。

As the operating environment has become less predictable, the Group has adopted a more prudent business strategy for the trading segment. The strength of the US dollar throughout 2019 also had a negative impact on this business stream. Trading of certain products slowed in accordance with market changes, and consequently the Group is considering its options as regards these product lines.

營運環境越加難以預視，本集團已對貿易分部採取更審慎的業務策略。二零一九年期間美元強勢亦對此業務構成負面影響。若干產品的貿易跟隨市場變化而放緩，本集團正就此等產品線考慮不同的可能方案。

In light of the ongoing operating difficulties and the new challenges associated with the spread of the novel coronavirus epidemic, the management envisages that the profit margins for the trading segment will stay under pressure. The Group will continue to review the product portfolio and make necessary adjustments in line with market developments.

鑑於經營環境持續困難，加上新型冠狀病毒疫症傳播，管理層預計貿易業務利潤率將持續受壓。管理層會繼續檢討產品組合，並因應市場趨勢對組合作出必要調整。

Maintenance Services

The maintenance services segment continued to face challenges as the economy showed signs of slowing. During the second half of the Year, the maintenance services segment recorded a decline in revenue as local social incidents caused serious disruptions to its operations.

電訊產品維修服務

經濟呈現放緩跡象，為維修服務分部帶來持續挑戰。本年度下半年，本地社會事件導致維修服務分部運作受到嚴重干擾，收入因而下降。

The Group will continue to monitor the operating conditions of the segment and will formulate measures to cope with the associated challenges.

管理層會繼續監察分部的營運狀況，並制定措施以應對相關的挑戰。

Liquidity, Financial and Working Capital Resources

The Group's total non-current assets amounted to approximately HK$624.2 million as at 31 December 2019 (31 December 2018: approximately HK$349.3 million).

As at 31 December 2019, the Group held an inventory of approximately HK$13.2 million (31 December 2018: approximately HK$34.6 million).

As at 31 December 2019, the Group held net trade receivables of approximately HK$198.3 million (31 December 2018: approximately HK$10.6 million) which included trade receivables of approximately HK$167.0 million (31 December 2018: N/A) arising from the financial services business. The Group's bank and other borrowings stood at approximately HK$160.0 million (31 December 2018: approximately HK$34.5 million), while its gearing ratio, expressed as a percentage of total borrowings over total assets, was 44.1% (31 December 2018: 8.3%). The office property and a fixed deposit of approximately HK$10.2 million (31 December 2018: approximately HK$5.2 million) were pledged to secure other borrowings and banking facilities respectively. The current ratio was approximately 0.78 (31 December 2018: approximately 1.10) while the liquid ratio stood at approximately 0.75 (31 December 2018: approximately 0.75).

The Group's cash and cash equivalents as at 31 December 2019, excluding approximately HK$121.8 million in segregated accounts (31 December 2018: N/A), amounted to approximately HK$47.8 million (31 December 2018: approximately HK$34.2 million).

The objective of the Group's cash management policy is to optimise liquidity to gain a better return for shareholders in a risk-averse manner. At 31 December 2019, the value of the Group's investment in listed securities classified as financial assets at fair value through profit or loss amounted to approximately HK$1.2 million (31 December 2018: approximately HK$1.8 million).

Amid the prevailing financial volatility, the Group is committed to maintaining a conservative cash management policy and to increasing operating efficiency.

資金流動、財務和營運資金

於二零一九年十二月三十一日，本集團之非流動資產總額約港幣6.242億元（二零一八年十二月三十一日：約港幣3.493億元）。

於二零一九年十二月三十一日，本集團存貨約為港幣1,320萬元（二零一八年十二月三十一日：約港幣3,460萬元）。

於二零一九年十二月三十一日，本集團應收貿易賬款淨額約港幣1.983億元（二零一八年十二月三十一日：約港幣1,060萬元），其中包括金融服務業務所產生的應收貿易賬款約港幣1.670億元（二零一八年十二月三十一日：不適用）。本集團之銀行及其他借款約為港幣1.60億元（二零一八年十二月三十一日：港幣3,450萬元），以總貸款額佔總資產百分比計算的負債比率為44.1%（二零一八年十二月三十一日：8.3%）。本集團以辦公室物業及約港幣1,020萬元（二零一八年十二月三十一日：約港幣520萬元）的定期存款作其他借款及銀行融資之抵押。流動比率約為0.78（二零一八年十二月三十一日：約1.10），而速動資產比率約為0.75（二零一八年十二月三十一日：約0.75）。

本集團於二零一九年十二月三十一日的現金及現金等價物（不包括存於隔離賬戶內之約港幣1.218億元（二零一八年十二月三十一日：不適用））為約港幣4,780萬元（二零一八年十二月三十一日：約港幣3,420萬元）。

本集團奉行的現金管理政策，旨在規避風險的原則下優化資金流動，為股東取得更佳回報。於二零一九年十二月三十一日，本集團分類為金融資產而透過損益以公平值列賬的上市證券投資約為港幣120萬元（二零一八年十二月三十一日：約港幣180萬元）。

由於金融動盪持續，本集團銳意秉承保守的現金管理政策，並持續提高營運效率。

Prospects and Strategic Outlook

Hong Kong recorded negative GDP growth in 2019, representing the first annual decline in a decade. Retail sales contracted at a sharper pace as the local social unrest took a toll on consumption-and tourism-related sectors, dealing a severe blow to a city already weakened by synchronised global economic slowdown and ongoing trade tensions.

The latest economic report issued by the Hong Kong SAR Government pointed to a 2.9% year-on-year contraction in the third quarter of 2019, indicating that the economy had entered a technical recession during the quarter.

Heading into 2020, the global economic outlook remains bleak. After recording the largest decline in export in a decade in 2019, Hong Kong's shipment volumes are expected to continue to be weak this year. The local outlook will be affected by softening global demand and lingering trade frictions, with the effects of the epidemic likely to see the economy slow further.

It is also likely that the external environment will become more austere, with mounting downside risks facing the economic outlook. Amid weakening trade and investment, global growth is projected by the World Bank to be 2.5% in 2020, up just slightly from the post-crisis low registered last year. While some recent alleviation in trade tensions may mitigate uncertainty, risks continue to be tilted to the downside.

The Group will stay alert to the economic impact of the spread of the novel coronavirus. While the epidemic may only bring temporary disruption to business activity, the scale of China's slowdown and the pace of recovery will, in part, be determined by the effectiveness of infection control in the country.

As regards the financial services segment, local markets will likely be exposed to greater uncertainty stemming from global economic turbulence and the new epidemic. The performance of the segment will also be affected by potentially weaker investment sentiment.

However, the Group remains confident in the long-term prospects for the financial services segment, and will continue to deploy management resources and attention to the development of this new business stream.

前景及策略展望

二零一九年香港本地生產總值錄得負增長，為十年以來首次出現年度倒退。全球經濟放緩及貿易局勢持續緊張，削弱了本港經濟，加上本地社會動盪拖累消費及旅遊相關行業，令零售業銷貨額加速下滑，嚴重打擊本港經濟。

根據香港特區政府最新發表的報告，本港去年第三季度經濟按年收縮2.9%，代表本港經濟於季內陷入技術性衰退。

邁入二零二零年，環球經濟前景仍然黯淡。二零一九年香港整體貨物出口錄得十年以來最大跌幅，預期本年度出貨量將維持低迷。全球需求日漸疲軟，貿易摩擦持續，加上疫症所造成的影響，預料本地經濟增長將進一步放緩。

環球經濟前景陰霾密布，外圍環境或會更為嚴峻。鑑於貿易及投資放緩，世界銀行預測二零二零年全球經濟增速為2.5%，僅略高於去年自全球金融危機以來的最低增速。雖然近期貿易緊張局勢稍緩，應有助減少市場的不明朗因素，但展望未來仍然隱憂重重。

面對新型冠狀病毒傳播所帶來的經濟衝擊，本集團將保持警惕。縱然疫情可能只會令商業活動暫時中斷，但中國經濟的放慢程度及復甦步伐，部分仍取決於國家抗疫措施的成效。

至於金融服務分部，受到全球經濟動盪及疫情蔓延影響，本地市場的前景可能更不明朗。另外，投資意欲料將下降，亦會影響此一分部的表現。

然而，本集團對金融服務分部的長遠前景仍具信心，亦會繼續善用管理資源，致力發展此項新業務。

On the other hand, the trading and servicing business lines will continue to be subject to operating challenges and eroding margins. The Group will closely monitor the ongoing conditions of these businesses in order to weigh and formulate responsive measures.

另一方面，貿易及維修服務分部仍面臨營運挑戰及利潤率下降的考驗。本集團將密切監察此分部的業務狀況，仔細考量並制定相應措施。

The Group will cautiously navigate the currently highly uncertain environment, applying stringent risk management principles in its business operations and development. At the same time, the Board will stay alert to signs of turning points in the current economic cycle, in order to identify and capture new growth opportunities that may emerge. The Group's long-term goal remains to create value for its shareholders.

面前的環境難以逆料，本集團將審慎經營及發展業務，並進行嚴格的風險管控。與此同時，董事會亦會密切留意任何經濟週期轉變的先兆，以洞燭先機，抓緊發展機遇。本集團貫徹始終，長遠目標仍是為股東創造價值。

Currencies

The Group conducts its core business transactions mainly in Hong Kong dollars, New Taiwan dollars and United States dollars. The majority of the Group's cash and bank balances are also denominated in these three currencies. During the Year, the Group did not experience significant exposure to exchange rate and interest rate fluctuations. As a result, the Group did not enter into any material foreign exchange contracts, currency swaps or other financial derivatives.

外匯

本集團的核心業務主要以港幣、新台幣及美元進行交易。本集團的大部分現金及銀行結餘亦屬此三種貨幣。本年度內，本集團在匯兑及息口波動方面並無承受重大風險。因此，本集團概無採用任何重大外幣合同、掉期貨幣或其他財務衍生工具。

Contingent Liability

The Group did not have any significant contingent liability at 31 December 2019.

或然負債

於二零一九年十二月三十一日，本集團並無任何重大或然負債。

Material Acquisition or Disposal of Subsidiaries

Except the acquisition of Yicko, there was no material acquisition or disposal of subsidiaries during the year ended 31 December 2019.

重大收購或出售附屬公司

除收購益高外，於截至二零一九年十二月三十一日止年度，並無重大收購或出售附屬公司。

Employee Information

As at 31 December 2019, the Group employed a work force of 108 (2018: 117). Staff costs, including salaries, bonuses and allowances, were approximately HK$32.7 million (2018: HK$37.0 million).

僱員資料

於二零一九年十二月三十一日，本集團聘有108名員工（二零一八年：117名）。僱員成本（包括薪金、花紅及津貼）總額約為港幣3,270萬元（二零一八年：港幣3,700萬元）。

The Group maintains a competitive remuneration policy to motivate, retain and attract talent. The remuneration packages mainly comprise salary payments, group medical insurance plans and discretionary bonuses awarded on a performance basis. The Group provides pension schemes for employees as part of the staff benefits.

本集團維持具競爭力之薪酬政策，以激勵、挽留及吸引人才。薪酬主要包括薪金、企業醫療保險及以表現為基準之酌情花紅。員工福利亦包括本集團為僱員提供的退休金計劃。

Use of net proceeds from the rights issue in 2017

The net proceeds from the rights issue of the Company were approximately HK$422.6 million. The use of the net proceeds from the rights issue as at 31 December 2019 was approximately as follows:

二零一七年供股所得款項淨額使用情況

本公司供股所得款項淨額約為422,600,000港元。於二零一九年十二月三十一日，供股所得款項淨額的用途概約如下：

Use of net proceeds 所得款項淨額用途	Percentage of net proceeds 佔所得款項淨額百分比	Net proceeds (in HK$ million) 所得款項淨額（百萬港元）	Amount utilised (in HK$ million) 已運用金額（百萬港元）	Amount Remaining (in HK$ million) 剩餘金額（百萬港元）
Repayment of loan from the controlling shareholder for the acquisition of the office building (the "Acquisition") 償還控股股東為收購寫字樓物業（「該收購」）而授出的貸款	67.7%	286.2	286.2	–
Payment of property related professional and agency fees for the Acquisition 支付該收購事項的物業相關專業及代理費用	1.9%	8	HK$6.2 million used for original purpose and HK$1.8 million re-allocated and applied as part of the deposit for the acquisition of Yicko 6.2百萬港元已用作原定用途，及1.8百萬港元已重新分配及用作部分支付收購益高之按金	–
Payment of renovation costs for the office building 支付寫字樓物業的裝修成本	3.5%	15	HK$3.3 million used for original purpose and HK$11.7 million re-allocated and applied as part of the deposit for the acquisition of Yicko 3.3百萬港元已用作原定用途，及11.7百萬港元已重新分配及用作部分支付收購益高之按金	–

Use of net proceeds 所得款項淨額用途	Percentage of net proceeds 佔所得款項淨額百分比	Net proceeds (in HK$ million) 所得款項淨額（百萬港元）	Amount utilised (in HK$ million) 已運用金額（百萬港元）	Amount Remaining (in HK$ million) 剩餘金額（百萬港元）
Repayment of the loan from the controlling shareholder granted in 2016 償還控股股東於二零一六年授出的貸款	11.8%	50	50	–
Repayment of bank borrowings, a former director's loan and other payables 償還銀行借貸、一名前任董事提供的貸款及其他應付款項	6.2%	26	HK$9.0 million re-allocated and applied as general working capital purpose 9.0百萬港元已重新分配及用作營運資金	17
General working capital 營運資金	8.9%	37.4	(i) HK$14.9 million used for original purpose; (ii) HK$6.5 million re-allocated and applied as part of the deposit for the acquisition of Yicko; and (iii) HK$16 million re-allocated and applied as investment in the Group's wine business. (i) 14.9百萬港元已用作原定用途；(ii) 6.5百萬港元已重新分配及用作部分支付收購益高之按金；及(iii) 16.0百萬港元已重新分配及用於投資本集團的葡萄酒業務	–
Total **總計**	100%	422.6	405.6	17

CORPORATE GOVERNANCE REPORT
企業管治報告

CORPORATE GOVERNANCE PRACTICES

Adapting and adhering to recognized standards of corporate governance principles and practices has always been one of the top priorities of the Company. The board of directors of the Company (the "**Board**") believes that good corporate governance is one of the areas that leads to the success of the Company and in balancing the interests of shareholders, customers and employees, and the Board is devoted to ongoing enhancements of the efficiency and effectiveness of such principles and practices.

Throughout the year ended 31 December 2019 (the "**Year**"), the Company has complied with the code provisions ("**Code Provisions**") set out in the Corporate Governance Code contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

企業管治常規

配合及遵循企業管治原則及常規之公認標準一貫為本公司最優先原則之一。本公司董事會(「**董事會**」)認為良好的企業管治是帶領本公司邁向成功及平衡股東、客戶及僱員之間利益之因素之一,董事會致力於持續改善該等原則及常規之效率及有效性。

於截至二零一九年十二月三十一日止年度(「**本年度**」)內,本公司一直遵守香港聯合交易所有限公司證券上市規則(「**上市規則**」)附錄十四所載之企業管治守則內所載之守則條文(「**守則條文**」)。

THE BOARD OF DIRECTORS

Composition and Responsibilities

The Board currently comprises eight directors ("**Directors**"), of which two are Executive Directors, three are Non-executive Directors and three are Independent Non-executive Directors.

The Board members of the Company during the Year are:

Executive Directors:

Mr. HUANG Zhen Qian
Mr. SO Haw Herman *(resigned on 31 January 2020)*
Mr. DU Jun *(Chairman)*
(redesignated on 31 January 2020)

Non-executive Directors:

Mr. LI Xiang Yu
Mr. CUI Ming Hong
Ms. BAI Wei

Independent Non-executive Directors:

Mr. WONG Chun Man
Mr. TSE Yung Hoi
Mr. NG Man Kung

The biographical details of each Director are set out in the section headed Human Capital on pages from 48 to 51.

董事會

成員及職責

董事會目前由八名董事(「**董事**」)組成,其中包括兩名執行董事,三名非執行董事及三名獨立非執行董事。

年內本公司董事會成員為:

執行董事:

黃振謙先生
蘇灝先生*(於二零二零年一月三十一日辭任)*
杜軍先生*(主席)*
(於二零二零年一月三十一日調任)

非執行董事:

李向禹先生
崔明宏先生
柏薇女士

獨立非執行董事:

王俊文先生
謝湧海先生
吳文拱先生

各董事之履歷詳情載於第48至51頁「人才資本」一節。

THE BOARD OF DIRECTORS *(continued)*

Composition and Responsibilities *(continued)*

While the Board is primarily overseeing and managing the Company's affairs, the Chairman of the Board provides leadership to the Board in carrying out its duties. The Executive Directors constituting the senior management of the Company are delegated with responsibilities in the day-to-day management of the Company and make operational and business decisions within the control of and delegation framework of the Company. The Non-executive Directors (including Independent Non-executive Directors) contribute valuable views and proposals for the Board's deliberation and decisions.

Board Meetings

The Board members meet regularly, normally four times each year at approximately quarterly intervals, to discuss the overall strategy as well as the operational and financial performance of the Company. Other Board meetings will be held when necessary. Such Board meetings involve the active participation, either in person or through other electronic means of communication, of a majority of Directors. During the year ended 31 December 2019, seven regular Board meetings were held and the attendance records of individual Directors are set out below:

董事會*(續)*

成員及職責*(續)*

董事會主要負責監查及管理本公司之事務，董事會主席領導董事會履行其職責。本公司之高級管理層由執行董事組成，彼等獲本公司委任以管理本公司之日常業務並於本公司之監控及委任架構下作出營運及業務方面之決策。非執行董事(包括獨立非執行董事)提供寶貴意見及建議，供董事會考慮及議決。

董事會會議

董事會成員定期舉行會議(通常為每年四次，約每季一次)，並於會上討論本公司之整體策略及經營及財務方面之表現。其他董事會會議於需要時才舉行。該等董事會會議均取得大部分董事親身或透過其他電子通訊方式積極參與。於截至二零一九年十二月三十一日止年度，共舉行過七次定期董事會會議，各董事之出席記錄載列如下：

		Number of Meetings Attended/Held 已出席／舉行會議次數
Executive Directors:	*執行董事：*	
Mr. HUANG Zhen Qian	黃振謙先生	7/7
Mr. SO Haw Herman *(resigned on 31 January 2020)*	蘇灝先生 *(於二零二零年一月三十一日辭任)*	7/7
Mr. DU Jun *(Chairman)* *(redesignated on 31 January 2020)*	杜軍先生*(主席)* *(於二零二零年一月三十一日調任)*	6/7
Non-executive Directors:	*非執行董事：*	
Mr. LI Xiang Yu	李向禹先生	2/7
Mr. CUI Ming Hong	崔明宏先生	2/7
Ms. BAI Wei	柏薇女士	3/7
Independent Non-executive Directors:	*獨立非執行董事：*	
Mr. WONG Chun Man	王俊文先生	7/7
Mr. TSE Yung Hoi	謝湧海先生	7/7
Mr. NG Man Kung	吳文拱先生	7/7

THE BOARD OF DIRECTORS *(continued)*

Composition and Responsibilities *(continued)*

Appropriate notices were given to all Directors in advance for attending regular and other Board meetings. Meeting agendas and other relevant information are normally provided to the Directors in advance of Board meetings. All Directors are consulted to include additional matters in the agenda for Board meetings.

Directors have access to the advice and services of the Company Secretary with a view to ensuring that Board procedures, and all applicable law, rules and regulations, are followed.

Draft and final versions of the minutes are sent to all Directors for their comment and records respectively. Minutes of Board meetings are kept by the Company Secretary and such minutes are open for inspection at any reasonable time on reasonable prior notice by any Director.

Appointments, Re-election and Removal

All Non-executive Directors (including Independent Non-executive Directors) have entered into service contracts with the Company for a specific term of two years. Every Director on Board is subject to retirement by rotation at least once every three years.

The Board is collectively responsible for appointing new Directors either to fill casual vacancies or as additional Board members and removing any Director. Candidates to be appointed are those experienced, high caliber individuals with sufficient skills and knowledge required for the positions. All candidates must be able to meet the standards as set forth in rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an Independent Non-executive Director should also meet the independence criteria set out in rule 3.13 of the Listing Rules.

董事會*(續)*

董事會會議*(續)*

於董事會定期會議及其他會議前均向所有董事發出適當通知。通常於相關董事會會議舉行前會向董事發出議程及其他相關資料，並向所有董事徵詢，以將其他事項列入董事會會議議程內。

董事可取得公司秘書之意見及服務，以確保董事會程序及所有適用法律、規則及規例均獲得遵守。

會議記錄之草擬文本及最終版本分別寄發予所有董事以供其提供意見及作記錄。董事會會議記錄由公司秘書保存，該等會議記錄可供任何董事於發出合理事先通知下於任何合理時間內查閱。

委任、重選及罷免

所有非執行董事(包括獨立非執行董事)均與本公司訂有為期兩年之服務合約。各董事須最少每三年於股東週年大會上輪值告退一次。

董事會共同負責委任新董事以填補空缺或增加董事會成員，及負責罷免任何董事。候任人均為經驗豐富及才智卓越之人士，並擁有足夠技能及知識以出任該等職位。所有候任人均必須符合上市規則第3.08及3.09條所載之標準。獨立非執行董事之候任人應同時符合上市規則第3.13條所載之獨立性標準。

THE BOARD OF DIRECTORS *(continued)*

Appointments, Re-election and Removal *(continued)*

The Company recognizes and embraces the benefits of diversity of Board members. It maintains a board diversity policy setting out the approach to diversity of members of the Board to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. All Board appointments will continue to be made on a merit basis with due regard for the benefits of diversity of the Board members. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge. The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

Nomination Committee

The Board established the Nomination Committee in March 2012, with written terms of reference in compliance with the Code Provisions, which have been reviewed from time to time by the Board to keep them in line with the most up-to-date requirements. The Committee currently comprises one Executive Director, namely Mr. DU Jun and three Independent Non-executive Directors, namely Messrs. WONG Chun Man, TSE Yung Hoi and NG Man Kung, and is chaired by Mr. DU Jun. The most up-to-date written terms of reference of the Nomination Committee are available on the Company's website.

The Nomination Committee is responsible for reviewing the structure, size and composition of the Board regularly and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy. Its duties include making recommendations to the Board on the selection of individuals nominated for directorships, the appointment or re-appointment of Directors and succession planning for Directors. In carrying out the responsibility of identifying suitably qualified candidates to become members of the Board, the Committee will give adequate consideration to the board diversity policy. The Committee is also responsible for assessing the independence of Independent Non-executive Directors. The Nomination Committee is provided with sufficient resources to perform its duties.

董事會*(續)*

委任、重選及罷免*(續)*

本公司確認和深信董事會成員多元化之好處。維持董事會成員多元化政策，旨在列載為達致董事會成員多元化而採取之方針，確保董事會就適合本公司業務所需之技能、經驗和多元化各方面取得平衡。董事會所有委任均以用人唯才為原則，並充分顧及董事會成員多元化的裨益。甄選侯任人將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、經驗（專業或其他方面）、技能及知識。最終將按侯任人的長處及可為董事會提供的貢獻而作決定。

提名委員會

董事會於二零一二年三月成立提名委員會，其權責範圍書符合守則條文之規定，並已由董事會不時審閱以符合最新規定。委員會現時由一名執行董事杜軍先生及三名獨立非執行董事，即王俊文先生、謝湧海先生及吳文拱先生組成，並由杜軍先生出任主席。提名委員會之最新權責範圍書可於本公司網站查閱。

提名委員會負責定期檢討董事會的架構、人數及組成，並就任何為配合本公司的企業策略而擬對董事會作出的變動提出建議。其職責包括就選擇提名人士擔任董事、委任或重新委任董事以及董事繼任計劃向董事會提出建議。於履行物色合適資格人選為董事會成員之職責時，委員會將充分考慮董事會成員多元化政策。委員會亦負責評核獨立非執行董事的獨立性。提名委員會擁有充足資源以履行其職責。

THE BOARD OF DIRECTORS *(continued)*

Nomination Committee *(continued)*

During the year ended 31 December 2019, the Nomination Committee reviewed the structure, size and composition of the Board including the resignation of Mr. SO Haw Herman as Executive Director and the redesignation of Mr. DU Jun as Executive Director. It also assessed and confirmed the independence of the three Independent Non-executive Directors, and recommended to the Board the nomination of Mr. HUANG Zhen Qian, Mr. SO Haw Herman and Mr. NG Man Kung for re-appointment as Directors by the shareholders at the 2019 annual general meeting of the Company.

The Nomination Committee held one meeting during the Year, and the attendance record of individual Committee members are set out below:

董事會（續）

提名委員會（續）

於二零一九年十二月三十一日止年度，提名委員會對董事會的架構、人數及組成（包括蘇灝先生辭任執行董事及杜軍先生調任執行董事）進行檢討，亦對三名獨立非執行董事作出評估及確認其獨立性，並向董事會推薦提名黃振謙先生、蘇灝先生及吳文拱先生於本公司二零一九年股東週年大會由股東重選連任董事。

提名委員會於本年度曾舉行一次會議，委員會各成員之出席記錄載列如下：

		Number of Meetings Attended/Held 已出席／舉行會議次數
Mr. DU Jun *(Chairman)*	杜軍先生（*主席*）	1/1
Mr. WONG Chun Man	王俊文先生	1/1
Mr. TSE Yung Hoi	謝湧海先生	1/1
Mr. NG Man Kung	吳文拱先生	1/1

Confirmation of Independence

The independence of the Independent Non-executive Directors has been assessed in accordance with the applicable Listing Rules. Each of the Independent Non-executive Directors has made an annual written confirmation of independence pursuant to rule 3.13 of the Listing Rules. The Company is of the view that all Independent Non-executive Directors meet the guidelines for assessing independence set out in rule 3.13 of the Listing Rules and are independent.

獨立性確認書

獨立非執行董事之獨立性已根據適用之上市規則進行評估。每一位獨立非執行董事均已根據上市規則第3.13條之規定提交確認其符合獨立性之週年確認書。本公司認為所有獨立非執行董事皆符合載於上市規則第3.13條之獨立性指引，並根據該指引條文屬獨立人士。

THE BOARD OF DIRECTORS *(continued)*

Corporate Governance Functions

The Board is collectively responsible for performing the corporate governance duties which have been formalized into the terms of reference of the Board, a summary of which are as follows:–

- To develop and review the Company's policies and practices on corporate governance and make any changes it considers necessary to ensure their effectiveness;
- To review and monitor the training and continuous professional development of Directors and senior management;
- To review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- To develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees; and
- To review the Company's compliance with the Code Provisions and disclosure in the Corporate Governance Report.

During the Year, the Board reviewed and approved the Corporate Governance Report contained in the Company's 2018 Annual Report.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("**Model Code**") set out in Appendix 10 to the Listing Rules as its own code of conduct for dealing in securities of the Company by the Directors. Specific enquiry has been made on all Directors who have confirmed that they have complied with the required standard set out in the Model Code throughout the year.

董事會*(續)*

企業管治職能

董事會共同負責履行企業管治責任，有關責任已被納入董事會權責範圍書，其概要如下：—

- 制定及檢討本公司之企業管治政策及常規，並作出其認為必要之改動，以確保該等政策及常規之有效性；
- 檢討及監察董事及高級管理層之培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- 制定、檢討及監察適用於董事及僱員之操守準則及合規手冊（如有）；及
- 檢討本公司遵守守則條文之情況及在企業管治報告所作之披露。

於年內，董事會審閱並通過載於本公司二零一八年年報之企業管治報告。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「**標準守則**」）作為自身之董事進行本公司證券交易之行為守則。已向所有董事作出特定查詢，而彼等已確認，全年一直遵守標準守則所規定之標準。

THE BOARD OF DIRECTORS *(continued)*

Directors' Training and Professional Development

Every Director keeps abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company. Directors are continually updated with regulatory and governance developments. During the Year, the Company provided all members of the Board with updates on the Company's performance, position and prospects.

Directors are encouraged to participate in professional development courses and seminars to develop and refresh their knowledge and skills. The Company has devised a training record to assist the Directors to record the training they have undertaken.

During the Year, Messrs. WONG Chun Man, LI Xiang Yu, TSE Yung Hoi and NG Man Kung and Ms. BAI Wei received briefings on updates of accounting standards from the auditors of the Company at Audit Committee meetings. All of the Directors were provided with reading materials on the relevant rules and regulatory updates.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Emolument Policy

The remuneration policy of the Group is to ensure the fairness and competitiveness of total remuneration. The emoluments of Executive Directors are determined based on the skills, knowledge, individual performance as well as contributions, the scope of responsibility and accountability of such Directors, taking into consideration the Company's performance and prevailing market conditions. The remuneration policy of Non-executive Directors (including Independent Non-executive Directors) is to ensure that the Non-executive Directors are adequately compensated for their efforts and time dedicated to the Company's affairs including their participation in the respective Board committees. The emoluments of Non-executive Directors are determined with reference to their experience, duties and knowledge.

董事會*(續)*

董事之培訓及專業發展

每名董事均恪守作為本公司董事之責任，並與本公司之操守、業務活動及發展並進。董事持續得到規管及管治發展之最新資訊。本年度，本公司為董事會所有成員提供本公司之表現、財務狀況及前景之最新資料。

本公司鼓勵董事參與專業發展課程及研討會，以發展及更新其知識及技能。本公司已訂立培訓記錄以協助董事記錄其曾經參與之培訓。

本年度，王俊文先生、李向禹先生、謝湧海先生、吳文拱先生及柏薇女士於審核委員會會議接受本公司核數師就最新會計準則之簡報。所有董事均獲提供有關規則及法規之最新資料。

董事及高級管理人員之酬金

薪酬政策

本集團之薪酬政策旨在確保整體薪酬屬公平及具競爭力。執行董事之酬金乃按照董事之技能、知識、個人表現及貢獻以及其於本公司之職責及問責範圍，經考慮本公司之表現及現行市場環境而釐定。非執行董事（包括獨立非執行董事）之酬金政策乃為確保非執行董事就本公司事務包括參與各個董事委員會所付出的努力和時間而獲得足額報酬。非執行董事之酬金乃按其經驗、職責及知識而釐定。

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT *(continued)*

Remuneration Committee

The Board established the Remuneration Committee in July 2006, with written terms of reference in compliance with the Code Provisions, which have been reviewed from time to time by the Board to keep them in line with the most up-to-date requirements. The Committee currently comprises one Non-executive Director, namely Mr. CUI Ming Hong and three Independent Non-executive Directors, namely Messrs. WONG Chun Man, TSE Yung Hoi and NG Man Kung, and is chaired by Mr. TSE Yung Hoi. The most up-to date written terms of reference of the Remuneration Committee are available on the Company's website.

The Remuneration Committee is responsible for making recommendations to the Board on the Company's emolument policy and on the establishment of a formal and transparent procedure for developing such policy. Prior to making its recommendations, the Committee consults the Chairman of the Board and the Executive Directors and takes into consideration factors including the Group's performance and profitability, experience, duties and time commitment of Directors, prevailing market conditions, salaries paid by comparable companies, employment conditions elsewhere in the Group and desirability of performance-based remuneration. The Committee has adopted the operation model where it performs an advisory role to the Board, with the Board retaining the final authority to approve the remuneration packages of individual Directors and senior management. The Committee is provided with sufficient resources enabling it to discharge its duties.

During the year, the Remuneration Committee reviewed the remuneration packages of the Directors and employees of the Company. No Director was involved in deciding his own remuneration.

董事及高級管理人員之酬金*(續)*

薪酬委員會

董事會於二零零六年七月成立薪酬委員會，其權責範圍書符合守則條文之規定，並已由董事會不時審閱以符合最新規定。委員會現時由一名非執行董事即崔明宏先生及三名獨立非執行董事，即王俊文先生、謝湧海先生及吳文拱先生組成，並由謝湧海先生出任主席。薪酬委員會之最新權責範圍書可於本公司網站查閱。

薪酬委員會負責向董事會就本公司之薪酬政策及就設立正式且具透明度之程序制定該等政策作出推薦建議。於作出其推薦建議前，委員會先諮詢董事會主席及執行董事並考慮包括本集團之表現及盈利能力、董事之經驗、責任及承擔時間、現行之市場環境、可比較公司支付之薪酬、本集團其他地方之就業環境及按表現計算薪酬是否可取等因素。委員會已採納向董事會提供建議之運作模式，董事會保留批准個別董事及高級管理層薪酬之最終權力。委員會擁有充足資源以履行其職責。

於年內，薪酬委員會審閱本公司董事及僱員之薪酬。概無董事參與有關其自身薪酬之決定。

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT *(continued)*

Remuneration Committee *(continued)*

The Remuneration Committee held one meeting during the period, and the attendance record of individual Committee members are set out as follows:

董事及高級管理人員之酬金*(續)*

薪酬委員會*(續)*

薪酬委員會於期內曾舉行一次會議，委員會各成員之出席記錄載列如下：

		Number of Meetings Attended/Held 已出席／舉行會議次數
Mr. TSE Yung Hoi *(Chairman)*	謝湧海先生*(主席)*	1/1
Mr. CUI Ming Hong	崔明宏先生	1/1
Mr. WONG Chun Man	王俊文先生	1/1
Mr. NG Man Kung	吳文拱先生	1/1

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Board acknowledges its responsibility for the preparation of the financial statements which give a true and fair view of the state of affairs of the Group. Financial results of the Group are announced in a timely manner in accordance with statutory and/or regulatory requirements.

In preparing the consolidated financial statements, the Board has given careful consideration to the future liquidity of the Group notwithstanding that the Group's net current liabilities of approximately HK$117,539,000 as at 31 December 2019 as well as the Group's net loss for the year amounted to approximately HK$46,588,000 and these conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern.

The Board is satisfied that the Group will have sufficient financial resources to meet its financial obligations as they fall due for the foreseeable future, after taking into consideration of the followings:

(i) In relation to the convertible bonds with principal amount of HK$100,000,000 due on 28 February 2020, subsequent to the reporting period, on 28 February 2020, the Company has entered into a deed of extension to extend the maturity date for repayment of the principal amount of the convertible bonds from 28 February 2020 to 28 November 2020.

問責及審核

財務匯報

董事會知悉其編製真實兼公平反映本集團財務狀況之財務報告之責任。本集團之財務業績乃根據法定及／或法規之規定適時公佈。

於編製綜合財務報表時，董事會已審慎考慮本集團之未來流動性，儘管本集團於二零一九年十二月三十一日之流動負債淨額約為港幣117,539,000元以及本集團於本年度之虧損淨額約為港幣46,588,000元，且該等狀況表明存在可能對本集團持續經營能力產生重大疑慮之重大不確定因素。

經考慮以下各項後，董事會信納，本集團將擁有充足財務資源滿足其於可預見未來到期之財務責任：

(i) 就於二零二零年二月二十八日到期本金額為港幣100,000,000元之可換股債券而言，於報告期後，本公司已於二零二零年二月二十八日訂立延長契據，以將償還可換股債券本金額之到期日由二零二零年二月二十八日延長至二零二零年十一月二十八日。

ACCOUNTABILITY AND AUDIT *(continued)*

Financial Reporting *(continued)*

The Company has been actively negotiating with the holders of the remaining convertible bonds with an aggregate principal amount of HK$200,000,000, regarding the settlement arrangement of those convertible bonds.

(ii) The Company has placed its buildings with carrying amount of approximately HK$299,763,000 as at 31 December 2019 for sale.

(iii) The Board will continue to implement measures aiming at improving the working capital and cash flows of the Group including closely monitoring general administrative expenses and operating costs.

(iv) The immediate holding company, Road Shine Developments Limited, has agreed to provide financial support for the continuing operations of the Company so as to enable it to meet its liabilities as they fall due and carry on its business without a significant curtailment of operations in the twelve months from 31 December 2019.

The Board has carried out a detailed review of the cash flow forecast of the Group for the next twelve months from the reporting date taking into account the impact of above measures, the Board believes that the Group will have sufficient cash resources to satisfy its future working capital and other financing requirements as and when they fall due in the next twelve months from the reporting date, and accordingly, is satisfied that it is appropriate to prepare the consolidated financial statements set out on pages 68 to 193 on a going concern basis.

During the year, the Company engaged HLB Hodgson Impey Cheng Limited ("**HLB**") as the external auditors. Apart from providing audit services, HLB also reviewed the interim results of the Group. The fees in respect of audit and non-audit services provided by HLB for the year ended 31 December 2019 amounted to approximately HK$1,304,000 and HK$250,000 respectively.

The reporting responsibilities of HLB are set out in the Independent Auditors' Report between pages 59 and 67.

問責及審核*(續)*

財務匯報*(續)*

本公司一直積極與餘下本金額總額為港幣200,000,000元之可換股債券之持有人磋商該等可換股債券之結付安排。

(ii) 本公司已將其於二零一九年十二月三十一日賬面值約為港幣299,763,000元之樓宇掛牌出售。

(iii) 董事會將繼續採取措施，旨在改善本集團之營運資金及現金流量，包括密切監測一般行政開支及營運成本。

(iv) 本公司之直接控股公司Road Shine Developments Limited已同意就本公司之持續經營提供財務支持，以使其於自二零一九年十二月三十一日起計之十二個月內能夠應付到期負債及經營旗下業務而毋須大幅縮減營運規模。

經考慮上述措施之影響，董事會已對本集團自報告期末起計未來十二個月之現金流量預測進行詳盡檢討，董事會相信本集團將擁有充足現金資源滿足其自報告期末起計未來十二個月到期之未來營運資金及其他融資需求，因此，其信納按持續基準編製第68至193頁所載之綜合財務報表屬適當。

於年內，本公司聘任國衛會計師事務所有限公司(「**國衛**」)為外聘核數師。除核數服務外，國衛亦同時審閱本集團之中期業績。截至二零一九年十二月三十一日止年度，國衛提供有關核數及非核數服務之酬金總額分別約為港幣1,304,000元及港幣250,000元。

國衛之報告責任載於第59至67頁之獨立核數師報告內。

ACCOUNTABILITY AND AUDIT *(continued)*

Risk Management and Internal Controls

The Board has overall responsibility for the maintenance of sound risk management and internal control systems within the Group and reviewing their effectiveness.

The Board has entrusted the Audit Committee with the responsibility to review the risk management and internal control systems of the Group, which not only include financial, operational and compliance controls, and risk management functions, but also cover the areas of adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions. Procedures have been set up for, inter alia, safeguarding assets against unauthorized use or disposition, controlling capital expenditure, maintaining proper accounting records for the provision of reliable financial information for internal use and for publication, and ensuring compliance with the relevant legislation and regulations.

Risk assessment and evaluation are an integral part of the annual planning process. Each division/business unit of the Group has to set its strategic objectives, identify specific risks and assess the effectiveness of its risk management actions and internal control measures to help ensure that the risks it faces are addressed by the controls that have been or will be implemented. Management throughout the Group maintains and monitors the risk management and internal control systems on an ongoing basis. Where any significant risks are identified, the Board will evaluate and manage such risks by considering the severity of the impact of the risk on the Company's financial results, the probability that the risk will occur and the imminence of the risk. It should be acknowledged that the risks management and internal control 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 Group has adopted procedures for the handling and dissemination of inside information in a timely manner and in compliance with the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and the Listing Rules, such procedures are subject to review on a regular basis.

問責及審核 *(續)*

風險管理及內部監控

董事會全權負責維持本集團健全的風險管理及內部監控系統並檢討其有效性。

董事會已授權審核委員會檢討本集團的風險管理及內部監控系統，其中不僅包括財務、營運與合規監控及風險管理職能，並涵蓋本公司會計、內部審核及財務匯報職能的資源充足性、員工資質及經驗、培訓課程及預算等方面。本集團已訂立程序，藉以（其中包括）保障資產不會在未經許可下被使用或處置、控制資本支出、妥善存置會計紀錄以提供可靠的財務資料內部使用及刊載，及確保遵守相關法例及法規。

風險評估及估計乃年度計劃程序的一部份。本集團各部門／業務單位制定其策略目標，識別特定風險及評估其風險管理行動及內部監控措施的成效，以助確保已獲執行或將予執行的監控能應對其面對的風險。本集團各級管理層持續維持及監察風險管理及內部監控系統。如發現任何重大風險，董事會將透過考慮該風險對本公司財務業績影響的嚴重程度、該風險發生的可能性及即將發生與否評估及管理有關風險。本集團應承認，風險管理及內部監控系統旨在管理而非消除未能達致業務目標的風險，且僅可合理而非絕對保證可防範重大錯誤陳述或損失。

本集團已實行及時處理及發佈內幕消息的程序，而根據證券及期貨條例（香港法例第571章）及上市規則，該等程序須予定期檢討。

ACCOUNTABILITY AND AUDIT *(continued)*

Risk Management and Internal Controls *(continued)*

The Board conducts review of the Group's risk management and internal control systems semi-annually. During the Year, the Board has assessed the effectiveness of the risk management and internal control systems through the reviews performed by the Audit Committee, executive management, and both internal and external auditors and considered such systems are effective adequate for their purposes.

Audit Committee

The Audit Committee of the Company was established in December 2004, with written terms of reference in compliance with the Code Provisions, which have been reviewed from time to time by the Board to keep them in line with the most up-to-date requirements. The Committee currently comprises two Non-executive Directors, namely Mr. LI Xiang Yu, Ms. BAI Wei and three Independent Non-executive Directors, namely, Messrs. WONG Chun Man, TSE Yung Hoi and NG Man Kung, and is chaired by Mr. WONG Chun Man. The most up-to-date written terms of reference of the Audit Committee are available on the Company's website.

The Audit Committee reports to the Board and has held regular meetings to assist the Board in reviewing the effectiveness of the Group's financial reporting process, internal controls and risk management systems. The Committee monitors the integrity of the Company's financial statements, annual report and accounts and half-year report, and reviews significant financial report judgments contained therein. It reviews, makes recommendations and reports to the Board on findings relating to the financial statements, reports and accounts, systems of internal controls and risk management and compliance issues. The Committee also oversees the Company's relationship with the external auditors, reviews auditors' letter of engagement and make recommendations to the Board on the appointment and re-appointment of external auditors. It is empowered to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. It reviews external auditors' management letter and any material queries raised by the auditors to the management and the management's response. The Audit Committee is provided with sufficient resources enabling it to discharge its duties.

問責及審核*(續)*

風險管理及內部監控*(續)*

董事每半年對本集團的風險管理及內部監控系統進行檢討。於本年度，董事會已透過審核委員會、行政管理層及內部及外部核數師進行的檢討評估風險管理及內部監控系統的有效性，並認為該等系統可有效及充分達致其目的。

審核委員會

本公司之審核委員會於二零零四年十二月成立，其權責範圍書符合守則條文之規定，並已由董事會不時審閱以符合最新規定。委員會現時由兩名非執行董事，即李向禹先生及柏薇女士以及三名獨立非執行董事，即王俊文先生、謝湧海先生及吳文拱先生組成，並由王俊文先生出任主席。審核委員會之最新權責範圍書可於本公司網站查閱。

審核委員會向董事會報告，並定期舉行會議，以協助董事會檢討本集團之財務報告程序、內部監控及風險管理系統之有效性。委員會監察本公司之財務報表、年報及賬目以及中期報告之完整性，以及審閱其中包含之重大財務報告判斷。委員會就有關財務報表、報告及賬目、內部監控及風險管理系統以及合規事宜之調查結果向董事會作出檢討、推薦建議及報告。委員會亦監察本公司與外聘核數師之關係、審閱核數師之聘書及就外聘核數師之聘任及續聘作出推薦建議。委員會有權根據適用準則審核及監察外聘核數師之獨立性及客觀性以及審核過程之有效性。委員會審閱外聘核數師之管理信函及核數師向管理層提出之任何重大查詢及管理層之回應。審核委員會擁有充足資源以履行其職責。

ACCOUNTABILITY AND AUDIT *(continued)*

Audit Committee *(continued)*

During the Year, the Audit Committee discussed and reviewed with the management of the financial reporting system, the accounting principles and practices adopted by the Group, internal control procedures, risk management system and the adequacy of resources, qualifications and experiences of staff in the Group's accounting, financial reporting and internal control functions and the effectiveness of such systems and functions. The Audit Committee also met with the external auditors and reviewed the annual and interim reports of the Company.

The Audit Committee members met two times during the Year, and the attendance records of individual Committee members are set out below:

問責及審核*(續)*

審核委員會*(續)*

本年度，審核委員會已與管理層討論及審閱本集團採納的財務報告系統、會計原則及慣例、內部監控程序、風險管理系統及本集團會計、財務報告及內部監控職能的資源充足性、員工資質及經驗以及該等系統及職能的有效性。審核委員會亦會與外部核數師會面，並檢討本公司年度及中期報告。

審核委員會成員於本年度曾舉行兩次會議，委員會各成員之出席記錄載列如下：

		Number of Meetings Attended/Held 已出席／舉行會議次數
Mr. WONG Chun Man *(Chairman)*	王俊文先生*(主席)*	2/2
Mr. LI Xiang Yu	李向禹先生	1/2
Ms. BAI Wei	柏薇女士	1/2
Mr. TSE Yung Hoi	謝湧海先生	2/2
Mr. NG Man Kung	吳文拱先生	2/2

DELEGATION BY THE BOARD

While at all times the Board retains full responsibility for guiding and monitoring the Company in discharging its duties, certain responsibilities are delegated to various Board committees which have been established by the Board to deal with different aspects of the Company's affairs. Unless otherwise specified in their respective written terms of reference as approved by the Board, these Board committees are governed by the Company's articles of association as well as the Board's policies and practices (insofar as the same are not in conflict with the provision contained in the articles of association).

The Board has also delegated the responsibility of implementing its strategies and the day-to-day operation to the management of the Company under the leadership of the Executive Directors. Clear guidance has been made as to the matters that should be reserved to the Board for its decision which include matters on, inter alia, capital, finance and financial reporting, internal controls, communication with shareholders, Board membership, delegation of authority and corporate governance.

董事會委派代表

儘管董事會在履行其職責時始終完全承擔引領及監督本公司之責任，惟若干責任已授予董事會之各個委員會，該等委員會乃由董事會設立以處理本公司各方面之事務。除經董事會批准與彼等相關之權責範圍書另有訂明外，該等董事委員會乃受本公司組織章程細則以及董事會之政策及慣例（惟不可與組織章程細則所載條文有抵觸）所規限。

董事會亦已向本公司執行董事領導下之管理層授予施行其策略及日常營運之職責。本公司已就須由董事會決策之事宜訂明清晰之指引，其中包括有關資本、籌資及財務匯報、內部監控、與股東通訊、董事會組成、授予權力及企業管治等事宜。

COMPANY SECRETARY

The Company Secretary of the Company is Ms. WONG Shuk Ching who is a solicitor qualified to practise law in Hong Kong. She is also a fellow member, and was awarded the Chartered Governance Professional qualification, of The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators). Ms. WONG assists the Board by ensuring good information flow within the Board and that the Board's policy and procedures including those on governance matters are followed. She reports to Mr. HUANG Zhen Qian, Executive Director who is also her primary Corporate contact person at the Company.

公司秘書

本公司之公司秘書為王淑貞女士，彼為香港合資格執業律師，彼亦為香港特許秘書公會及英國特許公司治理公會（前稱英國特許秘書及行政人員公會）的資深會員，並獲授特許管治專才資格。王女士協助董事會確保董事會內之良好資訊流通，以及確保董事會遵從包括有關管治事宜之政策及程序。彼向執行董事黃振謙先生報告，其亦為王女士於本公司之主要公司聯絡人。

SHAREHOLDER AND INVESTOR RELATIONS

Communication Strategies

The Board established a shareholders' communication policy setting out the principles of the Company in relation to its communication with the shareholders, with the objective of ensuring effective and timely dissemination of information to shareholders. Information would be communicated to shareholders mainly through the Company's corporate communications including interim and annual reports, announcements and circulars. These publications are sent to the shareholders in a timely manner and are also available on the website of the Company.

股東及投資者關係

通訊策略

董事會建立一套載有本公司就與股東通訊之股東通訊政策，旨在確保向股東有效並適時發佈資訊。資訊主要透過本公司之企業傳訊包括中期報告、年報、公告及通函向股東發佈。該等刊物適時向股東寄發，亦可於本公司網站查閱。

The Chairman of the Board, members of the Board and external auditors attended the 2019 annual general meeting of the Company ("**AGM**") held on 17 May 2019. The attendance record of the Directors at the AGM is set out below:

董事會主席、董事會成員及外聘核數師均出席於二零一九年五月十七日舉行之本公司二零一九年股東週年大會（「**股東週年大會**」）。董事於股東週年大會出席之記錄載列如下：

		AGM Attended/Held 已出席／舉行股東週年大會次數
Executive Directors:	*執行董事：*	
Mr. HUANG Zhen Qian	黃振謙先生	1/1
Mr. SO Haw Herman *(resigned on 31 January 2020)*	蘇灝先生*（於二零二零年一月三十一日辭任）*	1/1
Mr. DU Jun *(Chairman)* *(redesignated on 31 January 2020)*	杜軍先生*（主席）*（於二零二零年一月三十一日調任）	0/1
Non-executive Directors:	*非執行董事：*	
Mr. LI Xiang Yu	李向禹先生	0/1
Mr. CUI Ming Hong	崔明宏先生	0/1
Ms. BAI Wei	柏薇女士	0/1
Independent Non-executive Directors:	*獨立非執行董事：*	
Mr. WONG Chun Man	王俊文先生	1/1
Mr. TSE Yung Hoi	謝湧海先生	1/1
Mr. NG Man Kung	吳文拱先生	1/1

SHAREHOLDER AND INVESTOR RELATIONS *(continued)*

Communication Strategies *(continued)*

Shareholders may direct enquires about their shareholdings to the Company's Share Registrars. To the extent the requisite information of the Company is publicly available, shareholders and the investment community may at any time make enquiry in respect of the Company in writing at our head office in Hong Kong by post, facsimile or email via the numbers and email address provided on the Company's website or through the Company's Investor Relations Adviser whose contact details are provided in the "Corporate Information" section of this annual report.

Shareholders' Rights

Pursuant to the Articles of Association of the Company, any two or more shareholders or any one shareholder which is a clearing house (or its nominee) (in either case) holding not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings can make a requisition to convene and put forward proposals at an extraordinary general meeting. The requisition must specify the objects of the meeting, and must be signed by the relevant requisitionist(s) and deposited at the head office of the Company in Hong Kong.

Shareholders may put forward their enquires about the Company to the Board or the Company Secretary at the Company's head office in Hong Kong or by email or through the Investor Relations Adviser of the Company.

Amendment to the Company's Constitutional Documents

During the year and up to the date of this annual report, the Company has not made any changes to its memorandum and articles of association. An up-to-date version of the memorandum and articles of association of the Company is available on both the websites of the Company and the Stock Exchange.

股東及投資者關係*(續)*

通訊策略*(續)*

股東可直接向本公司股份過戶登記處作出有關其股權的查詢。於可供公眾查閱之範圍內，股東及公眾投資者可隨時透過於本公司網站提供之號碼及電郵地址，以郵寄、傳真或電郵方式向本公司之總辦事處作書面查詢所需資料，或透過本公司之投資者關係顧問（其聯絡資料於本年報「集團資料」一節提供）提出查詢。

股東之權利

根據本公司組織章程細則之規定，任何兩名或以上股東或任何一名股東（其為結算所（或其代理人））（在任一情況下）持有本公司附帶於本公司股東大會投票權不少於十分之一之繳足股本者，可要求召開股東特別大會，並於會上提出動議。有關要求必須列明大會之主要商議事項及由有關請求人簽署，並送達本公司於香港之總辦事處。

股東可向本公司於香港之總辦事處或透過電子郵件或透過本公司之投資者關係顧問向董事會或公司秘書作出有關本公司之查詢。

修訂本公司章程文件

於年內及直至本年報日期，本公司概無對其組織章程大綱及細則作出任何修改。本公司組織章程大綱及細則的最新版本已刊載於本公司及聯交所網站可供查閱。

Guoan International Limited (the "**Company**") and its subsidiaries (collectively the "**Group**") are pleased to present our Environmental, Social and Governance ("**ESG**") Report for the year ended 31 December 2019 (the "**Year**"). This report covers our ESG policies, their implementation and our performance in different areas of corporate social responsibility ("**CSR**").

國安國際有限公司(「**本公司**」及其附屬公司(統稱「**本集團**」)欣然提呈截至二零一九年十二月三十一日止年度(「**本年度**」)之環境、社會及管治報告。本報告涵蓋本公司環境、社會及管治政策的要點和實施情況,並介紹本公司在各個企業社會責任(「**企業社責**」)範疇上的表現。

ABOUT THE REPORT

ESG Policies, Implementation and Governance

The Group is principally engaged in the financial services business, trading, and the provision of maintenance services in Hong Kong. Data collected for this ESG Report covers the Year, except for the financial services segment which commenced operation through Yicko Securities Limited ("**Yicko**") upon completion of its acquisition on 28 February 2019. ESG-related data collected from Yicko thus covers the ten months ended 31 December 2019.

Yicko is licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) activities regulated under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Its business consists of investment advising, stock trading, margin financing, corporate placements and underwriting.

The board of directors of the Company (the "**Board**") assumes overall responsibility for the Group's ESG policies, their implementation, reporting and governance. The ESG policies have been adopted by the Board and provide guidance for the Group to carry out business operations in an environmentally and socially responsible way. These policies cover various aspects of the environment, business ethics, employee relationships and community investments, details of which will be discussed in the following sections of this report.

The Board has authorised the setting up of a working group to co-ordinate and monitor the Group's ESG-related works. Comprising staff of various levels under a Board member, the working group regularly reviews and updates the policies to ensure their continued relevance to the Group's business operations, our key stakeholders and new ESG trends and regulations. It is also responsible for identifying potential ESG-related risks on a continual basis and bringing them to the Board for discussion and, if thought fit, management action.

關於本報告

環境、社會及管治報告政策、履行及管理

本公司主要在香港從事金融服務、貿易及提供維修服務業務。本環境、社會及管治報告所收集之數據涵蓋本年度,惟金融服務分部於二零一九年二月二十八日完成收購益高證券有限公司(「**益高**」)後才開始運作,因此與益高相關的環境、社會及管治數據僅覆蓋截至二零一九年十二月三十一日止十個月期間。

益高按證券及期貨條例(香港法例第571章)發牌可從事第1類(證券交易)、第4類(就證券提供意見)及第9類(提供資產管理)受規管活動。其業務包括提供投資意見、證券交易、保證金融資、企業配售及承銷。

本公司董事會(「**董事會**」)負責本集團於環境、社會及管治方面的整體政策、實施、報告及管治。環境、社會及管治政策已獲董事會採納,引領本集團按照對環境及社會盡責的方式進行商業營運。此等政策涵蓋環境、商業道德、僱員關係及社區投資等範疇,具體細節列載於本報告其後章節。

董事會授權組成工作小組,協調和監控本集團的環境、社會及管治相關工作。此工作小組由一位董事會成員領導,包括不同職級人員,負責定期檢討及調整政策,以確保政策與本集團業務營運及持份者具相關性,並符合環境、社會及管治的新趨勢和規定。工作小組亦須持續識別環境、社會及管治相關風險,並提交董事會作討論及酌情採取管理措施。

ABOUT THE REPORT *(continued)*

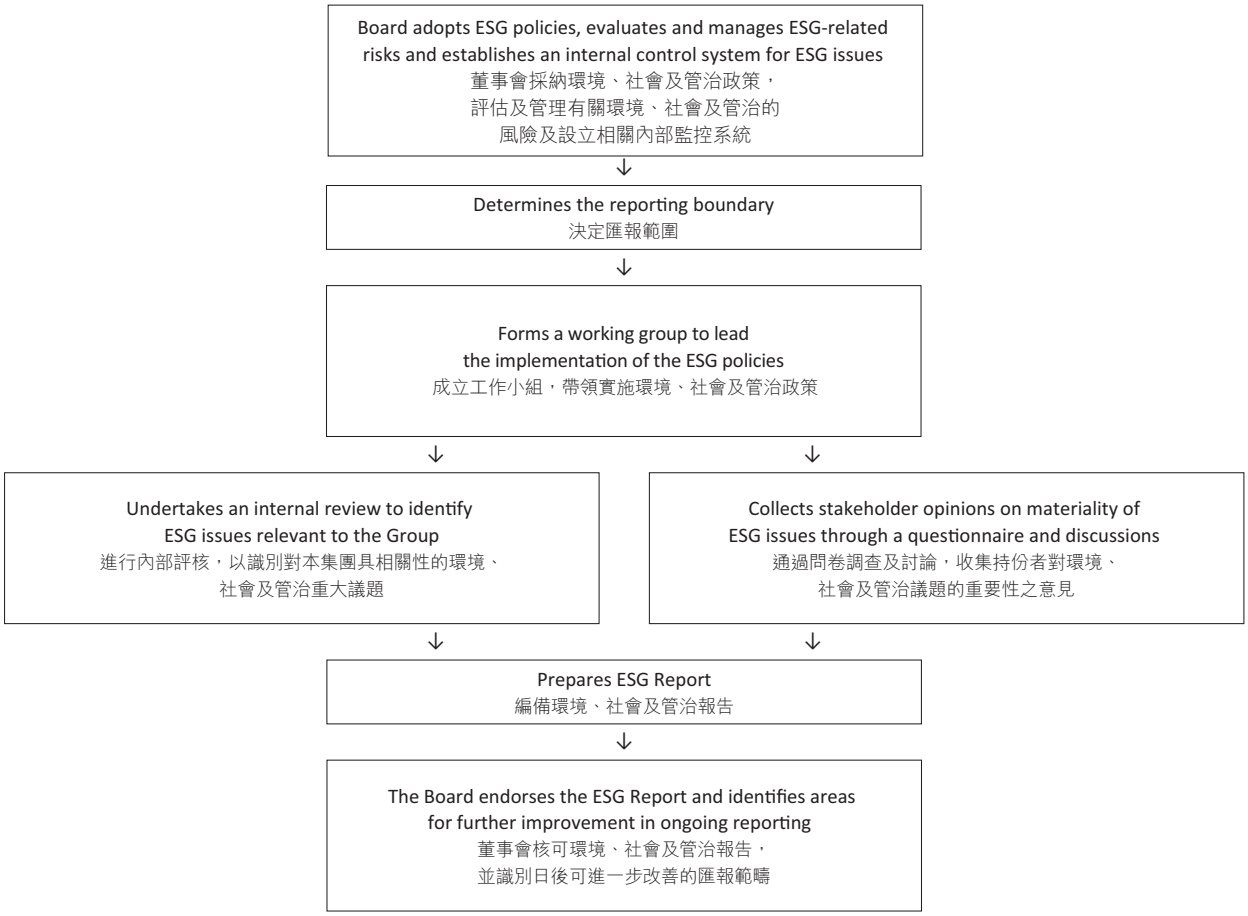
Preparation of the ESG Report

The ESG Report has been prepared with reference to Appendix 27 of the Main Board Listing Rules of The Stock Exchange of Hong Kong Limited ("**HKEX ESG Guide**"), adhering to the "comply or explain" provisions and where possible reporting on recommended disclosures. The preparation process was overseen by the Board and consisted of the following steps. The report was endorsed by the Board in March 2020.

關於本報告*(續)*

編備環境、社會及管治報告

本環境、社會及管治報告參考香港聯合交易所有限公司主板上市規則附錄第二十七條(「**香港交易所環境、社會及管治報告指引**」),按「不遵守就解釋」條文及儘可能就建議披露事項作匯報。本報告之準備過程由董事會監督,包括以下步驟。本報告於二零二零年三月獲董事會核可。



ABOUT THE REPORT *(continued)*

Reporting Boundary

As the Group's operations are all based in Hong Kong, the scope of this report mainly includes data and activities of the Group's corporate headquarters and, as far as feasible, other offices in Hong Kong. Compared with the 2018 ESG Report published in March 2019, the scope has been broadened as the Group commenced the operation of a new business segment for the provision of financial services.

Stakeholder Engagement

The Group's key stakeholders include its employees, customers, suppliers, shareholders, business partners and community work partners. Throughout the Year, members of the ESG working group have engaged in discussions with these stakeholders to collect their views on the materiality of different aspects of ESG. A questionnaire survey has also been carried out during the Year, the results of which were analysed and used as a reference for the preparation of this report.

Set out below is a summary of the channels used to engage our key stakeholders:

關於本報告*(續)*

匯報範圍

由於本集團所有業務均以香港為基地，本報告的範圍主要涵蓋公司總部和在可行情況下其他香港辦事處的數據及活動。與二零一九年三月刊發的二零一八年環境、社會及管治報告比較，由於本集團開始營運金融服務新分部，故本報告範圍較前擴大。

持份者參與

本集團的主要持份者包括僱員、客戶、供應商、股東、業務夥伴及社區工作合作夥伴。環境、社會及管治工作小組成員於本年度內與持份者討論溝通，以收集他們對不同層面事項的重要性之評核意見，並於本年度內進行問卷調查，經分析所得結果，用作編備本報告之參考。

以下為主要持份者參與之渠道摘要：

Stakeholder 持份者	Engagement Channels 參與渠道
Employees 僱員	• Formal and informal meetings 正式及非正式會議 • Staff activities 員工活動 • New staff orientation 新員工入職迎新
Customers 客戶	• Customer services hotline (for maintenance segment) 客戶服務熱線（維修業務） • Emails and telephone calls (for financial services segment) 電郵及電話通訊（金融服務業務） • Personal contact 個人聯繫
Suppliers 供應商	• Tendering or business negotiation process 投標及業務洽商 • Regular correspondence 定期通訊 • Site visits 實地考察 • Promotional activities 宣傳活動

ABOUT THE REPORT *(continued)*

關於本報告*(續)*

Reporting Boundary

匯報範圍

Stakeholder 持份者	Engagement Channels 參與渠道
Shareholders 股東	• Annual and special general meetings 股東周年大會及股東特別大會 • Annual and interim reports 年報及中期報告 • Corporate website 公司網站 • Contacts with IR representatives 經投資者關係代表聯繫
Business partners 業務夥伴	• Regular correspondence 定期通訊 • Joint activities 聯合活動
Community work partners 社區工作合作夥伴	• Staff members' participation in volunteering work 員工參與義工活動 • Joint activities 聯合活動
Wider community 更廣泛的社區	• CSR initiatives 企業社會責任活動

Materiality Assessment

The Group has summarised the internal and external assessment results and identified these material ESG topics:

- B2: Health and Safety
- B7: Anti-corruption
- B6: Product Responsibility
- B3: Development and Training
- B4: Labour Standards
- B1: Employment

重要性評估

本集團總結內部及外部評核結果，並識別以下環境、社會及管治重大議題：

- B2：健康與安全
- B7：反貪污
- B6：產品責任
- B3：發展及培訓
- B4：勞工準則
- B1：僱傭

ABOUT THE REPORT *(continued)*

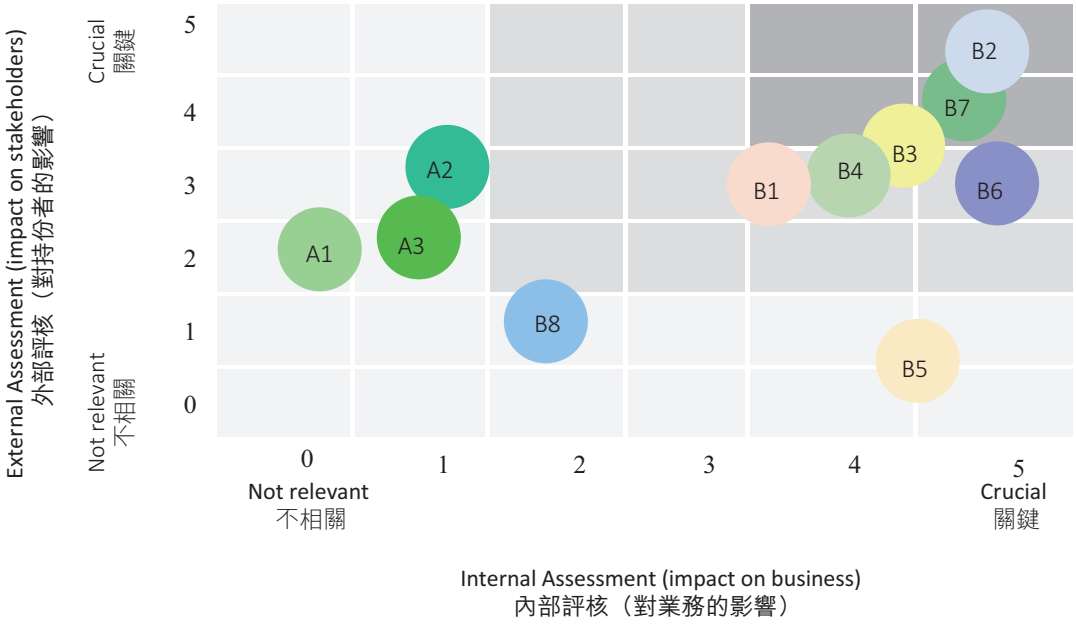
Materiality Assessment *(continued)*

The following distribution map exhibits the importance of the key ESG issues considered by the Board and the stakeholders of the Group.

關於本報告*(續)*

重要性評估*(續)*

以下分佈圖展示本集團管理層及持份者就主要環境、社會及管治議題重要性所作之評核。



- A1: Emissions 排放物
- A2: Use of Resources 資源使用
- A3: The Environment and Natural Resources 環境及天然資源
- B1: Employment 僱傭
- B2: Health and Safety 健康與安全
- B3: Development and Training 發展及培訓
- B4: Labour Standards 勞工準則
- B5: Supply Chain Management 供應鏈管理
- B6: Product Responsibility 產品責任
- B7: Anti-corruption 反貪污
- B8: Community Investment 社區投資

ENVIRONMENT

Environmental Policy

- Seek to reduce the environmental impact of our operations through different schemes to reduce energy consumption and day-to-day operational inputs, to re-use materials where practicable, and to collect and separate appropriate materials for recycling.
- Go paperless where feasible.
- Comply with relevant environmental legislation and regulations and strive to go beyond them.
- Support the environmental initiatives of the communities where we operate.

環境

環境政策

- 通過參與不同的計劃，力求節約能源及減低日常營運中的能源消耗，並在可行的情況下重用物料，收集和進行適當分類以循環再用，從而減少對環境造成的影響。
- 在可行的情況下實現無紙化。
- 遵守相關環境保護法例和規條，並致力超越法定標準。
- 支持所在社區的環保舉措。

Environmental Pledges and Activities during the Year

本年度內獲授環境約章及參與活動

Programme 項目	Label/Pledge 標誌／承諾	Organiser 主辦機構	Date/Period 日期／期間
Energy Saving Charter Scheme 節能約章計劃	Energy Saving Charter 2019 節能約章2019	Environment Bureau 環境局	Jun 2019 – May 2020 2019年6月– 2020年5月
Green Office and Awards Labelling Scheme and Eco-Healthy Workplace 綠色辦公室獎勵計劃及健康工作間	Green Office Awards and Eco-Healthy Workplace labels 綠色辦公室及健康工作間標誌	World Green Organisation 世界綠色組織	1 year from Dec 2019 2019年12月開始，為期一年

Since most of our business activities are carried out inside the office, in particular within our corporate headquarters, we have adopted a number of best practices based on the World Green Organisation's guidelines under the Green Office Awards Labelling Scheme ("**GOALS**"). Such practices include energy saving, reduced resources usage and support of recycling. Having demonstrated sufficient achievements in green workplace practices as proven by a green audit, we have been awarded Green Office Awards and Eco-Healthy Workplace labels. Most importantly, these green practices are so straightforward and easy-to-follow that they are helpful in instilling behavioural change within our workplace.

本集團大部分業務活動均在辦公室，尤其於總辦事處內進行，所以我們遵照世界綠色組織綠色辦公室獎勵計劃（「**GOALS**」）所訂的指引，奉行一系列最佳守則。此等守則包括節約能源、減少資源使用和支持回收。經綠色審核後，我們所落實的綠色辦公室措施達標並獲頒授綠色辦公室及健康工作間標誌。更重要的是，綠色守則直接且易於遵循，有助在工作場所帶來行為改變。

ENVIRONMENT *(continued)*

A1. Emissions

The Group is a non-production company principally engaged in financial services, trading, maintenance and customer service activities, which do not make material impacts on the environment. Our business operations do not produce hazardous waste, nor do they rely heavily on energy consumption or water resources.

The Group owns only one company passenger car in Hong Kong, with a low level of direct emission recorded during the Year. NO_X, SO_X and particulate emissions (PM) from this source were all close to zero tonne. The calculation of NO_X emission is based on an emission factor of 0.0747 g/km for private cars, while that for SO_X is based on a factor of 0.0147 g/L for petrol, and PM emission is calculated with a factor of 0.0055 g/km for private cars. These emission factors are based on the Environmental Protection Department's EMFAC-HK Vehicle Emission Calculation model and the United States Environmental Protection Agency's Vehicle Emission modelling software – MOBILE6.1.

Emission of greenhouse gases indirectly caused by the Group was mainly attributable to the consumption of purchased electricity at our corporate headquarters and 4 offices in Hong Kong. Under the Energy Saving Charter 2019 scheme, we maintained an average indoor temperature between 24 and 26°C during the summer months of June to September in 2019, switched off idle electrical appliances and systems, procured energy-efficient electrical appliances and systems, and engaged staff to adopt energy saving practices. The emission volume and production of non-hazardous waste increased year on year owing to the inclusion of emissions from one additional branch office under a new business segment commencing 1 March 2019.

Another source of indirect emission was from paper usage in offices, while non-hazardous waste was mainly produced in the form of paper waste and toner cartridges. We thus encourage our staff to think twice before deciding to print any documents to minimise usage. Waste paper is separated from other kinds of wastes in order to be collected for recycling. Recognising the indirect greenhouse gas emissions from business air travel by employees, the Group encourages employees to utilise instant messaging tools, video calls or teleconferences where feasible.

環境*(續)*

A1. 排放物

本集團是主要從事金融服務、貿易、維修及客戶服務等的非製造公司，對環境並不構成重大影響。集團之營運並不產生有害廢棄物，亦不倚重能源消耗或水資源。

本集團在香港僅擁有一部公司乘用車，年內錄得低量直接排放。排放自此源頭的氮氧化物、硫氧化物和顆粒物全數近乎零噸。氮氧化物排放的計算基於私家車的排放系數每公里0.0747克，而硫氧化物排放的計算則基於汽油每公升0.0147克的系數，顆粒物的排放是以私家車每公里0.0055克的系數計算。這些排放系數取自環境保護署EMFAC-HK汽車排放計算模型和美國環境保護署的MOBILE6.1汽車排放模型軟件。

本集團間接排放之溫室氣體主要由於香港的總辦事處及四個辦事處耗用所購電力。根據節能約章2019，我們在二零一九年六月至九月的夏季期間維持室內平均溫度在二十四至二十六度之間；關掉不在使用的電器及系統；採購節能電器和系統；及與員工攜手實行節約能源措施。由於本年度數據涵蓋於二零一九年三月一日開始營運一項新設業務所增的一個分支辦事處之排放，排放量和無害廢棄物的產生因而按年增加。

另一間接排放源頭來自辦公室耗用紙張，而無害廢棄物則主要包括廢紙及碳粉匣。我們因此鼓勵員工決定列印任何文件前三思，以減少消耗。廢紙與其他類型的廢物分開收集，作回收之用。本集團意識到僱員乘坐飛機出外公幹的間接排放，故鼓勵僱員在可行的情況下使用即時通訊工具、視頻通話或電話會議。

ENVIRONMENT *(continued)*

A1. Emissions *(continued)*

Since the emissions and non-hazardous waste generated by the Group were for general office operation instead of from production activity, their intensities were not calculated and reported.

環境（續）

A1. 排放物（續）

由於本集團所產生的排放及無害廢棄物乃源自一般辦公室營運，而非來自生產活動，故並無計算及報告其密度。

Sources of Greenhouse Gas Emission **溫室氣體排放源頭**		2018 二零一八年	**2019[1]** **二零一九年[1]**
Scope 1: Direct emissions (in tonnes) – Unleaded petrol consumed by Group-owned passenger car[2]	範圍1： 直接排放（噸） －集團擁有乘用車所消耗的無鉛汽油[2]	11.4	**12.2噸**
Scope 2: Energy indirect emissions (in tonnes) – Purchased electricity[3]	範圍2： 能源間接排放（噸） －購買電量[3]	155.2	**199.3噸**
Total tonnes of annual CO_2 equivalent greenhouse gas emission	年度二氧化碳當量排放物（噸）	166.6	**247.9噸**

Non-hazardous Waste **無害廢棄物**		2018 二零一八年	**2019[1]** **二零一九年[1]**
Waste to landfills: Toner cartridges	送往堆填區： 碳粉匣	2 pieces件	**3 pieces件**
Collected for recycling: Paper waste	收集作回收： 廢紙	2.1 tonnes噸	**2.3 tonnes噸**

Notes:

1. Data of one additional office included (for the ten months ended 31 December 2019).
2. Direct greenhouse gas emissions from the use of unleaded petrol for vehicles include CO_2 (with an emission factor of 2.36 kg/L), and CH_4 (emission factor of 0.000253 kg/L) and N_2O (emission factor of 0.001105 kg/L).
3. Energy indirect emissions for 2019 are calculated using an emission factor of 0.81 kg/kWh for electricity supplied by Hong Kong Electric and 0.62 kg/kWh for that supplied by CLP.

備註：

1. 包括一新增辦事處的數據（截至二零一九年十二月三十一日止十個月期間）。
2. 來自汽車使用的無鉛汽油的直接溫室氣體排放包括二氧化碳（排放系數為每公升2.36千克）、甲烷（排放系數為每公升0.000253千克）和氧化亞氮（排放系數為每公升0.001105千克）。
3. 二零一九年之間接能源排放以每千瓦小時0.81千克（港燈電力）或每千瓦小時0.62千克（中華電力）的排放系數計算。

A2. Use of Resources

The Group's headquarters was designed in such a way to maximise the admission of natural daylight, which helps reduce the use of energy for office lighting. Environmental impact was also minimised through responsible sourcing. Eco-friendly materials were selected where feasible for our headquarters and formaldehyde-free fixtures are used. Electrical appliances with Grade 1 energy labels and LED lights were purchased.

A2. 資源使用

集團的總辦事處設計著重自然採光，儘量減少耗用辦公室照明所需能源，並奉行負責任的採購原則，儘量減低對環境的影響。在可行的情況下為總辦事處選用環保材料，並使用不含甲醛的設備。本集團並選購第一級別能源標籤電器及發光二極管燈。

ENVIRONMENT *(continued)*

A2. Use of Resources *(continued)*

As a practice, our office lights, computers and most electrical appliances are switched off when not in use. In addition, automatic lighting control is in place to turn lighting off in common areas after office hours. Also as a principle, the Group goes paperless where feasible and re-uses materials as much as practicable. Waste separation facilities for paper, plastic and metals are installed in the headquarters to support recycling. In view of the Group's business nature, there is no significant raw material being used in operations. For the trading segment, the goods are pre-packed by the suppliers and the Group does not add further packaging during the shipment process. Packaging materials usage is therefore regarded as immaterial.

In terms of water consumption, the Group's corporate headquarters and other offices in Hong Kong do not have independent fresh water accounts with the Water Supplies Department, leaving us unable to obtain data on water consumption. According to the latest sustainability report of the management company of the Group's headquarters, the company has installed water-saving measures for its managed properties.

環境 *(續)*

A2. 資源使用 *(續)*

辦公室燈、電腦及大部分電器在不需使用時均慣常關上。此外，我們為燈光裝置自動控制，以便在辦公時間以外關閉公用地方燈光。本集團在切實可行的情況下亦儘量實行無紙化及重用物料。為支持回收，總辦事處已設置紙張、塑膠和金屬的廢料分類設施。鑑於本集團的業務性質，營運中並無大量原材料之耗用。貿易分部的貨品均由供應商預先包裝，本集團在付運過程中不會加添包裝，因此本集團所耗用的包裝物料可視為無關重要。

本集團於香港的總辦事處和其他辦事處並沒有在水務署設立獨立淡水收費戶口，因此無法取得用水量的資料。根據集團總辦事處之管理公司的最新可持續發展報告，該公司已在其管理的物業實施一系列節水措施。

Energy Consumption Sources **能源耗量來源**		2018 二零一八年	**2019[1]** **二零一九年[1]**
Electricity	電力	238,255 kWh 千瓦	**306,026千瓦**
Petrol	汽油	4,825.6 litres升	**4,533.5升**

Note:

1. Data of one additional office included (for the ten months ended 31 December 2019).

備註：

1. 包括一新增辦事處的數據（截至二零一九年十二月三十一日止十個月期間）。

A3. The Environment and Natural Resources

As a non-production company, the Group's business activities are mainly conducted inside offices. The Board therefore considers that our operations do not have a direct and major impact on the environment and natural resources. As discussed in the above sections, we have adopted an Environmental Policy and various green practices to help reduce the carbon footprint of our office activities.

However, we are mindful of the indirect impact of our trading business. We therefore incorporate environmental considerations in the process of selecting products, suppliers and logistics services providers. We also strive to ensure that the Group complies with relevant laws and regulations on environmental protection in Hong Kong.

A3. 環境及天然資源

作為非生產公司，本集團的商業活動主要在辦公室內進行。因此，董事會認為業務對環境及天然資源並無直接及重大的影響。如上文所述，我們已採納環境政策及若干綠色守則以減少辦公室活動的碳排放。

儘管如此，我們注意到貿易業務之間接影響，因此在選擇產品、供應商及物流服務供應商時均會納入環境考慮因素。我們亦致力確保本集團遵守香港環保方面的相關法律規例。

SOCIAL

CSR Activities during the Year

The Group is delighted to have renewed the Caring Company logo from the Hong Kong Council of Social Service in recognition of our commitment to CSR and collaboration with several social agencies. The Caring Company scheme is a widely recognised CSR programme in Hong Kong aiming at building strategic partnerships among businesses and non-profit organisations to create a more cohesive society. Through cross-sectoral activities and exchanges, the two sectors can get to know and understand each other and develop projects matching the community's needs.

We have also received the Corporate Citizenship logo once again from the Hong Kong Productivity Council for our CSR performance and volunteer work.

社會

本年度內企業社會責任活動

本集團榮幸獲得香港社會服務聯會更新商界展關懷標誌，以嘉許集團對企業社責的付出，以及與不同社福機構之合作。商界展關懷計劃在香港廣被認可，旨在促進商界與社福界之間的策略夥伴合作關係，建設共融社會。透過跨界別交流活動，企業和社會服務機構彼此認識和加深了解，開拓合作空間以推行符合社會需要的社區計劃。

我們憑藉良好的企業社責表現及參與義務工作，獲香港生產力促進局頒發企業公民嘉許標誌。

Social and Employee Related Pledges during the Year

本年度內獲授社會和僱員相關約章

Programme 項目	Label/Pledge 標誌／承諾	Organiser 主辦機構	Date/Period 日期／期間
Happiness-at-work Promotional Scheme	Happy Company logo	Promoting Happiness Index Foundation and Hong Kong Productivity Council	1 Jan 2019 – 31 Dec 2019
2019開心工作間推廣計劃2019	開心企業標誌	香港提升快樂指數基金及香港生產力促進局	2019年1月1日–2019年12月31日
Jockey Club Age-Friendly City Partnership Scheme 賽馬會齡活城市計劃－全城 • 長者友善計劃	City Partnership Scheme certificate and sticker 全城 • 長者友善證書及標籤	The Hong Kong Jockey Club Charities Trust 香港賽馬會信託基金	1 Jan 2019 – 31 Dec 2019 2019年1月1日–2019年12月31日
The Caring Company Scheme 商界展關懷計劃	Caring Company logo 2019 –2020 商界展關懷標誌 2019 –2020	The Hong Kong Council of Social Service 香港社會服務聯會	1 Mar 2019 – 29 Feb 2020 2019年3月1日–2020年2月29日
The 10th Hong Kong Corporate Citizenship Program	Corporate Citizenship logo (Enterprise Category)	Hong Kong Productivity Council and Committee on the Promotion of Civic Education	1 year from 17 December 2019
第十屆香港企業公民嘉許計劃	企業公民嘉許標誌（企業組別）	香港生產力促進局及公民教育委員會	由2019年12月17日開始，為期一年

SOCIAL *(continued)*

B1. Employment

Employment Policy

- Adhere to equal opportunity principles in the recruitment, selection, compensation, training, appraisal and career advancement of staff.
- Hire and promote staff members based on objective criteria, individual performance and merit.
- Prohibit any form of forced labour and adhere to the minimum age provisions of applicable laws and regulations.

Workplace Quality Policy

- Aim to offer a welcoming and positive work environment in which members of staff are treated with respect and dignity.
- Promote inclusivity and equality in the workplace.
- Maintain a work environment that is free from discrimination on the basis of sex, disability, family status, race or religion. Discriminatory behaviour or harassment will not be tolerated.

In addition to full compliance with the Employment Ordinance in Hong Kong, the Group has in place a set of open and fair employment policies to guide its human resources activities. These policies cover compensation, dismissal, recruitment, promotion, working hours, conditions and welfare of employees. Other benefits include entitlements to the Group's medical insurance scheme and special casual leave arrangements, offered to eligible employees in accordance with length of service, seniority and job nature. The Group also ensures equal opportunity for all employees and diversity. Discriminatory behaviour towards any employee or in treatment of staff matters is strictly prohibited.

Our fair employment policy and employee-friendly practices have earned us recognitions as a Jockey Club Age-friendly City Partner and a Happy Company.

社會 *(續)*

B1. 僱傭

僱傭政策

- 公司在招聘員工、選拔、釐訂薪酬、培訓、考核和事業晉升上，堅守平等機會原則。
- 根據客觀標準、個人表現和貢獻聘用和晉升員工。
- 禁止任何形式的強制勞工，並遵守適用法律及法規的最低年齡規定。

優質工作場所政策

- 旨在提供正面愉悅的工作環境，讓僱員享有尊嚴和備受尊重。
- 促進工作場所的包容性和平等待遇。
- 維護公平的工作環境，讓員工不受性別、殘疾、家庭狀況、種族或宗教歧視。絕不容忍歧視行為或騷擾。

本集團除全面遵守香港僱傭條例外，亦樹立公開公平的僱傭政策，作為人力資源工作的指引。此政策涵蓋薪酬、解僱、招聘、晉升、工作時數、環境和待遇福利。其他福利包括本集團的醫療保險計劃及特別事假安排，按年資、職級和工作性質提供予合資格僱員。此外，本集團對所有員工奉行平等機會及多元化原則。任何對員工或處理員工事務上的歧視行為均嚴格禁止。

憑藉公平的僱傭政策及對員工友善的措施，我們取得了賽馬會齡活城市夥伴及開心企業認可。

SOCIAL *(continued)*

B1. Employment *(continued)*

At 31 December 2019, the Group employed a workforce of 108 (2018: 117). The Group maintains a generally diversified combination of employees which provides a balanced mix of skills, experience and job knowledge to support our different operational requirements.

B2. Health and Safety

Health and Safety Policy

- Operate in full compliance with all relevant occupational health and safety legislation.
- Provide and maintain a healthy and safe work environment and strive to prevent workplace accidents from happening.

The Group is committed to maintaining a healthy and safe workplace for employees, through observing all the requirements under the Occupational Safety and Health Ordinance of Hong Kong.

In view of the recent outbreak of the novel coronavirus, the Group has adjusted its working arrangement to ensure our employees' well-being. Infection control guidelines for staff were compiled and constantly updated pursuant to the pandemic situation. Relevant policies including extending the Chinese New Year holiday, allowing staff to work from home or flexible working hours have been implemented where feasible. On top of performing temperature checks on our staff with non-contact thermometers, we also keep equipping them with adequate infection prevention tools, such as surgical masks and hand sanitizers, in a timely manner.

社會*（續）*

B1. 僱傭*（續）*

在二零一九年十二月三十一日，本集團聘用合共108位員工（二零一八年：117位）。集團維持大致多元化的員工團隊結構，為集團提供不同的技能、經驗和工作知識，支援不同的營運需要。

B2. 健康與安全

健康與安全政策

- 全面遵守所有相關的職業健康和安全法規。
- 提供並保持健康安全的工作環境，竭力預防僱員在工作場所中發生意外。

本集團致力為員工維持健康和安全的工作環境，並遵守香港職業安全及健康條例之所有規定。

鑑於近期新型冠狀病毒爆發，集團已調整工作安排，以保障員工福祉。我們為員工編撰感染控制指引，並按疫情不斷更新。相關的政策包括延長農曆新年假期、儘量允許員工在家工作或採取彈性上班時間。除了以非接觸式溫度計量度員工體溫，我們亦適時為員工配備充足的防疫工具，例如外科口罩和潔手液。

Incidents of Work-related Fatality **與工作相關的死亡事故**	2017 二零一七年	2018 二零一八年	**2019** **二零一九年**
Number of work-related fatalities 與工作相關的死亡事故數量	0	0	**0**
Rate of work-related fatalities 與工作相關的死亡事故率	0%	0%	**0%**

SOCIAL *(continued)*

B3. Development and Training

Employees are encouraged to receive training in their respective professional fields and are provided with paid leave for attending relevant programmes or public examinations during office hours. The Group's senior management members attended sessions three times during the Year to update themselves on corporate governance issues and the latest audit requirements.

As at 31 December 2019, the financial services segment had 24 employees who were persons licensed by the Securities and Futures Commission ("**SFC**") to engage in one or more of the regulated activities.

All licensed individuals have complied with the SFC's requirement of undertaking at least 5 hours of continuous professional training ("**CPT**") for each regulated activity they carry out. In addition, the Group provides training on product and industry knowledge, compliance and risk management, manager-in-charge regime, common reporting standard, suitability of investment recommendations and solicitations, and anti-money laundering and counter-financing of terrorism.

B4. Labour Standards

The Group complies strictly with the Employment of Children and Employment of Young Persons (Industry) Regulations stipulated under the Employment Ordinance in Hong Kong. As such, we prohibit child or forced labour for any position. There was no legal case brought against the Group or its employees for violation of relevant labour laws or regulations during the Year.

社會 *(續)*

B3. 發展及培訓

本集團鼓勵員工接受各項專業領域的培訓，並為於辦公時間內出席相關課程或公開考試的員工提供有薪假期。期內資深管理層成員共出席三節關於企業管治議題和最新審計要求的解說會議。

於二零一九年十二月三十一日，金融服務分部聘有二十四位獲得證券及期貨事務監察委員會(「**證監會**」)牌照的僱員，從事一項或多項受規管活動。

所有持牌人已遵從證監會的要求，就從事的每項受規管活動至少曾參加5個小時的持續專業培訓(「**持續專業培訓**」)。此外，本集團就產品和行業知識、合規和風險管理、核心職能主管制度、共同匯報標準、投資建議和招攬的合適性，以及打擊洗錢及恐怖分子資金籌集，提供培訓。

B4. 勞工準則

本集團嚴格遵守僱傭條例下的僱用兒童及僱用青年(工業)規例，包括禁止在任何職位聘用童工或強制勞動。本年度內並無針對本集團或其僱員提出違反相關勞工法例及規例之訴訟案件。

SOCIAL *(continued)*

B5. Supply Chain Management

The Group had one major supplier for its trading and maintenance services business during the Year. According to this supplier's published sustainability report of 2019 (covering the year from 1 January to 31 December 2018), it fully endorses the UN Sustainable Development Goals ("**UN SDGs**") that aim to achieve a balanced development of economy, society and environment through business engagement and value creation. In alignment with the UN SDGs, the supplier reported that it had taken steps to manage water resource risks in the workplace and monitor the quality of the effluent; researched into technology that reduces energy use and adopted such technology for its products; implemented energy use reduction projects at overseas subsidiaries; adopted an eco-design process and in-house eco product rating system in the product development phase; operated a programme to recover and recycle waste products; reduced greenhouse gas emissions in the workplace and increased the use of renewable energy; implemented pilot climate change adaptation projects with an academic institute; and developed biodiversity preservation guidelines and identified and improved its impact on the aquatic ecosystem and the habitats of endangered species.

As a general rule, the Group maintains communication with its suppliers on ESG-related matters. Their compliance with our ESG policies is taken into consideration in our procurement process.

B6. Product Responsibility

Responsible Product and Supply Chain Policy

- Continuously improve the quality of our products and services.
- Safeguard the health and safety of customers and protect customer privacy and consumer rights in accordance with applicable legislation.
- Be committed to the protection of intellectual property.
- Ensure fair and reasonable treatment of suppliers and service providers in the procurement process.

社會*(續)*

B5. 供應鏈管理

本年度內，本集團的貿易及維修服務業務分部有一間主要供應商。根據該供應商發佈的二零一九年可持續發展報告（涵蓋二零一八年一月一日至十二月三十一日），它全面採納聯合國可持續發展目標（「**聯合國可持續發展目標**」），旨在通過企業的參與及價值創造，達致經濟、社會和環境之平衡發展。按照聯合國可持續發展目標，該供應商報告說明已採取措施對工作場所的水資源進行風險管理及監測污水的質量；研究節省能源的技術並應用於產品上；於海外附屬公司實施節省能源項目；在產品開發階段採用生態設計流程和內部生態產品評級制度；實施廢棄產品回收及循環再造方案；減少工作場所的溫室氣體排放，並增加使用可再生能源；與學術機構合作實施適應氣候變化的先導項目；以及制定生物多樣性保護準則，識別並改善對水生態系統和瀕危物種棲息地的影響。

一般而言，本集團與供應商在環境、社會及管治事宜上維持溝通。我們在採購過程中會考慮他們是否符合本集團的環境、社會及管治政策。

B6. 產品責任

負責任的產品和供應鏈政策

- 不斷提高公司的產品及服務質量。
- 按照適用法律，保護客戶的健康和安全，保障客戶私隱和消費者權益。
- 致力保護知識產權。
- 確保採購過程中對供應商和服務提供者的公平合理待遇。

SOCIAL *(continued)*

B6. Product Responsibility *(continued)*

The financial services segment has obtained all licences, qualifications and permits required for its business operations. It has designated personnel to ensure that business operations comply with governing laws and regulations. Updates on relevant laws and regulations are notified to the respective operating units and employees from time to time. Licensed persons of the segment have conducted business activities in compliance with the Code of Conduct (the "**Code**") of the SFC during the Year.

The segment has developed a set of internal procedures to guide its customer services staff in the handling of disputes or complaints. The financial services segment did not record any complaints during the reporting period.

For the trading segment, there had not been any product recalls for safety or health reasons during the Year. Our telecommunications supplier provides a warranty on the mobile products it supplies to the Group for distribution. Generally the warranty provided by the supplier covers one year, but certain warranty terms may vary. The supplier also adopts strict quality control procedures on its products.

The maintenance services segment recorded 1-2 incidents of customer complaints per day during the Year, which were resolved with the provision of further repair services. The segment generally offers a further 30 days of warranty for repaired devices.

The Group also observes the Codes of Practice issued by the Office of the Privacy Commission for Personal Data. The repair services segment has in place a system to erase and separately store all data on customers' mobile phones prior to maintenance. Afterwards, such data will be erased from the segment's system after restoring them on customers' mobile phones. There had not been any reported case of data or privacy infringement during the Year.

社會*(續)*

B6. 產品責任*(續)*

金融服務分部已取得所有業務營運所需的牌照、資歷和許可。分部僱有專屬人員負責確保業務運作符合規管法規，並及時向有關業務單位和員工通報相關的法規更新。本年度內，分部的持牌人在進行業務活動時遵守證監會操守準則(「**準則**」)。

分部建立了一套內部程序，作為客戶服務員工處理紛爭或投訴的指引。金融服務分部在報告期內並沒有接獲任何投訴。

本年度內貿易分部並無因安全或健康理由回收任何產品。手提電話供應商就其供應予本集團作分銷之產品提供保修。一般保修期為一年，但部分條款有異。供應商對其產品亦採取嚴格的質量控制程序。

本年度內維修服務分部每天接獲約1至2宗客戶投訴，並透過提供進一步維修服務予以解決。一般而言，分部為修理好的裝置提供額外三十天保修期。

本集團恪守個人資料私隱專員公署所訂之實務守則。維修服務分部設有系統，在維修前刪除及分開儲存客戶手機內的所有數據。當客戶手機完成維修後，該系統所儲存的該等數據會被刪除。本年度內並無接獲任何數據或隱私被侵犯的報告個案。

SOCIAL *(continued)*

B7. Anti-corruption

Governance Policy

- Maintain a strong commitment to conducting business ethically.
- Adopt good corporate governance practices.
- Employees are prohibited from soliciting, accepting or offering advantages when dealing with the Group's business.
- Operate in full compliance with all regulatory reporting requirements for monetary transactions.

The Group complies with the Sample Code of Conduct by the Independent Commission Against Corruption for the private sector. There had not been any legal case regarding corrupt practices brought against the Group or its employees during the Year.

The financial services segment is engaged in investment advising, stock trading, margin financing, corporate placements and underwriting businesses. It has established a "Chinese Wall" to prohibit communication or exchanges of material, non-public information to prevent conflicts of interest.

社會*（續）*

B7. 反貪污

管治政策

- 承諾堅守商業道德。
- 採納良好的企業管治作業守則。
- 處理本集團業務時，嚴禁僱員索取、接受或提供任何利益。
- 進行金錢交易時全面遵守所有監管報告要求。

本集團遵守廉政公署為私營機構訂下之行為守則範本。本年度內並無針對本集團或其僱員提出的貪污訴訟案件。

金融服務分部的業務包括提供投資意見、股票交易、保證金融資、企業配售及承銷。它建立了「防火牆」阻隔重大、非公開資訊的溝通或交流，以防範利益衝突。

SOCIAL *(continued)*

B8. Community Investment

Social and Employee Related Activities during the Year

The Group constantly invests in the communities we operate in, with a view to better understanding them and catering more comprehensively to their needs. Through staff volunteering, donations and venue sponsorships, the Group has supported a range of meaningful causes, including youth empowerment as well as care for the elderly, patients, and persons with disabilities. In addition to volunteering, the Group also supported staff members to contribute to different causes through participation in special fundraising events.

社會 *(續)*

B8. 社區投資

本年度內參與社會及員工相關活動

本集團持續投資在我們營運所在的社區，目的在於更了解這些社區和更全面地迎合他們的需要。本集團透過員工參與義務工作、捐贈和場地贊助，支持一系列具意義的社區項目，包括激發青少年潛能、關顧長者、病者和殘疾人士之活動。除義工活動外，本集團亦支持員工通過參與特別籌款活動，為不同社福項目作出貢獻。

Programme 項目	Group's Participation 集團參與	Organiser 主辦機構	Date/Period 日期／期間
Dress Red for Thalassaemia 地貧基因紅衣日	Staff participation in fundraising 員工參與籌款	Children's Thalassaemia Foundation 地中海貧血兒童基金	31 May 2019 2019年5月31日
Guoan Caring Event 國安關愛歡樂聚	Staff volunteering 員工參與義務工作	Good Neighbour Network 愛鄰網絡	29 Jul 2019 2019年7月29日
Mooncakes for Charity 2019 公益月餅2019	Staff engagement and donation 提高員工投入度及捐贈	The Community Chest of Hong Kong 香港公益金	Sep 2019 2019年9月
Mooncakes Sharing and Boxes Collection 2019 2019月餅分享及月餅盒回收行動	Staff participation 員工參與	Food Angel 惜食堂	6 Sep 2019 – 27 Sep 2019 2019年9月6日至2019年9月27日
Raleigh Challenge – Wilson Trail 雷利衛徑長征	Venue sponsorship 場地贊助	Raleigh Hong Kong 雷利計劃（香港）	20 Sep 2019 2019年9月20日
Dress Casual Day 2019 公益金便服日	Staff participation in fundraising 員工參與籌款	The Community Chest of Hong Kong 香港公益金	10 Oct 2019 2019年10月10日

During the Year, the Group made a donation of HK$4,000 to United Christian Nethersole Community Health Service.

本年度內，本集團捐贈了4,000港元予基督教聯合那打素社康服務。

HUMAN CAPITAL
人才資本

The biographical details of each Director are set out below:

Mr. HUANG Zhen Qian ("Mr. HUANG")

Mr. HUANG, aged 59, was appointed as Executive Director on 11 March 2016. He is an experienced businessman in the People's Republic of China ("PRC"). During the period from October 2000 to March 2015, Mr. HUANG worked in 中信網絡有限公司深圳分公司 (CITIC Networks Limited – Shenzhen Branch*), a wholly-owned subsidiary under 中國中信集團有限公司 (CITIC Group Corporation*), in the capacity of general manager and was responsible for managing the operation of its Shenzhen Branch including budgeting, development, operations and strategies in the region of southern and eastern Guangdong as well as liaising with corresponding governmental departments. On 19 December 2018, Mr. HUANG was appointed as a director of Guoan (HK) Holdings Limited, the immediate holding company of Road Shine Developments Limited, the controlling shareholder of the Company. On 28 February 2019, Mr. HUANG also was appointed as a director of Yicko Securities Limited, one of the subsidiaries of the Company. Mr. HUANG is responsible for the Group's corporate and business development strategies, and oversees the environmental, social and governance related matters.

Mr. DU Jun ("Mr. DU")

Mr. DU, aged 51, currently the chairman of the Board, was appointed as Non-executive Director on 11 March 2016 and redesignated as Executive Director on 31 January 2020. He graduated from Shaanxi College of Finance and Economics with a Master Degree of Economics. He was an engineer in the early years, and until 1996 he joined Beijing Securities Limited and has become very experienced in the finance industry over the years.

In 2005, Mr. DU joined CITIC Guoan Group and became the capital operation manager in 2006. In 2015, he was appointed the deputy general manager of CITIC Guoan Group*, mainly responsible for capital operation and fund management. Currently he is also a director or a member of the senior management of the subsidiary companies of CITIC Guoan Group managing investment, elderly services and winery business.

* *For identification purpose only*

各董事之履歷詳情載列如下：

黃振謙先生(「黃先生」)

黃先生，59歲，於二零一六年三月十一日獲委任為執行董事。彼為中華人民共和國(「中國」)商人，從商多年。於二零零零年十月至二零一五年三月期間，黃先生擔任中國中信集團有限公司(「中信國安集團」)之全資附屬公司中信網絡有限公司深圳分公司之總經理，負責管理深圳分公司之業務營運，包括廣東南部及東部地區預算、開發、營運及策略以及聯繫相關政府部門。於二零一八年十二月十九日，黃先生獲委任為本公司控股股東Road Shine Developments Limited之直接控股公司國安(香港)控股有限公司之董事。於二零一九年二月二十八日，黃先生亦獲委任為本公司一間附屬公司益高證券有限公司之董事。黃先生負責本集團的企業及業務發展策略，並督導環境、社會及管治相關事宜。

杜軍先生(「杜先生」)

杜先生，51歲，現時擔任董事會主席，於二零一六年三月十一日獲委任為非執行董事及於二零二零年一月三十一日調任為執行董事。彼畢業於陝西財經學院金融學專業，經濟學碩士學位。彼於早年曾為工程師，並於一九九六年加入北京證券公司，多年來在財經界累積豐富經驗。

二零零五年，杜先生加入中信國安集團，二零零六年任資本運營部經理，二零一五年任中信國安集團有限公司副總經理，主要負責中信國安集團資本運營及資金管理。彼亦於中信國安集團的子公司擔任董事或高管職位，負責管理投資、安老事務及葡萄酒業務。

* *僅供識別*

Mr. LI Xiang Yu ("Mr. LI")

Mr. LI, aged 52, was appointed as Non-executive Director on 11 March 2016. He graduated from Renmin University of China with Bachelor Degree of Economics. In 1995, he got the qualification of Senior Accountant in Beijing and has been very experienced in the finance industry for years.

Mr. LI joined CITIC Guoan Group* in 2000 and became the deputy manager and manager in finance department in 2002 and 2007 respectively. In 2015, he became the deputy general manager of CITIC Guoan Group*, mainly responsible for finance management etc. Currently he is also a director of the subsidiary companies of CITIC Guoan Group managing technology, asset management, travel investment and hotel businesses.

Mr. CUI Ming Hong ("Mr. CUI")

Mr. CUI, aged 54, was appointed as Non-executive Director on 11 March 2016. He got his professional qualification of Physics and graduated in the Capital Normal University (ex-Beijing Normal College).

In 1998, Mr. CUI joined CITIC Guoan Group* and became the deputy manager and manager in integrated planning department in 1999 and 2007 respectively. In 2015, he became the deputy general manager of CITIC Guoan Group, mainly responsible for business strategic planning and project management etc.

Currently Mr. CUI is also a director of the subsidiary companies of CITIC Guoan Group managing properties investment, asset management and winery businesses.

Ms. BAI Wei ("Ms. BAI")

Ms. BAI, aged 36, was appointed as Non-executive Director on 23 August 2018. She graduated from the University of Leicester of the United Kingdom with a Bachelor Degree of Marketing and is also a holder of Master Degree of Science. She was an executive manager of an advertisement company in the early years.

In 2009, Ms. BAI joined the capital operation department of CITIC Guoan Group*. In 2016, she was promoted as deputy manager of capital operation department, mainly responsible for capital operation, fund management and overseas investment management. At the same time, she is also a director or a supervisor of the senior management of a number of the subsidiary companies of CITIC Guoan Group.

* *For identification purposes only*

李向禹先生(「李先生」)

李先生,52歲,於二零一六年三月十一日獲委任為非執行董事。彼畢業於中國人民大學函授學院財務會計專業,經濟學學士學位,並於一九九五年在北京取得高級會計師資格,多年來在財經界累積豐富經驗。

李先生在二零零零年加入中信國安集團*,二零零二年任財務部副經理,二零零七年任財務部經理,二零一五年任中信國安集團副總經理,主要負責財務管理等工作。彼亦於中信國安集團的子公司擔任董事,負責管理科技、資產管理、旅遊投資及酒店業務。

崔明宏先生(「崔先生」)

崔先生,54歲,於二零一六年三月十一日獲委任為非執行董事。崔先生畢業於首都師範大學(前身為北京師範學院)物理學專業。

崔先生在一九九八年加入中信國安集團*,一九九九年任綜合計劃部副經理,二零零七年任綜合計劃部經理,二零一五年任中信國安集團副總經理,主要負責業務戰略規劃、項目管理等工作。

崔先生亦於中信國安集團的子公司擔任董事,負責管理物業投資、資產管理及葡萄酒業務。

柏薇女士(「柏女士」)

柏女士,36歲,於二零一八年八月二十三日獲委任為非執行董事。彼畢業於英國萊斯特大學,獲市場營銷學士學位,亦持有理學碩士學位。彼早年曾擔任一家廣告公司執行經理。

於二零零九年,柏女士加入中信國安集團*資本運營部。於二零一六年,彼獲晉升為資本運營部副經理,主要負責資本運營、資金管理及海外投資管理工作。彼亦於中信國安集團的多家附屬公司擔任董事或監事職位。

* *僅供識別*

HUMAN CAPITAL
人才資本

Mr. WONG Chun Man ("Mr. WONG")

Mr. WONG, aged 43, was appointed as Independent Non-executive Director on 11 March 2016. He is a holder of a Bachelor Degree of Business Administration at the Chinese University of Hong Kong. Mr. WONG has extensive experience in corporate finance and he is a member of the American Institute of Certified Public Accountants and Chartered Financial Analyst of the CFA Institute. Mr. WONG is the non-executive director of Vico International Holdings Limited (stock code: 1621) and the independent non-executive director of Zhaobangji Properties Holdings Limited (stock code: 1660).

Mr. TSE Yung Hoi ("Mr. TSE")

Mr. TSE, aged 67, was appointed as Independent Non-executive Director on 11 March 2016. Mr. TSE graduated from English studies from the Department of Foreign Languages and Literatures of Fudan University in July 1975. He is currently the Chairman and Non-executive Director of BOCI-Prudential Asset Management Limited. Mr. TSE serves as member of Election Affairs Commission (Financial Services), Standing Committee Member of the Chinese General Chamber of Commerce and Permanent Honorary President of Hong Kong Chinese Securities Association. Mr. TSE is also the independent non-executive director of HJ Capital (International) Holdings Company Limited (stock code: 982), BOCOM International Holdings Company Limited (stock code: 3329), DTXC Silk Road Investment Holdings Company Limited (stock code: 620), Vico International Holdings Limited (stock code: 1621), China Tower Corporation Limited (stock code: 788), Banco Well Link, S.A. and Shenzhen Qianhai Financial Holdings Company Limited. Mr. TSE was awarded the Bronze Bauhinia Star (BBS) by the Government of HKSAR in 2013.

王俊文先生(「王先生」)

王先生,43歲,於二零一六年三月十一日獲委任為獨立非執行董事。王先生擁有香港中文大學商學士學位。王先生在企業金融方面有豐富經驗,彼為會計師學會美國註冊會計師及特許金融分析師學會的會員。王先生現為域高國際控股有限公司(股份代號:1621)之非執行董事及兆邦基地產控股有限公司(股份代號:1660)之獨立非執行董事。

謝湧海先生(「謝先生」)

謝先生,67歲,二零一六年三月十一日獲委任為獨立非執行董事。謝先生於一九七五年七月畢業於復旦大學外文系英語專業。現為中銀國際英國保誠資產管理有限公司董事長兼非執行董事。謝先生同時還擔任香港特別行政區選舉委員會委員(金融服務界)、香港中華總商會常務會董及香港中資證券業協會永遠名譽會長。謝先生亦擔任華金國際資本控股有限公司(股份代號:982)、交銀國際控股有限公司(股份代號:3329)、大唐西市絲路投資控股有限公司(股份代號:620)、域高國際控股有限公司(股份代號:1621)、中國鐵塔股份有限公司 (股份代號:788)、立橋銀行股份有限公司及深圳市前海金融控股有限公司的獨立非執行董事。二零一三年榮獲香港特別行政區政府頒授銅紫荊星章。

Mr. NG Man Kung ("Mr. NG")

Mr. NG, aged 68, was appointed as Independent Non-executive Director on 11 March 2016. Mr. NG graduated from Hong Kong Polytechnic University with an attendance certificate in banking. Mr. NG has over 28 years of management experience in banking industry. He was appointed as the managing director and general manager of Chiyu Banking Corporation Limited in 1992 and was its vice-chairman and chief executive from 2001 to 2012. He had worked as a business consultant at China Orient Asset Management (International) Holding Limited, a company principally engaged in investment from January 2014 to April 2015. Mr. NG was a non-executive director of Roma Group Limited (stock code: 8072) from 24 August to 18 December 2017. Mr. NG was a member of the Council of Hong Kong Polytechnic University from 1999 to 2003 and a member of the Fujian Province Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議福建省委員會委員) from 1993 to 2013. Mr. NG is an independent non-executive director of Fujian Holdings Limited (stock code: 181), ELL Environmental Holdings Limited (stock code: 1395), HKBridge Financial Holdings Limited (formerly known as China HKBridge Holdings Limited) (stock code: 2323), Shanghai Zendai Property Limited (stock code: 755) and Green Future Food Hydrocolloid Marine Science Company Limited (stock code: 1084). On 31 March 2018, Mr. NG was appointed as the Chairman of the Supervisor Board of Well Link Bank in Macau.

吳文拱先生(「吳先生」)

吳先生,68歲,於二零一六年三月十一日獲委任為獨立非執行董事。吳先生曾於香港理工大學進修銀行學課程。吳先生在銀行業擁有逾二十八年的管理經驗。彼於一九九二年獲委任為集友銀行有限公司常務董事兼總經理,並於二零零一年至二零一二年擔任其副董事長兼行政總裁。彼曾於二零一四年一月至二零一五年四月期間在中國東方資產管理(國際)控股有限公司(一間主要從事投資業務的公司)擔任業務顧問。吳先生於二零一七年八月二十四日至十二月十八日擔任羅馬集團有限公司(股份代號:8072)的非執行董事。吳先生於一九九九年至二零零三年擔任香港理工大學校董會成員、以及於一九九三年至二零一三年擔任中國人民政治協商會議福建省委員會委員。吳先生擔任閩港控股有限公司(股份代號:181)、強泰環保控股有限公司(股份代號:1395)、港橋金融控股有限公司(前稱中國港橋金融控股有限公司)(股份代號:2323)、上海証大房地產有限公司(股份代號:755)及綠新親水膠體海洋科技有限公司(股份代號:1084)的獨立非執行董事。於二零一八年三月三十一日,吳先生獲委任為澳門立橋銀行股份有限公司監事會主席。

REPORT OF DIRECTORS
董事會報告

The Directors submit their report together with the audited financial statements of the Company and the Group for the year ended 31 December 2019.

董事同寅謹將本公司及本集團截至二零一九年十二月三十一日止年度之報告連同經審核財務報告呈覽。

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the principal subsidiaries of the Company are set out in Note 18 to the consolidated financial statements.

主要業務

本公司之主要業務為投資控股。本公司之主要附屬公司之主要業務載於綜合財務報告附註18。

BUSINESS REVIEW

An analysis of the Group's performance for the year ended 31 December 2019 by business and geographical segments is set out in Note 6 to the consolidated financial statements.

A fair review of the Group's business, including the principal risks and uncertainties facing the Group, the important events affecting the Group that have occurred after 31 December 2019 and the likely future development, is set out in the sections headed "Chairman's Statement" on pages 5 to 7 and "Management Discussion and Analysis" on pages 8 to 15.

業務回顧

本集團截至二零一九年十二月三十一日止年度按業務及地區分部之表現分析載於綜合財務報告附註6。

本集團業務的中肯審視，包括本集團面臨的主要風險及不確定因素、於二零一九年十二月三十一日後已發生影響本集團的重大事件以及可能未來發展乃載於第5至7頁「主席報告」及第8至15頁「管理層討論及分析」各節。

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2019 are set out in the consolidated statement of profit or loss and other comprehensive income on page 68.

The Directors resolved not to make any payment of an interim dividend (2018: HK$ Nil) and do not recommend the payment of a final dividend (2018: HK$ Nil) for the year ended 31 December 2019.

業績及分派

本集團截至二零一九年十二月三十一日止年度之業績載於第68頁之綜合損益及其他全面收益表內。

董事已議決不會派發任何中期股息(二零一八年：港幣零元)，亦不建議就截至二零一九年十二月三十一日止年度派發末期股息(二零一八年：港幣零元)。

RESERVES

Movements in the reserves of the Group and the Company during the year ended 31 December 2019 are set out in the consolidated statement of changes in equity on pages 72 to 73 and Note 41 to the consolidated financial statements respectively.

儲備

本集團及本公司於截至二零一九年十二月三十一日止年度之儲備變動分別載於第72至73頁之綜合權益變動表及綜合財務報告附註41。

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year ended 31 December 2019 are set out in Note 15 to the consolidated financial statements.

物業、廠房及設備

本集團於截至二零一九年十二月三十一日止年度之物業、廠房及設備之變動詳情載於綜合財務報告附註15。

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2019.

購買、出售或贖回本公司上市證券

本公司及其任何附屬公司於截至二零一九年十二月三十一日止年度概無購買、出售或贖回本公司任何上市證券。

BANK BORROWINGS

Details of the bank borrowings of the Group at 31 December 2019 are set out in Note 30 to the consolidated financial statements.

銀行借貸

本集團於二零一九年十二月三十一日之銀行借貸詳情載於綜合財務報告附註30。

DIRECTORS

The Directors who held office during the year ended 31 December 2019 and up to the date of this report are as follows:

Executive Directors:

Mr. HUANG Zhen Qian
Mr. SO Haw Herman *(resigned on 31 January 2020)*
Mr. DU Jun *(Chairman)*
(redesignated on 31 January 2020)

Non-executive Directors:

Mr. LI Xiang Yu
Mr. CUI Ming Hong
Ms. BAI Wei

Independent Non-executive Directors:

Mr. WONG Chun Man
Mr. TSE Yung Hoi
Mr. NG Man Kung

In accordance with Article 116 of the Articles of Association of the Company, Mr. DU Jun, Mr. LI Xiang Yu, Ms. BAI Wei and Mr. WONG Chun Man shall retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

董事

於截至二零一九年十二月三十一日止年度內及直至本報告刊發之日在任之董事如下：

執行董事：

黃振謙先生
蘇灝先生*（於二零二零年一月三十一日辭任）*
杜軍先生*（主席）*
（於二零二零年一月三十一日調任）

非執行董事：

李向禹先生
崔明宏先生
柏薇女士

獨立非執行董事：

王俊文先生
謝湧海先生
吳文拱先生

按照本公司組織章程細則第116條，杜軍先生、李向禹先生、柏薇女士及王俊文先生於即將舉行之股東週年大會上輪值退任，惟符合資格，願膺選連任。

BIOGRAPHICAL DETAILS OF DIRECTORS

Brief biographical details of the Directors are set out on pages 48 to 51.

董事之履歷

董事之履歷詳情載於第48至51頁。

DISTRIBUTABLE RESERVES

Details of distributable reserves of the Company at 31 December 2019 are set out in Note 41 to the consolidated financial statements.

可供分派儲備

本公司於二零一九年十二月三十一日之可供分派儲備詳情載於綜合財務報告附註41。

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 194.

五年財務摘要

本集團過去五個財政年度之業績以及資產及負債之摘要載於第194頁。

DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the forthcoming annual general meeting have a service contract with Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation, other than statutory compensation.

董事服務合約

於即將舉行之股東週年大會上膺選連任之董事概無與本公司或其任何附屬公司訂立僱用公司不可於一年內終止而毋須作出補償(法定補償除外)之服務合約。

CONNECTED TRANSACTIONS

On 13 February 2018, a wholly-owned subsidiary of the Company acquired 100% of the issued share capital of Yicko Securities Limited at a total consideration of HK$420,000,000, which was satisfied as to HK$120,000,000 in cash and HK$300,000,000 by the issue of the convertible bonds of the Company. The acquisition was completed on 28 February 2019. Mr. SO Haw Herman, being an executive Director, is the son-in-law of Mr. Chong Chin (being one of the vendors) and Ms. Yao Sze Ling. As such, each of Mr. Chong Chin (being one of the vendors) and Ms. Yao Sze Ling is deemed as a connected person of the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). Accordingly, the acquisition and the transactions contemplated thereunder constituted connected transaction for the Company under the Listing Rules. Please refer to Note 38 to the consolidated financial statements, the Company's announcement dated 14 February 2018 and 28 February 2019 and the Company's circulars dated 24 May 2018 for more details.

關連交易

於二零一八年二月十三日,本公司全資附屬公司收購益高證券有限公司之100%已發行股本,總代價為港幣420,000,000元,其中港幣120,000,000元以現金支付及港幣300,000,000元透過發行本公司可換股債券支付。收購事項已於二零一九年二月二十八日完成。執行董事蘇灝先生為張勤先生(賣方之一)及邱斯陵女士之女婿。因此,根據香港聯合交易所有限公司證券上市規則(「**上市規則**」),張勤先生(賣方之一)及邱斯陵女士均被視為本公司之關連人士。因此,根據上市規則,收購事項及其項下擬進行之交易構成本公司之關連交易。更多詳情,請參閱綜合財務報表附註38、本公司日期為二零一八年二月十四日及二零一九年二月二十八日之公告以及本公司日期為二零一八年五月二十四日之通函。

The related party transactions as disclosed in note 39 to the consolidated financial statements fall under the definition of "connected transaction" or "continuing connected transaction" in Chapter 14A of the Listing Rules. The Group has complied with the disclosure requirements, where applicable, in accordance with Chapter 14A of the Listing Rules.

已披露於綜合財務報表附註39之關連人士交易亦歸入上市規則第14A章被界定為「關連交易」或「持續關連交易」內。本集團已依據上市規則第14A章遵從披露之規定(若適用)。

Save as disclosed above, no transactions were entered into by the Group during the year ended 31 December 2019, which constitute connected transactions under the Listing Rules.

除所披露者外,本集團於截至二零一九年十二月三十一日止年度內並無訂立任何交易,而該等交易根據上市規則構成關連交易。

DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

Saved as disclosed in the "Connected Transactions" section in this report and Note 36 to the consolidated financial statements, there were no transactions, arrangements or contracts that are significant in relation to the businesses of the Company and its subsidiaries to which the Company or any of its subsidiaries was a party and in which a Director or his/her connected entity had a material interest, whether directly or indirectly, subsisted at the end of or at any time during the year ended 31 December 2019.

董事於重大交易、安排或合約之權益

除本報告內之關聯交易章節及綜合財務報表附註36所披露者外，截至二零一九年十二月三十一日止年度年末或任何期間，本公司或其任何附屬公司概無訂立就本公司及其附屬公司業務而言屬重大且本公司董事或董事之關連實體於其中直接或間接擁有重大權益之重大交易、安排或合約。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2019, no Director had been recorded as having interests in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

董事於具競爭性業務之權益

截至二零一九年十二月三十一日止年度，並無董事於任何直接或間接、或有可能直接或間接與本集團業務競爭之任何業務中擁有權益。

PERMITTED INDEMNITY PROVISIONS

The Company has put in place appropriate insurance cover in respect of Directors' liability.

獲准許彌償條文

本公司已就董事之責任投保合適之責任保險。

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 31 December 2019, none of the Directors or chief executive of the Company had any interests or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**")) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

董事於股份、相關股份及債權證中之權益

於二零一九年十二月三十一日，本公司之董事或最高行政人員概無於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「**證券及期貨條例**」）第XV部）之股份、相關股份或債權證中擁有須記入本公司根據證券及期貨條例第352條規定存置之登記冊內，或根據上市公司董事進行證券交易的標準守則須知會本公司及聯交所之任何權益或淡倉。

INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS DISCLOSEABLE UNDER THE SECURITIES AND FUTURES ORDINANCE

At 31 December 2019, the register of substantial shareholders maintained under section 336 of the SFO shows that the following company (not being Directors or chief executive of the Company) had long positions of 5% or more in the shares of the Company which fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO:

根據證券及期貨條例須予披露之主要股東及其他人士之權益

於二零一九年十二月三十一日，根據證券及期貨條例第336條存置之主要股東名冊所示，下列公司（非本公司董事或最高行政人員）於根據證券及期貨條例第XV部第2及3分部須予披露之本公司股份之好倉中擁有5%或以上之權益：

INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS DISCLOSEABLE UNDER THE SECURITIES AND FUTURES ORDINANCE
(continued)

根據證券及期貨條例須予披露之主要股東及其他人士之權益*(續)*

Name of shareholder 股東名稱	Capacity 身份	Number of ordinary shares 普通股份數目	Number of underlying shares 相關股份數目	Approximate percentage of shareholding 持股量概約百分比
Road Shine Developments Limited	Beneficial owner 實益擁有人	4,168,606,337	–	53.79%
Guoan (HK) Holdings Limited *(Note 1)* 國安(香港)控股有限公司*(附註1)*	Interest of controlled corporation 受控制法團權益	4,168,606,337	–	53.79%
中信國安集團有限公司 (CITIC Guoan Group*) *(Note 1)* 中信國安集團有限公司*(附註1)*	Interest of controlled corporation 受控制法團權益	4,168,606,337	–	53.79%
Mr. CHONG Chin *(Note 2)* 張勤先生*(附註2)*	Beneficial owner 受控制法團權益	–	1,153,846,153	14.89%
Ms. YAO Sze Ling *(Note 2)* 邱斯陵女士*(附註2)*	Beneficial owner 受控制法團權益	–	1,153,846,153	14.89%

Note:

1. *Road Shine Developments Limited is held as to 100% by Guoan (HK) Holdings Limited, which in turn is held as to 100% by CITIC Guoan Group*. Under the SFO, each of Guoan (HK) Holdings Limited and CITIC Guoan Group* is deemed to be interested in all the shares held by Road Shine Developments Limited.*

2. *Mr. CHONG Chin and his spouse, Ms. YAO Sze Ling, jointly hold convertible bonds amounting to HK$300,000,000 issued by the Company on 28 February 2019. The convertible bonds carried a right to convert the convertible bonds into shares of the Company at a conversion price of HK$0.26 per conversion share.*

* *For identification purpose only*

附註:

1. *Road Shine Developments Limited由國安(香港)控股有限公司持有100%權益,而國安(香港)控股有限公司由中信國安集團有限公司持有100%權益。根據證券及期貨條例,國安(香港)控股有限公司及中信國安集團有限公司各被視為於Road Shine Developments Limited持有之全部股份中擁有權益。*

2. *張勤先生及其配偶邱斯陵女士共同持有本公司於二零一九年二月二十八日發行之港幣300,000,000元之可換股債券。該等可換股債券附帶權利可按轉換價每股換股股份港幣0.26元將可換股債券轉換為本公司股份。*

* *僅供識別*

Save as disclosed above, no other person was recorded in the register required to be kept under section 336 of the SFO as having an interest or short position in the shares or underlying shares of the Company as at 31 December 2019.

除上文所披露者外,於二零一九年十二月三十一日,概無其他擁有本公司之股份或相關股份之權益或淡倉之人士記錄於根據證券及期貨條例第336條須存置之股東名冊內。

EQUITY-LINKED AGREEMENT

Details of the convertible bonds are set out in note 32 to the consolidated financial statements.

股權掛鉤協議

可換股債券之詳情載於綜合財務報表附註32。

SHARE OPTION SCHEME

On 5 March 2015, a share option scheme (the "**Option Scheme**") was adopted by the shareholders of the Company. No share option has been granted under the Option Scheme since its adoption.

購股權計劃

於二零一五年三月五日，本公司股東採納一項購股權計劃(「**購股權計劃**」)。購股權計劃自採納以來，概無根據該計劃授出購股權。

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2019.

管理合約

於截至二零一九年十二月三十一日止年度內，本公司並無就整體業務或任何重要業務之管理及行政工作簽訂或存有任何合約。

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year ended 31 December 2019 attributable to the Group's major suppliers and customers are as follows:–

主要客戶及供應商

本集團之主要供應商及客戶截至二零一九年十二月三十一日止年度應佔購貨額及銷售額之百分比如下：－

		Percentage of the total purchases/sales accounted for 所佔購貨／銷售總額百分比
Purchases	購貨額	
– the largest supplier	－最大供應商	20.0%
– five largest suppliers combined	－五大供應商總額	49.9%
Sales	銷售額	
– the largest customer	－最大客戶	12.8%
– five largest customer combined	－五大客戶總額	46.6%

None of the Directors, their close associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had an interest in the five largest suppliers or customers of the Group noted above.

概無董事、其聯繫人或任何股東(據董事所知擁有本公司已發行股本5%以上)擁有上述本集團五大供應商或客戶之權益。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association although there are no restrictions against such rights under the laws of the Cayman Islands.

優先購買權

雖然開曼群島法例並無對優先購買權作出限制，但本公司組織章程細則中並無有關規定。

PENSION SCHEME

On 1 December 2000, the Group set up a Mandatory Provident Fund Scheme (the "**MPF Scheme**") in association with the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) (the "**MPF Ordinance**"). The assets of the MPF Scheme are held separately from those of the Group and are under the control of an independent trustee.

The Group and its employees are each required to make a mandatory contribution of 5% of the employees' relevant income to the MPF Scheme, subject to a maximum contribution of HK$1,500 per month during the year ended 31 December 2019 as prescribed by the MPF Ordinance. Members are entitled to 100% of the employer's mandatory contributions as soon as they are paid to the MPF Scheme but all benefits derived from the mandatory contributions must be preserved until an employee reaches the retirement age of 65 or in accordance with the rules of MPF Scheme.

In addition to the mandatory contributions, the Group made voluntary contributions for certain employees during the year ended 31 December 2019. In any event, the total monthly contributions made by the Group to an employee are capped at 5% of the relevant employee's relevant income.

PUBLIC FLOAT

Based on information publicly available to the Company and within the knowledge of the Directors at the date of this report, the Company has maintained the prescribed public float under the Listing Rules.

AUDITORS

HLB Hodgson Impey Cheng Limited will retire at the forthcoming annual general meeting of the Company and a resolution for their re-appointment as auditors of the Company will be proposed at the said meeting.

On behalf of the Board
DU Jun
Chairman

Hong Kong, 9 April 2020

退休金計劃

本集團於二零零零年十二月一日根據香港法例第485章強制性公積金計劃條例(「**強積金條例**」),設立強制性公積金計劃(「**強積金計劃**」)。強積金計劃之資產與本集團之資產分開持有,並由獨立受託人控制。

本集團及其僱員各自均須按僱員相關收入之5%作出強制性供款至強積金計劃,惟受限於強積金條例訂明的最高供款額,該上限於截至二零一九年十二月三十一日止年度為每月港幣1,500元。會員有權在有關強積金計劃供款後取得僱主之100%強制性供款,但所有強制性供款所產生之利益必須保存至僱員達65歲退休年齡或根據強積金計劃之規例為止。

除強制性供款外,本集團於截至二零一九年十二月三十一日止年度為若干僱員向強積金計劃作出自願供款,惟在任何情況下,為每名僱員作出之每月總供款按該僱員之相關收入之5%為上限。

公眾持股量

根據本公司於本報告日期之公開資料以及據董事所知,本公司一直維持上市規則所訂明之公眾持股量。

核數師

國衛會計師事務所有限公司於即將舉行之本公司股東週年大會上任滿告退,並將於上述大會上提呈決議案,續聘其為本公司之核數師。

代表董事會
主席
杜軍

香港,二零二零年四月九日

國衛會計師事務所有限公司
HODGSON IMPEY CHENG LIMITED

31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

香港
中環
畢打街11號
置地廣場
告羅士打大廈31樓

TO THE SHAREHOLDERS OF
GUOAN INTERNATIONAL LIMITED
(Incorporated in the Cayman Islands limited liability)

國安國際有限公司

(於開曼群島註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of Guoan International Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 68 to 193, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended 31 December 2019, and notes to the consolidated financial statements, including a summary of significant accounting policies.

意見

吾等已完成審核列載於第68至193頁國安國際有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報告,此綜合財務報告包括於二零一九年十二月三十一日之綜合財務狀況表與截至二零一九年十二月三十一日止年度期間之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報告附註,當中包括主要會計政策概要。

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 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended 31 December 2019 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.

吾等認為,該等綜合財務報告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」)真實而公平地反映 貴集團於二零一九年十二月三十一日之綜合財務狀況及二零一九年十二月三十一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編製。

Independent Auditors' Report
獨立核數師報告

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 Auditors' responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見基準

吾等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」)進行審核。吾等於該等準則下之責任已於本報告「核數師就審核綜合財務報告承擔之責任」一節中詳述。根據香港會計師公會頒佈之職業會計師道德守則(「守則」),吾等獨立於 貴集團,並已根據該等規定及守則履行其他職業道德責任。吾等相信,吾等所獲得之審核憑證乃充足和適當地為吾等之意見提供基礎。

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to Note 3(b) in the consolidated financial statements, which indicates that the Group incurred a net loss of approximately HK$46,588,000 during the year ended 31 December 2019 and, as of that date, the Group's current liabilities exceeded its current assets by approximately HK$117,539,000. As stated in Note 3(b) to the consolidated financial statements, these events or conditions, along with other matters as set forth in Note 3(b), indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

持續經營事宜有關之重大不確定性

吾等注意到綜合財務報表附註3(b),表明 貴集團於截至二零一九年十二月三十一日止年度產虧損淨額港幣46,588,000元,及截至該日, 貴集團之流動負債超過其流動資產約港幣117,539,000元。如綜合財務報表附註3(b)所述,該等事件或狀況連同附註3(b)所載之其他事宜表明,存在可能對 貴集團持續經營能力產生重大疑慮之重大不確定因素。吾等之意見並未就本事項作出修改。

KEY AUDIT MATTERS

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

關鍵審核事項

關鍵審核事項為根據吾等專業判斷,對於本期綜合財務報告之審核最重要之事項。吾等於整體審核綜合財務報告及就此出具意見時處理該等事項,而不會對該等事項單獨發表意見。

KEY AUDIT MATTERS *(continued)*

關鍵審核事項 *(續)*

The key audit matter 關鍵審核事項	How our audit addressed the key audit matter 吾等在審核中的處理方法
Impairment assessment of trade receivables **貿易應收款項之減值評估** Refer to Notes 3 and 23 to the consolidated financial statements 請參閱綜合財務報表附註3及23 As at 31 December 2019, the Group had gross trade receivables of approximately HK$338,084,000 (2018: HK$149,894,000) and provision for impairment of approximately HK$139,792,000 (2018: HK$139,290,000). 貴集團於二零一九年十二月三十一日有貿易應收款項總額約338,084,000港元(二零一八年:149,894,000港元)及減值撥備約139,792,000港元(二零一八年:139,290,000港元)。 The impairment assessment of trade receivables was considered as a key audit matter due to the significant and subjective management judgements and estimates. 貿易應收款項減值評估因重大及主觀管理層判斷及估計而被視為關鍵審核事項。	Our procedures in relation to management's impairment assessment of the trade receivables as at 31 December 2019 included: 我們有關管理層對於二零一九年十二月三十一日的貿易應收款項之減值評估之程序包括: • Understanding and evaluating the key controls that the Group has implemented to manage and monitor its credit risk, and validating the control effectiveness on a sample basis; • 了解及評估 貴集團已實施的關鍵控制措施,以管理及監控其信貸風險,並抽樣驗證其控制效用; • Checking, on a sample basis, the aging profile of the trade receivables as at 31 December 2019 to the underlying financial records and post year-end settlements to bank receipts; • 抽樣檢查於二零一九年十二月三十一日有關財務記錄內的貿易應收款項的賬齡情況及年結日後的銀行賬戶結算收據;

KEY AUDIT MATTERS *(continued)*

關鍵審核事項（續）

The key audit matter 關鍵審核事項	How our audit addressed the key audit matter 吾等在審核中的處理方法

Impairment assessment of trade receivables *(continued)*
貿易應收款項之減值評估（續）

In general, the credit terms granted by the Group to the customers. Management performed periodic assessment on the recoverability of the trade receivables and the sufficiency of provision for impairment based on information including credit profile of different customers, aging of the trade receivables, historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances, and on-going trading relationships with the relevant customers. Management also considered forward-looking information that may impact the customers' ability to repay the outstanding balances in order to estimate the expected credit losses for the impairment assessment.
總體而言， 貴集團授予客戶的信貸期。管理層根據不同客戶的信用情況、貿易應收款項的賬齡、過往結算記錄、後續結算狀況、預期時間及未償還結餘變現金額及與相關客戶的持續交易關係等資料對貿易應收款項的可收回性及減值撥備的充足性進行定期評估。管理層亦考慮可能影響客戶償還未償還結餘能力的前瞻性資料，以估量減值評估的預期信貸虧損。

The assessment of impairment for margin client receivables was including estimation of probability of default, valuation of collateral, expected future cash flows and futures economic conditions.
應收孖展客戶款項減值評估包括違約可能性估計、抵押品估值、預期未來現金流量及未來經濟狀況。

We focused on this area due to the impairment assessment of trade receivables under the expected credit losses model involved the use of significant management judgements and estimates.
我們關注此範疇乃由於根據預期信貸虧損模式進行的貿易應收款項減值評估涉及運用重大管理層判斷及估計。

- Inquiring of management for the status of each of the material trade receivables past due as at year end and corroborating explanations from management with supporting evidence, such as performing public search of credit profile of selected customers, understanding on-going business relationship with the customers based on trade records, checking historical and subsequent settlement records of and other correspondence with the customers;
- 諮詢管理層有關年末已逾期的各項重大貿易應收款項的狀況，透過公開查閱選定客戶的信用情況、根據交易記錄了解與客戶的持續性業務關係、核實客戶過往及後續結算記錄以及與客戶的其他往來信函等支持證據證實管理層的解釋；
- For margin client receivables, in assessing the credit loss allowances made by the Group, we checked the valuation of the collateral and developed a reasonable range of expected cash shortfall for comparison with the Group's assessment; and
- 就應收孖展客戶款項而言，於 貴集團作出信貸虧損評估時，我們檢查抵押品估值及制定預期現金差額之合理範圍，以與 貴集團之估值進行比較；及
- Assessing the appropriateness of the expected credit loss provisioning methodology, examining the key data inputs on a sample basis to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information, used to determine the expected credit losses.
- 評估預期信貸虧損撥備方法的適用性、抽樣審查主要輸入數據評估其準確性及完整性、對用於釐定預期信貸虧損的假設，包括歷史及前瞻性資料，保持質疑態度。

We found that the management judgment and estimates used to assess the recoverability of the trade receivables and determine the impairment provision to be supportable by available evidence.
我們發現管理層用以評估貿易應收款項的可收回性及釐定有可得證據支持的減值撥備作出的判斷及估計。

KEY AUDIT MATTERS *(continued)*

關鍵審核事項 *(續)*

The key audit matter 關鍵審核事項	How our audit addressed the key audit matter 吾等在審核中的處理方法
Impairment assessment of goodwill **商譽減值評估** Refer to Notes 3 and 17 to the consolidated financial statement 請參閱綜合財務報表附註3及17 We identified the impairment assessment of goodwill arising on acquisition of businesses through acquisition of subsidiaries as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the significant degree of judgments made by the management of the Group associated with the recoverable amount of the cash-generating units to which goodwill has been allocated. 吾等將透過收購附屬公司產生之商譽確認為關鍵審核事項，此乃由於結餘對綜合財務報表之整體重要性，加上　貴集團管理層就獲分配商譽之現金產生單位可收回金額作出重大程度估計。 Management concluded that there is no impairment on goodwill. This conclusion was based on a value in use model that required significant management judgement with respect to the discount rate and the underlying cash flows, in particular future revenue growth. An independent external valuation was obtained in respect of the impairment assessment on goodwill in order to support management's estimates. 管理層認為概無作出商譽減值。該結論乃根據需要就貼現率及相關現金流量（特別是未來收益增長）作出重大管理層判斷的使用價值模型得出。就商譽減值取得獨立外部估值乃旨在支持管理層的估計。	Our procedures in relation to management's impairment assessment of goodwill included: 吾等對管理層作出商譽減值評估的程序包括： • Evaluating the independent external valuers' competence, capabilities and objectivity; • 評估獨立外部估值師的資質、能力及客觀程度； • Assessing the appropriateness of the valuation methodology, key assumptions and estimates used base on our knowledge of the relevant industry and using our valuation experts; • 基於我們對相關行業的了解並使用我們的估值專家，以評估估值方法、關鍵假設及所用估值的適當性； • Challenging the reasonableness of key assumptions based on our knowledge of business and industry; and • 根據業務及行業知識質疑關鍵假設的合理性；及 • Checking, on a sampling basis, the accuracy and relevance of the input date used. • 抽樣檢查所用輸入數據之準確性及相關性。 We found that the management judgment and estimates used to assess the recoverable of cash-generating units and determine the impairment provision to be supportable by available evidence. 我們發現管理層用以評估可收回現金產生單位及釐定有可得證據支持的減值撥備作出的判斷及估計。

OTHER INFORMATION

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

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

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

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

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

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

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

其他資料

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告及吾等就此發出之報告(「其他資料」)。

吾等對綜合財務報告之意見並不涵蓋其他資料，吾等概不對其他資料發表任何形式的鑒證結論。

就吾等審核綜合財務報告，吾等的責任為閱讀其他資料，於此過程中，考慮其他資料是否與綜合財務報告或吾等於審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。倘若基於吾等已進行的工作，吾等認為其他資料存在重大錯誤陳述，吾等須報告該事實。在這方面，吾等並無報告。

董事及審核委員會就綜合財務報告須承擔之責任

董事須遵照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披露規定，負責編製及真實公平地呈列該等綜合財務報告，而有關之內部監控，董事須確保編製綜合財務報告不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報告時，董事須負責評估　貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將　貴集團清盤或停止營運，或別無其他實際可行的替代方案。

審核委員會須負責監督　貴集團的財務報告過程。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審核綜合財務報告須承擔之責任

吾等目標為合理確定綜合財務報告整體而言不會存在由於欺詐或錯誤而導致之重大錯誤陳述，並出具載有吾等意見之核數師報告。吾等僅向全體股東報告，不作其他用途。吾等概不就本報告的內容對任何其他人士負責或承擔任何責任。合理確定屬高層次核證，惟根據香港審計準則進行之審核工作不能保證總能察覺所存在之重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報告作出之經濟決定時，則被視為重大錯誤陳述。

於根據香港審計準則進行審計之過程中，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報告存在重大錯誤陳述的風險、設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。

- 了解與審核相關的內部監控，以設計適當的審核程序，惟並非旨在對 貴集團內部監控之有效性發表意見。

- 評估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。

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

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also: *(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 auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- 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.

核數師就審核綜合財務報告須承擔之責任*(續)*

於根據香港審計準則進行審計之過程中，吾等運用專業判斷，保持專業懷疑態度。吾等亦：*(續)*

- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取之審核憑證，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　貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報告中的相關披露。倘有關披露不足，則修訂吾等意見。吾等之結論乃基於截至核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致　貴集團無法持續經營。

- 評估綜合財務報告的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報告是否中肯反映相關交易和事項。

- 就　貴集團內實體或業務活動之財務資料獲取充足及適當之審核憑證，以便對綜合財務報告發表意見。吾等負責集團審核之方向、監督和執行。吾等為審核意見承擔全部責任。

吾等與審核委員會就（其中包括）審核的計劃範圍、時間安排及重大審核發現溝通，該等發現包括吾等在審核過程中識別的內部監控的任何重大缺失。

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

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

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

The engagement director on the audit resulting in this independent auditors' report is Ng Ka Wah.

核數師就審核綜合財務報告須承擔之責任*(續)*

吾等亦向審核委員會作出聲明，指出吾等已符合有關獨立性之相關道德要求，並與彼等溝通可能被合理認為會影響吾等獨立性之所有關係及其他事宜，以及相關防範措施（如適用）。

從與審核委員會溝通之事項中，吾等釐定對本期間綜合財務報告之審核至關重要之事項，因而構成關鍵審核事項。吾等在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見之情況下，倘合理預期在吾等報告中溝通某事項造成之負面後果超出產生之公眾利益，則吾等決定不應在報告中傳達該事項。

出具本獨立核數師報告之審核項目董事為吳家華。

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Ng Ka Wah
Practising Certificate Number: P06417

Hong Kong, 9 April 2020

國衛會計師事務所有限公司
執業會計師

吳家華
執業證書編號：P06417

香港，二零二零年四月九日

Consolidated Statement of Profit or Loss and Other Comprehensive Income
綜合損益及其他全面收益表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	Year ended 31 December 2019 截至二零一九年十二月三十一日止年度 HK$'000 港幣千元	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度 HK$'000 港幣千元
Revenue	收益	7	**207,794**	109,712
Cost of sales	銷售成本		**(161,032)**	(86,630)
Gross profit	毛利		**46,762**	23,082
Other revenue	其他收益	8	**4,973**	3,728
Other losses, net	其他虧損淨額	9	**(336)**	(2,402)
Selling and distribution expenses	銷售及分銷支出		**(983)**	(1,063)
Administrative expenses	行政支出		**(68,153)**	(66,814)
Other operating expenses	其他經營支出		**(388)**	(121)
Finance costs	財務成本	10	**(25,649)**	(251)
Loss before taxation	除税前虧損	11	**(43,774)**	(43,841)
Taxation	税項	12	**(2,814)**	4
Loss for the year	**年度虧損**		**(46,588)**	(43,837)
Other comprehensive loss	**其他全面虧損**			
Item that may be reclassified subsequently to profit or loss:	*其後可能重新分類至損益之項目：*			
Exchange differences on translation of foreign operations	換算海外業務之匯兑差額		**(34)**	(21)
Other comprehensive loss for the year, net of tax	**年度其他全面虧損，扣除税項**		**(34)**	(21)
Total comprehensive loss for the year	年度全面虧損總額		**(46,622)**	(43,858)

Consolidated Statement of Profit or Loss and Other Comprehensive Income
綜合損益及其他全面收益表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	Year ended 31 December 2019 截至二零一九年十二月三十一日止年度 HK$'000 港幣千元	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度 HK$'000 港幣千元
Loss for the year attributable to:	**以下人士應佔年度虧損：**			
Owners of the Company	本公司擁有人		**(45,417)**	(43,690)
Non-controlling interests	非控股權益		**(1,171)**	(147)
			(46,588)	(43,837)
Total comprehensive loss for the year attributable to:	**以下人士應佔年度全面虧損總額：**			
Owners of the Company	本公司擁有人		**(45,451)**	(43,711)
Non-controlling interests	非控股權益		**(1,171)**	(147)
			(46,622)	(43,858)
Loss per share attributable to owners of the Company	**本公司擁有人應佔每股虧損**			
Basic and diluted (HK cents)	基本及攤薄（港仙）	*14*	**(0.59)**	(0.56)

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

隨附附註為本簡明綜合財務報表的組成部分。

Consolidated Statement of Financial Position
綜合財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日

		Notes 附註	2019 二零一九年 HK$'000 港幣千元	2018 二零一八年 HK$'000 港幣千元
Non-current assets	**非流動資產**			
Property, plant and equipment	物業、廠房及設備	15	**302,563**	312,863
Right-of-use assets	使用權資產	16	**4,976**	–
Goodwill	商譽	17	**299,121**	–
Financial assets at fair value through profit or loss	透過損益以公平值列賬之金融資產	19	**13,560**	14,550
Other assets	其他資產	21	**3,711**	–
Deferred tax assets	遞延稅項資產	33	**269**	–
Deposits for acquisition of subsidiaries	收購附屬公司之按金		**–**	21,873
			624,200	349,286
Current assets	**流動資產**			
Inventories	存貨	22	**13,239**	34,566
Trade receivables	應收貿易賬款	23	**198,292**	10,604
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	24	**12,946**	11,651
Loan and interest receivables	應收貸款及利息	20	**–**	13,043
Financial assets at fair value through profit or loss	透過損益以公平值列賬之金融資產	19	**1,173**	1,840
Contract assets	合約資產	25	**1,155**	–
Pledged time deposits	已抵押定期存款	26	**10,151**	5,159
Cash and bank balances	現金及銀行結餘			
– Segregated accounts	– 獨立賬戶	27(a)	**121,789**	–
– House accounts	– 自有賬戶	27(b)	**47,833**	34,199
			406,578	111,062
Current liabilities	**流動負債**			
Trade payables	應付貿易賬款	28	**185,623**	10,540
Accrued charges and other payables	應計費用及其他應付款項	29	**68,895**	52,663
Bank and other borrowings	銀行及其他借貸	30	**160,000**	34,500
Loan from the ultimate holding company	最終控股公司貸款	31	**3,556**	3,556
Convertible bonds	可換股債券	32	**99,713**	–
Contract liabilities	合約負債	25	**265**	–
Deferred tax liabilities	遞延稅項負債	33	**47**	–
Lease liabilities	租賃負債	34	**3,570**	–
Tax payable	應付稅項		**2,448**	–
			524,117	101,259

Consolidated Statement of Financial Position
綜合財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日

		Notes 附註	2019 二零一九年 HK$'000 港幣千元	2018 二零一八年 HK$'000 港幣千元
Net current (liabilities)/assets	**流動(負債)／資產淨額**		**(117,539)**	9,803
Total assets less current liabilities	**總資產減流動負債**		**506,661**	359,089
Non-current liabilities	**非流動負債**			
Convertible bonds	可換股債券	*32*	**186,390**	–
Deferred tax liabilities	遞延税項負債	*33*	**2,869**	604
Lease liabilities	租賃負債	*34*	**1,548**	–
			190,807	604
Net assets	**資產淨額**		**315,854**	358,485
Equity	**權益**			
Share capital	股本	*35*	**77,489**	77,489
Reserves	儲備		**239,683**	267,643
Total equity attributable to owners of the Company	本公司擁有人應佔總權益		**317,172**	345,132
Non-controlling interests	非控股權益		**(1,318)**	13,353
Total equity	**總權益**		**315,854**	358,485

The consolidated financial statements were approved and authorised for issue by the board of directors on 9 April 2020 and signed on its behalf by:

綜合財務報告已於二零二零年四月九日獲董事會批准及授權刊發，並由下列董事代表董事會簽署：

HUANG Zhen Qian
黃振謙
Executive Director
執行董事

DU Jun
杜軍
Executive Director
執行董事

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

隨附附註為本簡明綜合財務報表的組成部分。

Consolidated Statement of Changes in Equity
綜合權益變動表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔權益									
		Share capital 股本 HK$'000 港幣千元	Share premium 股份溢價 HK$'000 港幣千元	Capital reserve 資本儲備 HK$'000 港幣千元	Capital redemption reserve 資本贖回儲備 HK$'000 港幣千元 (Note a) (附註a)	Convertible bonds reserve 可換股債券儲備 HK$'000 港幣千元 (Note b) (附註b)	Exchange difference reserve 匯兑差額儲備 HK$'000 港幣千元 (Note c) (附註c)	Accumulated losses 累計虧損 HK$'000 港幣千元	Subtotal 小計 HK$'000 港幣千元	Non-controlling interests 非控股權益 HK$'000 港幣千元	Total 合計 HK$'000 港幣千元
At 1 January 2018	於二零一八年一月一日	77,489	858,897	2,450	160	–	6,107	(556,260)	388,843	–	388,843
Loss for the year	年內虧損	–	–	–	–	–	–	(43,690)	(43,690)	(147)	(43,837)
Item that may be reclassified subsequently to profit or loss:	*其後可能重新分類至損益之項目:*										
Exchange differences on translation of foreign operation	換算海外業務之匯兑差額	–	–	–	–	–	(21)	–	(21)	–	(21)
Total comprehensive loss for the year	本年度全面虧損總額	–	–	–	–	–	(21)	(43,690)	(43,711)	(147)	(43,838)
Capital contribution from non-controlling interests of a subsidiary	來自附屬公司非控股權益之注資	–	–	–	–	–	–	–	–	13,500	13,500
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	77,489	858,897	2,450	160	–	6,086	(599,950)	345,132	13,353	358,485
Loss for the year	年內虧損	–	–	–	–	–	–	(45,417)	(45,417)	(1,171)	(46,588)
Item that may be reclassified subsequently to profit or loss:	*其後可能重新分類至損益之項目:*										
Exchange differences on translation of foreign operation	換算海外業務之匯兑差額	–	–	–	–	–	(34)	–	(34)	–	(34)
Total comprehensive loss for the year	本年度全面虧損總額	–	–	–	–	–	(34)	(45,417)	(45,451)	(1,171)	(46,622)
Recognition of the equity component of convertible bonds	確認可換股債券之權益部分	–	–	–	–	21,087	–	–	21,087	–	21,087
Deferred tax on convertible bonds	可換股債券之遞延稅項	–	–	–	–	(3,596)	–	–	(3,596)	–	(3,596)
Decrease in non-controlling interests arising from capital reduction of a subsidiary	一間附屬公司資本削減產生之非控股權益減少	–	–	–	–	–	–	–	–	(13,500)	(13,500)
At 31 December 2019	**於二零一九年十二月三十一日**	**77,489**	**858,897**	**2,450**	**160**	**17,491**	**6,052**	**(645,367)**	**317,172**	**(1,318)**	**315,854**

Notes:

(a) Capital redemption reserve

The capital redemption reserve represents the repurchase of shares of the Company on The Stock Exchange of Hong Kong Limited during the financial year of 30 September 2000. These repurchased shares were cancelled upon repurchase and, accordingly, the nominal value of the cancelled shares was credited to capital redemption reserve and the aggregate consideration paid was debited to the retained earnings and share premium account.

(b) Convertible bonds reserve

Convertible bonds reserve represents equity portion of convertible bonds.

(c) Exchange difference reserve

Exchange differences arising from the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Hong Kong dollars) are recognised directly in other comprehensive income and accumulated in the exchange difference reserve. The reserve is dealt with in accordance with the accounting policy of foreign currencies set out in Note 3(h).

附註：

(a) 資本贖回儲備

資本贖回儲備指於二零零零年九月三十日的財政年度在香港聯合交易所有限公司購回本公司股份。該等購回股份於購回時註銷，因此，註銷股份之面值撥入資本贖回儲備，及已付總代價從保留盈利及股份溢價賬中扣除。

(b) 可換股債券儲備

可換股債券儲備指可換股債券之權益部分。

(c) 匯兑差額儲備

本集團將海外業務之資產淨額由功能貨幣換算為本集團之呈列貨幣（即港幣）產生之匯兑差額直接於其他全面收入內確認，並累計在匯兑差額儲備內。該儲備根據附註3(h)載列之外幣會計政策處理。

Consolidated Statement of Cash Flows
綜合現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	Year ended 31 December 2019 截至二零一九年十二月三十一日止年度 HK$'000 港幣千元	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度 HK$'000 港幣千元
Cash flows from operating activities	**經營業務之現金流量**			
Loss before taxation	除税前虧損		**(43,774)**	(43,841)
Adjustments for:	調整項目：			
Depreciation of property, plant and equipment	物業、廠房及設備折舊	11,15	**10,294**	10,810
Depreciation of right-of-use assets	使用權資產折舊	11,16	**4,001**	–
Bad debts written off	呆壞賬撇銷	11	**27**	101
Net unrealised loss on financial assets at fair value through profit or loss	透過損益以公平價值列賬之未變現金融資產虧損	9	**971**	2,402
Net realised gain on financial assets at fair value through profit and loss	透過損益以公平價值列賬之已變現金融資產收益	7	**(516)**	(385)
Loss on written off of property, plant and equipment	撇銷物業、廠房及設備之虧損	11	**305**	6
Loss on lease modification	租賃修訂虧損	9	**386**	–
Reversal of allowance for expected credit loss of trade receivables	應收貿易賬款之預期信貸虧損撥備撥回	9,11	**(1,021)**	–
Allowance for inventories	存貨撥備	11	**9**	17
Reversal of allowance for inventories	存貨撥備撥回	11	**(5)**	(70)
Dividend income	股息收入	8	**(44)**	(87)
Bank interest income	銀行利息收入	8	**(455)**	(112)
Interest expense	利息開支	10	**25,649**	251
Operating cash flows before movements in working capital	**營運資金變動前之經營現金流量**		**(4,173)**	(30,908)
Decrease/(increase) in financial assets at fair value through profit or loss	透過損益以公平值列賬之金融資產減少／（增加）		**1,206**	(2,467)
Decrease/(increase) in inventories	存貨減少／（增加）		**21,323**	(33,382)
Decrease/(increase) in loan and interest receivables	應收貸款及利息減少／（增加）		**13,043**	(2,876)
Increase in trade receivables	應收貿易賬款增加		**(13,243)**	(6,491)
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少／（增加）		**24,538**	(23,742)
Decrease in current held in bank balance – Segregated accounts	銀行結餘之流動現金減少－獨立賬戶		**1,758**	–
Increase in other assets	其他資產增加		**(1,402)**	–
Increase in contract assets	合同資產增加		**(1,155)**	–
Decrease in contract liabilities	合同負債減少		**(737)**	–
(Decrease)/increase in trade payables	應付貿易賬款（減少）／增加		**(4,834)**	9,331
Increase in accrued charges and other payables	應計費用及其他應付款項增加		**5,288**	8,748

Consolidated Statement of Cash Flows
綜合現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	Year ended 31 December 2019 截至二零一九年十二月三十一日止年度 HK$'000 港幣千元	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度 HK$'000 港幣千元
Cash generated from/(used in) operating activities	**經營業務所得／(使用)之現金淨額**		**41,612**	(81,787)
Profit tax (paid)/refund	(已付)／退回利得稅		**(1,203)**	182
Net cash generated from/(used in) operating activities	經營業務產生／(使用)之現金淨額		**40,409**	(81,605)
Cash flows from investing activities	**投資業務之現金流量**			
Purchase of property, plant and equipment	購買物業、廠房及設備	*15*	**(158)**	(903)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項		**5**	–
Net cash outflow for acquisition of a subsidiary	收購一間附屬公司之現金流出淨額	*38*	**(111,666)**	–
Dividend received	已收股息		**44**	87
Interest received	已收利息		**455**	112
Increase in pledged time deposits	已抵押定期存款增加		**(4,992)**	(75)
Net cash used in investing activities	投資業務使用之現金淨額		**(116,312)**	(779)
Cash flows from financing activities	**融資活動之現金流量**			
Repayment of lease liabilities	償還租賃負債		**(3,940)**	–
Interest paid	已付利息		**(6,612)**	(223)
Repayment of loan from a related party	償還一名關連人士貸款		**(12,000)**	–
Capital contribution from non-controlling interests of a subsidiary	來自附屬公司非控股權益之注資		**–**	13,500
Decrease in non-controlling interests arising from capital reduction of a subsidiary	一間附屬公司資本削減產生之非控股權益減少		**(13,500)**	–
Increase in bank and other borrowings	銀行及其他借貸增加		**332,500**	57,000
Repayments of bank and other borrowings	償還銀行及其他借貸		**(207,000)**	(27,000)
Net cash generated from financing activities	融資活動產生之現金淨額		**89,448**	43,277
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額		**13,545**	(39,107)
Cash and cash equivalents at the beginning of year	年初之現金及現金等價物		**34,199**	73,511
Effect of foreign exchange rate changes	匯率變動之影響		**89**	(205)
Cash and cash equivalents at the end of the year	年末之現金及現金等價物		**47,833**	34,199
Analysis of balances of cash and cash equivalents	**現金及現金等價物結餘分析**			
Cash and bank balances – House accounts	現金及銀行結餘－自有賬戶		**47,833**	34,199

1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands on 9 December 1998 as an exempted company with limited liability and its shares have a primary listing on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and a secondary listing on Singapore Exchange Securities Trading Limited (the "SGX-ST").

The registered office of the Company is P.O. Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands and the principal place of business of the Company is located at 15th Floor of Tower II, Admiralty Centre, No.18 Harcourt Road, Hong Kong.

The principal activity of the Company is investment holding. Its subsidiaries are principally engaged in trading of telecommunications and other products, provision of repair services for telecommunications products, investment in financial assets, provision of brokerage services operation and money lending business.

The directors of the Company (the "Directors") regard Road Shine Developments Limited, a company incorporated in the British Virgin Islands as the immediate holding company, and CITIC Guoan Group, a company incorporated in the People's Republic of China (the "PRC") as the ultimate holding company.

The consolidated financial statements are presented in Hong Kong dollars ("HK$") which is also the functional currency of the Company. All values are rounded to the nearest thousand ("HK$'000") except otherwise indicated.

* *For identification purpose only*

1. 公司資料

本公司於一九九八年十二月九日在開曼群島註冊成立為一間獲豁免有限公司，其股份在香港聯合交易所有限公司(「聯交所」)擁有第一上市地位，及於新加坡證券交易所有限公司(「新加坡交易所」)擁有第二上市地位。

本公司之註冊辦事處為P.O. Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands，而本公司主要業務地點位於香港夏慤道18號海富中心2座15樓。

本公司之主要業務為投資控股。其附屬公司主要從事電訊及其他產品貿易、提供電訊產品維修服務、金融資產投資、提供經紀服務業務及放債業務。

本公司董事(「董事」)認為在英屬處女群島註冊成立之公司Road Shine Developments Limited為直接控股公司，及在中華人民共和國(「中國」)註冊成立之公司中信國安集團為最終控股公司。

綜合財務報表以港幣(「港幣」)呈列，港幣亦為本公司之功能貨幣。除另有指示者外，所有數值已湊整至最近之千位(「港幣千元」)。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

The accounting policies adopted in the consolidated financial statements for the year ended 31 December 2019 are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2018 except as described below.

The Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time in the current year:–

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2015-2017 Cycle
HKFRS 9 (Amendments)	Prepayment Features with Negative Compensation
HKFRS 16	Leases
HKAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement
HKAS 28 (Amendments)	Long-term interest in Associates and Joint Ventures
HK (IFRIC) – Int 23	Uncertainty over income tax treatments Transactions

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and position for the current and prior periods and/or on the disclosures set out in the consolidated financial statements.

2. 採納新訂香港財務報告準則(「香港財務報告準則」)及其修訂本

截至二零一九年十二月三十一日止年度之綜合財務報表採納之會計政策與編製本集團截至二零一八年十二月三十一日止年度之年度財務報表所遵循者一致,下文所述者除外。

於本年度,本集團已首次應用下列由香港會計師公會(「香港會計師公會」)頒佈之新訂香港財務報告準則及其修訂本:一

香港財務報告準則(修訂本)	香港財務報告準則年度改進(二零一五年至二零一七年週期)
香港財務報告準則第9號(修訂本)	提早還款特性及負補償
香港財務報告準則第16號	租賃
香港會計準則第19號(修訂本)	計劃修訂、縮減或結算
香港會計準則第28號(修訂本)	於聯營公司及合營企業之長期權益
香港(國際財務報告詮釋委員會)一詮釋第23號	所得稅處理之不確定性

除下文所述外,本年度應用新訂香港財務報告準則及其修訂本對本集團於本期間及過往期間之財務表現及狀況及/或載於綜合財務報表之披露並無重大影響。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

Impacts and changes in accounting policies of application on HKFRS 16 "Leases"

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 supersedes HKAS 17 "Leases" ("HKAS 17"), and the related interpretations.

Key changes in accounting policies resulting from application of HKFRS 16

The Group has applied the following accounting policies in accordance with the transition provisions of HKFRS 16.

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

As a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Short-term leases

The Group applies the short-term lease recognition exemption to leases of office premises that have a lease term of 12 months or less from the date of initial application of HKFRS 16. Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

2. 採納新訂香港財務報告準則(「香港財務報告準則」)及其修訂本*(續)*

應用香港財務報告準則第16號「租賃」之影響及會計政策變動

於本年度,本集團已首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號「租賃」(「香港會計準則第17號」)及相關詮釋。

應用香港財務報告準則第16號導致之會計政策重大變動

本集團已根據香港財務報告準則第16號之過渡條文應用以下會計政策。

租賃定義

倘合約賦予權利於一段時間內控制可識別資產之用途以換取代價,則該合約為租賃或包含租賃。

就首次應用當日或之後訂立或修訂之合約而言,本集團會於開始或修訂日期根據香港財務報告準則第16號項下之定義評估合約是否為租賃或包含租賃。除非合約之條款及條件其後出現變動,否則有關合約將不予重新評估。

作為承租人

代價分配至合約組成部分

就包含租賃組成部分以及一項或多項額外租賃或非租賃組成部分之合約而言,本集團根據租賃組成部分之相對獨立價格及非租賃組成部分之合計獨立價格基準將合約代價分配至各項租賃組成部分。

短期租賃

就租期自首次應用香港財務報告準則第16號日期起計為12個月或以內辦公物業租賃而言,本集團應用短期租賃確認豁免。短期租賃之租賃付款以直線法於租期內確認為開支。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

Impacts and changes in accounting policies of application on HKFRS 16 "Leases" *(continued)*

Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee (continued)

Right-of-use assets

Except for short-term leases, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use asset includes:–

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

2. 採納新訂香港財務報告準則(「香港財務報告準則」)及其修訂本*(續)*

應用香港財務報告準則第16號「租賃」之影響及會計政策變動*(續)*

應用香港財務報告準則第16號導致之會計政策重大變動(續)

作為承租人(續)

使用權資產

除短期租賃外,本集團於租賃開始日期(即相關資產可供使用之日期)確認使用權資產。使用權資產按成本減去任何累計折舊及減值虧損計量,並就租賃負債之任何重新計量作出調整。

使用權資產之成本包括:–

- 租賃負債之初步計量金額;
- 於開始日期或之前作出之任何租賃付款,減任何已收租賃優惠;
- 本集團產生之任何初始直接成本;及
- 本集團於拆解及搬遷相關資產、復原相關資產所在場地或復原相關資產至租賃之條款及條件所規定之狀況而產生之成本估計。

就本集團於租期結束時合理確定獲取相關租賃資產所有權之使用權資產而言,自開始日期起至可使用年期結束期間計提折舊。在其他情況下,使用權資產按直線基準於其估計可使用年期及租期(以較短者為準)內計提折舊。

本集團將使用權資產於綜合財務狀況表作為單獨項目呈列。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

Impacts and changes in accounting policies of application on HKFRS 16 "Leases" *(continued)*

Key changes in accounting policies resulting from application of HKFRS 16 *(continued)*

As a lessee (continued)

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 "Financial Instruments" ("HKFRS 9") and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:–

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate;
- amounts expected to be paid under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

2. 採納新訂香港財務報告準則(「香港財務報告準則」)及其修訂本*(續)*

應用香港財務報告準則第16號「租賃」之影響及會計政策變動*(續)*

應用香港財務報告準則第16號導致之會計政策重大變動(續)

作為承租人(續)

可退回租金按金

已付可退回租金按金乃根據香港財務報告準則第9號「金融工具」(「香港財務報告準則第9號」)列賬及初步按公平價值計量。初步確認時之公平價值調整被視為額外租賃付款並計入使用權資產成本。

租賃負債

於租賃開始日期,本集團按該日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時,倘租賃隱含的利率難以釐定,則本集團使用租賃開始日期的增量借款利率。

租賃付款包括:–

- 固定付款(包括實質性的固定付款)減任何應收租賃優惠;
- 視乎指數或利率而定的可變租賃付款;
- 根據剩餘價值擔保預期將支付的金額;
- 本集團合理確定行使購買選擇權的行使價;及
- 倘租期反映本集團行使選擇權終止租賃,則計入終止租賃的罰款。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

Impacts and changes in accounting policies of application on HKFRS 16 "Leases" *(continued)*

Key changes in accounting policies resulting from application of HKFRS 16 *(continued)*

As a lessee (continued)

Lease liabilities *(continued)*

Variable lease payments that reflect changes in market rental rates are initially measured using the market rental rates as at the commencement date. Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognised as an expense in the period on which the event or condition that triggers the payment occurs.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:–

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

2. 採納新訂香港財務報告準則(「香港財務報告準則」)及其修訂本*(續)*

應用香港財務報告準則第16號「租賃」之影響及會計政策變動*(續)*

應用香港財務報告準則第16號導致之會計政策重大變動(續)

作為承租人(續)

租賃負債(續)

反映市場租金變動的可變租賃付款首次應用於開始日期的市場租金計量。並非取決於指數或利率的可變租賃付款於計量租賃負債及使用權資產時不予計入,並於出現付款的事件或情況期間確認為開支。

於開始日期後,租賃負債就應計利息及租賃付款作出調整。

倘出現以下情況,本集團重新計量租賃負債(並就相關使用權資產作出相應調整):–

- 租期有所變動或行使購買選擇權之評估發生變化,在此情況下,相關租賃負債透過使用重新評估日期之經修訂貼現率貼現經修訂租賃付款而重新計量。

- 租賃付款於市場租金調查後市場租金發生變化,在此情況下,相關租賃負債使用初始貼現率貼現經修訂租賃付款而重新計量。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

Impacts and changes in accounting policies of application on HKFRS 16 "Leases" *(continued)*

Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee (continued)

Taxation

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 "Income Taxes" requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Transition and summary of effects arising from initial application of HKFRS 16

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 "Determining whether an Arrangement contains a Lease" and not to apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which had already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group has applied the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

2. 採納新訂香港財務報告準則(「香港財務報告準則」)及其修訂本*(續)*

應用香港財務報告準則第16號「租賃」之影響及會計政策變動*(續)*

應用香港財務報告準則第16號導致之會計政策重大變動(續)

作為承租人(續)

税項

就計量本集團對租賃交易確認使用權資產及相關租賃負債之遞延税項而言,本集團首先釐定税項扣減是否歸屬於使用權資產或租賃負債。

就税項扣減歸屬於租賃負債之租賃交易而言,本集團將香港會計準則第12號「所得税」規定分別應用於使用權資產及租賃負債。與使用權資產及租賃負債相關之暫時差額於初步確認及於租賃期內不會確認,因為應用了初步確認豁免。

首次應用香港財務報告準則第16號所產生之過渡及影響概述

租賃之定義

本集團已選擇可行權宜方法,就先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號「釐定安排是否包含租賃」識別為租賃之合約應用香港財務報告準則第16號,而並無對先前並未識別為包含租賃的合約應用該準則。因此,本集團並未重新評估於首次應用日期前已存在之合約。

就於二零一九年一月一日或之後訂立或修改之合約而言,本集團已根據香港財務報告準則第16號所載規定應用租賃之定義評估合約是否包含租賃。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

Impacts and changes in accounting policies of application on HKFRS 16 "Leases" *(continued)*

Transition and summary of effects arising from initial application of HKFRS 16 (continued)

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019.

As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities adjusted by any prepaid or accrued lease payments by applying HKFRS 16.C8(b)(ii) transition. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:–

i. having relied on the assessment of whether leases are onerous by applying HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets" as an alternative of impairment review;

ii. having elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application; and

iii. having excluded initial direct costs from measuring the right-of-use assets at the date of initial application.

When recognising the lease liabilities for lease previously classified as operating lease, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average lessee's incremental borrowing rate applied is approximately 3.7%.

2. 採納新訂香港財務報告準則(「香港財務報告準則」)及其修訂本*(續)*

應用香港財務報告準則第16號「租賃」之影響及會計政策變動*(續)*

首次應用香港財務報告準則第16號所產生之過渡及影響概述(續)

作為承租人

本集團已追溯應用香港財務報告準則第16號,而累計影響於首次應用日期二零一九年一月一日確認。

於二零一九年一月一日,本集團透過採用香港財務報告準則第16.C8(b)(ii)號過渡條文確認額外的租賃負債及使用權資產,其金額等於通過任何預付或應計租賃付款調整之相關租賃負債。於首次應用日期之任何差額於期初保留溢利確認,並無重列比較資料。

於過渡期間根據香港財務報告準則第16號應用經修定追溯法時,本集團對先前根據香港會計準則第17號分類為經營租賃的租賃按租賃基準對各自相關的租賃合約應用以下可行權宜方法:–

i. 應用香港會計準則第37號「撥備、或然負債及或然資產」作為減值審閱的替代方法,以評估租賃是否屬繁重性質;

ii. 就租期為自首次應用日期起12個月內結束的租賃而言,選擇不確認使用權資產及租賃負債;及

iii. 於首次應用日期計量使用權資產時排除初始直接成本。

於確認先前分類為經營租賃的租賃的租賃負債時,本集團已於首次應用日期應用有關集團實體的增量借貸利率。所應用的承租人加權平均增量借貸利率為3.7%。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

2. 採納新訂香港財務報告準則(「香港財務報告準則」)及其修訂本*(續)*

Impacts and changes in accounting policies of application on HKFRS 16 "Leases" *(continued)*

應用香港財務報告準則第16號「租賃」之影響及會計政策變動(續)

Transition and summary of effects arising from initial application of HKFRS 16 *(continued)*

首次應用香港財務報告準則第16號所產生之過渡及影響概述(續)

		As at 1 January 2019 於二零一九年一月一日 HK$'000 港幣千元
Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日所披露之經營租賃承擔	5,455
Lease liabilities discounted at relevant incremental borrowing rates	以相關增量借貸利率貼現之租賃負債	4,943
Less: Recognition exemption – short-term leases	減:確認豁免-短期租賃	(1,217)
Lease liabilities as at 1 January 2019	於二零一九年一月一日之租賃負債	3,726
Analysed as	分析為	
Current	流動	1,883
Non-current	非流動	1,843
		3,726

The recognised right-of-use assets relate to the following types of assets:–

所確認之使用權資產與下列各類資產有關:–

		As at 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	As at 1 January 2019 於二零一九年一月一日 HK$'000 港幣千元
Rental premises	租賃物業	**4,976**	3,726

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

Impacts and changes in accounting policies of application on HKFRS 16 "Leases" *(continued)*

Transition and summary of effects arising from initial application of HKFRS 16 (continued)

The Group recognised lease liabilities of approximately HK$3,726,000 and right-of-use assets of approximately HK$3,726,000 at 1 January 2019.

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

2. 採納新訂香港財務報告準則(「香港財務報告準則」)及其修訂本*(續)*

應用香港財務報告準則第16號「租賃」之影響及會計政策變動*(續)*

首次應用香港財務報告準則第16號所產生之過渡及影響概述(續)

於二零一九年一月一日,本集團確認租賃負債約港幣3,726,000元及使用權資產約港幣3,726,000元。

就於二零一九年一月一日綜合財務狀況表確認的金額作出以下調整。不受變動影響的分項並無包括在內。

		Carrying amounts previously reported at 31 December 2018 先前於二零一八年十二月三十一日呈報的賬面值 *HK$'000* *港幣千元*	Impact on adoption of HKFRS 16 對採納香港財務報告準則第16號的影響 *HK$'000* *港幣千元*	Carrying amounts under HKFRS 16 at 1 January 2019 二零一九年一月一日根據香港財務報告準則第16號的賬面值 *HK$'000* *港幣千元*
Non-current assets	**非流動資產**			
Right-of-use assets	使用權資產	–	3,726	3,726
Current liabilities	**流動負債**			
Lease liabilities	租賃負債	–	1,883	1,883
Non-current liabilities	**非流動負債**			
Lease liabilities	租賃負債	–	1,843	1,843

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

New and amendments to HKFRS in issue but not yet effective

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

HKFRS 17	Insurance Contracts[1]
HKFRS 3 (Amendments)	Definition of a Business[2]
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an investor and its Associate or Joint Venturns[3]
HKAS 1 and HKAS 8 (Amendments)	Definition of Material[4]
HKFRS 9, HKAS39 and HKFRS 7 (Amendments)	Interest Rate Benchmark Reform[4]

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

2. 採納新訂香港財務報告準則(「香港財務報告準則」)及其修訂本*(續)*

已頒佈但尚未生效的新訂香港財務報告準則及其修訂本

本集團並無提早應用以下已頒佈但尚未生效的新訂香港財務報告準則及其修訂本:–

香港財務報告準則第17號	保險合約[1]
香港財務報告準則第3號(修訂本)	業務之定義[2]
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營或合營企業之間的資產出售或投入[3]
香港會計準則第1號及香港會計準則第8號(修訂本)	重大之定義[4]
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂本)	利率基準改革[4]

1 於二零二一年一月一日或之後開始之年度期間生效。
2 對收購日期為二零二零年一月一日或之後開始之首個年度期間開始時或之後的業務合併及資產收購生效。
3 於待釐定之日期或之後開始之年度期間生效。
4 於二零二零年一月一日或之後開始之年度期間生效。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

New and amendments to HKFRS in issue but not yet effective *(continued)*

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, the Amendments to References to the Conceptual Framework in HKFRS Standards, will be effective for annual periods beginning on or after 1 January 2020.

Except for the new and amendments to HKFRSs mentioned in the consolidated financial statement, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 採納新訂香港財務報告準則(「香港財務報告準則」)及其修訂本*(續)*

已頒佈但尚未生效的新訂香港財務報告準則及其修訂本*(續)*

除上述新訂香港財務報告準則及其修訂本外,二零一八年已頒佈經修訂香港財務報告之概念框架。其重大修訂、香港財務報告準則之概念框架指引之修訂將於二零二零年一月一日或之後開始之年度期間生效。

除綜合財務報表所述的新訂香港財務報告準則及其修訂本外,本公司董事預期應用所有其他新訂香港財務報告準則及其修訂本不會對可見未來的綜合財務報表產生重大影響。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, which is a collective term that includes all applicable individual Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the HKICPA, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

3. 主要會計政策概要

(a) 合規聲明

綜合財務報表乃根據所有適用之香港財務報告準則(「香港財務報告準則」)(即香港會計師公會所頒佈,所有個別適用之香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋之統稱)、香港公認會計原則及香港公司條例之披露規定而編製。該等綜合財務報表亦遵守聯交所證券上市規則(「上市規則」)之適用披露條文。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(b) Basis of preparation

The measurement basis used in the preparation of the consolidated financial statements is the historical cost convention except for certain financial assets at fair value through profit or loss.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with HKFRS 16 (since 1 January 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 Inventories or value in use in HKAS 36 Impairment of Assets.

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

3. 主要會計政策概要*(續)*

(b) 編製基準

編製綜合財務報表時使用歷史成本法作為計算基準，惟透過損益以公平值列賬之金融資產除外。

歷史成本一般按換取貨品及服務所付代價之公平價值計算。

公平價值是指市場參與者之間在計量日進行之有秩序交易中出售一項資產可收取或轉讓一項負債須支付之價格，不論該價格是否可使用其他估值技術直接觀察或估計。於估算資產或負債之公平價值時，本集團考慮市場參與者在計量日為該資產或負債進行定價時將會考慮之該等特徵。在該等綜合財務報告中作計量及／或披露用途之公平價值均按此基準釐定，惟香港財務報告準則第2號以股份為基礎之付款範圍內以股份為基礎之付款交易、根據香港財務報告準則第16號（自二零一九年一月一日起）或香港會計準則第17號（於應用香港財務報告準則第16號前）入賬之租賃交易，以及與公平價值類似但並非公平價值之計量（例如香港會計準則第2號存貨之可變現淨值或香港會計準則第36號資產減值之使用價值）除外。

就按公平價值交易之金融工具及於其後期間使用不可觀察輸入數據計量公平價值之估值技術而言，估值方法應予校正，以令於初始確認時使用估值技術得出之結果相等於交易價格。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(b) Basis of preparation *(continued)*

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

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

3. 主要會計政策概要*(續)*

(b) 編製基準*(續)*

此外，就財務呈報而言，公平價值計量根據公平價值計量之輸入數據可觀察程度及輸入數據對整體計量公平價值之重要性分類為第一級、第二級或第三級，其載述如下：

- 第一級輸入數據是實體於計量日可以取得相同資產或負債於活躍市場之報價（未經調整）；
- 第二級輸入數據是除第一級內包括之報價外可直接或間接觀察之資產或負債之輸入數據；及
- 第三級輸入數據是資產或負債之不可觀察輸入數據。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(b) Basis of preparation *(continued)*

Going concern

The Group incurred a net loss of approximately HK$46,588,000 for the year ended 31 December 2019 and, as of that date, the Group's current liabilities exceeded its current assets by approximately HK$117,539,000. Furthermore, amongst the total carrying amount of the bank and other borrowings and the convertible bonds of approximately HK$446,103,000 as at 31 December 2019, bank and other borrowings and the convertible bonds of approximately HK$259,713,000 are due for repayment within one year from 31 December 2019.

These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and therefore, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business.

In order to ensure the Group's ability to operate as a going concern, the directors of the Company have implemented measures to deal with the conditions referred to above, as follows:

(i) In relation to the convertible bonds with principal amount of HK$100,000,000 due on 28 February 2020, subsequent to the reporting period, on 28 February 2020, the Company has entered into a deed of extension to extend the maturity date for repayment of the principal amount of the convertible bonds from 28 February 2020 to 28 November 2020.

The Company has been actively negotiating with the holders of the remaining convertible bonds with an aggregate principal amount of HK$200,000,000, regarding the settlement arrangement of those convertible bonds.

3. 主要會計政策概要*(續)*

(b) 編製基準*(續)*

持續經營

截至二零一九年十二月三十一日止年度，本集團產生虧損淨額約港幣46,588,000元，及截至該日，本集團之流動負債超過其流動資產約港幣117,539,000元。此外，於二零一九年十二月三十一日，銀行及其他借貸總賬面值及可換股債券約為港幣446,103,000元，其中銀行及其他借貸及可換股債券約港幣259,713,000元於二零一九年十二月三十一日起計一年內到期償還。

此等狀況反映存在可能對本集團持續經營能力產生重大疑慮之重大不確定因素，因此，本集團可能無法於正常業務過程中變現其資產及償還負債。

為確保本集團之持續經營能力，本公司董事已採取以下措施以處理上述狀況，詳情如下：

(i) 就於二零二零年二月二十八日到期本金額為港幣100,000,000元之可換股債券而言，於報告期後，本公司已於二零二零年二月二十八日訂立延長契據，以將償還可換股債券本金額之到期日由二零二零年二月二十八日延長至二零二零年十一月二十八日。

本公司一直積極與餘下本金額總額為港幣200,000,000元之可換股債券之持有人磋商該等可換股債券之結付安排。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(b) Basis of preparation *(continued)*

Going concern *(continued)*

(ii) The Company has placed its buildings with carrying amount of approximately HK$299,763,000 as at 31 December 2019 for sale.

(iii) The directors of the Company will continue to implement measures aiming at improving the working capital and cash flows of the Group including closely monitoring general administrative expenses and operating costs.

(iv) The immediate holding company, Road Shine Developments Limited, has agreed to provide financial support for the continuing operations of the Company so as to enable it to meet its liabilities as they fall due and carry on its business without a significant curtailment of operations in the twelve months from 31 December 2019.

The directors of the Company have carried out a detailed review of the cash flow forecast of the Group for the next twelve months from the end of the reporting date taking into account the impact of the above measures, and believe that the Group will have sufficient cash resources to satisfy its future working capital and other financing requirements. Accordingly, the consolidated financial statements for the year ended 31 December 2019 have been prepared on a going concern basis.

Should the Group be unable to continue its business as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amount, to provide for future liabilities which might arise and to reclassify non-current assets and liabilities to current assets and liabilities respectively. The effects of these potential adjustments have not been reflected in these consolidated financial statements.

The principal accounting policies are set out below:

3. 主要會計政策概要*(續)*

(b) 編製基準*(續)*

持續經營(續)

(ii) 本公司已將其於二零一九年十二月三十一日賬面值約為港幣299,763,000元之樓宇掛牌出售。

(iii) 本公司董事將繼續採取措施，旨在改善本集團之營運資金及現金流量，包括密切監測一般行政開支及營運成本。

(iv) 本公司之直接控股公司Road Shine Developments Limited已同意就本公司之持續經營提供財務支持，以使其於自二零一九年十二月三十一日起計之十二個月內能夠應付到期負債及經營旗下業務而毋須大幅縮減營運規模。

經考慮上述措施之影響，本公司董事已對本集團自報告期末起計未來十二個月之現金流量預測進行詳盡檢討，並相信本集團將擁有充足現金資源滿足其未來營運資金及其他融資需求。因此，截至二零一九年十二月三十一日止年度之綜合財務報表乃按持續經營基準編製。

倘本集團無法繼續按持續基準營運，則須作出調整以將資產價值撇減至其可收回金額，以就日後可能產生之任何負債計提撥備以及將非流動資產及負債分別重新分類至流動資產及負債。該等潛在調整之影響並未於綜合財務報表反映。

主要會計政策載列如下：

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(c) Basic of consolidation

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

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

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

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and

3. 主要會計政策概要*(續)*

(c) 綜合賬目基準

綜合財務報告包括本公司以及由本公司及其附屬公司所控制實體的財務報告。本公司在下列情況下被視為取得控制權：

- 可對投資對象行使權力；
- 藉參與投資對象的業務而可或有權獲得可變回報；及
- 有能力使用權力影響其回報。

倘有事實及情況顯示上述三項控制權因素中有一項或以上出現變動，本集團會重新評估其是否對投資對象擁有控制權。

倘本集團於被投資方之投票權未能佔大多數，則當投票權足以賦予本集團實際能力以單方面指揮被投資方之相關活動時即對被投資方擁有權力。本集團於評估本集團於被投資方之投票權是否足以賦予其權力時考慮所有相關事實及情況，包括：

- 相較其他投票權持有人所持投票權之數量及分散情況，本集團持有投票權之數量；
- 本集團、其他投票權持有人或其他人士持有之潛在投票權；
- 其他合約安排產生之權利；及

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(c) Basic of consolidation *(continued)*

- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

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

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup transactions, balances, income and expenses are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

3. 主要會計政策概要*(續)*

(c) 綜合賬目基準*(續)*

- 於需要作出決定時，本集團目前能夠或不能夠指揮相關活動之任何額外事實及情況（包括過往股東會議上之投票模式）。

一間附屬公司之綜合入賬於本集團取得有關附屬公司之控制權時開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，年內所收購或出售之一間附屬公司之收入及開支，自本集團取得控制權之日起計入綜合損益及其他全面收益表至本集團失去控制有關附屬公司之日為止。

損益及各項其他全面收益項目歸屬於本公司擁有人及非控股權益。附屬公司的全面收益總額乃歸於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

必要時，附屬公司的財務報告會作出調整，使其與本集團的會計政策一致。

集團內公司間的所有交易、結餘、收入及支出均在綜合賬目時全數抵銷。

於附屬公司之非控股權益於本集團之權益單獨呈列，其代表當前所有權權益，賦予其持有人權力於清盤時按比例取得相關附屬公司之資產淨值。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(c) Basic of consolidation *(continued)*

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

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 interests 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.

(d) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (the "CODM"), who is responsible for allocating resources and assessing performance of the operating segments.

3. 主要會計政策概要*(續)*

(c) 綜合賬目基準*(續)*

本集團於現有附屬公司擁有權之權益變動

本集團於附屬公司擁有權之權益變動並無導致本集團失去該附屬公司之控制權時，會按權益交易入賬。本集團的權益及非控股權益的賬面值經調整以反映彼等於附屬公司的有關權益變動。非控股權益的調整金額與已付或已收代價的公平價值之任何差額直接於權益中確認並歸屬於本公司的擁有人。

倘本集團失去一間附屬公司之控制權，則其終止確認(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)於權益內記錄之累計交易差額；及確認(i)所收代價之公平價值、(ii)所保留任何投資之公平價值及(iii)損益賬中任何因此產生之盈餘或虧損。先前於其他全面收入內確認之本集團應佔部分重新分類為損益或保留溢利(如適用)，倘本集團已直接出售相關資產及負債則須以同一基準確認。

(d) 分部申報

經營分部按向主要營運決策者(「主要營運決策者」，負責分配資源及評估經營分部表現)提供之內部呈報一致之方式呈報。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(d) Segment reporting *(continued)*

Unallocated costs represent corporate expenses. Segment assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. Segment assets consist primarily of property, plant and equipment, inventories, receivables, other assets, operating cash and exclude mainly financial assets at fair value through profit or loss. Segment liabilities comprise operating liabilities and exclude items such as, deferred tax, certain corporate provisions, bank and other borrowings, loan from the ultimate holding company and convertible bonds.

Geographical information is presented as the majority of the Group's revenue is not only attributed to customers in Hong Kong but the majority of assets are located in Hong Kong.

(e) Revenue and other income

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

i. the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

ii. the Group's performance creates and enhances an asset that the customer controls as the Group performs; or;

3. 主要會計政策概要*(續)*

(d) 分部申報*(續)*

未分配成本指公司支出。分部資產及負債包括分部直接應佔以及可按合理基準分配至該分部之項目。分部資產主要包括物業、廠房及設備、存貨、應收款項、其他資產及營運現金，及主要不包括透過損益以公平價值列賬之金融資產。分部負債包括營運負債，及不包括遞延稅項、若干公司撥備、銀行及其他借貸、最終控股公司貸款及可換股債券等項目。

由於本集團大部分收益不僅來自香港客戶而大部分資產亦位於香港，故呈列地區資料。

(e) 收益及其他收入

根據香港財務報告準則第15號，本集團於完成履約責任時(或就此)確認收益，即於特定履約責任相關之貨品或服務之「控制權」移交客戶之時。

履約責任指個別的商品及服務(或一組商品或服務)或一系列大致相同的個別商品或服務。

倘符合以下其中一項標準，則控制權隨時間轉移，而收益則參照完全履行相關履約責任的進展情況而隨時間確認：

i. 於本集團履約時，客戶同時取得並耗用本集團履約所提供的利益；

ii. 本集團的履約產生或提升一項資產，而該項資產於本集團履約時由客戶控制；或

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(e) Revenue and other income *(continued)*

iii. the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. A contract asset and a contract liability relating to a contract are accounted for a presented on a net basis.

For contracts that contain more than one performance obligations, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

i. Sale of goods

Revenue is recognised from the trading of telecommunications and other products when the control of the goods is considered to have been transferred to the customer.

ii. Service income

Revenue from repair services are recognised when the services are rendered.

3. 主要會計政策概要*(續)*

(e) 收益及其他收入(續)

iii. 本集團的履約並未產生讓本集團有替代用途的資產，且本集團對迄今已完成履約的付款具有可強制執行的權利。

否則，收益於客戶獲得個別商品或服務控制權的時間點確認。

合約資產指本集團就換取本集團已向客戶轉讓的商品或服務而收取代價的權利(尚未成為無條件)，根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價到期付款前僅需時間推移。

合約負債指本集團因已自客戶收取代價(或已到期收取代價)，而須向客戶轉讓商品或服務之責任。與一項合約有關之合約資產及合約負債按淨額基準列賬。

就包含一項以上履約責任之合約而言，本集團按照相對獨立售價基準將交易價分配至各履約責任。

i. 銷售貨物

當貨物的控制權被視為已轉移予客戶時，確認電訊及其他產品貿易收入。

ii. 服務收入

維修服務收入於提供服務時確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(e) Revenue and other income *(continued)*

iii. Interest income

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

iv. Dividend income from equity instruments

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

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

v. Sale of financial assets at fair value through profit or loss

Revenue arising from the net sale process of marketable securities.

vi. Commission and brokerage services income

Commission and brokerage services income is recognised on trade date and settled on settlement date when the relevant sale or purchase of securities transactions is executed.

3. 主要會計政策概要*(續)*

(e) 收益及其他收入*(續)*

iii. 利息收入

利息收入使用實際利率法計算確認。就以非攤銷成本計量的無信用減值的金融資產而言，實際利率適用於資產的賬面總額。就信貸減值金融資產而言，實際利率適用於資產的攤銷成本(即扣除虧損撥備的總賬面值)。

iv. 股本工具之股息收入

非上市股本投資的股息收入於股東收取付款的權利確立時確認。

上市股本投資的股息收入於投資的股價除息時確認。

v. 出售透過損益以公平價值列賬之金融資產

可出售證券淨出售過程產生之收入。

vi. 佣金及經紀服務收入

佣金及經紀服務收入於交易日期確認及於執行相關證券交易之買賣時在結算日結清。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(e) Revenue and other income *(continued)*

vii. Asset management services income

Asset management services income is recognised over time as the service are provided in accordance with the terms of the agreements on the valuation date. Asset management fee income are charged at a fixed percentage per year of the net asset value of the managed accounts or due on a regular basis as mutually agreed under management of the Group. Performance fee income is charged at a fixed percentage per year for managing the investment portfolio of each client.

viii. Commission income from placing and underwriting

Commission income from placing and underwriting are recognised in accordance with the terms of the underlying agreement or deal mandate when the relevant significant act has been completed.

ix. Handling and settlement fee income

Handling and settlement fee income is recognised when the relevant transactions have been arranged or the relevant services have been rendered.

x. Advising fee income

The performance obligations for advisory services are fulfilled when all the relevant duties of an advisor as stated in the contract are completed.

(f) Property, plant and equipment

Property, plant and equipment are stated at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

The cost of an asset 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 the property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the property, plant and equipment, the expenditure is capitalised as an additional cost of that asset.

3. 主要會計政策概要*(續)*

(e) 收益及其他收入*(續)*

vii. 資產管理費服務收入

資產管理服務收入隨時間確認，原因為該服務乃於估值日期根據協議條款提供。資產管理費收入按管理賬戶資產淨值的年固定百分比收取或按本集團管理層共同協定的定期基準收取。績效費收入按年固定百分比收取，用於管理每位客戶的投資組合。

viii. 配售及包銷之佣金收入

配售及包銷之佣金收入乃根據相關協議或交易委託書之條款於主要舉措完成時確認。

ix. 手續及結算費收入

手續及結算收入於安排相關交易或提供相關服務時確認。

x. 諮詢費收入

倘合約中規定的一名顧問的所有相關職責完成後，諮詢服務之履約義務完成。

(f) 物業、廠房及設備

物業、廠房及設備乃按成本減隨後累計折舊及隨後累計減值虧損(如有)入賬。

資產之成本包括其購買價及使該資產達至現時運作狀況及地點作預定用途之任何直接應計成本。物業、廠房及設備投入運作後所產生之開支(如維修及保養)一般在此費用產生期間於損益中扣除。當該開支可清楚顯示能從使用該物業、廠房及設備中增加未來經濟利益，則該開支會撥作資本化，作為該資產之額外成本。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(f) Property, plant and equipment *(continued)*

Depreciation is recognised so as to write off the cost of property, plant and equipment, using the straight-line method, over their estimated useful lives. The principal annual rates are as follows:

Building	over the lease term
Computers and equipment	20 – 30%
Furniture and fixtures	20%
Leasehold improvements	20 – 100%
Motor Vehicle	30%

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

(g) Leases (upon application of HKFRS 16 on 1 January 2019)

Definition of a lease

Lease is a contract contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

3. 主要會計政策概要*(續)*

(f) 物業、廠房及設備*(續)*

折舊乃以撇銷物業、廠房及設備之成本，依直線法按其估計可使用年限計算，採用之主要年率如下：

樓宇	按租約期
電腦及設備	20 - 30%
傢俬及裝置	20%
租賃物業裝修	20 - 100%
汽車	30%

物業、廠房及設備項目於出售時或於預期不會從持續使用該資產中獲得未來經濟利益時終止確認。出售或報廢物業、廠房及設備而引致之任何收益或虧損，乃按有關資產之出售所得款項與賬面值之差額釐定，並於損益中確認。

(g) 租賃(於二零一九年一月一日應用香港財務報告準則第16號後)

租賃定義

倘合約賦予權利於一段時間內控制可識別資產之用途以換取代價，則該合約為租賃或包含租賃。

就首次應用當日或之後訂立或修訂或因業務合併而產生之合約而言，本集團會於開始、修訂日期或收購日期(如適當)根據香港財務報告準則第16號項下之定義評估合約是否為租賃或包含租賃。除非合約之條款及條件其後出現變動，否則有關合約將不予重新評估。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(g) Leases (upon application of HKFRS 16 on 1 January 2019) *(continued)*

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, including contract for acquisition of ownership interests of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably.

The Group also applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of premises and office equipments that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

As a lessee

Right-of-use assets

The cost of right-of-use asset includes:–

- the amount of the initial measurement of the lease liability;

3. 主要會計政策概要*(續)*

(g) 租賃(於二零一九年一月一日應用香港財務報告準則第16號後)*(續)*

代價分配至合約組成部分

就包含租賃組成部分以及一項或多項額外租賃或非租賃組成部分之合約而言,本集團根據租賃組成部分之相對獨立價格及非租賃組成部分之合計獨立價格基準將合約代價分配至各項租賃組成部分,包括收購物業所有權權益(包括租賃土地及非租賃樓宇組成部分)之合約,除非該分配不可合理作出。

本集團亦採用可行權宜方法,不將非租賃組成部分從租賃組成部分區分開來,而是將租賃組成部分及任何相關非租賃組成部分作為一項單獨的租賃組成部分入賬。

短期租賃及低價值資產租賃

本集團對自開始日期起計之租期為十二個月或以下並且不包含購買選擇權的物業及辦公設備租賃採用短期租賃確認豁免。其亦就低價值資產租賃採用確認豁免。短期租賃及低價值資產租賃的租賃付款乃於租期內按直線基準或另一系統性基準確認為開支。

作為承租人

使用權資產

使用權資產之成本包括:一

- 租賃負債之初步計量金額;

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(g) Leases (upon application of HKFRS 16 on 1 January 2019) *(continued)*

***As a lessee** (continued)*

Right-of-use assets (continued)

- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 Financial Instruments ("HKFRS 9") and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

3. 主要會計政策概要*(續)*

(g) 租賃(於二零一九年一月一日應用香港財務報告準則第16號後)*(續)*

***作為承租人**(續)*

使用權資產(續)

- 於開始日期或之前作出之任何租賃付款,減任何已收租賃優惠;
- 本集團產生之任何初始直接成本;及
- 本集團於拆解及搬遷相關資產、復原相關資產所在場地或復原相關資產至租賃之條款及條件所規定之狀況而產生之成本估計(除非該等成本乃為生產存貨而產生)。

使用權資產按成本減去任何累計折舊及減值虧損計量,並就租賃負債之任何重新計量作出調整。

就本集團於租期結束時合理確定獲取相關租賃資產所有權之使用權資產而言,自開始日期起至可使用年期結束期間計提折舊。在其他情況下,使用權資產按直線基準於其估計可使用年期及租期(以較短者為準)內計提折舊。

可退回租金按金

已付可退回租金按金乃根據香港財務報告準則第9號「金融工具」(「香港財務報告準則第9號」)列賬及初步按公平值計量。初步確認時之公平值調整被視為額外租賃付款並計入使用權資產成本。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(g) Leases (upon application of HKFRS 16 on 1 January 2019) *(continued)*

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

3. 主要會計政策概要*(續)*

(g) 租賃(於二零一九年一月一日應用香港財務報告準則第16號後)*(續)*

租賃負債

於租賃開始日期,本集團按該日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時,倘租賃隱含的利率難以釐定,則本集團使用租賃開始日期的增量借款利率。

計入租賃負債計量之租賃付款包括:—

- 固定租賃付款(包括實質性的固定付款)減任何應收租賃優惠;
- 視乎指數或利率而定的可變租賃付款,初步計量時使用開始日期的指數或利率;
- 承租人根據剩餘價值擔保預期將支付的金額;
- 購買權的行使價(倘承租人合理確定行使該等權利);及
- 倘租期反映本集團行使選擇權終止租賃,則計入終止租賃的罰款。

於開始日期後,租賃負債就應計利息及租賃付款作出調整。

倘出現以下情況,本集團重新計量租賃負債(並就相關使用權資產作出相應調整)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(g) Leases (upon application of HKFRS 16 on 1 January 2019) *(continued)*

***Lease liabilities** (continued)*

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The lease liability is presented as a separate line in the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and

- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

3. 主要會計政策概要*(續)*

(g) 租賃(於二零一九年一月一日應用香港財務報告準則第16號後)*(續)*

***租賃負債**(續)*

- 租期有所變動或行使購買選擇權之評估發生變化，在此情況下，相關租賃負債透過使用重新評估日期之經修訂貼現率貼現經修訂租賃付款而重新計量。

- 租賃付款因市場租金調查後市場租金發生變化／保證剩餘價值下的預期付款而變化，在此情況下，相關租賃負債使用初始貼現率貼現經修訂租賃付款而重新計量。

租賃負債於綜合財務狀況表作為單獨項目呈列。

租賃修改

如果同時符合以下條件，本集團將租賃修改作為一項單獨租賃進行會計處理：

- 該修改通過增加對一項或多項相關資產的使用權擴大租賃範圍；及

- 租賃代價增加的金額與針對擴大租賃範圍的單獨價格及為反映特定合同的具體情況而對單獨價格作出的任何適當的調整相稱。

對於不作為一項單獨租賃進行會計處理的租賃修改，在租賃修改的生效日，本集團根據修改後租賃的租賃期，通過使用修改後的折現率對修改後的租賃付款額進行折現以重新計量租賃負債。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(g) Leases (upon application of HKFRS 16 on 1 January 2019) *(continued)*

***Lease modifications** (continued)*

The Group accounts for the remeasurement of lease liabilities and lease incentives from lessor by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group as a lessee (before adoption of HKFRS 16 on 1 January 2019)

Leases are classified as finance leases whenever the terms of the leases transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

As lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

(h) Foreign currencies

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

3. 主要會計政策概要*(續)*

(g) 租賃(於二零一九年一月一日應用香港財務報告準則第16號後)*(續)*

***租賃修改**(續)*

本集團通過對相關使用權資產進行相應調整,對出租人的租賃負債及租賃激勵的重新計量進行會計處理。當修改後的合同包含租賃組成部分和一個或多個其他租賃或非租賃組成部分時,本集團會根據租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格將修改後的合同中的對價分配至每個租賃組成部分。

本集團作為出租人(於二零一九年一月一日應用香港財務報告準則第16號前)

凡租賃條款將擁有權的絕大部分風險及回報轉移至承租人的租賃,均歸類為融資租賃。所有其他租賃則分類作經營租賃。

作為承租人

經營租賃付款按直線法於租期內確認為支出,惟另一種系統基準更能代表租賃資產的經濟利益所消耗的時間模式除外。

(h) 外幣

於編製各個別集團實體的財務報告時,倘交易之貨幣為該實體的功能貨幣以外(外幣),則按交易日期的現行匯率換算確認。於報告期末,以外幣列值的貨幣項目按該日的現行匯率重新換算。按公平價值(以外幣計值)列帳之非貨幣項目按公平價值獲釐定當日之通行匯率重新換算。以外幣按歷史成本計量之非貨幣項目不會重新換算。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(h) Foreign currencies *(continued)*

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

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

(i) Borrowings

Borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

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

3. 主要會計政策概要*(續)*

(h) 外幣*(續)*

貨幣項目的匯兑差額乃於其產生期間內於損益確認，惟應收或應付一項海外業務的貨幣項目匯兑差額，既無計劃結算，發生結算的可能性亦不大(因此其構成海外業務投資淨額的一部分)，並初步於其他全面收益確認及於償還貨幣項目時由權益重新分類至損益除外。

為呈列綜合財務報告，本集團海外業務的資產及負債乃按於各報告期末的現行匯率換算為本集團的呈列貨幣(即港幣)。收入及支出乃按期內的平均匯率進行換算，除非於該期間內匯率出現大幅波動則另作別論，於該情況下，則採用交易當日的匯率。所產生的匯兑差額(如有)乃於其他全面收益確認，並累計於權益的匯兑差額儲備項下(於適當時撥作非控股權益)。

(i) 銀行借貸

借貸初步按公平價值減應計交易成本確認。於初步確認後，借貸按攤銷成本列賬，而初步確認金額與贖回價值兩者間之任何差額則於借貸期內採用實際利率法連同任何應付利息及費用於損益中確認。

所有借貸成本於期內產生時在損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(j) Employee benefits

Employee leave entitlements

Employee entitlements to annual leave are recognised when they are accrued to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period. Employee entitlements to sick leave and maternity or paternity leave are not recognised until the time of leave.

Retirement benefit obligations

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement scheme administered by an independent trustee. All contributions to the MPF Scheme are charged to profit or loss as incurred and reduced by contributions forfeited by those employees who leave the MPF Scheme prior to vesting fully in contributions.

The Group also undertakes mandatory pension schemes covering retirement benefits for its Taiwan employees as required by relevant legislations and regulations in Taiwan.

The employees of the Group's subsidiary which operate in mainland China are required to participate in a central pension scheme operated by the local municipal government. The contributions are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

(k) Taxation

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

3. 主要會計政策概要*(續)*

(j) 僱員福利

僱員可享有之假期

僱員可享有之年假乃於應計予僱員時確認。截至報告期末由僱員提供服務而產生之年假估計負債已作撥備。僱員可享有之病假及產假或侍產假直至放假時方予以確認。

退休福利責任

本集團根據香港強制性公積金計劃條例為香港僱傭條例管轄之僱員參加強制性公積金計劃(「強積金計劃」)。強積金計劃是由獨立受託人管理之界定供款退休計劃。所有該計劃之供款乃於產生時在損益中扣除，而該等僱員於悉數歸屬供款前離開該計劃之沒收供款將會用作扣減此供款。

本集團亦按台灣有關之條例及規定，為其台灣僱員承擔強制性退休計劃以保障退休福利。

本集團於中國內地營運之附屬公司之僱員須參加由當地市政府運作之中央退休金計劃。供款於根據中央退休金計劃之規則應付時自綜合損益表扣除。

(k) 稅項

所得稅支出指即期應付稅項與遞延稅項的總和。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(k) Taxation *(continued)*

Current tax

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

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

3. 主要會計政策概要*(續)*

(k) 稅項*(續)*

即期稅項

即期應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表中所報告之溢利不同，乃由於前者不包括在其他年度應課稅或可扣稅收入或開支項目，並且不包括從未課稅及可扣稅之項目。本集團本期稅項負債是以報告期末之已制訂或實際採用之稅率計算。

遞延稅項

遞延稅項乃就綜合財務報告的資產及負債賬面值與用作計算應課稅溢利的相應稅基之間的暫時差額。遞延稅項負債一般會就所有應課稅暫時差額確認。遞延稅項資產一般於可能有應課稅溢利以動用所有可扣減暫時差額時就該等可扣稅暫時差額確認。倘暫時差額因商譽或初步確認（除業務合併外）因一項不影響應課稅溢利或會計溢利的交易的其他資產及負債而產生，則不予確認有關遞延稅項資產及負債。

遞延稅項負債就與附屬公司的投資相關的應課稅暫時差額予以確認，惟倘本集團可控制其撥回及暫時差額於可見將來有可能不會撥回則除外。因與有關投資及權益相關的可扣減暫時差額而產生的遞延稅項資產僅於可能產生足夠應課稅溢利以運用暫時差額的利益，並預期可於可見將來撥回時確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(k) Taxation *(continued)*

***Deferred tax** (continued)*

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

(l) Inventories

Inventories are stated at the lower of cost and net realisable value. In general, costs are assigned to individual items on a weighted average basis. Net realisable value is the price at which inventories can be sold in the normal course of business after allowing for the costs of realisation.

3. 主要會計政策概要*(續)*

(k) 稅項*(續)*

***遞延稅項**(續)*

遞延稅項資產的賬面值於各報告期間結束時作檢討，並於不可能有足夠應課稅溢利以收回全部或部分資產時作調減。

遞延稅項資產及負債以變現資產或清償負債期間預期的適用稅率計算，根據於報告期間結束時已實施或實質上已實施的稅率(及稅法)計算。

遞延稅項負債和資產的計量反映本集團預期在報告期間結束時將來能收回或支付有關資產和負債賬面金額的稅務影響。

就稅項扣減歸屬於租賃負債之租賃交易而言，本集團將香港會計準則第12號「所得稅」規定分別應用於使用權資產及租賃負債。與使用權資產及租賃負債相關之暫時差額於初步確認及於租賃期內不會確認，因為應用了初步確認豁免。

本年度即期及遞延稅項

即期及遞延稅項於損益確認，惟當其與在其他全面收入中確認或直接在權益中確認的項目相關，則即期及遞延稅項亦分別於其他全面收入或直接於權益中確認。

(l) 存貨

存貨按成本及可變現淨值兩者中之較低值列賬。一般而言，個別項目成本乃按加權平均基準計算。可變現淨值乃存貨在正常業務情況下之賣價扣除變現費用。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(m) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the allowance is recognised in the profit or loss.

(n) Loan receivables

Loan receivables are secured corporate loan granted to customers in the ordinary course of business. If collection of loan receivables is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

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

(o) Interest receivables

Interest receivables are interest derived from secured corporate loan granted to customers in the ordinary course of business.

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

(p) Financial instruments

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

3. 主要會計政策概要*(續)*

(m) 應收貿易賬款及其他應收款項

應收貿易賬款及其他應收款項應收貿易賬款及其他應收款項首先按公平價值入賬，其後採用實際利率法按已攤銷成本扣除減值撥備計量。在有客觀證據證明本集團將無法按應收款項之原訂條款收回全部款項時，須就應收貿易賬款及其他應收款項作出減值撥備。撥備金額為有關資產之賬面值與估計未來現金流量按實際利率貼現之現值兩者間之差額。撥備金額在損益中確認。

(n) 應收貸款

應收貸款為於日常營業過程中向客戶授出之有抵押企業貸款。倘預期於一年或以內收回應收貸款，則分類為流動資產。倘非如此，則列作非流動資產。

應收貸款首先按公平價值入賬，其後採用實際利率法按已攤銷成本扣除減值撥備計量。

(o) 應收利息

應收利息為於日常營業過程中向客戶授出之有抵押企業貸款產生之利息。

應收利息首先按公平價值入賬，其後採用實際利率法按已攤銷成本扣除減值撥備計量。

(p) 金融工具

金融資產及金融負債於集團實體成為該工具合約條文的訂約方時確認。所有常規方式買賣的金融資產均於交易日予以確認及取消確認。常規方式買賣指要求與法規或市場慣例規定的時間內交付資產的金融資產買賣。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(p) Financial instruments *(continued)*

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 January 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

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

Interest and dividend income which are derived from the financial assets and shareholders' rights are presented as other revenue and other income.

Financial assets

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

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

3. 主要會計政策概要*(續)*

(p) 金融工具*(續)*

金融資產及金融負債初步以公平價值計量，惟客戶合約產生之貿易應收賬款(自二零一八年一月一日起初步按香港財務報告準則第15號計量)除外。收購或發行金融資產及金融負債(透過損益以公平價值列賬(「透過損益以公平價值列賬」)之金融資產除外)直接應佔之交易成本於初步確認時計入或自金融資產或金融負債之公平價值扣除(倘適用)。收購透過損益以公平價值列賬之金融資產直接應佔之交易成本即時於損益確認。

實際利率法為計算金融資產或金融負債之攤銷成本以及分配相關期間之利息收入及利息開支之方法。實際利率乃於初步確認時按金融資產或金融負債之預期可使用年期或較短期間(倘適用)內準確貼現估計未來現金收入及款項(包括構成實際利率不可或缺部分之所有已付或已收費用及點數、交易成本及其他溢價或貼現)至賬面淨額之利率。

金融資產及股東權益產生之利息及股息收入列作其他收益及其他收入。

金融資產

符合以下條件之金融資產其後按攤銷成本計量：

- 該金融資產同時以收取合約現金流量及出售金融資產為目的之商業模式下持有；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(p) Financial instruments *(continued)*

***Financial assets** (continued)*

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

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

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

A financial asset is classified as held for trading if:

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

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

3. 主要會計政策概要*(續)*

(p) 金融工具*(續)*

***金融資產**(續)*

符合下列條件之金融資產其後按公平價值計入其他全面收益(「按公平價值計入其他全面收益」)計量:

- 該金融資產同時以收取合約現金流量及出售金融資產為目的之商業模式下持有;及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

所有其他金融資產其後按公平價值計入損益計量。惟於首次應用╱首次確認金融資產當日,本集團可以不可撤銷地選擇於其他全面收益(「其他全面收益」)呈列股權投資公平值之其後變動,倘該等股權投資並非持作買賣,亦非收購方於香港財務報告準則第3號業務合併所應用之業務合併中確認之或然代價。

倘符合下列條件,則金融資產乃分類為持作買賣:

金融資產(持作買賣之金融資產除外)可於初始確認後指定透過損益以公平價值列賬,惟:

- 其乃主要獲收購以於短期內出售;或
- 於初步確認時,其為本集團共同管理之可識別金融工具組合之一部分,並具有短期套利之近期實際模式;或
- 其屬並非指定及作為對沖工具生效之衍生工具。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(p) Financial instruments *(continued)*

***Financial assets** (continued)*

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

Amortised cost and interest income

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

Financial assets at FVTPL

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

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

3. 主要會計政策概要*(續)*

(p) 金融工具*(續)*

***金融資產**(續)*

此外，本集團可不可撤回地指定一項須按攤銷成本或按公平價值計入其他全面收益計量之金融資產以按公平價值計入損益計量，惟有關行為可消除或大幅減少會計錯配。

攤銷成本及利息收入

其後按攤銷成本計量的金融資產乃使用實際利息法予以確認。利息收入乃透過對一項金融資產賬面總值應用實際利率計算，惟其後出現信用減值之金融資產除外(見下文)。就其後出現信用減值之金融資產而言，自下一報告期起，利息收入乃透過對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具之信用風險好轉，使金融資產不再出現信用減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃透過對金融資產賬面總值應用實際利率予以確認。

按公平值計入損益之金融資產

按公平值計入損益之金融資產不符合按攤銷成本或按公平值計入其他全面收益或指定為按公平值計入其他全面收益的計量標準的金融資產按公平值計入損益計量。

於損益表按公平價值處理之金融資產按各報告期末的公平價值計量，任何公平價值收益或虧損於損益中確認。於損益確認之收益或虧損淨額不包括從金融資產賺取之任何股息或利息，並計入「其他收益及虧損」項目內。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(p) Financial instruments *(continued)*

Financial assets *(continued)*

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECL") on financial assets which are subject to impairment under HKFRS 9 (including trade receivables, deposit paid, other receivables, loan and interest receivables, pledged time deposits and cash and bank balances). The amount of ECL is updated at each reporting period to reflect changes in credit risk since initial recognition.

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

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

Significant increase in credit risk

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

3. 主要會計政策概要*(續)*

(p) 金融工具*(續)*

金融資產 *(續)*

金融資產減值

本集團根據香港財務報告準則第9號須予減值之金融資產(包括貿易應收賬款、已付按金、其他應收款項、應收貸款及利息、已抵押定期存款及現金及現金結餘)的預期信貸虧損(「預期信貸虧損」)確認虧損撥備。預期信貸虧損金額會於各報告日期被更新以反映信貸風險自初始確認以來的變動。

全期預期信貸虧損指於相關工具之預計年期內所有可能之違約事件而產生的預期信貸虧損。相反,12個月預期信貸虧損(「12個月預期信貸虧損」)指於報告日期後12個月內因可能發生的違約事件而預期產生的部分全期預期信貸虧損。評估已根據本集團過往信貸虧損經驗,並就債務人特定因素、整體經濟狀況以及對於報告日期之當前狀況及未來狀況預測的評估作出調整。

就所有其他工具而言,本集團計量虧損撥備相等於12個月預期信貸虧損,除非當信貸風險自初始確認以來顯著增加,否則本集團只需確認全期預期信貸虧損。應否確認全期預期信貸虧損乃視乎自初次確認以來,出現違約的可能性或風險有否顯著增加。

信貸風險顯著增加

評估信貸風險自首次確認以來有否顯著增加時,本集團會就金融工具於報告日期發生違約的風險與金融工具於首次確認當日發生違約的風險進行比較。在進行有關評估時,本集團會考慮合理且可靠的定量和定性資料,包括過往經驗及毋須付出不必要的成本或努力即可獲得的前瞻性資料。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(p) Financial instruments *(continued)*

Financial assets *(continued)*

Impairment of financial assets (continued)

Significant increase in credit risk *(continued)*

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

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

3. 主要會計政策概要*(續)*

(p) 金融工具*(續)*

金融資產 *(續)*

金融資產減值(續)

信貸風險顯著增加*(續)*

特別是，於評估信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具的外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 外部市場信貸風險指標的顯著惡化，如信貸利差大幅增加，債務人的信貸違約掉期價格；
- 預計會導致債務人履行債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變動；
- 債務人經營業績的實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境有實際或預期的顯著不利變動，導致債務人履行債務責任的能力顯著下降。

不論上述評估結果如何，本集團認為，當合約付款逾期超過30日，則自初始確認以來信用風險已顯著增加，除非本集團有合理且可靠之資料證明。

本集團定期監控用以識別信用風險有否顯著增加的標準之效益，且修訂標準(如適當)確保標準能在金額逾期前識別信用風險顯著增加。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(p) Financial instruments *(continued)*

Financial assets *(continued)*

Impairment of financial assets (continued)

Definition of default

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

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

Credit-impaired financial assets

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

(a) significant financial difficulty of the issuer other borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

(e) the disappearance of an active market for that financial asset because of financial difficulties

3. 主要會計政策概要*(續)*

(p) 金融工具*(續)*

金融資產 *(續)*

金融資產減值(續)

違約定義

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

不論上文為何，本集團認為，已於金融資產逾期超過90日後發生違約，惟本集團有合理及具理據資料顯示更加滯後的違約標準更為恰當。

信用減值金融資產

金融資產在一項或以上違約事件(對該金融資產估計未來現金流量構成不利影響)發生時維持信貸減值。金融資產維持信貸減值的證據包括有關下列事件的可觀察數據：

(a) 發行人或借款人的重大財務困難；

(b) 違反合約(如違約或逾期事件)；

(c) 借款人的貸款人因有關借款人財務困難的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；

(d) 借款人很可能破產或進行其他財務重組；或

(e) 因財政困難而導致該金融資產失去活躍市場。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(p) Financial instruments *(continued)*

Financial assets *(continued)*

Impairment of financial assets (continued)

Witte-off policy

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

Measurement and recognition of ECL

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

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

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

- Nature of financial instruments (i.e. the Group's trade and other receivables and amounts due from customers are each assessed as a separate group. Loans to related parties are assessed for expected credit losses on an individual basis);

3. 主要會計政策概要*(續)*

(p) 金融工具*(續)*

金融資產 *(續)*

金融資產減值(續)

撇銷政策

於資料顯示對手方陷入嚴重財務困難，且並無實際收回款項可能(例如對手方被清盤或進入破產程序)，本集團會撇銷金融資產。經考慮法律意見(倘適當)後，已撇銷金融資產可能仍可於本集團之收回程序下被強制執行。任何其後收回款項於損益確認。

預期信貸虧損的計量及確認

預期信貸虧損的計量的依據為違約概率、違約損失率(即違約時的損失程度)及違約風險的函數。違約概率及違約虧損率乃按上述經前瞻性資料調整之過往數據進行評估。預期信貸虧損之估計為無偏概率加權平均金額，以各自發生違約的風險為權重確定。

一般而言，預期信貸虧損為根據合約應付本集團的所有合約現金流與本集團預期將收取的所有現金流量之間的差額，並按初始確認時釐定的實際利率貼現。

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

- 金融工具性質(即本集團應收客戶的貿易應收賬款及其他應收款項各自作為單獨組別評估。關聯方貸款按個別基準評估預期信貸虧損)；

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(p) Financial instruments *(continued)*

Financial assets *(continued)*

Impairment of financial assets (continued)

Measurement and recognition of ECL *(continued)*

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

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

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

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

3. 主要會計政策概要*(續)*

(p) 金融工具*(續)*

金融資產 *(續)*

金融資產減值(續)

預期信貸虧損的計量及確認*(續)*

- 逾期情況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(倘有)。

歸類由管理層定期檢討，以確保各組別之組成項目繼續具有相似之信貸風險特性。

利息收入根據金融資產的賬面值總額計算，惟金融資產為信貸減值的情況除外，於此情況下，利息收入根據金融資產的攤銷成本計算。

本集團透過調整所有金融工具之賬面值於損益確認該等金融工具之減值收益或虧損，惟貿易應收賬款乃透過虧損撥備賬確認相應調整除外。

金融負債及權益工具

分類為債務或權益

集團實體發行的債務及權益工具乃根據所訂立的合約安排的實質內容以及金融負債及權益工具的定義而分類為金融負債或權益。

權益工具

權益工具指能證明實體在減除其所有負債後的資產中的剩餘權益的任何合約。本集團發行之權益工具按已收所得款項，扣除直接發行成本予以確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(p) Financial instruments *(continued)*

Financial liabilities and equity instruments *(continued)*

Equity instruments (continued)

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities at amortised cost

Other financial liabilities (including trade payables, accrued charges and other payables, loan from the ultimate holding company, lease liabilities, bank and other borrowings, convertible bonds) are subsequently measured at amortised cost using the effective interest method.

Effective interest method

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

Interest expense is recognised on an effective interest basis other than financial liabilities classified as at FVTPL

Convertible bonds

The component parts of compound instruments (convertible bonds) issued by the Company are classified separately as financial liabilities, equity and derivatives in accordance with the substance of the contractual arrangements and the definitions of a financial liability, an equity instrument and derivative financial instruments. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

3. 主要會計政策概要*(續)*

(p) 金融工具*(續)*

金融負債及權益工具 *(續)*

權益工具(續)

購回本公司本身權益工具直接於權益內確認及扣除。於購買、出售、發行或註銷本公司本身權益工具時，不會於損益中確認收益或虧損。

按攤銷成本計值之金融負債

其他金融負債(包括應付貿易賬款、應計費用及其他應付款項、最終控股公司貸款、銀行及其他借貸、可換股債券)隨後採用實際利率法按已攤銷成本計量。

實際利率法

實際利率法乃計算金融負債之攤銷成本及在相關期間內分配利息收入的一種方法。實際利率乃按金融負債之預計年期或適用之較短期間，準確貼現估計未來現金付款(包括構成實際利率不可或缺部分之一切已付或已收利率差價費用、交易成本及其他溢價或折價)至於初步確認時之賬面淨值之利率。

利息開支以實際利率基準確認，惟透過損益按公平價值歸類之金融負債除外。

可換股債券

本公司所發行之複合工具之組成部分(可換股債券)乃根據合約安排之性質與金融負債、權益工具及衍生金融工具之定義而分別分類為金融負債、權益及衍生工具。倘轉換期權將透過以固定金額之現金或另一項金融資產換取固定數目之本公司權益工具結算，則為權益工具。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(p) Financial instruments *(continued)*

Financial liabilities and equity instruments *(continued)*

Convertible bonds (continued)

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium. Where the conversion option remains unexercised at the maturity date of the convertible bonds, the balance recognised in equity will be transferred to retained profits. No gain or loss is recognised in profit is recognised in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible bonds using the effective interest method.

3. 主要會計政策概要*(續)*

(p) 金融工具*(續)*

金融負債及權益工具 *(續)*

可換股債券(續)

於發行日期，負債部分之公平值按類似不可換股工具之現行市場利率估算。此金額按攤銷成本基準以實際利率法入賬為負債，直至於轉換當日或該工具到期日註銷為止。

被分類為權益之轉換期權乃透過自整體複合工具之公平值中扣減負債部分金額而釐定。其將於扣除所得稅影響後在權益中確認及入賬，且隨後不可重新計量。此外，被分類為權益之轉換期權將一直保留於權益內，直至轉換期權獲行使為止，而在此情況下，在權益中確認之結餘將轉撥至股份溢價。倘轉換期權於可換股債券到期日仍未獲行使，在權益中確認之結餘將轉撥至保留溢利。在轉換期權獲轉換或到期時，不會在損益確認任何收益或虧損。

發行可換股債券之相關交易成本會按所得款項總額之分配比例，分配至負債及權益部分。權益部分之相關交易成本直接於權益確認。負債部分之相關交易成本計入負債部分之賬面值，並於可換股債券之年期內以實際利率法攤銷。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(p) Financial instruments *(continued)*

Financial liabilities and equity instruments *(continued)*

Derecognition

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

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated 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.

3. 主要會計政策概要*(續)*

(p) 金融工具*(續)*

金融負債及權益工具 *(續)*

終止確認

只有當收取資產現金流量之合約權利屆滿時，或將其金融資產及該等資產擁有權之絕大部分風險及回報轉移予另一實體時，本集團方會終止確認金融資產。倘本集團並未轉移亦未保留擁有權之絕大部分風險及回報，並繼續控制已轉移資產，則本集團繼續按持續參與之幅度將資產確認入賬並確認相關負債。倘本集團仍保留已轉移金融資產擁有權之絕大部分風險及回報，本集團將繼續確認該金融資產以及確認已收所得款項之有抵押借貸。

全面終止確認金融資產時，資產賬面值與已收取及應收代價以及已於其他全面收益確認及於權益累計之累計收益或虧損總額間之差額乃於損益確認。

本集團於及僅於其責任獲解除、取消或到期時終止確認金融負債。終止確認之金融負債之賬面值與已付或應付代價之差額於損益內確認。

抵銷金融工具

倘現時有可強制執行的法律權利可抵銷已確認金額，且有意以淨額基準結算或同時變現資產及清償負債，則可抵銷金融資產及金融負債，而淨額於綜合財務狀況表呈列。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(q) Impairment of tangible assets, right-of-use assets and other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

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

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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

(r) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

3. 主要會計政策概要*(續)*

(q) 有形資產、使用權資產及商譽以外之其他資產之減值

於各報告期末，本集團審閱有關有限可使用年期之有形資產之賬面值，以釐定是否有任何跡象顯示資產出現減值虧損。倘若存在任何有關跡象則估計該資產之可收回金額以釐定減值虧損（如有）之程度。

可收回金額乃公平價值減銷售成本與使用價值之較高者。在評估使用價值時，估計未來現金流量會使用稅前貼現率貼現至其現值，該貼現率反映貨幣時間價值之當前市場評價及估計未來現金流量尚未經調整之資產的特有風險。

倘若估計資產（或現金產生單位）之可收回金額乃少於其賬面值，則該資產（或現金產生單位）之賬面值削減至其可收回金額。減值虧損即時於損益確認。

倘若減值虧損日後得以撥回，則有關資產（或現金產生單位）之賬面值增至其經修訂之估計可收回金額，惟該資產（或現金產生單位）所增加賬面值不得超逾過往年度如未有就該資產（或現金產生單位）確認減值虧損所應釐定之賬面值。減值虧損撥回即時於損益確認。

(r) 現金及現金等價物

現金及現金等價物包括手頭現金、銀行活期存款及原定到期日為三個月或以下之其他短期高流動性投資。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(s) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

(t) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

3. 主要會計政策概要*(續)*

(s) 撥備

倘本集團因過去事件導致現有法律或推定責任，而本集團很可能須履行責任，且能夠可靠估計責任的數額時，則會確認撥備。

已確認為撥備之款項乃於報告期末就履行現有責任所需代價之最佳估計，已考慮有關責任之風險及不明確因素。倘撥備按預計履行現有責任之現金流量計量，則其賬面值為該等現金流量之現值（如貨幣時間價值的影響重大）。

倘預期可自協力廠商收回結算撥備所需之部分或全部經濟利益，且幾乎肯定能收回償付金額及能可靠地計量應收款項，則確認該應收款項為資產。

(t) 或然負債及或然資產

或然負債指因已發生之過往事件而可能引起之責任，而其存在與否取決於某一宗或多宗事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否發生。或然負債亦可能是因已發生之事件引致之現有責任，但由於可能不需要流出經濟資源，或未能可靠地衡量責任金額而未有入賬。或然負債不會被確認，但會在綜合財務報告附註內披露。假若流出資源之可能性改變而導致可能出現資源流出，此等或然負債將被確認為撥備。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(t) Contingent liabilities and contingent assets *(continued)*

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. A contingent asset is not recognised but is disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

(u) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquire and the equity interests issued by the Group in exchange for control of the acquire. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- Deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 respectively;

- Liabilities or equity instruments related to share-based payment arrangements of the acquire or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquire are measured in accordance with HKFRS 2 at the acquisition date; and

3. 主要會計政策概要*(續)*

(t) 或然負債及或然資產*(續)*

或然資產指因已發生之過往事件而可能產生之資產，而其存在與否取決於某一宗或多宗事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否發生。或然資產不會被確認，但會於可能收到經濟利益時在綜合財務報告附註內披露。若實質確定有收到經濟利益，資產會被確認。

(u) 業務合併

收購業務採用收購法入賬。業務合併所轉讓的代價按公平值計量，即為本集團所轉讓資產、本集團對被收購方原股東承擔的負債及本集團為交換被收購方的控制權而發行的股權於收購日期的公平值總額。收購相關費用通常於產生時於損益確認。

於收購日期，所收購的可識別資產及所承擔的負債按公平值確認，惟以下情況除外：

- 遞延税項資產或負債及與僱員福利安排有關之資產或負債分別按香港會計準則第12號「所得税」及香港會計準則第19號確認及計量；

- 被收購方以股份為基礎的付款安排或本集團為取代被收購方以股份為基礎的付款安排而訂立之以股份為基礎的付款安排所相關的負債或權益工具，乃於收購日按香港財務報告準則第2號計量；及

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(u) Business combinations *(continued)*

- Assets (or disposals groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquire (if any) over the net of the acquisition-dates amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-dates amounts of the identifiable assets acquired and the liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquire and the fair value of the acquirer's previously held interest in the acquire (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquire prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

(v) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

3. 主要會計政策概要*(續)*

(u) 業務合併*(續)*

- 根據國際財務報告準則第5號「持作出售的非流動資產及已終止經營業務」分類為持作出售的資產(或出售組別)根據該準則計量。

商譽乃以所轉讓代價、任何非控股權益於被收購方中所佔金額、及收購方以往持有之被收購方股權之公平值(如有)之總和，超出所收購之可識別資產及所承擔之負債於收購日期之淨額的差額計量。倘經重新評估後，所收購之可識別資產及所承擔負債於收購日期之淨額高於轉讓之代價、任何非控股權益於被收購方中所佔金額以及收購方先前持有之被收購方股權之公平值(如有)之總和，則差額即時於損益內確認為議價收購收益。

如業務合併乃分階段達成，本集團以往所持的被收購方股權於收購日期按公平值重新計量，所產生的盈虧(如有)在損益中確認。如出售於被收購方權益，以往在其他全面收益中確認的從該等權益於收購日期前產生的金額重新分類至損益(如此處理方法合適)。

(v) 商譽

收購業務所產生商譽，乃按收購業務當日之成本減累計減值虧損(如有)列賬。

為進行減值測試，商譽會被分配至預期因合併之協同效應而得益之本集團各個現金產生單位(或現金產生單位組別)。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(v) Goodwill *(continued)*

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

(w) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or the Group's parent.

(b) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

3. 主要會計政策概要*(續)*

(v) 商譽*(續)*

獲分配商譽之現金產生單位會每年或於有跡象顯示有關單位可能減值時更頻密進行減值測試。倘現金產生單位之可收回金額少於其賬面值，則減值虧損會先分配以扣減獲分配至該單位任何商譽之賬面值，其後按單位內各項資產之賬面值之比例扣減該單位之其他資產。商譽之任何減值虧損直接於損益確認。已確認之商譽減值虧損不會於往後期間撥回。

出售相關現金產生單位時釐定出售損益時包含商譽之應佔金額。

(w) 有關連人士

(a) 倘屬以下人士，則該人士或該人士的近親家庭成員與本集團有關連：

(i) 可控制或共同控制本集團；

(ii) 對本集團有重大影響；或

(iii) 為本集團或本集團母公司之主要管理人員之成員。

(b) 倘符合下列任何條件，即實體與本集團有關連：

(i) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(w) Related parties *(continued)*

(b) *(continued)*

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity) and.

(viii) the entity, or any member of a group of which it is apart, provides key management personnel services to the Group or to the parent of the Group.

3. 主要會計政策概要*(續)*

(w) 有關連人士*(續)*

(b) *(續)*

(ii) 一間實體為另一實體之聯營公司或合營公司(或另一實體為成員公司之集團成員公司之聯營公司或合營公司)。

(iii) 兩間實體均為同一協力廠商之合營公司。

(iv) 一間實體為協力廠商實體之合營公司，而另一實體為同一協力廠商實體之聯營公司。

(v) 實體為本集團或與本集團有關連之實體就僱員利益而設之離職後福利計劃。倘本集團本身便是該計劃，提供資助的僱主亦與本集團有關連。

(vi) 該實體受上文(a)項所識別人士控制或共同控制。

(vii) 於上文(a)(i)項所識別對實體有重大影響之人士，或為實體(或實體之母公司)之主要管理人員之成員；及

(viii) 該實體或其所屬集團內任何成員公司為本集團或本集團母公司提供主要管理人員服務。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(w) Related parties *(continued)*

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

A transaction is considered to be a related party transaction when there is a transfer of resources and obligations between related parties.

3. 主要會計政策概要*(續)*

(w) 有關連人士*(續)*

某一人士之近親家庭成員指預期可影響該人士與實體進行買賣或於買賣時受該人士影響的有關家庭成員。

當有關連人士轉讓資源及責任時，交易被視為有關連人士交易。

4. FINANCIAL INSTRUMENTS

Financial risk management objectives and policies

The Group's major financial instruments include loan and interest receivables, trade receivables, deposits and other receivables, financial assets at FVTPL, pledged time deposits, cash and bank balances in house accounts, trade payables, accrued charges and other payables, loan from the ultimate holding company, bank and other borrowings, lease liabilities and convertible bonds. Details of these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

4. 金融工具

金融風險管理目標及政策

本集團之主要金融工具包括應收貸款及利息、應收貿易賬款、按金及其他應收款項、透過損益以公平價值列賬之金融資產、已抵押定期存款、於自有賬戶之現金及銀行結餘、應付貿易賬款、應計費用及其他應付款項、最終控股公司貸款、銀行及其他借貸、租賃負債及可換股債券。該等金融工具之詳情及如何降低該等風險之政策於下文載列。管理層管理及監察該等風險，以確保已及時及有效地採取適當措施。

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Financial assets	**金融資產**		
Financial assets measured at amortised cost	按攤銷成本計量之金融資產	**263,926**	71,195
Financial assets at FVTPL	按公平值計入損益之金融資產	**14,733**	16,390
Financial liabilities	**金融負債**		
Amortised costs	已攤銷成本	**709,295**	101,259

4. FINANCIAL INSTRUMENTS *(continued)*

Financial risk factors

The Group is exposed to a variety of financial risks: market risk (including foreign exchange risk, cash flow and fair value interest rate risk and price risk), credit risk and liquidity risk, which result from both its operating and investing activities. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Management regularly manages the financial risks of the Group. Because of the simplicity of the financial structure and the current operations of the Group, no major hedging activities are undertaken by management.

(a) Market risk

Foreign exchange risk

The Group operates mainly in Hong Kong and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to United States Dollars, Singapore Dollars and Renminbi. Foreign exchange risk arises from the foreign currency denomination of commercial transactions, assets and liabilities. The Group has no significant direct exposure to foreign currencies as most of the commercial transactions, assets and liabilities are denominated in a currency same as the functional currency of each entity of the Group.

Cash flow and fair value interest rate risk

Interest rate risk relates to the risk that the fair value or each flows of a financial instrument will fluctuate because of changes in market interest rates. Bank and other borrowings and convertible bonds bearing fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively and the exposure to the Group is considered immaterial.

4. 金融工具*(續)*

金融風險因素

本集團面對多種不同之金融風險：市場風險（包括外匯風險、現金流量及公平價值利率風險及價格風險）、信貸風險及流動資金風險，均來自其經營及投資業務。本集團之整體風險管理計劃專注於金融市場之不可預測性，並尋求盡量減低對本集團財務表現之潛在不利影響。

管理層定期管理本集團之金融風險。由於本集團之財務結構及現時的營運操作簡單，故管理層並無進行任何重大對沖活動。

(a) 市場風險

外匯風險

本集團主要與於香港營運，且面臨來自不同貨幣敞口（主要與美元、新加坡元及人民幣有關）之外匯風險。外匯風險來自以外幣計值之商業交易、資產及負債。由於大多數商業交易、資產及負債均以與本集團各實體功能貨幣相同之貨幣計值，故本集團並無直接面臨重大外幣風險。

現金流量及公平價值利率風險

利率風險與市場利率變動導致金融工具公平值或現金流量出現波動的風險有關。按固定利率計息之銀行及其他借款及可換股債券使本集團面臨現金流量利率風險及公平值利率風險且本集團面臨的風險不屬重大。

4. FINANCIAL INSTRUMENTS *(continued)*

Financial risk factors *(continued)*

(a) Market risk (continued)

Price risk

The Group's equity investments classified as financial assets at FVTPL which is measured at fair value at the end of each reporting period and expose the Group to price risk.

The Group's equity price risk is mainly concentrated on listed equity securities which quoted on the Stock Exchange. The management will monitor the price movements and take appropriate actions when it is required.

No sensitivity analysis is presented as the Group's financial results are not significantly affected by equity investment price risk.

(b) Credit risk

The credit risk of the Group mainly arises from bank balances, pledged time deposits, loan and interest receivables, trade receivables, deposit and other receivables. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets.

Cash deposited at banks

In respect of cash deposited at banks, the credit risk is considered to be low as the counterparties are reputable banks. The existing counterparties do not have defaults in the past. Therefore, expected credit loss rate of cash at bank is assessed to be close to zero and no provision was made as of 31 December 2019 and 2018.

4. 金融工具*(續)*

金融風險因素*(續)*

(a) 市場風險(續)

價格風險

本集團之股票投資分類為透過損益以公平價值列賬之金融資產，其於各報告期末按公平價值計量並令本集團承受價格風險。

本集團之股票價格風險主要集中於於聯交所報價之上市股本證券。管理層將監控價格波動及於需要時採取適當措施。

由於本集團之財務業績受股票投資價格風險影響不大，故概無呈列敏感度分析。

(b) 信貸風險

本集團之信貸風險主要來自銀行結餘、已抵押定期存款、應收貸款及利息、貿易應收賬款、按金及其他應收款項。該等結餘之賬面值為本集團就金融資產承擔之最大信貸風險。

存放於銀行的現金

就存放於銀行的現金，由於對手方為信譽良好的銀行，故信貸風險被視為較低。現有對手方於過往並無違約。因此，銀行現金的預期信貸虧損被評估近乎為零，及於二零一九年及二零一八年十二月三十一並無計提撥備。

4. FINANCIAL INSTRUMENTS *(continued)*

Financial risk factors *(continued)*

(b) Credit risk (continued)

Trade receivables

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected credit loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the key economic variables impacting credit risk and expected credit loss. It considers available reasonable and supportive forward-looking information.

Trade receivables arising from other ordinary course of business of dealing in securities transactions

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to all clients including cash clients, future and option clients and margin clients. This ensure that follow-up action is taken to recover overdue debts. Cash clients and future and option clients are required to place deposits as prescribed by the Group's credit policy before execution of any purchase transaction. Receivables due from cash clients, future and option clients and clearing house are normally due within two trading days after the trade date. Because of the prescribed deposit requirements and the short settlement period involved, credit risk arising from the trade receivables from cash clients, future and option clients and clearing house is considered insignificant. In addition, the Group holds collateral to cover its credit risks associated with its trade receivables from margin clients as mentioned in Note 23 and reviews the recoverable amount of each individual accounts receivable at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

4. 金融工具*(續)*

金融風險因素*(續)*

(b) 信貸風險(續)

應收貿易賬款

本集團應用香港財務報告準則第9號訂明的簡化方法就預期信貸虧損計提撥備，該規定允許對所有貿易應收賬款採用全期預期信貸虧損。為計量預期信貸虧損，貿易應收賬款已按共有信貸風險特徵分類。本集團已進行過往分析及識別影響信貸風險及預期信貸虧損之主要經濟變量。本集團考慮所得合理及有理據支持之前瞻性資料。

於其他日常業務過程中進行證券交易產生之應收貿易賬款

為盡量降低信貸風險，管理層已向所有客戶(包括現金客戶、期貨及期權客戶及孖展客戶)委派一支團隊負責制訂信貸限額、信貸審批及其他監控程序，確保採取跟進行動收回逾期債務。現金客戶及期貨及期權客戶須於進行任何購買交易前存置本集團信貸政策規定之按金。應收現金客戶、期貨及期權客戶以及結算所貿易賬款通常於交易日起計兩個交易日內到期。由於已訂明按金規定及所涉結算期短，應收現金客戶、期貨及期權客戶及結算所貿易賬款被視為不重大。此外，本集團持有抵押品，以涵蓋附註23所述之應收孖展客戶貿易賬款相關之信貸風險，並於各報告期末檢討各項應收個人賬款之可收回金額，以確保就未能收回金額確認足夠之減值虧損。

4. FINANCIAL INSTRUMENTS *(continued)*

Financial risk factors *(continued)*

(b) Credit risk (continued)

Trade receivables (continued)

Trade receivables arising from other ordinary course of business of dealing in securities transactions *(continued)*

Trade receivables from margin clients of the Group are internally classified into the following categories:

Stage 1 – Financial instruments have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date and for which the loss allowance is measured at an amount equal to 12-month ECLs.

Stage 2 – Financial instruments that have had a significant increase in credit risk since initial recognition (unless they have low credit risk at the reporting date) but that do not have objective evidence of impairment and for which the loss allowance is measured at an amount equal to lifetime ECLs.

Stage 3 – Financial assets that have objective evidence of impairment at the reporting date and for which the loss allowance is measured at an amount equal to lifetime ECLs.

The following is the analysis of the gross carrying amount and ECL of the trade receivables from margin clients as at 31 December 2019 by the Group's internal credit rating and year end classification

4. 金融工具*(續)*

金融風險因素*(續)*

(b) 信貸風險(續)

應收貿易賬款(續)

於其他日常業務過程中進行證券交易產生之應收貿易賬款*(續)*

來自本集團孖展客戶的應收貿易賬款內部分類至以下類別:

第一階段– 自初步確認日期起信貸風險並無顯著增加或於報告日期信貸風險較低且按等同於12個月預期信貸虧損金額計量虧損撥備之金融工具。

第二階段– 自初步確認信貸風險顯著增加(除非於報告日期信貸風險較低),但並無客觀減值證據,且按等同於全期預期信貸虧損金額計量虧損撥備之金融工具。

第三階段– 於報告日期並無客觀減值證據且按等同於全期預期信貸虧損金額計量虧損撥備之金融工具。

以下為按本集團內部信用評級及年末分類劃分之於二零一九年十二月三十一日孖展客戶之應收貿易賬款之總賬面值及預期信貸虧損分析

4. FINANCIAL INSTRUMENTS *(continued)*

Financial risk factors *(continued)*

(b) Credit risk (continued)

Trade receivables (continued)

Trade receivables arising from other ordinary course of business of dealing in securities transactions *(continued)*

As at 31 December 2019

4. 金融工具*(續)*

金融風險因素*(續)*

(b) 信貸風險(續)

應收貿易賬款(續)

於其他日常業務過程中進行證券交易產生之應收貿易賬款*(續)*

於二零一九年十二月三十一日

		Gross Carrying amount 總賬面值 *HK$'000 港幣千元*	ECL 預期信貸虧損 *HK$'000 港幣千元*	Net Carrying amount 賬面淨值 *HK$'000 港幣千元*
Stage 1	第一階段	**110,270**	**(27)**	**110,243**
Stage 2	第二階段	**8,711**	**(63)**	**8,648**
Stage 3	第三階段	**6,118**	**(196)**	**5,922**
		125,099	**(286)**	**124,813**

The movement in the impairment allowance on trade receivables from margin clients are as follows:

來自孖展客戶的應收貿易賬款的減值撥備變動如下：

		(Stage 1) (第一階段) *HK$'000 港幣千元*	(Stage 2) (第二階段) *HK$'000 港幣千元*	(Stage3) (第三階段) *HK$'000 港幣千元*	*HK$'000 港幣千元*
As at 1 January 2019	於二零一九年一月一日	–	–	–	–
Acquisition of a subsidiary	收購一間附屬公司	–	–	1,518	1,518
Provision/(reversal) of allowance for expected credit loss	預期信貸虧損撥備／(撥回)	27	63	(1,322)	(1,232)
As at 31 December 2019	**於二零一九年十二月三十一日**	**27**	**63**	**196**	**286**

4. FINANCIAL INSTRUMENTS *(continued)*

Financial risk factors *(continued)*

(b) Credit risk (continued)

Trade receivables (continued)

Trade receivables arising from the ordinary course of business, except for business of dealing in securities transactions

The Group's concentration of credit risk by geographical location is mainly in Hong Kong. The Group also has concentration of credit risk by customers of approximately 42% (2018: 68%) and 94% (2018: 91%) of total trade receivables arising from the ordinary course of business, except for business dealing in securities transactions was due from the Group's largest customer and the five largest customers respectively.

The Group performs ongoing credit evaluation of its customers' financial condition and requires no collateral from its customers. The impairment loss in trade receivables is based upon a review of the expected collectability of all trade receivables.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

In order to minimise the credit risk, the management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 on trade balances individually or based on provision matrix. In this regard, the directors consider that the Group's credit risk is significantly reduced.

4. 金融工具*(續)*

金融風險因素*(續)*

(b) 信貸風險(續)

應收貿易賬款(續)

於日常業務過程中產生之應收貿易賬款，證券交易買賣業務除外

本集團按地區劃分之信貸集中風險主要位於香港。本集團亦有按客戶劃分之信貸集中風險，為於日常業務過程中(證券交易買賣業務除外)產生之應收貿易賬款總額之約42%(二零一八年：68%)及94%(二零一八年：91%)分別來自本集團之最大客戶及五大客戶。

本集團對其客戶之財務狀況進行持續之信貸評估，並無向其客戶要求抵押品。應收貿易賬款之減值虧損乃根據所有應收貿易賬款之預期可收回情況之評估而作出。

本集團以使用撥備矩陣計算之全期預期信貸虧損計量貿易應收賬款之虧損撥備。由於本集團之過往信貸虧損經驗並非表明不同客戶分部之虧損模式具有明顯差異，故並無進一步區分本集團不同客戶群按逾期狀況之虧損撥備。

為盡量降低信貸風險，管理層已委派一支團隊負責制訂信貸限額、信貸審批及其他監控程序，以確保採取跟進行動收回逾期債務。此外，於應用香港財務報告準則第9號後，本集團個別或按撥備矩陣就貿易債務按預期信貸虧損模式計提減值虧損。就此而言，董事認為本集團的信貸風險大幅降低。

4. FINANCIAL INSTRUMENTS *(continued)*

Financial risk factors *(continued)*

(b) Credit risk (continued)

Loan and interest receivables and deposit and other receivables

The Directors considered the credit risk of the Group's loan and interest receivables and deposit and other receivables is relatively low as they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

(c) Liquidity risk

The Group manages its liquidity risk by regularly monitoring current and expected liquidity requirements and ensuring sufficient cash and cash equivalent to meet the Group's liquidity requirements in the short and long term. In addition, the management of the Group continuously monitors forecast and actual cash flows and matches the maturity profiles of financial assets and liabilities.

The following table details the Group's remaining contractual maturities for its non-derivative financial liabilities. The tables below have been drawn up based on the contractual maturities of the undiscounted financial liabilities including interest that will accrue to those liabilities except when the Group is entitled and intends to repay the liability before its maturity.

4. 金融工具(續)

金融風險因素(續)

(b) 信貸風險(續)

應收貸款及利息以及按金及其他應收款項

董事認為,由於應收貸款及利息以及按金及其他應收款項之違約風險較低,且發行人具備雄厚實力於短期內履行其合約現金流量責任,故本集團應收貸款及利息以及按金及其他應收款項之信貸風險較低。

(c) 流動資金風險

本集團管理流動資金風險之方式包括定期監控其目前及預期流動資金需求,確保有充足之現金及現金等價物,以滿足本集團之短期及長期流動資金需求。此外,本集團之管理層繼續監察預期及實際現金流量,並對金融資產及負債之到期情況進行配對。

下表詳列本集團非衍生金融負債之剩餘合約到期情況。下表根據未折讓金融負債,包括該等負債而累計之利息(本集團有權及擬於到期前償還之負債除外)之合約到期情況而編製。

4. FINANCIAL INSTRUMENTS *(continued)*

Financial risk factors *(continued)*

(c) Liquidity risk (continued)

At 31 December 2019

4. 金融工具*(續)*

金融風險因素*(續)*

(c) 流動資金風險(續)

於二零一九年十二月三十一日

		Weighted average effective interest rate 加權平均實際利率	Within 1 year 1年內 HK$'000 港幣千元	Between 1 and 5 years 1年至5年內 HK$'000 港幣千元	Over 5 years 超過5年 HK$'000 港幣千元	Total contractual undiscounted cash flow 合約未折讓現金流量總額 HK$'000 港幣千元	Total carrying amount 總賬面值 HK$'000 港幣千元
Non-derivative financial liabilities	非衍生金融負債						
Trade payables	應付貿易賬款	–	185,623	–	–	185,623	185,623
Accrued charges and other payables	應計費用及其他應付款項	–	68,895	–	–	68,895	68,895
Lease liabilities	租賃負債	3.73%	3,668	1,554	–	5,222	5,118
Bank and other borrowings	銀行及其他借貸	8.51%	173,616	–	–	173,616	160,000
Loan from the ultimate holding company	最終控股公司貸款	–	3,556	–	–	3,556	3,556
Convertible bonds	可換股債券	7.51%	100,790	218,969	–	319,759	286,103
			536,148	220,523	–	756,671	709,295

At 31 December 2018 於二零一八年十二月三十一日

		Weighted average effective interest rate 加權平均實際利率	Within 1 year 1年內 HK$'000 港幣千元	Between 1 and 5 years 1年至5年內 HK$'000 港幣千元	Over 5 years 超過5年 HK$'000 港幣千元	Total contractual undiscounted cash flow 合約未折讓現金流量總額 HK$'000 港幣千元	Total carrying amount 總賬面值 HK$'000 港幣千元
Non-derivative financial liabilities	非衍生金融負債						
Trade payables	應付貿易賬款	–	10,540	–	–	10,540	10,540
Accrued charges and other payables	應計費用及其他應付款項	–	52,663	–	–	52,663	52,663
Loan from the ultimate holding company	最終控股公司貸款	–	3,556	–	–	3,556	3,556
Bank borrowings	銀行借貸	4.37%	34,546	–	–	34,546	34,500
			101,305	–	–	101,305	101,259

4. FINANCIAL INSTRUMENTS *(continued)*

Fair value of financial instruments

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements are observable.

4. 金融工具*(續)*

金融工具之公平價

值按經常性基準以公平價值計量之本集團之金融資產之公平價值

本集團部份金融資產於各報告期末按公平價值計量。下表提供有關根據公平價值計量之輸入數據之可觀察程度如何釐定該等金融資產之公平價值(特別是所使用之估值技術及輸入數據),以及根據公平價值計量所劃分之公平價值層級(第1級至第3級)之資料。

	Fair value at 31 December 2019 於二零一九年十二月三十一日之公平價值 *HK$'000 港幣千元*	Fair value at 31 December 2018 於二零一八年十二月三十一日之公平價值 *HK$'000 港幣千元*	Fair value hierarchy 公平價值層級	Valuation techniques and key inputs 估值技術及主要輸入數據
Financial assets 金融資產				
Financial assets at FVTPL 按公平值計入損益之金融資產 – Listed equity securities – 上市股本證券	**1,173**	1,840	Level 1 第1級	Quoted bid prices in active markets 活躍市場所報買
Financial assets at FVTPL 按公平值計入損益之金融資產 – Unlisted club debentures – 未上市會所債券	**13,560**	14,550	Level 2 第2級	Market comparison 市場比較

4. FINANCIAL INSTRUMENTS *(continued)*

Fair value of financial instruments *(continued)*

There were no transfers between Level 1, 2 and 3 in the current and prior year.

Except the above financial assets that are measured at fair value on a recurring basis, the Directors consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values at the end of the reporting period.

There were no transfers between Level 1, 2 and 3 in the current and prior year.

Except for the liability component of convertible bonds which recorded at amortised cost as below, the Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the Group's consolidated statement of financial position approximate to their fair values.

4. 金融工具(續)

金融工具之公平價(續)

於本年度及過往年度第1級、第2級及第3級之間並無轉撥。

除上述按經常性基準以公平價值計量之金融資產外,董事認為,於報告期末簡明綜合財務報告中確認之金融資產及金融負債賬面值與其公平價值相若。

於本年度及過往年度第1級、第2級及第3級之間並無轉撥。

除下文按攤銷成本列賬之可換股債券負債部分外,董事認為於本集團綜合財務狀況表中按攤銷成本列賬之金融資產及金融負債之賬面值與其公平值相若。

		31 December 2019 於二零一九年十二月三十一日	
		Carrying amount 賬面值	Fair value 公平值
		HK$'000 *港幣千元*	*HK$'000* *港幣千元*
Convertible bonds	**可換股債券**	**286,103**	**291,462**

The fair value of the liability component is the present value of the contractually determined stream of future cash flows discounted at the interest applied at that time by the market to instruments of comparable credit status and providing substantially the same cash flows, on the same terms, but without conversion option.

負債部分之公平值乃訂約釐定未來現金流量按當時具有相若信貸狀況、提供大致相同現金流量、條款相同但無換股期權之工具適用之市場利率貼現之現值。

4. FINANCIAL INSTRUMENTS *(continued)*

Fair value of financial instruments *(continued)*

Financial assets and financial liabilities offsetting

(d) The disclosures set out in the table below include financial assets and financial liabilities that are subject to an enforceable master netting arrangement or similar agreement.

Under the agreement of continuous net settlement made between the Group and Hong Kong Securities Clearing Company Limited ("HKSCC"), the Company has a legally enforceable right to set off the money obligations receivable and payable with HKSCC on the same settlement date and the Group intends to settle on a net basis.

4. 金融工具*(續)*

金融工具之公平價*(續)*

Financial assets and financial liabilities offsetting

(d) 下表所載之披露包括受可強制執行總淨額結算安排或類似協議所規限之金融資產及金融負債

根據本集團與香港中央結算有限公司(「香港結算」)間作出之持續淨額結算協議,本公司擁有合法可強制執行權利以在相同結算日與香港結算抵銷應收及應付款項責任,而且本集團有意按淨額基準結算。

As at 31 December 2019 於二零一九年十二月三十一日

		Gross amounts of recognised financial assets/ (liabilities) 已確認金融資產/(負債)總額 HK$'000 港幣千元	Gross amounts of recognised financial assets/ (liabilities) set off in the consolidated statement of financial position 於綜合財務狀況表抵銷的已確認金融資產/(負債)總額 HK$'000 港幣千元	Net amounts of financial assets/ (liabilities) presented in the consolidated statement of financial position 於綜合財務狀況表呈列的金融資產/(負債)淨額 HK$'000 港幣千元	Related amounts not set off in the consolidated statement of financial position 未於綜合財務狀況表抵銷的相關金額		
					Financial instruments 金融工具 HK$'000 港幣千元	Collateral received 已收到抵押品 HK$'000 港幣千元	Net amount 淨額 HK$'000 港幣千元
Financial assets	**金融資產**						
Trade receivables	應收貿易賬款						
– Clearing house	–結算所	10,855	(9,262)	1,593	–	–	1,593
Financial liabilities	**金融負債**						
Trade payables	應付貿易賬款						
– Clearing house	–結算所	(9,262)	9,262	–	–	–	–

4. FINANCIAL INSTRUMENTS *(continued)*

Fair value of financial instruments *(continued)*

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debts (which include bank and other borrowings, lease liabilities, convertible bonds and loan from the ultimate holding company), cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves. The Directors review the capital structure on a continuous basis. As part of this review, the Directors consider the cost of capital and the risks associated with capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through the payment of dividends, issuance of new share as well as the addition of new borrowings.

The Group monitors its capital on the basis of the gearing ratio of borrowings over total assets. The Group aims to maintain the gearing ratio at a reasonable level.

4. 金融工具*(續)*

金融工具之公平價*(續)*

資本風險管理

本集團管理其資本以確保本集團之實體有能力進行持續經營，並透過完善平衡其債務與權益為權益擁有人帶來最大回報。本集團之整體策略自過往年度起維持不變。

本集團之資本架構由債務(包括銀行及其他借貸、租賃負債及可換股債券)、現金及現金等價物及本公司擁有人應佔權益(包括已發行股本及儲備)組成。董事按持續基準檢討資本架構。作為是項檢討之一部分，董事考慮資本成本及與資本有關之風險。根據董事之建議，本集團將透過支付股息、發行新股份及新增借貸平衡其整體資本架構。

本集團以借貸除以總資產之資產負債比率為基準來監控其資本。本集團致力將資產負債比率維持在合理水準。

		At 31 December 2019 於二零一九年十二月三十一日 *HK$'000 港幣千元*	At 31 December 2018 於二零一八年十二月三十一日 *HK$'000 港幣千元*
Total borrowings *(note)*	總借貸*(附註)*	**454,777**	38,056
Total assets	總資產	**1,030,778**	460,348
Gearing ratios	資產負債比率	**44.1%**	8.3%

Note:

Total borrowings include bank and other borrowings, lease liabilities, convertible bonds and loan from the ultimate holding company.

附註：

總借貸包括銀行及其他借貸、租賃負債、可換股債券及最終控股公司貸款。

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

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

(a) Impairment of loan receivables and trade and other receivables

The Group determined the loss allowance of the loan receivables and trade and other receivables based on the expected credit loss of these receivables. The Group applies significant judgement in the determination of the impairment model and the use of parameters. The Group also uses significant judgement in its assessment on whether there is any significant increase in credit risk of these receivables. The Group makes assumptions on the economic indicators for forward looking information and the application of economic scenarios and probability weightings.

(b) Useful lives of property, plant and equipment

The Group estimates the useful lives of property, plant and equipment to determine the amount of depreciation expenses to be recorded. The useful lives are estimated at the time the asset is acquired based on historical experience, the expected usage, wear and tear of the assets, and technical obsolescence arising from changes in the market demands or service output of the assets. The Group also performs annual reviews on whether the assumptions made on useful lives continue to be valid. The Group tests annually whether the assets have suffered any impairment. The recoverable amount of an asset or a cash generating unit is determined based on value-in-use calculations which require the use of assumptions and estimates.

5. 關鍵會計估計及判斷

估計及判斷會持續予以評估，並且乃根據過往經驗及其他因素而作出，包括對相信在有關情況下屬合理之未來事件之預期。

本集團就未來作出有關估計及假設。顧名思義，該等會計估計甚少與有關實際結果相同。有重大風險可能導致下個財政年度須對資產及負債之賬面值作出重大調整之估計及假設討論如下。

(a) 應收貸款及應收貿易賬款及其他應收款項之減值

本集團根據該等應收款項之預期信貸虧損釐定應收貸款及應收貿易賬款及其他應收款項之虧損撥備。本集團釐定減值模式及使用參數時採用重大判斷。本集團於評估該等應收款項之信貸風險是否大幅增加時亦使用重大判斷。本集團就前瞻性資料之經濟指標及經濟場景之應用及機率比重作出假設。

(b) 物業、廠房及設備之可使用年限

本集團估計物業、廠房及設備之可使用年限，從而釐定所須列賬之折舊支出。本集團於購入資產時，根據以往經驗、資產之預期使用量、損耗程度，以及技術會否因市場需求或資產的產能有變而變成過時，估計其可使用年限。本集團亦會於每年作出檢討，以判斷對資產可使用年限所作出之假設是否仍然有效。本集團每年就資產進行測試，以釐定資產有否出現任何減值。資產之可收回金額或現金產生單位乃根據使用價值計算（須運用假設及估計）釐定。

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

(c) Allowance for slow-moving inventories

Inventories are stated at the lower of cost and net realisable value. Assessment of net realisable value is based primarily on the latest invoice prices and current market conditions. The Group also carries out review of inventories on a product-by-product basis at the end of each reporting period and makes allowance for slow-moving items.

(d) Impairment assessment of goodwill

Determining whether goodwill are impaired requires an estimation of the value-in-use of the cash-generating units to which goodwill has been allocated. The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

(e) Income taxes

The Group is subject to income taxes in various jurisdictions, mainly in Hong Kong. Significant judgement is required in determining provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

6. SEGMENT INFORMATION

The Group's operating segments based on information reported to the chief operating decision maker (the "CODM") for the purpose of resources allocation and performance assessment are as follows:–

(i) Trading of telecommunications and other products

(ii) Provision of repair services for telecommunications products

5. 關鍵會計估計及判斷*(續)*

(c) 滯銷存貨撥備

存貨按成本及可變現淨值兩者中之較低值列賬。可變現淨值主要根據最近期發票價格及現行市況估計。本集團於各報告期末檢討每種產品之存貨，並就滯銷產品作出撥備。

(d) 商譽減值評估

於釐定商譽是否出現減值時須預計獲分配商譽的現金產生單位的使用價值。本集團於計算使用價值時須就現金產生單位預期產生的未來現金流量及適當貼現率作出預計，以計算現值。倘實際未來現金流量低於預期，則可能發生重大減值虧損。

(e) 所得稅

本集團主要於香港營運。於釐定所得稅撥備時，需要作出重大判斷。於日常業務過程中，存在多個最終稅務釐定均屬不確定之交易及計算。本集團根據對是否需要繳付額外稅款之估計，就預期稅務審計事宜確認負債。倘該等事宜之最終稅務結果與最初記錄之金額不同，該等差額將影響作出相關釐定年度之所得稅及遞延稅項撥備。

6. 分部資料

下列為本集團經營分部，乃基於就資源分配及表現評估而向主要營運決策者(「主要營運決策者」)報告之資料得出：–

(i) 電訊及其他產品貿易

(ii) 提供電訊產品維修服務

6. SEGMENT INFORMATION *(continued)*

(iii) Investments in financial assets

(iv) Money lending business

(v) Provision of securities brokerage services

Information regarding the Group's reportable segments for the year ended 31 December 2019 and 2018 is presented as follows:–

6. 分部資料*(續)*

(iii) 金融資產投資

(iv) 放債業務

(v) 提供證券經紀服務

有關截至二零一九年及二零一八年十二月三十一日止年度本集團須予報告分部之資料呈列如下：–

(a) Segment revenue and results

(a) 分部收益及業績

		For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度					
		Trading of telecommunications and other products 電訊及其他產品貿易 HK$'000 港幣千元	Provision of repair services for telecommunications products 提供電訊產品維修服務 HK$'000 港幣千元	Investments in financial assets 金融資產投資 HK$'000 港幣千元	Money lending business 放債業務 HK$'000 港幣千元	Provision of securities brokerage services operation 提供證券經紀服務業務 HK$'000 港幣千元	Consolidated 綜合 HK$'000 港幣千元
Total revenue	總收益	130,116	42,548	495	657	33,978	207,794
Segment results/(loss)	分部業績／(虧損)	(6,836)	(4,402)	516	625	25,174	15,077
Other losses	其他虧損						(1,376)
Interest income	利息收入						35
Finance costs	財務成本						(24,238)
Unallocated income	未分配收入						1,878
Unallocated expenses	未分配支出						(35,150)
Loss before taxation	除税前虧損						(43,774)
Taxation	税項						(2,814)
Loss for the year	年內虧損						(46,588)

6. SEGMENT INFORMATION *(continued)*

(a) Segment revenue and results *(continued)*

6. 分部資料*(續)*

(a) 分部收益及業績*(續)*

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

		Trading of telecommunications and other products 電訊及其他產品貿易 *HK$'000* *港幣千元*	Provision of repair services for telecommunications products 提供電訊產品維修服務 *HK$'000* *港幣千元*	Investments in financial assets 金融資產投資 *HK$'000* *港幣千元*	Money lending business 放債業務 *HK$'000* *港幣千元*	Consolidated 綜合 *HK$'000* *港幣千元*
Total revenue	總收益	43,409	64,678	385	1,240	109,712
Segment results/(loss)	分部業績／(虧損)	(4,500)	(11,134)	(864)	1,209	(15,289)
Other losses	利息收入					(1,150)
Bank interest income	銀行利息收入					112
Finance costs	財務成本					(251)
Unallocated expenses	未分配支出					(27,263)
Loss before taxation	除税前虧損					(43,841)
Taxation	税項					4
Loss for the year	年內虧損					(43,837)

Revenue reported above represents revenue generated from external customers. There are no inter-segment sales for the year ended 31 December 2019 and 2018.

上述呈報之收益指對外客戶產生之收益。截至二零一九年及二零一八年十二月三十一日止年度並無分部間之銷售。

Segment result represents the result generated from each segment without allocation of central administrative costs including directors' salaries, staff costs, legal and professional fees, certain other losses, certain other revenue, certain finance cost and taxation. This is the measure reported to the CODM for the purpose of resources allocation and assessment of segment performance.

分部業績指自各分部產生之業績，惟並無分配中央行政成本，包括董事薪金、員工成本、法律及專業費用、若干其他虧損、若干其他收入、若干財務成本及税項。此乃就分配分部資源及評估分部表現而向主要營運決策者呈報之基準。

6. SEGMENT INFORMATION *(continued)* 6. 分部資料*(續)*

(b) Segment assets and liabilities (b) 分部資產及負債

		As at 31 December 2019 於二零一九年十二月三十一日					
		Trading of telecommunications and other products 電訊及其他產品貿易 HK$'000 港幣千元	Provision of repair services for telecommunications products 提供電訊產品維修服務 HK$'000 港幣千元	Investments in financial assets 金融資產投資 HK$'000 港幣千元	Money lending business 放債業務 HK$'000 港幣千元	Provision of securities brokerage services operation 提供證券經紀服務業務 HK$'000 港幣千元	Consolidated 綜合 HK$'000 港幣千元
Segment assets	分部資產	64,759	6,290	6,646	249	612,488	690,432
Financial assets at fair value through profit or loss	透過損益以公平值列賬之金融資產						13,560
Unallocated corporate assets	未分配公司資產						326,786
Consolidated total assets	綜合資產總額						1,030,778
Segment liabilities	分部負債	(39,719)	(5,526)	(2,453)	(72)	(172,048)	(219,818)
Convertible bonds	可換股債券						(286,103)
Unallocated corporate liabilities	未分配公司負債						(209,003)
Consolidated total liabilities	綜合負債總額						(714,924)

		As at 31 December 2018 於二零一八年十二月三十一日				
		Trading of telecommunications and other products 電訊及其他產品貿易 HK$'000 港幣千元	Provision of repair services for telecommunications products 提供電訊產品維修服務 HK$'000 港幣千元	Investments in financial assets 金融資產投資 HK$'000 港幣千元	Money lending business 放債業務 HK$'000 港幣千元	Consolidated 綜合 HK$'000 港幣千元
Segment assets	分部資產	52,904	10,850	3,135	13,404	80,293
Financial assets at fair value through profit or loss	透過損益以公平值列賬之金融資產					14,550
Unallocated corporate assets	未分配公司資產					365,505
Consolidated total assets	綜合資產總額					460,348
Segment liabilities	分部負債	(9,879)	(8,763)	–	(20)	(18,662)
Unallocated corporate liabilities	未分配公司負債					(83,201)
Consolidated total liabilities	綜合負債總額					(101,863)

6. SEGMENT INFORMATION *(continued)*

(b) Segment assets and liabilities *(continued)*

For the purpose of monitoring segment performance and allocating resources between segments:–

i) All assets are allocated to reportable segments other than financial assets at fair value through profit or loss and certain property, plant and equipment; and

ii) All liabilities are allocated to reportable segments other than convertible bonds, deferred tax liabilities, bank and other borrowings, loan from the ultimate holding company and certain accrued charges and other payables.

6. 分部資料*(續)*

(b) 分部資產及負債*(續)*

就監控分部表現及分配分部之間的資源而言：–

i) 所有資產分配至呈報分部，惟透過損益以公平值列賬之金融資產及若干物業、廠房及設備除外；及

ii) 所有負債分配至呈報分部，惟可換股債券、遞延稅項負債、銀行及其他借貸、最終控股公司貸款及若干累計費用及其他應付款項除外。

(c) Other segment information

(c) 其他分部資料

		For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度						
		Trading of telecommunications and other products 電訊及其他產品貿易 HK$'000 港幣千元	Provision of repair services for telecommunications products 提供電訊產品維修服務 HK$'000 港幣千元	Investments in financial assets 金融資產投資 HK$'000 港幣千元	Money lending business 放債業務 HK$'000 港幣千元	Provision of securities brokerage services operation 提供證券經紀服務業務 HK$'000 港幣千元	Unallocated 未分配 HK$'000 港幣千元	Consolidated 綜合 HK$'000 港幣千元
Capital expenditure*	資本開支*	8	26	84	–	27	13	158
Depreciation of properties, plant and equipment	物業、廠房及設備折舊	50	244	108	–	51	9,841	10,294
Depreciation of right-of-use assets	使用權資產折舊	–	601	1,558	–	1,166	676	4,001
Loss on written off or property, plant and equipment	撇銷物業、廠房及設備之虧損	–	–	–	–	–	305	305

6. SEGMENT INFORMATION *(continued)*

(c) Other segment information *(continued)*

6. 分部資料*(續)*

(c) 其他分部資料*(續)*

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

		Trading of telecommunications and other products 電訊及其他產品貿易 *HK$'000* 港幣千元	Provision of repair services for telecommunications products 提供電訊產品維修服務 *HK$'000* 港幣千元	Investments in financial assets 金融資產投資 *HK$'000* 港幣千元	Money lending business 放債業務 *HK$'000* 港幣千元	Unallocated 未分配 *HK$'000* 港幣千元	Consolidated 綜合 *HK$'000* 港幣千元
Capital expenditure*	資本開支*	–	154	63	–	686	903
Depreciation of properties, plant and equipment	物業、廠房及設備折舊	52	435	–	–	10,323	10,810
Loss on written off or property, plant and equipment	撇銷物業、廠房及設備之虧損	–	6	–	–	–	6

* Capital expenditure consists of additions to property, plant and equipment.

* 資本開支包括添置物業、廠房及設備之資產。

(d) Geographical segments

During the year ended 31 December 2019, 89% (2018: all) of the Group's revenue and all (2018: more than 99%) of the Group's total assets were derived from and located in Hong Kong. The geographical segments of the Group's revenue for the year ended 31 December 2019 and 2018 is presented as follows:–

(d) 地區分部

於截至二零一九年十二月三十一日止年度，本集團89%（二零一八年：所有）的收益及本集團所有（二零一八年：超過99%）的總資產均來自及位於香港。本集團截至二零一九年及二零一八年十二月三十一日止年度之地區分部呈列如下：－

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度 *HK$'000* 港幣千元	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度 *HK$'000* 港幣千元
Hong Kong	香港香港	**184,228**	109,712
Southeast Asia	東南亞	**23,566**	–
		207,794	109,712

6. SEGMENT INFORMATION *(continued)*

(e) Information about major customers

Revenue from customers over 10% of the Group's total revenue is as follows:–

6. 分部資料(續)

(e) 有關主要客戶之資料

來自佔本集團總收益逾10%之客戶之收益如下:–

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度 HK$'000 港幣千元	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度 HK$'000 港幣千元
Customer A	客戶A	**26,612**	37,070
Customer B	客戶B	**23,566**	–*
Customer C	客戶C	**23,055**	–*

* No information on revenue is disclosed for this customer since it contributed less than 10% to the Group's revenue for the year ended 31 December 2018.

* 由於該等客戶為本集團收益貢獻低於10%,故並無披露其於截至二零一八年十二月三十一日止年度之收益資料。

7. REVENUE

7. 收益

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度 HK$'000 港幣千元	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度 HK$'000 港幣千元
Revenue from contracts with customers:	來自客戶合約收入:		
Recognised at a point in time	*於時間點確認*		
Sales of telecommunications and other products	銷售電訊及其他產品	**130,116**	43,409
Provision of repair services for telecommunications products	提供電訊產品維修服務	**42,548**	64,678

7. REVENUE *(continued)* 7. 收益 *(續)*

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度 HK$'000 港幣千元	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度 HK$'000 港幣千元
Provision of securities brokerage services	提供證券經紀服務		
– Commission and brokerage income	－佣金及經紀收入	6,353	–
– Commission income from placing and underwriting	－配售及包銷之佣金收入	8,832	–
– Handling and settlement fee income	－手續及結算費收入	2,249	–
		190,098	108,087
Recognised over time	*隨時間確認*		
Asset management services income	資產管理服務收入	4,811	–
Advisory fee income	顧問費收入	944	–
		5,755	–
		195,853	108,087
Revenue from other sources:	其他來源收入：		
Interest income from loan financing	貸款融資之利息收入	657	1,240
Interest income from brokerage financing	經紀融資之利息收入	10,768	–
Net realised gain on financial assets at fair value through profit or loss, net	透過損益以公平價值列賬之金融資產已變現收益淨額		
– Listed securities held for trading	－持作買賣之上市證券	516	385
		11,941	1,625
		207,794	109,712

All revenue from contracts with customers are for a period of one year or less, as permitted by practical expedient under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

根據香港財務報告準則第15號的適用權益法所准許，來自客戶合約之所有收益均為期一年或以下，分配至該等未達成合約的交易價格並未披露。

8. OTHER REVENUE

8. 其他收益

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度 HK$'000 港幣千元	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度 HK$'000 港幣千元
Dividend income	股息收入	44	87
Bank interest income	銀行利息收入	455	112
Rental income	租金收入	1,835	1,099
Sundry income	雜項收入	2,639	2,430
		4,973	3,728

9. OTHER LOSSES, NET

9. 其他虧損淨額

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度 HK$'000 港幣千元	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度 HK$'000 港幣千元
Change in the fair value of financial assets at fair value through profit or loss	透過損益以公平值列賬之金融資產之公平值變動		
– Net unrealised (gain)/loss on fair value change on listed securities held for trading	–持作買賣的上市證券之公平值變動之未變現(收益)/虧損淨額	(19)	1,252
– Fair value change of unlisted club debentures	–未上市會所債券之公平值變動	990	1,150
Reversal of allowance for expected credit loss on trade receivables	應收貿易賬款之預期信貸虧損撥備撥回	(1,021)	–
Loss on lease modification	租賃修訂虧損	386	–
		336	2,402

10. FINANCE COSTS

10. 財務成本

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度 HK$'000 港幣千元	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度 HK$'000 港幣千元
Interest expenses on bank and others borrowings wholly repayable within five years	須於五年內悉數償還之銀行及其他借貸利息支出	7,175	251
Interest expenses on convertible bonds	可換股債券之利息支出	17,426	–
Interest expenses on lease liabilities	租賃負債之利息支出	200	–
Other interest expenses	其他利息支出	848	–
		25,649	251

11. LOSS BEFORE TAXATION

11. 除税前虧損

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度 HK$'000 港幣千元	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度 HK$'000 港幣千元
Auditors' remuneration:	核數師酬金：		
Auditor of the Company	本公司核數師	1,554	1,427
Other auditors	其他核數師	368	410
Cost of trading inventories sold	已售貿易存貨成本	129,221	37,777
Employee benefit expenses	僱員福利支出	31,549	35,568
Retirement benefit costs	退休福利成本	1,118	1,388
Depreciation of property, plant and equipment	物業、廠房及設備折舊	10,294	10,810
Depreciation of right-of-use assets	使用權資產之折舊	4,001	–
Expenses relating to short-term lease	短期租賃相關支出	1,174	–
Bad debts written off*	呆壞賬撇銷*	27	101
Loss on written off of property, plant and equipment*	撇銷物業、廠房及設備之虧損*	305	6
Reversal of allowance for expected credit loss on trade receivables	應收貿易賬款之預期信貸虧損撥備撥回	(1,021)	–
Allowance for inventories	存貨撥備	9	17
Reversal of allowance for inventories	撥回存貨撥備	(5)	(70)
Operating lease rental in respect of rental premises	有關租賃物業之經營租賃	–	5,769

* Items included in other operating expenses.

* 計入其他經營支出之項目。

12. TAXATION

12. 稅項

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度 HK$'000 港幣千元	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度 HK$'000 港幣千元
Current tax:	即期稅項：		
Hong Kong Profits Tax:	香港利得稅：		
– Current year	－本年度	4,072	–
– Over provision in prior years	－過往年度超額撥備	–	(56)
Deferred tax *(Note 33)*	遞延稅項（*附註33*）	(1,258)	52
		2,814	(4)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK$2 million of profits of the qualifying group entity will be taxed at 8.25% and profits above HK$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

於二零一八年三月二十一日，香港立法會通過了引入兩級制利得稅制度的2017年稅務（修訂）（第7號）條例草案（「草案」）。該草案於二零一八年三月二十八日簽署成為法律，並於次日於憲報刊登。根據兩級制利得稅制度，合資格集團實體的首2百萬港元利潤將按8.25%的稅率徵稅，而超過2百萬港元的利潤則須按16.5%的稅率徵稅。不符合兩級制利得稅制度的集團實體溢利將繼續按16.5%的固定稅率徵稅。

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profits for the year (2018: No provision of Hong Kong Profits Tax has been made as the Group had no assessable profits arising in Hong Kong during the year). Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

香港利得稅乃以年內估計之應課稅溢利按16.5%（二零一八年：由於本集團於年內並無於香港產生應課稅溢利，故概無作出香港利得稅撥備）之稅率計算。於其他司法權區產生之稅項乃按相關司法權區現行之稅率計算。

12. TAXATION *(continued)*

The tax expense/(credit) for the year are reconciled to the loss before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

12. 稅項(續)

本年度稅項開支／(抵免)與綜合損益表及其他全面收益表之除稅前虧損對賬如下：

		Year ended 31 December 2019 二零一九年十二月三十一日止年度		Year ended 31 December 2018 二零一八年十二月三十一日止年度	
		HK$'000 港幣千元	%	*HK$'000* 港幣千元	%
Loss before taxation	除稅前虧損	**(43,774)**		(43,841)	
Tax at statutory tax rate	按法定稅率計算之稅項	**(7,223)**	**(16.5)**	(7,234)	(16.5)
Tax effect of expenses that are not deductible in determining taxation profit	於釐定應課稅溢利不應課稅開支之稅務影響	**864**	**2.0**	1,296	3.0
Tax effect of income that is not taxable in determining taxable profit	於釐定應課稅溢利不應課稅收入之稅務影響	**(434)**	**(1.0)**	(1,684)	(3.8)
Unrecognised tax losses	未確認稅項虧損	**9,260**	**21.2**	5,981	13.6
Unrecognised deductible temporary differences	未確認可扣稅之暫時差異	**398**	**0.9**	1,637	3.7
Tax concession	稅收優惠	**(51)**	**(0.1)**	–	–
Tax charge/(credit) and effective tax rate for the year	本年度稅項開支／(抵免)及實際稅率	**2,814**	**6.5**	(4)	–

At 31 December 2019, the Group has cumulative tax losses of approximately HK$371,884,000 (2018: HK$315,762,000) available for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of such estimated tax losses of HK$371,884,000 (2018: HK$315,762,000) due to uncertainty of future profit streams.

於二零一九年十二月三十一日，本集團約有港幣371,884,000元(二零一八年：港幣315,762,000元)累計稅項虧損可供抵銷日後應課稅溢利。由於未能預計日後之溢利，故並無就港幣371,884,000元(二零一八年：港幣315,762,000元)之估計稅項虧損確認遞延稅項資產。

13. DIVIDENDS

The Directors do not recommend the payment of any dividend for the year ended 31 December 2019 (2018: Nil).

13. 股息

董事不建議派發截至二零一九年十二月三十一日止年度之任何股息(二零一八年：無)。

14. LOSS PER SHARE

The calculation of the basic loss per share is based on the loss attributable to owners of the Company of approximately HK$45,417,000 (2018: HK$43,690,000) and the weighted average number of 7,748,960,899 ordinary shares for the year ended 31 December 2019 (2018: 7,748,960,899).

The diluted loss per share for the year ended 31 December 2019 was the same as basic loss per share as the outstanding convertible bonds had an anti-dilutive effect on the basic loss per share (2018: there were no potential dilutive ordinary shares outstanding during the year.)

14. 每股虧損

截至二零一九年十二月三十一日止年度，每股基本虧損乃根據本公司擁有人應佔虧損約港幣45,417,000元（二零一八年：港幣43,690,000元）及加權平均數7,748,960,899股普通股（二零一八年：7,748,960,899股）計算。

由於截至二零一九年十二月三十一日止年度之尚未發行可換股債券對每股基本虧損具反攤薄影響（二零一八年：無潛在尚未發行攤薄普通股），故年度每股攤薄虧損與每股基本虧損相同。

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Buildings 樓宇	Leasehold improvements 租賃物業裝修	Furniture and fixtures 傢俬及裝置	Computers and equipment 電腦及設備	Motor vehicle 汽車	Total 合計
		HK$'000 *港幣千元*	*HK$'000* *港幣千元*	*HK$'000* *港幣千元*	*HK$'000* *港幣千元*	*HK$'000* *港幣千元*	*HK$'000* *港幣千元*
Cost:	成本：						
At 1 January 2018	於二零一八年一月一日	324,249	5,805	1,071	4,708	745	336,578
Additions	添置	–	436	187	280	–	903
Written off	撇銷	–	–	(14)	(161)	–	(175)
Exchange alignment	匯兑調整	–	13	1	–	–	14
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	324,249	6,254	1,245	4,827	745	337,320
Acquisition of a subsidiary *(Note 38)*	收購一間附屬公司（*附註38*）	–	–	58	75	–	133
Additions	添置	–	16	7	135	–	158
Written off	撇銷	–	(439)	(36)	(21)	–	(496)
Exchange alignment	匯兑調整	–	16	–	–	–	16
At 31 December 2019	於二零一九年十二月三十一日	**324,249**	**5,847**	**1,274**	**5,016**	**745**	**337,131**

15. PROPERTY, PLANT AND EQUIPMENT (continued)

15. 物業、廠房及設備(續)

		Buildings 樓宇 HK$'000 港幣千元	Leasehold improvements 租賃物業裝修 HK$'000 港幣千元	Furniture and fixtures 傢俬及裝置 HK$'000 港幣千元	Computers and equipment 電腦及設備 HK$'000 港幣千元	Motor vehicle 汽車 HK$'000 港幣千元	Total 合計 HK$'000 港幣千元
Accumulated depreciation and impairment losses:	**累計折舊及減值虧損:**						
At 1 January 2018	於二零一八年一月一日	6,514	2,397	815	3,853	236	13,815
Charge for the year	本年度折舊	9,068	1,044	119	430	149	10,810
Eliminated on written off	撇銷時對銷	–	–	(11)	(158)	–	(169)
Exchange alignment	匯兌調整	–	1	–	–	–	1
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	15,582	3,442	923	4,125	385	24,457
Charge for the year	本年度折舊	8,904	717	125	399	149	10,294
Eliminated on written off	撇銷時對銷	–	(166)	(13)	(7)	–	(186)
Exchange alignment	匯兌調整	–	3	–	–	–	3
At 31 December 2019	**於二零一九年十二月三十一日**	**24,486**	**3,996**	**1,035**	**4,517**	**534**	**34,568**
Carrying amounts: **At 31 December 2019**	賬面值: **於二零一九年十二月三十一日**	**299,763**	**1,851**	**239**	**499**	**211**	**302,563**
At 31 December 2018	於二零一八年十二月三十一日	308,667	2,812	322	702	360	312,863

At 31 December 2019 and 2018, the Group's buildings are situated in Hong Kong and are held under medium term lease.

於二零一九年及二零一八年十二月三十一日,本集團的樓宇位於香港,且按中期租約持有。

Buildings with carrying amount of approximately HK$299,763,000 (2018: HK$308,667,000) as at 31 December 2019 are pledged as collaterals for the Group's bank and other borrowings. Please refer to Note 30 for details.

於二零一九年十二月三十一日,賬面金額約為港幣299,763,000元(二零一八年:港幣308,667,000元)之樓宇已質押作為本集團銀行及其他借款之抵押品。詳情請參閱附註30。

16. RIGHT-OF-USE ASSETS 16. 使用權資產

		Rental premises 租賃物業 HK$'000 港幣千元
Cost:	**成本：**	
Impact on adoption of HKFRS 16 as at 1 January 2019	於二零一九年一月一日採納香港財務報告準則第16號之影響	3,726
Additions	添置	6,602
Lease modification	租賃修訂	(2,213)
At 31 December 2019	於二零一九年十二月三十一日	8,115
Accumulated depreciation and impairment losses:	**累計折舊及減值虧損：**	
At 1 January 2019	於二零一九年一月一日	–
Charge for the year	本年度折舊	4,001
Lease modification	租賃修訂	(862)
At 31 December 2019	於二零一九年十二月三十一日	3,139
Carrying amounts:	**賬面值：**	
At 31 December 2019	**於二零一九年十二月三十一日**	4,976

17. GOODWILL 17. 商譽

		HK$'000 港幣千元
Cost:	**成本：**	
At 1 January 2019	於二零一九年一月一日	–
Acquisition of a subsidiary (Note 38)	收購一間附屬公司（附註38）	299,121
At 31 December 2019	於二零一九年十二月三十一日	299,121
Accumulated impairment:	**累計減值：**	
At 1 January 2019 and 31 December 2019	於二零一九年一月一日及二零一九年十二月三十一日	–
Carrying amount:	**賬面值：**	
At 31 December 2019	**於二零一九年十二月三十一日**	**299,121**

17. GOODWILL *(continued)*

Note:

Goodwill arose from the acquisition of Yicko Securities Limited which was completed on 28 February 2019. Goodwill was allocated to the groups of cash-generating units identified according to the operations, which was substantially allocated to the investment in provision of securities brokerage services operation.

At the end of the reporting period, the Group assessed the recoverable amount of cash generating unit to which the goodwill was allocated by appointing an independent professional valuer, who has staff members with appropriate experience and qualifications. The assessment conformed to the Hong Kong Institute of Surveyors ("HKIS") Valuation Standards 2017 published by the Hong Kong Institute of Surveyors and the International Valuation Standards 2017 published by International Valuation Standards Council.

Particular of impairment testing on goodwill

Goodwill has been allocated for impairment testing purposes to the following cash-generating units ("**CGU**"):

– Provision of brokerage services operation

The recoverable amount of the CGU is determined based on value-in-use calculation, which is based on discounted cash flow sourced from the financial budgets approved by the management covering a 5-year period, and the discount rate of approximately 14.2% that reflects current market assessment of the time value of money and the risks specific to the CGU. Cash flows beyond 5-year period have been extrapolated using 2.5% growth rate per annum. Other assumptions included budgeted income estimated based on the past performance and management's expectations of market developments, etc.

Management believes that any reasonably possible change in any these assumptions would not cause the carrying amounts of the CGUs to exceed their recoverable amounts.

17. 商譽 *(續)*

附註:

商譽產生於二零一九年二月二十八日完成之收購益高證券有限公司。商譽分配至根據業務識別之現金產生單位組別,且絕大部分分配至提供證券經紀服務業務之投資。

於報告期末,本集團透過委聘擁有適當經驗及資格員工之獨立專業估值師,評估獲分配商譽之現金產生單位之可收回金額。評估符合香港測量師學會(「香港測量師學會」)頒佈之香港測量師學會估值標準2017及國際估值準則理事會頒佈之國際估值準則2017。

商譽減值測試的詳情

為進行減值測試,商譽被分配至以下現金產生單位(「**現金產生單位**」):

－提供經紀服務業務

現金產生單位的可收回金額基於使用價值計算釐定,而使用價值計算基於以經管理層批准的涵蓋5年期間的財務預算及反映貨幣時間價值當前市場評估及現金產生單位特定風險的貼現率約14.2%而計算的貼現現金流量。超過5年期間的現金流使用每年2.5%的增長率推算。其他假設包括根據過往業績及管理層市場發展預期等估計之預計收入。

管理層相信,該等假設的任何合理可能變動不會導致現金產生單位之賬面值超過其可收回金額。

17. GOODWILL *(continued)*

Impairment tests for cash-generating units containing goodwill *(continued)*

As the recoverable amounts of the CGUs is higher than the carrying amounts, no impairment loss on goodwill of these CGUs are recognised in the consolidated statement of profit or loss and other comprehensive income.

17. 商譽*(續)*

包括商譽之現金產生單位減值測試*(續)*

由於現金產生單位的可收回金額高於賬面值，因此並無在綜合損益及其他全面收益表確認該等現金產生單位商譽的減值虧損。

18. PARTICULARS OF SUBSIDIARIES

Details of the Company's principal subsidiaries at 31 December 2019 and 2018 are as follows:

18. 附屬公司情況

於二零一九年及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：

Name of subsidiaries 附屬公司名稱	Place of incorporation/ operation 註冊成立／經營地點	Particulars of fully paid up capital 繳足股本之詳情	Percentage of equity attributable to the Company 本公司應佔股權百分比 At 31 December 2019 於二零一九年十二月三十一日 %	 At 31 December 2018 於二零一八年十二月三十一日 %	Principal activities 主要業務
			Indirectly held 間接持有		
Ample Vision Holdings Limited 鉅視控股有限公司	British Virgin Islands/ Hong Kong 英屬處女群島／香港	US$1 Ordinary 普通股1美元	100	100	General trading 一般貿易
Linktech Hong Kong Limited	Hong Kong 香港	HK$2 Ordinary 普通股港幣2元	100	100	Provision of repair services 提供維修服務
World Way Limited	Hong Kong 香港	HK$1 Ordinary 普通股港幣1元	100	100	General trading 一般貿易
Ever Asia Development Limited	Hong Kong 香港	HK$1 Ordinary 普通股港幣1元	100	100	Money lending business 放債業務
Eagle Faith Investments Limited	Hong Kong 香港	HK$1 Ordinary 普通股港幣1元	100	100	Property holding 物業持有
Vitis Invest Limited	Hong Kong 香港	HK$1 Ordinary 普通股港幣1元	55	55	Trading of wine 酒類貿易
Yicko Securities Limited	Hong Kong 香港	HK$50,000,000 Ordinary 普通股港幣50,000,000元	100	–	Provision of securities brokerage services 提供證券經紀服務

18. PARTICULARS OF SUBSIDIARIES *(continued)*

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affect the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

The financial statements of the above subsidiaries are coterminous with those of the Group except for Ample Vision Holdings Limited and Linktech Hong Kong Limited which have a financial year ended 30 September 2019. The Group's financial statements have taken account the results of Ample Vision Holdings Limited and Linktech Hong Kong Limited between 1 January 2019 and 31 December 2019.

(a) Detail of non-wholly owned subsidiaries that have material non-controlling interests

18. 附屬公司情況（續）

董事認為，上表所列本公司之附屬公司乃主要影響本集團業績或資產之附屬公司。董事認為，提供其他附屬公司詳情將為冗贅。

上述附屬公司的財務報表與本集團的財務報表一致，惟鉅視控股有限公司及Linktech Hong Kong Limited除外，彼等的財政年結日均為二零一九年九月三十日。本集團財務報表已計及鉅視控股有限公司及Linktech Hong Kong Limited於二零一九年一月一日至二零一九年十二月三十一日的業績。

(a) 擁有重大非控股權益之非全資附屬公司之詳情

Name of Company 公司名稱	Place of incorporation/ registration and operation 註冊成立／登記及營運地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益持有之所有權權益及投票權比	Loss allocated to non-controlling interests 分配至非控股權益之虧損		Accumulated non-controlling interests 累計控股非控股權益	
			2019 二零一九年 *HK$'000* *港幣千元*	2018 二零一八年 *HK$'000* *港幣千元*	2019 二零一九年 *HK$'000* *港幣千元*	2018 二零一八年 *HK$'000* *港幣千元*
Vitis Invest Limited	Hong Kong 香港	45%	**1,171**	147	**(1,318)**	13,353

18. PARTICULARS OF SUBSIDIARIES *(continued)*

(a) Detail of non-wholly owned subsidiaries that have material non-controlling interests *(continued)*

18. 附屬公司情況*(續)*

(a) 擁有重大非控股權益之非全資附屬公司之詳情(續)

Vitis Invest Limited and its subsidiary

Vitis Invest Limited及其附屬公司

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Current assets	流動資產	6,217	37,923
Current liabilities	流動負債	(10,763)	(9,538)
Equity attributable to owners of the Company	本公司擁有人應佔權益	5,864	15,032
Non-controlling interests	非控股權益	(1,318)	13,353
Turnover	營業額	18,958	22,143
Other income	其他收入	13	1,508
Expenses	開支	(21,904)	(25,266)
Loss for the year	年內虧損	(2,933)	(1,615)
Total comprehensive loss attributable to owners of the Company	本公司擁有人應佔全面虧損總額	(1,762)	(1,468)
Total comprehensive loss attributable to non-controlling interests	非控股權益應佔全面虧損總額	(1,171)	(147)
Total comprehensive loss for year	本年度全面虧損總額	(2,933)	(1,615)
Net cash inflow/(outflow) from operating activities	經營活動產生之現金流入／(流出)淨額	14,062	(30,097)
Net cash outflow from investing activities	投資活動產生之現金流出淨額	(8)	–
Net cash (outflow)/inflow from financing activists	融資活動產生之現金(流出)／流入淨額	(13,635)	30,382
Net cash inflow	現金流量淨額	419	285

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

19. 透過損益以公平值列賬之金融資產

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Held-for-trading:	持作買賣：		
– Listed equity securities in Hong Kong	－香港上市股本證券	1,173	1,840
– Unlisted club debentures	－未上市會所債券	13,560	14,550
		14,733	16,390
Classified as:	分類為：		
Non-current assets	非流動資產	13,560	14,550
Current assets	流動資產	1,173	1,840
		14,733	16,390

All financial assets at fair value through profit or loss are stated at fair values. Fair values of the listed investments are determined with reference to the quoted market bid prices available on the Stock Exchange.

所有按公平價值計入損益之金融資產按公平價值列賬。上市投資之公平價值乃經參考聯交所所報市場買入價釐定。

20. LOAN AND INTEREST RECEIVABLES

The maturity profile of the loan and interest receivables at the end of the reporting period, analysed by the maturity date, is as follows:

20. 應收貸款及利息

於報告期末按到期日期分析之貸款及應收利息之到期情況如下：

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Loan receivables:	應收貸款：		
Within one year	一年內	–	13,000
Interest receivables:	應收利息：		
Within one year	一年內	–	43
		–	13,043
Carrying amount analysed for reporting purpose:	為報告所分析之賬面值如下：		
Current assets	流動資產	–	13,043

Note:

No impairment loss was recognised during the year ended 31 December 2018.

The Group's loan receivable which arose from the money lending business of providing corporate loan in Hong Kong was denominated in Hong Kong dollars.

The loan receivable was secured by collaterals provided by customer, bears interest and repayable with fixed terms agreed with customer.

Before approving any loans to new borrowers, the Group assesses the potential borrower's credit quality and defines credit limits individually. The Group has policy for allowance of doubtful debts which is based on the evaluation of collectability and aging analysis of accounts and on management's judgment, including the current creditworthiness, collaterals and the past collection history of each customer.

附註：

截至二零一八年十二月三十一日止年度並無確認減值虧損。

本集團源自於香港提供公司貸款之放債業務之應收貸款以港幣計值。

應收貸款以一位客戶提供之抵押品作抵押，計息及須按與客戶協定之固定期限內償還。

向新借款人批出任何貸款前，本集團評估潛在借款人之信貸質素，並界定個別信貸限額。本集團設有呆賬撥備政策，該政策基於賬目之可收回性及賬齡分析評估以及管理層判斷，包括現時信用可靠程度、抵押品及各名客戶過往收款記錄。

21. OTHER ASSETS

21. 其他資產

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Admission fee paid to Hong Kong Securities Clearing Company Limited	支付予香港中央結算有限公司的准入費	100	–
Dealer's deposit with the Hong Kong Securities and Futures Commission	香港證券及期貨事務監察委員會交易商按金	50	–
Deposits with the Compensation Fund of The Stock Exchange of Hong Kong Limited	香港聯合交易所有限公司賠償基金按金	100	–
Fidelity Fund with The Stock Exchange of Hong Kong Limited	香港聯合交易所有限公司互保基金	100	–
Contribution to the Central Clearing and Settlement System Guarantee Fund	中央結算及交收系統保證基金供款	100	–
Reserve Fund deposit with SEHK Option Clearing House Limited	香港聯合交易所期權結算所有限公司準備金	3,261	–
		3,711	–

22. INVENTORIES

22. 存貨

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Finished goods	成品	13,262	34,585
Less: Allowance for slow-moving inventories	減：滯銷存貨撥備	(23)	(19)
		13,239	34,566

The reversal of write-down of inventories arose due to the increase in estimated net realisable value of certain goods as a result of sales of slow-moving inventories recognised during the year.

由於年內確認銷售滯銷存貨，若干貨品之估計可變現淨值增加，導致存貨撇銷撥回。

23. TRADE RECEIVABLES

23. 應收貿易賬款

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Trade receivables arising from other ordinary course of business of dealing in securities transactions:	**於證券交易買賣日常業務過程中產生之應收貿易賬款：**		
– Cash clients	－現金客戶	**3,152**	–
– Margin clients	－孖展客戶	**125,099**	–
– Futures and options clients	－期貨及期權客戶	**1,166**	–
– Clearing houses *(note i)*	－結算所（*附註i*）	**37,849**	–
		167,266	–
Less: Allowance for expected credit loss	減：預期信貸虧損撥備	**(286)**	–
		166,980	–
Trade receivables from the ordinary course of business, except for business of dealing in securities transactions	日常業務過程中產生之應收貿易賬款，證券交易買賣業務除外	**170,818**	149,894
Less: Allowance for expected credit loss	減：預期信貸虧損撥備	**(139,506)**	(139,290)
		31,312	10,604
Total trade receivables	應收貿易賬款總額	**198,292**	10,604

Note:

(i) As at 31 December 2019, the amount included receivable from the SEHK Options Clearing House Limited of approximately HK$36,256,000.

附註：

(i) 於二零一九年十二月三十一日，該款項包括香港聯合交易所期權結算所有限公司之應收款項約港幣36,256,000元。

23. TRADE RECEIVABLES *(continued)*

Trade receivables from other ordinary course of business of dealing in securities transactions

The settlement terms of trade receivables from cash clients, futures and options clients and clearing houses arising from other ordinary course of business of dealing in securities are normally due within two trading days after the trade date. The trade receivables from cash clients, margin clients and futures and option clients are recognised on trade date and recoverable on settlement date or according to agreed repayment schedules, and bearing an interest rate at prime rate plus 5%, prime rate plus 4.5% and prime rate plus 1% per annum respectively. Trade receivables from margin clients are secured by the underlying pledged securities. Credits are extended to securities margin clients subject to the marginable value of the listed securities pledged with the Group. The margin ratios are reviewed and determined periodically. At the end of the reporting period, fair value of marketable securities pledged by securities margin clients was HK$536,599,000.

The Group offsets certain trade receivables and trade payables as the Group currently has a legally enforceable right to set off the balances and intends either to settle on a net basis, or to realise the balances simultaneously.

No aging analysis is disclosed as in the opinion of the directors of the Company, the aging analysis does not give additional value in view of the nature of business in margin financing.

Trade receivables from the ordinary course of business, except for business of dealing in securities transactions

At the end of the reporting periods, the aging analysis of the trade receivables from the ordinary course of business, except for business of dealing in securities transactions, based on the invoice date, is as follows:–

23. 應收貿易賬款*(續)*

於其他證券交易買賣日常業務過程中產生之應收貿易賬款

於其他證券買賣日常業務過程中產生之應收現金客戶、孖展客戶、期貨及期權客戶及結算所貿易賬款之結算期通常為交易日起計兩個交易日內到期。應收現金客戶、孖展客戶及期貨及期權客戶之貿易賬款於交易日確認及可於結算日或根據經協定償還計劃於結算日收回，以及分別按最優惠利率加每年5%、最優惠利率加每年4.5%之利率及最優惠利率加每年1%計息。應收孖展客戶貿易賬款以相關已抵押證券作抵押。證券孖展客戶獲授信貸，以質押予本集團之上市證券之孖展融資價值為限。孖展比率定期檢討及釐定。於報告期末，證券孖展客戶質押之可出售證券之公平值為港幣536,599,000元。

由於本集團當前擁有可依法強制執行權利抵銷結餘及擬按淨額基準結付或同時變現結餘，本集團抵銷若干應收貿易賬款及應付貿易賬款。

由於本公司董事認為，鑑於孖展融資業務之性質，賬齡分析並無額外價值，故並無披露賬齡分析。

日常業務過程中之應收貿易賬款，證券交易買賣業務除外

於報告期末，日常業務（證券交易買賣業務除外）過程中產生之應收貿易賬款之賬齡分析（按發票日期）如下：—

23. TRADE RECEIVABLES *(continued)*

Trade receivables from the ordinary course of business, except for business of dealing in securities transactions (continued)

23. 應收貿易賬款(續)

日常業務過程中之應收貿易賬款，證券交易買賣業務除外(續)

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Current and within one month	即期及一個月內	15,802	4,270
One to three months	一至三個月	9,686	5,822
More than three months, but less than twelve months	三個月以上但十二個月以內	6,014	499
Over twelve months	十二個月以上	139,316	139,303
		170,818	149,894
Less: allowance for expected credit loss	減：預期信貸虧損撥備	(139,506)	(139,290)
		31,312	10,604

Notes:

(a) The credit terms granted to the Group's customers vary and are generally the results of negotiations between the Group and individual customers.

(b) Included in the trade receivables balances are debtors with an aggregate carrying amount of approximately HK$7,449,000 (31 December 2018: HK$6,334,000) which are overdue at the reporting date for which the Group has not provided for impairment loss as there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

附註：

(a) 給予本集團客戶之賒賬期各有不同，一般乃本集團與個別客戶磋商之結果。

(b) 應收貿易賬款結餘包括於報告期已逾期之賬面值約為港幣7,449,000元(二零一八年十二月三十一日：港幣6,334,000元)，惟本集團並未就該等金額作出減值虧損撥備，原因為信貸質素尚未出現重大變動以及該等金額仍被視為可予收回。本集團並未就該等結餘持有任何抵押品。

23. TRADE RECEIVABLES *(continued)*

Trade receivables from the ordinary course of business, except for business of dealing in securities transactions (continued)

Notes:

(c) The movement of the allowance for expected credit loss of trade receivables from the ordinary course of business, except for business dealing in securities transactions trade receivables is as follows:–

23. 應收貿易賬款（續）

日常業務過程中之應收貿易賬款，證券交易買賣業務除外（續）

附註：

(c) 日常業務過程中產生之應收貿易賬款（證券交易買賣業務應收貿易賬款除外）預期信貸虧損撥備變動載列如下：－

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
At the beginning of the year	於年初	139,290	139,305
Allowance for expected credit loss	預期信貸虧損撥備	211	–
Exchange difference	匯兑差額	5	(15)
At the end of the year	於年末	139,506	139,290

(d) The aging analysis of the trade receivables which are overdue but not impaired is as follows:

(d) 已逾期但未減值之應收貿易賬款之賬齡分析如下：

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
One to three months overdue	逾期一至三個月	7,407	5,822
More than three months, but less than twelve months overdue	逾期超過三個月，但少於十二個月	22	499
Over twelve months overdue	逾期十二個月以上	20	13
		7,449	6,334

24. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

24. 預付款項、按金及其他應收款項

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Prepayments	預付款項	5,296	3,461
Deposits	按金	5,005	5,731
Other receivables	其他應收款項	2,645	2,459
		12,946	11,651

25. CONTRACT ASSETS AND CONTRACT LIABILITIES

25. 合約資產及合約負債

(a) Contract assets

(a) 合約資產

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Contract assets relating to asset management and advisory on securities contract	與資產管理及證券顧問合約有關之合約資產	1,155	–

The contract assets are primarily related to the Group's right to consideration for asset management and advisory on securities contract because the rights are conditional upon the Group's fulfilment of certain performance. The contract assets are transferred to trade receivables when the rights become unconditional.

合約資產主要與本集團收取資產管理及證券顧問合約代價的權利有關，原因為該權利須待本集團達致若干表現後方可予行使。合約資產於有關權利成為無條件後轉至應收貿易賬款。

25. CONTRACT ASSETS AND CONTRACT LIABILITIES *(continued)*

25. 合約資產及合約負債*(續)*

(b) Contract liabilities

(b) 合約負債

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Contract liabilities relating to asset management and advisory on securities contract	與資產管理及證券顧問合約有關之合約負債	265	–

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

影響已確認合約負債金額的主要付款條款如下：

Generally, the Group receives a lump sum amount of asset management fee and advisory on securities fee in advance for a specified range of time from customers when they sign the contract. This lump sum amount received is recognised as a contract liability initially and to be recognised overtime as revenue when performances obligation are satisfied.

一般而言，本集團會於簽訂合約後制定時間內提前自客戶一次性收取資產管理費及證券顧問費。該筆一次性款項初步確認為合約負債及於完成履約責任時隨時間確認為收入。

Movement in contract liabilities:

合約負債變動：

		HK$'000 港幣千元
Acquisition of a subsidiary *(Note 38)*	收購一間附屬公司*(附註38)*	1,002
Increase in contract liabilities as a result of billing in advance of assets management and advisory	因提前進行資產管理及諮詢計費導致合約負債增加	531
Decrease in contract liabilities as result of recognising revenue during the year	因年內確認收入導致合約負債減少	(1,268)
Balance as at 31 December 2019	**於二零一九年十二月三十一日之結餘**	**265**

26. PLEDGED TIME DEPOSITS

The balances, which were carried at the prevailing market interest rate at 1.70% (2018: 0.94%) p.a. represent deposits pledged to a bank to secure bank overdraft facilities (2018: secure bank borrowing) granted to the Group, and therefore classified as current assets. The pledged deposits will be released upon expiry or termination or upon the settlement of relevant bank overdraft facilities. At 31 December 2019 and 2018, all the pledged time deposits were denominated in Hong Kong Dollars.

26. 已抵押定期存款

按現行市場年利率1.70%(二零一八年:0.94%)計息之結餘指作為存款抵押予銀行以獲取授予本集團之銀行透支融資(二零一八年:獲取銀行借貸),因此被分類為流動資產。已抵押存款將於有關銀行透支融資屆滿或終止或已償還時解除。於二零一九年及二零一八年十二月三十一日,所有已抵押定期存款均以港幣計值。

27. CASH AND BANK BALANCES

(a) Segregated accounts

From the Group's ordinary business in provision of securities brokerage and related services, the Group receives and holds more deposited by client in are course of the conduct of the regulated activities. These clients' monies are maintained in segregated bank accounts at market interest rates. The Group has recognised the corresponding accounts payables to respective clients. As at 31 December 2019, the segregated accounts with authorised institutions in securities relation to its brokerage business totalled HK$121,789,000.

27. 現金及銀行結餘

(a) 獨立賬戶

就本集團提供證券經紀及相關服務之日常業務而言,本集團於從事受規管活動過程中收取並持有客戶存入款項。該等客戶款項按市場利率存置於獨立銀行賬戶。本集團確認應付予各客戶之相關款項。於二零一九年十二月三十一,與其經紀業務有關之於經授權證券機構之獨立賬戶合共為港幣121,789,000元。

27. CASH AND BANK BALANCES

(b) House accounts

27. 現金及銀行結餘

(b) 自有賬戶

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Cash at bank and in hand	銀行存款及現金	**47,833**	34,199

Notes:

(a) Cash at bank earns interest at floating rates based on daily bank deposit rates.

(b) The Group's bank balances are denominated in the following currencies:

附註：

(a) 存放於銀行之現金乃根據每日銀行存款利率之浮動息率賺取利息。

(b) 本集團銀行結餘以下列貨幣計值：

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Hong Kong Dollars	港幣	**41,896**	32,692
Renminbi	人民幣	**411**	462
Singapore Dollars	新加坡元	**251**	389
United States Dollars	美元	**5,195**	48
Euro	歐羅	**30**	553
Others	其他	**50**	55
		47,833	34,199

27. CASH AND BANK BALANCES *(continued)* 27. 現金及銀行結餘*(續)*

(c) Reconciliation of liabilities arising from financing activities (c) 融資活動產生之負債對賬：

		Loan from a related party 一名關連人士貸款 HK$'000 港幣千元	Bank and other borrowings 銀行及其他借貸 HK$'000 港幣千元 (Note 30) (附註30)	Loan from the ultimate holding company 最終控股公司貸款 HK$'000 港幣千元 (Note 31) (附註31)	Lease liabilities 租賃負債 HK$'000 港幣千元	Total 合計 HK$'000 港幣千元
At 1 January 2018	於二零一八年一月一日	–	4,500	3,602	–	8,102
Change in financing cash flows:	融資現金流量變動：					
Increase in bank and other borrowings	銀行及其他借貸增加	–	57,000	–	–	57,000
Repayment of bank and other borrowings	償還銀行及其他借貸	–	(27,000)	–	–	(27,000)
Total changes in financing cash flows	融資現金流量總變動	–	30,000	–	–	30,000
Others:	其他：					
Exchange adjustments	匯兌調整	–	–	(46)	–	(46)
Other changes	其他變動	–	–	(46)	–	(46)
At 31 December 2018	**於二零一八年十二月三十一日**	**–**	**34,500**	**3,556**	**–**	**38,056**
Impact on adoption of HKFRS 16	採納香港財務報告準則第16號之影響	**–**	**–**	**–**	**3,726**	**3,726**
At 1 January 2019	**於二零一九年一月一日**	**–**	**34,500**	**3,556**	**3,726**	**41,782**
Change in financing cash flows:	融資現金流量變動：					
Increase in bank and other borrowings	銀行及其他借貸增加	**–**	**332,500**	**–**	**–**	**332,500**
Repayment of a related party	償還一名關連人士	**(12,000)**	**–**	**–**	**–**	**(12,000)**
Repayment of bank and other borrowings	償還銀行及其他借貸	**–**	**(207,000)**	**–**	**–**	**(207,000)**
Repayment of lease liabilities	償還租賃負債	**–**	**–**	**–**	**(3,940)**	**(3,940)**
Total changes in financing cash flows	融資現金流量總變動	**(12,000)**	**125,500**	**–**	**(3,940)**	**109,560**
Others:	其他：					
Acquisition of a subsidiary *(Note 38)*	收購附屬公司*(附註38)*	**12,000**	**–**	**–**	**–**	**12,000**
New leases entered/modified	已簽立／修訂新租賃	**–**	**–**	**–**	**5,332**	**5,332**
Other changes	其他變動	**12,000**	**–**	**–**	**5,332**	**17,332**
At 31 December 2019	**於二零一九年十二月三十一日**	**–**	**160,000**	**3,556**	**5,118**	**168,674**

28. TRADE PAYABLES

28. 應付貿易賬款

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Trade payables arising from other ordinary course of business of dealing in securities transactions:	**於證券交易買賣日常業務過程中產生之應付貿易賬款：**		
– Cash clients	－現金客戶	**37,447**	–
– Margin clients	－孖展客戶	**77,318**	–
– Futures and options clients	－期貨及期權客戶	**50,548**	–
– Others	－其他	**717**	–
		166,030	–
Trade payables from the ordinary course of business, except for business of dealing in securities transactions	**日常業務過程中產生之應付貿易賬款，證券交易買賣業務除外**	**19,593**	10,540
Total trade payables	應付貿易賬款總額	**185,623**	10,540

Trade payables arising from other ordinary course of business of dealing in securities transactions

The settlement terms of trade payables from the business of dealing in securities are two days after trade date, and those of trade payables arising and recognising from the business of dealing in options contracts are the trade date. Interest is payable to any individual cash client with the balance over HK$100,000 at 0.01% per annum. No aging analysis is disclosed as in the opinion of directors of the Company, the aging analysis does not give additional value in view of the nature of this business.

Trade payables to clients arising from the business of dealing in options are cash deposits received from clients for their trading of these contracts. The required cash deposits are repayable upon the closure of the corresponding options position. The excess of the outstanding amounts over the required cash deposits stipulated are repayable to clients on demand.

於證券交易買賣其他日常業務過程中產生之應付貿易賬款

於證券買賣日常業務過程中產生之貿易應付賬款之結算期為交易日起計兩日以及期貨買賣業務產生及確認之該等應付貿易賬款之結算期為交易日。應向結餘超過港幣100,000元之任何個人現金客戶支付利息，利率為每年0.01%。由於本公司董事認為，鑑於本業務之性質，賬齡分析並無額外價值，故並無披露賬齡分析。

期貨買賣業務產生之應付客戶貿易賬款為就客戶買賣該等合約而自其收取之現金按金。所需現金按金須於相關期貨倉盤關閉後償還。未償還金額超出規定之所需現金按金部分須按要求償還予客戶。

28. TRADE PAYABLES *(continued)*

Trade payables arising from other ordinary course of business of dealing in securities transactions (continued)

Except for the trade payables to clients arising from the business of dealing in securities which bear interest at a fixed rate, all the trade payables are non-interest bearing.

Trade payables from the business of dealing in securities amounting to HK$121,789,000 are payable to external clients in respect of the segregated bank balances received and held for clients in the course of the conduct of the regulated activities. However, the Group does not have a currently enforceable right to offset these payables with the deposits placed.

Trade payables from the ordinary course of business, except for business of dealing in securities transactions

At the end of the reporting periods, the aging analysis of the trade payables from the ordinary course of business, except for business of dealing in securities transactions, based on the invoice date, is as follows:–

28. 應付貿易賬款*(續)*

於證券交易買賣其他日常業務過程中產生之應付貿易賬款(續)

除證券買賣業務產生之應付客戶貿易賬款按股東利率計息外，所有應付貿易賬款均不計息。

就於進行受規管業務過程中位客戶收取及持有之獨立銀行結餘而言，證券買賣業務產生之應付貿易賬款港幣121,789,000元須向外部客戶支付。然而，本集團現時並無可強制執行權利以所存放之按金抵銷該等應付款項。

日常業務過程中之應付貿易賬款，證券交易買賣業務除外

於報告期末，日常業務(證券交易買賣業務除外)過程中產生之應付貿易賬款之賬齡分析(按發票日期)如下：－

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Current and within one month	即期及一個月內	**11,797**	3,843
One to three months	逾期一至三個月	**7,787**	3,491
Over three months	逾期三個月以上	**9**	3,206
		19,593	10,540

29. ACCRUED CHARGES AND OTHER PAYABLES

29. 應計費用及其他應付款項

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Accrued charges	應計費用	894	620
Other payables *(note)*	其他應付款項(*附註*)	57,059	52,043
Interest payable	應付利息	10,942	–
		68,895	52,663

Note:

At 31 December 2019, other payables comprised an amount due to a former director, Mr. Sy Ethan, Timothy, of approximately HK$37,596,000 (2018: HK$40,247,000). The amount is interest-free, unsecured and repayable on demand.

附註:

於二零一九年十二月三十一日,其他應付款項包括應付前任董事施懿庭先生款項約港幣37,596,000元(二零一八年:港幣40,247,000元)。該金額為免息、無抵押及須於要求時償還。

30. BANK AND OTHER BORROWINGS

30. 銀行及其他借貸

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Secured	已抵押		
– bank borrowings	–銀行借貸	–	34,500
– other borrowings	–其他借貸	160,000	–
		160,000	34,500
Carrying amounts of secured Bank and other borrowings repayable:	應償還有抵押銀行及其他借貸之賬面值:		
– Within one year or on demand	–一年內或按要求	160,000	34,500

30. BANK AND OTHER BORROWINGS *(continued)*

Note:

At 31 December 2018, the bank borrowings of approximately HK$34,500,000 are secured by the pledged time deposits, carried interested rates at HIBOR plus 2.5% per annum and denominated in Hong Kong Dollars.

At 31 December 2019, the other borrowing of approximately HK$160,000,000, is secured by the building owned by the Group *(Note 15)*, carried fixed-interest rates at 8% to 14% per annum and denominated in Hong Kong Dollars.

30. 銀行及其他借貸*(續)*

附註：

於二零一八年十二月三十一日，銀行借貸約港幣34,500,000元以定期存款作抵押，並以香港同業拆息加2.5%之年利率計息及以港幣計值。

於二零一九年十二月三十一日，其他借貸約港幣160,000,000元以本集團擁有之樓宇作抵押（附註15），並以固定年利率8%至14%計息及以港幣計值。

31. LOAN FROM THE ULTIMATE HOLDING COMPANY

At 31 December 2019, the loan from the ultimate holding company of approximately HK$3,556,000 (31 December 2018: HK$3,556,000) represents the loan from the ultimate holding company to the Company and is unsecured, non-interest bearing and repayable on demand.

31. 最終控股公司貸款

於二零一九年十二月三十一日，最終控股公司貸款約港幣3,556,000元（二零一八年十二月三十一日：港幣3,556,000元）指最終控股公司向本公司提供之貸款，且屬無抵押、免息及須按要求償還。

32. CONVERTIBLE BONDS

On 28 February 2019, the Company issued convertible bonds with an aggregate principal amount of HK$300,000,000 which borne an interest rate of 3.8% per annum ("Convertible Bonds") as a part of consideration for acquisition of Yicko Securities Limited (Note 38). The Convertible Bonds entitled the holder to convert them into ordinary shares of the Company at a conversion price of HK$0.26 per ordinary share and will be converted into 1,153,846,153 shares assuming full conversion. Conversion may occur at any time during the term of the convertible bonds

The Convertible Bonds contain two components: liability and equity components. The equity element is presented in equity heading "Convertible bonds reserve".

32. 可換股債券

於二零一九年二月二十八日，本公司發行本金總額為港幣300,000,000元之可換股債券，按年利率3.8%計息（「可換股債券」），作為收購益高證券有限公司（「益高」）之部分代價（附註38）。可換股債券授權持有人按轉換價每股普通股港幣0.26元將其轉換為本公司普通股，假設悉數轉換，可轉換為1,153,846,153股股份轉換可能於可換股債券期限內任何時間發生。

可換股債券包括兩部分：負債及權益部分。權益部分以「可換股債券儲備」呈列於權益中。

32. CONVERTIBLE BONDS *(continued)*

The Convertible Bonds information are presented as follows:

32. 可換股債券*(續)*

可換股債券資料按如下呈列：

	Convertible Bond 2020 ("CB 2020") 二零二零年可換股債券(「二零二零年可換股債券」)	Convertible Bond 2021 ("CB 2021") 二零二一年可換股債券(「二零二一年可換股債券」)	Convertible Bond 2022 ("CB 2022") 二零二二年可換股債券(「二零二二年可換股債券」)
Principle amount 本金額			
– as at 28 February 2019	HK$100,000,000 In HK$ settlement 3.8% p.a. payable Annually	HK$100,000,000 In HK$ settlement 3.8% p.a. payable Annually	HK$100,000,000 In HK$ settlement 3.8% p.a. payable Annually
–於二零一九年二月二十八日	港幣100,000,000元 以港幣結算 每年應付3.8% 每年	港幣100,000,000元 以港幣結算 每年應付3.8% 每年	港幣100,000,000元 以港幣結算 每年應付3.8% 每年
Issue date: 發行日期：	28 February 2019 二零一九年二月二十八日	28 February 2019 二零一九年二月二十八日	28 February 2019 二零一九年二月二十八日
Maturity date: 到期日：	28 February 2020 二零二零年二月二十八日	28 February 2021 二零二一年二月二十八日	28 February 2022 二零二二年二月二十八日
Conversion price per share 每股轉換價	HK$0.260 港幣0.260 元	HK$0.260 港幣0.260 元	HK$0.260 港幣0.260 元
Discount rate 貼現率	5.68%	5.68%	5.68%
Effective interest rate 實際利率	5.68%	7.15%	9.94%

The Convertible bonds recognised in the consolidated statement of financial position was calculated as follows:

於綜合財務狀況表內確認之可換股債券計算如下：

		CB2020 二零二零年可換股債券 *HK$'000 港幣千元*	CB2021 二零二一年可換股債券 *HK$'000 港幣千元*	CB2022 二零二二年可換股債券 *HK$'000 港幣千元*	Total 總計 *HK$'000 港幣千元*
Liability component	負債部分	98,222	94,149	85,837	278,208
Equity component	權益部分	1,064	5,858	14,165	21,087
Nominal value of convertible bonds on issue date	於發行日期可換股債券之面值	99,286	100,007	100,002	299,295
At 28 February 2019	於二零一九年二月二十八日	98,222	94,149	85,837	278,208
Imputed interest charge	估算利息支出	4,668	5,626	7,132	17,426
Coupon interest payable	應付票面利息	(3,177)	(3,177)	(3,177)	(9,531)
At 31 December 2019	**於二零一九年十二月三十一日**	**99,713**	**96,598**	**89,792**	**286,103**
Current portion	**即期部分**	**99,713**	**–**	**–**	**99,713**
Non-current portion	**非即期部分**	**–**	**96,598**	**89,792**	**186,390**

33. DEFERRED TAXATION

(a) Deferred tax (asset)/liabilities recognised

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

33. 遞延税項

(a) 已確認遞延税項(資產)／負債

年內於綜合財務狀況表內確認之遞延税項負債部分及變動載列如下：

		Accelerated tax Depreciation 加速税項折舊 *HK$'000* *港幣千元*	Expected credit loss allowance 預期信貸虧損撥備 *HK$'000* *港幣千元*	Convertible Bonds 可換股債券 *HK$'000* *港幣千元*	Total 總計 *HK$'000* *港幣千元*
At 1 January 2018	於二零一八年一月一日	552	–	–	552
Change to the statement of profit or loss and other comprehensive income for the year	於年內損益及其他全面收益表扣除	52	–	–	52
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	604	–	–	604
Acquisition of a subsidiary *(Note 38)*	收購一間附屬公司*(附註38)*	(45)	(250)	–	(295)
Issuance of convertible bonds	發行可換股債券	–	–	3,596	3,596
Change/(credited) to the statement of profit or loss and other comprehensive income for the year	扣除／(計入)本年度損益及其他全面收益表	65	(19)	(1,304)	(1,258)
At 31 December 2019	**於二零一九年十二月三十一日**	**624**	**(269)**	**2,292**	**2,647**

33. DEFERRED TAXATION *(continued)*

(a) Deferred tax (asset)/liabilities recognised *(continued)*

33. 遞延税項(續)

(a) 已確認遞延税項(資產)／負債(續)

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Net deferred tax asset recognised in the consolidated statement of financial position	於綜合財務狀況表內確認之遞延税項資產淨值	269	–
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表內確認之遞延税項負債淨額	(2,916)	(604)
		(2,647)	(604)

34. LEASE LIABILITIES

At 31 December 2019, the Group had lease liabilities as follows:

34. 租賃負債

於二零一九年十二月三十一日，本集團之租賃負債載列如下：

		2019 Present value of the minimum lease payments 二零一九年最低租賃付款之現值 HK$'000 港幣千元	2019 Total minimum lease 二零一九年最低租賃付款總額 HK$'000 港幣千元
Within 1 year	1年內	3,570	3,668
After 1 year but within 2 years	1至2年	1,548	1,554
		5,118	5,222
Less: total future interest expenses	減：未來利息開支總額		(104)
Present value of lease liabilities	租賃負債之現值		5,118
Analysed by:	按以下分析：		
Rental premises	租賃物業		5,118

34. LEASE LIABILITIES *(continued)*

The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. Comparative information as at 31 December 2018 has not been restated. Further details on the impact of the transition to HKFRS 16 are set out in Note 2.

34. 租賃負債*(續)*

本集團採用經修訂追溯法初步應用香港財務報告準則第16號，並調整於二零一九年一月一日之期初結餘，以確認先前根據香港會計準則第17號分類為經營租賃之租賃相關之租賃負債。於二零一八年十二月三十一日之比較資料並未重列。過渡至香港財務報告準則第16號之影響之進一步詳情載於附註2。

35. SHARE CAPITAL

35. 股本

		Number of Share 股份數目	Share capital 股本 HK$'000 港幣千元
Authorised:	**法定：**		
At 1 January 2018, 31 December 2018, 1 January 2019 and 31 December 2019, ordinary shares of HK$0.01 each	於二零一八年一月一日、二零一八年十二月三十一日、二零一九年一月一日及二零一九年十二月三十一日，每股面值港幣0.01元之普通股	20,000,000,000	20,000
Issued and fully paid:	**已發行及繳足：**		
At 1 January 2018, 31 December 2018, 1 January 2019 and 31 December 2019, ordinary shares of HK$0.01 each	於二零一八年一月一日、二零一八年十二月三十一日、二零一九年一月一日及二零一九年十二月三十一日，每股面值港幣0.01元之普通股	7,748,960,899	77,489

36. EMPLOYEE BENEFIT EXPENSES

(a) Staff cost

The total staff cost of the Group during the year (including directors and senior management emoluments) is as follows:

36. 僱員福利支出

(a) 員工成本

於年內，本集團之員工成本總額（包括董事及高級管理人員之酬金）如下：

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度 HK$'000 港幣千元	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度 HK$'000 港幣千元
Salaries and allowances	薪金及津貼	**31,370**	35,207
Staff welfare	僱員福利	**179**	361
Contributions to retirement fund	退休金供款	**1,118**	1,388
		32,667	36,956

(b) Directors and senior management emoluments

The emoluments of the Directors are as follows:

(b) 董事及高級管理人員之酬金

董事酬金如下：

Name of Directors	董事姓名	Year ended 31 December 2019 截至二零一九年十二月三十一日止年度 Fees 袍金 HK$'000 港幣千元	Salaries and allowances 薪金及津貼 HK$'000 港幣千元	Contributions to retirement fund 退休金供款 HK$'000 港幣千元	Total 合計 HK$'000 港幣千元
Executive directors	*執行董事*				
Mr. HUANG Zhen Qian	黃振謙先生	–	1,380	18	1,398
Mr. SO Haw, Herman *(note (i))*	蘇灝先生*（附註(i)）*	–	1,380	18	1,398
Non-executive Director	*非執行董事*				
Mr. DU Jun	杜軍先生	–	–	–	–
Mr. LI Xiang Yu	李向禹先生	–	–	–	–
Mr. CUI Ming Hong	崔明宏先生	–	–	–	–
Ms. BAI Wei *(note (iii))*	柏薇女士*（附註(iii)）*	–	–	–	–
Independent non-executive Directors	*獨立非執行董事*				
Mr. WONG Chun Man	王俊文先生	360	–	–	360
Mr. TSE Yung Hoi	謝湧海先生	360	–	–	360
Mr. NG Man Kung	吳文拱先生	360	–	–	360
		1,080	2,760	36	3,876

36. EMPLOYEE BENEFIT EXPENSES *(continued)*

(b) Directors and senior management emoluments *(continued)*

36. 僱員福利支出*(續)*

(b) 董事及高級管理人員之酬金*(續)*

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

Name of Directors	董事姓名	Fees 袍金 *HK$'000 港幣千元*	Salaries and allowances 薪金及津貼 *HK$'000 港幣千元*	Contributions to retirement fund 退休金供款 *HK$'000 港幣千元*	Total 合計 *HK$'000 港幣千元*
Executive directors	*執行董事*				
Mr. HUANG Zhen Qian	黃振謙先生	–	1,380	18	1,398
Mr. SO Haw, Herman *(note (i))*	蘇灝先生*(附註(i))*	–	1,380	18	1,398
Non-executive Director	*非執行董事*				
Mr. DU Jun	杜軍先生	–	–	–	–
Mr. LI Xiang Yu	李向禹先生	–	–	–	–
Mr. CUI Ming Hong	崔明宏先生	–	–	–	–
Mr. YANG Li Ming *(note (ii))*	楊立明先生*(附註(ii))*	–	–	–	–
Ms. BAI Wei *(note (iii))*	柏薇女士*(附註(iii))*	–	–	–	–
Independent non-executive Directors	*獨立非執行董事*				
Mr. WONG Chun Man	王俊文先生	360	–	–	360
Mr. TSE Yung Hoi	謝湧海先生	360	–	–	360
Mr. NG Man Kung	吳文拱先生	360	–	–	360
		1,080	2,760	36	3,876

Note:

(i) Mr. SO Haw, Herman was resigned as executive director with effect from 31 January 2020.

(ii) Mr. YANG Li Ming was resigned as non-executive director with effect from 23 August 2018.

(iii) Ms. BAI Wei was appointed as non-executive director with effect from 23 August 2018.

附註：

(i) 蘇灝先生已辭任執行董事，自二零二零年一月三十一日起生效。

(ii) 楊立明先生辭任非執行董事，自二零一八年八月二十三日起生效。

(iii) 柏薇女士獲委任為非執行董事，自二零一八年八月二十三日起生效。

36. EMPLOYEE BENEFIT EXPENSES *(continued)*

(c) Five highest paid individuals

The five individuals with the highest emoluments in the Group for the year ended 31 December 2019 included two (2018: two) Directors whose emoluments are set out in Note 36(b). The aggregate of the emoluments payable in respect of the three (2018: three) highest paid individuals who are neither a director nor chief executive of the Company, during the year are as follows:

36. 僱員福利支出*(續)*

(c) 五名最高薪酬人士

截至二零一九年十二月三十一日止年度，本集團五名最高薪酬人士包括兩名(二零一八年：兩名)董事，其薪酬載於附註36(b)。於年內應付予該三名(二零一八年：三名)最高薪酬人士(並非本公司董事或主要行政人員)之薪酬總額如下：

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度
		HK$'000 港幣千元	*HK$'000 港幣千元*
Salaries and allowances	薪金及津貼	2,844	2,086
Contributions to retirement fund	退休金供款	44	61
		2,888	2,147

		Number of individual 人數	
		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度
Emolument bands:	薪酬組別:		
Nil to HK$1,000,000	港幣零元至港幣1,000,000元	2	3
HK$1,000,001 to HK$1,500,000	港幣1,000,001元至港幣1,500,000元	1	–
		3	3

37. SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Scheme") on 6 March 2015 pursuant to which employees and directors of the Group and other eligible persons who have made contribution to the Group were given opportunity to obtain equity holdings in the Company.

A summary of the Scheme is set out as follows:

(a) Purpose of the Scheme

The purpose of the Scheme is to enable the Company to grant share options to selected participants as incentives or rewards for their contribution to the Group.

(b) Participants of the Scheme

Eligible participants include full time employees and directors of the Company or its subsidiaries; advisers, consultants, suppliers and agents to the Company or its subsidiaries and such other persons who, at the sole determination of the board of directors, have contributed to the Group.

(c) Total number of shares available for issue under the Scheme and percentage of issued share capital at the date of this annual report

No share option had been granted under the Scheme and no share is available for issue under the Scheme at the date of this annual report.

(d) Maximum entitlement of each participant under the Scheme

The total number of shares issued and to be issued upon exercise of the options granted to each participant (including exercised, cancelled and outstanding options) in any 12-month period must not exceed 1% of the shares in issue unless the same is approved by shareholders in general meeting.

37. 購股權計劃

於二零一五年三月六日，本公司採納一項購股權計劃(「計劃」)，本集團各僱員及董事以及曾對本集團作出貢獻之其他合資格人士均獲得機會取得本公司股權。

計劃之概要載列如下：

(a) 計劃之目的

計劃之目的在於使本公司授出購股權予特定參與者，作為彼等對本集團所作貢獻之獎勵或回報。

(b) 計劃之參與者

合資格參與者包括本公司或其附屬公司之全職僱員及董事；本公司或其附屬公司之顧問、諮詢顧問、供應商及代理以及董事會全權決定曾對本集團作出貢獻之其他人士。

(c) 根據計劃可供發行之股份總數及佔本年報日期已發行股本之百分比

於本年報日期並無根據計劃授出購股權，亦無股份根據計劃可供發行。

(d) 根據計劃各參與者之最高配額

於任何12個月期間行使授予各參與者之購股權(包括已行使、已註銷及尚未行使之購股權)時已發行及將發行之股份總數不得超過已發行股份1%，惟股東在股東大會上批准有關配額除外。

37. SHARE OPTION SCHEME *(continued)*

(e) The period within which the shares must be taken up under an option

At any time during a period to be notified by the board of directors, which period not to exceed 10 years commencing on the date on which the option is accepted and expiring on a day not later than the last day of the 10-year period.

(f) The minimum period for which an option must be held before it can be exercised

None, unless otherwise determined by the board of directors and specified in the offer letter of an option.

(g) The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be repaid

HK$1.00 is to be paid as consideration for the grant of option within 30 days from the date of offer.

(h) The basis of determining the exercise price

The exercise price shall be determined by the board of directors but shall not be less than the highest of:

(i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of offer;

(ii) the average closing price of the shares as stated in the daily quotations sheet of the Stock Exchange for the 5 business days immediately preceding the date of offer; and

(iii) the nominal value of a share.

(i) The remaining life of the Scheme

The Scheme shall be valid and effective for a period of 10 years commencing on the adoption date on 6 March 2015.

No share option has been granted under the Scheme since its adoption.

37. 購股權計劃 *(續)*

(e) 根據購股權須認購股份之期限

董事會通知之期間內任何時間，惟有關期間不得超過接納購股權日期起計10年，並最遲於該10年期間最後一日屆滿。

(f) 購股權於可行使前須持有之最短期限

無，除非董事會另行釐定以及購股權要約函件內另行訂明。

(g) 於申請或接納購股權時應付款項及必須或可能付款或催繳或須就此等目的償還貸款之期限

授出購股權當日起計30日內須支付港幣1.00元作為代價。

(h) 釐定行使價之基準

行使價須由董事會釐定，惟不得低於下列最高者：

(i) 股份於授出當日在聯交所每日報價表所列之收市價；

(ii) 股份於緊接授出當日前5個營業日在聯交所每日報價表所列之平均收市價；及

(iii) 一股股份之面值。

(i) 計劃剩餘年期

計劃於二零一五年三月六日採納當日起計10年內有效。

自計劃採納以來，並無根據計劃授出購股權。

38. ACQUISITION OF A SUBSIDIARY

On 13 February 2018, Exquisite Honor Holdings Limited, a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement for the acquisition of 100% of the issued share capital of Yicko Securities Limited ("Yicko") at a total consideration HK$420,000,000, which was satisfied as to HK$120,000,000 in cash and HK$300,000,000 by the issue of the convertible bonds by the Company. Yicko provides financial services to the clients which consist of securities brokerage services (including securities and stock option broking), placing and underwriting services (such as acting as underwriter and placing agent for equity securities, which include initial public offerings on the Main Board (the "Main Board") or the Growth Enterprise Market ("GEM") of the Stock Exchange respectively, and placements/rights issue/open offers in Hong Kong), securities margin financing service and asset management service. The acquisition was completed on 28 February 2019. Please refer to the Company's announcements dated 14 February 2018 and 28 February 2019 and the Company's circular dated 24 May 2018.

Details of the purchase consideration and the net assets acquired are as follows:–

38. 收購一間附屬公司

於二零一八年二月十三日，本公司全資附屬公司Exquisite Honor Holdings Limited就收購益高證券有限公司(「益高」)之100%已發行股本訂立買賣協議，總代價為港幣420,000,000元，其中港幣120,000,000元以現金支付及港幣300,000,000元透過發行本公司可換股債券支付。益高向客戶提供金融服務，由證券經紀服務(包括證券及股票期權經紀)、配售及包銷服務(如擔任股本證券的包銷商及配售代理(包括分別於聯交所主板(「主板」)或GEM(「GEM」)的首次公開發售，以及香港配售／供股／公開發售)、證券孖展融資服務及資產管理服務組成。收購事項已於二零一九年二月二十八日完成。請參閱本公司日期為二零一八年二月十四日及二零一九年二月二十八日之公告以及本公司日期為二零一八年五月二十四日之通函。

購買代價及所收購資產淨額之詳情載列如下：–

Purchase consideration **購買代價**

		HK$'000 *港幣千元*
Cash consideration	現金代價	120,000
Fair value of convertible bonds issued	已發行可換股債券之公平價值	299,295
Total consideration	**總代價**	419,295

38. ACQUISITION OF A SUBSIDIARY *(continued)*

Purchase consideration *(continued)*

The assets and liabilities recognised as a result of the acquisition are as follows:–

38. 收購一間附屬公司（續）

購買代價（續）

就收購事項已確認之資產及負債載列如下：–

		Fair value 公平價值 *HK$'000* *港幣千元*
Property, plant and equipment	物業 廠房及設備	133
Other assets	其他資產	2,309
Deferred tax assets	遞延稅項資產	295
Financial assets at fair value through profit or loss	透過損益以公平價值列賬之金融資產	4
Trade and other receivables	應收貿易賬款及其他應收款項	178,050
Tax recoverable	可收回稅項	421
Bank balances – Segregated accounts	銀行結餘－獨立賬戶	123,547
Bank balances – House accounts	銀行結餘－自有賬戶	16,150
Cash on hand	手頭現金	3
Bank overdraft	銀行透支	(7,819)
Trade and other payables	應付貿易賬款及其他應付款項	(179,917)
Contract liabilities	合約負債	(1,002)
Loans from a related party	關連方貸款	(12,000)
Net identifiable assets acquired	已收購可識別資產淨額	120,174
Goodwill arising on acquisition *(Note 17)*	收購產生之商譽*（附註17）*	299,121
Total fair value of consideration paid:	已付代價之總公平價值:	419,295

The acquisition contributed revenues of HK$33,978,000 and net profit of HK$21,161,000 to the Group for the period from 1 March 2019 to 31 December 2019. If the acquisition had occurred on 1 January 2019, the pro-forma revenue and profit for the year ended 31 December 2019 would have been HK$42,337,000 and HK$27,429,000 respectively. The Directors consider that these pro-forma numbers represent an approximate measure of the performance of the combined group on an annualised basis and provide a reference point for comparison in future periods.

於二零一九年三月一日至二零一九年十二月三十一日期間，收購為本集團貢獻收益港幣33,978,000元及純利港幣21,161,000元。倘收購於二零一九年一月一日發生，截至二零一九年十二月三十一日止年度之備考收益及溢利將分別為港幣42,337,000元及港幣27,429,000元。董事認為，該等備考數字乃基於年化基準之合併集團表現之概約計量，並提供參考點以供未來期間作比較。

38. ACQUISITION OF A SUBSIDIARY *(continued)*

Purchase consideration *(continued)*

Purchase consideration – cash outflow:

38. 收購一間附屬公司*(續)*

購買代價*(續)*

購買代價－現金流出：

		HK$'000 *港幣千元*
Cash consideration	現金代價	120,000
Less: Bank balance – House accounts	減:銀行結餘－自有賬戶	(16,150)
Less: Cash on hand	減:手頭現金	(3)
Add: Bank overdraft	加:銀行透支	7,819
Net outflow of cash	現金流出淨額	111,666

Acquisition-related costs amounting to HK$3,218,000 have been recognised as an expense in the period, within the "administrative expenses" line item in the consolidated statement of profit or loss and other comprehensive income.

收購相關成本港幣3,218,000元已於未經審核綜合損益及及其他全面收益表內「行政開支」項下確認為期內之開支。

39. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances detail elsewhere in the consolidated financial statements, the Group had the following material transactions with related parties during the years:

39. 主要關連人士交易

除於綜合財務報表中其他地方之交易及余額明細外，本集團於年內與關連人士進行以下重大交易：

(a) The Group had the following transactions with the related parties during the years:

(a) 本集團於年內與關連人士進行以下交易：

		Notes *附註*	**Year ended 31 December 2019** **截至二零一九年十二月三十一日止年度** ***HK$'000*** ***港幣千元***	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度 *HK$'000* *港幣千元*
Commission and brokerage income received from:	自以下人士收取之佣金及經紀收入：	7		
– related parties	－關連人士		**7**	–
– directors	－董事		**73**	–
– immediate holding company	－直接控股公司		**98**	–
Asset management services income received from:	自以下人士收取之資產管理服務收入：	7		
– directors	－董事		**111**	–

39. MATERIAL RELATED PARTY TRANSACTIONS *(continued)*

39. 主要關連人士交易*(續)*

(b) The outstanding balances with related parties at the end of the reporting period are as follows:

(b) 於報告期末與關連人士之未償還餘額如下：

		Notes 附註	At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Amounts due from related parties included in: – margin clients receivable	應收關連人士款項計入：－應收保證金客戶之賬款	23	26	–
Amounts due from directors included in: – contract assets	應收董事款項計入：－合約資產	25	82	–
Amounts due to related parties included in: – futures and options clients payable	應付關連人士款項計入：－應付期貨及股權客戶之賬款	28	376	–
– margin clients payable	－應付保證金客戶之賬款	28	3	–
Amounts due to directors included in: – cash clients payable	應付董事款項計入：－應付現金客戶之賬款	28	480	–
– margin clients payable	－應付保證金客戶之賬款	28	339	–
– futures and options clients payable	－應付期貨及股權客戶之賬款	28	4,214	–
Amount due to the immediate holding company included in: – margin clients payable	應付直接控股公司款項計入：－應付保證金客戶之賬款	28	19,366	–

39. MATERIAL RELATED PARTY TRANSACTIONS *(continued)*

(c) Key management personnel compensation

Compensation for key management personnel, including amount paid to the Directors, as disclosed in Note 36(b), is as follows:

39. 主要關連人士交易*(續)*

(c) 主要管理人員酬金

按附註36(b)所披露，主要管理人員酬金(包括支付予董事之款項)如下：

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度 HK$'000 港幣千元	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度 HK$'000 港幣千元
Salaries and allowances	薪金及津貼	4,712	4,716
Contributions to retirement fund	退休金供款	51	90
		4,763	4,806

40. OPERATING LEASE COMMITMENTS

The Group 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.

At the end of reporting periods, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

40. 經營租賃承擔

本集團作為承租人

本集團根據經營租賃安排租賃若干物業。而物業之租賃年期經磋商後釐定為一年至三年不等。

於報告期末，本集團根據下列期間到期之不可撤銷經營租賃而於未來之最低租賃款項之總額如下：

		At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Within one year	一年內	3,212
In the second to fifth years, inclusive	第二年至第五年(首尾兩年包括在內)	2,243
		5,455

41. STATEMENT OF FINANCIAL POSITION 41. 財務狀況表

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Non-current assets	**非流動資產**		
Interest in subsidiaries	附屬公司權益	**430,044**	10,749
Financial assets at fair value through profit or loss	透過損益以公平價值列賬之金融資產	**11,560**	13,800
Deposit for acquisition of subsidiaries	收購附屬公司之按金	**–**	21,873
		441,604	46,422
Current assets	**流動資產**		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	**742**	745
Amounts due from subsidiaries	應收附屬公司款項	**286,893**	336,781
Financial assets at fair value through profit or loss	透過損益以公平價值列賬之金融資產	**1,158**	1,840
Cash and bank balances	現金及銀行結餘	**12,366**	24,178
		301,159	363,544
Current liabilities	**流動負債**		
Accrued charges and other payables	應計費用及其他應付款項	**16,392**	6,532
Loan from the ultimate holding company	最終控股公司貸款	**3,556**	3,556
Bank borrowings	銀行借貸	**–**	30,000
Deferred tax liabilities	遞延稅項負債	**47**	–
Convertible bonds	可換股債券	**99,713**	–
Amounts due to subsidiaries	應付附屬公司款項	**151,139**	5,844
		270,847	45,932
Net current assets	**流動資產淨額**	**30,312**	317,612
Total assets less current liabilities	**總資產減流動負債**	**471,916**	364,034

41. STATEMENT OF FINANCIAL POSITION (continued)

41. 財務狀況表(續)

		At 31 December 2019 於二零一九年十二月三十一日 HK$'000 港幣千元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 港幣千元
Non-current liabilities	**流動負債**		
Deferred tax liabilities	遞延税項負債	**2,245**	–
Convertible bonds	可換股債券	**186,390**	–
		188,635	–
Net assets	**資產淨額**	**283,281**	364,034
Equity	**權益**		
Capital and reserves attributable to owners of the Company	本公司擁有人應佔資本及儲備		
Share capital	股本	**77,489**	77,489
Reserves *(note)*	儲備(*附註*)	**205,792**	286,545
Total equity	**總權益**	**283,281**	364,034

The statements of financial position of the Company was approved and authorised for issue by the board of directors of the Company on 9 April 2020 and are signed on its behalf by:

本公司財務狀況表經本公司董事會於二零二零年四月九日批准及授權刊發,並由下列董事代表簽署:

HUANG Zhen Qian
黃振謙
Executive Director
執行董事

Du Jun
杜軍
Executive Director
執行董事

41. STATEMENT OF FINANCIAL POSITION (continued)

41. 財務狀況表(續)

Note:

附註:

The reserves of the Company as at 31 December 2019 and 2018 are as follows:

於二零一九年及二零一八年十二月三十一日本公司之儲備如下:

		Share premium 股份溢價	Capital redemption reserve 資本贖回儲備	Convertible bonds reserve 可換股債券儲備	Accumulated losses 累計虧損	Total 合計
		HK$'000 港幣千元	*HK$'000 港幣千元*	*HK$'000 港幣千元*	*HK$'000 港幣千元*	*HK$'000 港幣千元*
At 1 January 2018	於二零一八年一月一日	1,049,990	160	–	(703,612)	346,538
Loss for the year	年內虧損	–	–	–	(59,993)	(59,993)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	1,049,990	160	–	(763,605)	286,545
Recognition of the equity component of convertible bonds	可換股債券之確認權益部分	–	–	21,087	–	21,087
Deferred tax on convertible bonds	可換股債券之遞延稅項	–	–	(3,596)	–	(3,596)
Loss for the year	年內虧損		–	–	(98,244)	(98,244)
At 31 December 2019	**於二零一九年十二月三十一日**	**1,049,990**	**160**	**17,491**	**(861,849)**	**205,792**

At 31 December 2019, the Company has a distributable reserve, of approximately HK$188,141,000 (2018: HK$286,385,000), represented by share premium exceed accumulated losses of the Company. Under the Companies Law (2014 Revision) of the Cayman Islands, share premium of the Company is distributable to the members, subject to a solvency test.

於二零一九年十二月三十一日,本公司之可分派儲備約為港幣188,141,000元(二零一八年:港幣286,385,000元),其指股份溢價超出本公司累計虧損部分。根據開曼群島公司法(二零一四年修訂),本公司股份溢價可經償債能力測試後分派予股東。

42. EVENT AFTER REPORTING PERIOD

(i) On 28 February 2020, the Company and Mr. CHONG Chin and Ms. YAO Sze Ling, the holders of the convertible bonds due 28 February 2020 (the "1st Tranche Convertible Bonds"), entered into a deed of extension to extend the maturity date for repayment of the principal amount of the 1st Tranche Convertible Bonds from 28 February 2020 to 28 November 2020. The transaction is in essence a mere extension of time for repayment of a debt, which is the principal amount of these convertible bonds being HK$100,000,000, and there is no extension of the conversion period for Mr. CHONG Chin and Ms. YAO Sze Ling to exercise their right to convert the 1st Tranche Convertible Bonds into shares of the Company. Save for the aforesaid alteration, all other terms and conditions of the convertible bonds shall remain unchanged and in full force and effect.

(ii) Since January 2020, the outbreak of Novel Coronavirus ("COVID-19") has impacted the global business environment. Up to the date of these financial statements, COVID-19 has not resulted in material impact to the Group. Pending the development and spread of COVID-19 subsequent to the date of these consolidated financial statements, further changes in economic conditions for the Group arising thereof may have impact on the financial results of the Group, the extent of which could not be estimated as at the date of these consolidated financial statements. The Group will continue to monitor the development of COVID-19 and react actively to its impact on the financial position and operating results of the Group.

42. 報告期末後事項

(i) 於二零二零年二月二十八日，本公司與於二零二零年二月二十八日到期之可換股債券(「首批可轉換債券」)之持有人張勤先生及邱斯陵女士訂立延長契據，以將償還首批可換股債券本金額之到期日由二零二零年二月二十八日延長至二零二零年十一月二十八日。交易本質上僅為延長償還債務(即該等可換股債券之本金額港幣100,000,000元)之時間，且概無延長張勤先生及邱斯陵女士之轉換期，以行使彼等將首批可換股債券轉換為本公司股份之權利。除上述變更外，可換股債券之所有其他條款及條件均保持不變，並具有十足效力。

(ii) 自二零二零年一月起爆發的新型冠狀病毒(「COVID-19」)已對全球營商環境造成影響。截至該等財務報表日期，COVID-19並未對本集團造成重大影響。於COVID-19在該等綜合財務報表日期後發展及傳播期間，由此造成之本集團經濟狀況進一步變動可能會對本集團之財務業績產生影響，且影響程度無法於該等綜合財務報表日期估計。本集團將繼續監察COVID-19之發展，並積極應對其對本集團財務狀況及經營業績產生之影響。

43. COMPARATIVE FIGURES

The Group has initially applied HKFRS 16 as at 1 January 2019. Under the transition methods, the comparative information is not restated.

43. 比較數字

本集團於二零一九年一月一日首次應用香港財務報告準則第16號。根據過渡法，比較資料未予重列。

44. AUTHORISATION FOR ISSUE OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Directors on 9 April 2020.

44. 授權刊發綜合財務報告

董事會已於二零二零年四月九日批准及授權刊發綜合財務報告。

Five-Year Financial Summary
五年財務摘要

RESULTS 業績

		Year ended 31 December 2019 HK$'000 截至二零一九年十二月三十一日止年度 港幣千元	Year ended 31 December 2018 HK$'000 截至二零一八年十二月三十一日止年度 港幣千元	Fifteen months ended 31 December 2017 HK$'000 截至二零一七年十二月三十一日止十五個月 港幣千元	Year ended 30 September 截至九月三十日止年度 2016 HK$'000 二零一六年 港幣千元	2015 HK$'000 二零一五年 港幣千元
Results	**業績**					
Revenue	收益	**207,794**	109,712	116,026	103,401	86,695
Loss before taxation	除稅前虧損	**43,774**	(43,841)	(45,853)	(25,299)	(23,365)
Taxation	稅項	**(2,814)**	4	(39)	–	20
Loss for the year attributable to:	以下人士應佔年度虧損:					
Owners of the Company	本公司擁有人	**(45,417)**	(43,690)	(45,892)	(25,299)	(23,345)
non-controlling interests	非控股權益	**(1,171)**	(147)	–	–	–
Dividends	股息	**–**	–	–	–	–
Assets and liabilities	**分部資產及負債**					
Total assets	總資產	**1,030,778**	460,348	432,860	78,448	39,945
Total liabilities	總負債	**(714,924)**	(101,863)	(53,767)	(80,519)	(16,850)
		315,854	358,485	379,093	(2,071)	23,095
Equity attributable to owners of the Company	本公司擁有人應佔權益	**317,172**	345,132	379,093	(2,071)	23,095
Non-controlling interests	非控股權益	**(1,318)**	13,353	–	–	–
Total equity	總權益	**315,854**	358,485	379,093	(2,071)	23,095

Guoan International Limited
國安國際有限公司

15th Floor of Tower II, Admiralty Centre,
No.18 Harcourt Road, Hong Kong
香港夏慤道18號海富中心2座15樓
Tel 電話: (852) 3585 8700
Fax 傳真: (852) 3585 8711
E-mail 電郵: info@guoanintl.com