



英皇證券集團有限公司 Emperor Capital Group Limited

Incorporated in Bermuda with limited liability (Stock Code:717)
於百慕達註冊成立之有限公司(股份代號：717)



Inherit the past Usher in the future
承先啟後 再創高峰

Annual Report
2017/2018 年報

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CORPORATE INFORMATION AND KEY DATES

公司資料及重要日期

Directors

Daisy Yeung (*Managing Director*)

Chan Shek Wah

Choi Suk Hing, Louisa

Pearl Chan

Chu Kar Wing*

Poon Yan Wai*

Wan Choi Ha*

* *Independent Non-executive Directors*

Company Secretary

Choi Suk Hing, Louisa

Executive Committee

Daisy Yeung (*Chairperson*)

Chan Shek Wah

Choi Suk Hing, Louisa

Pearl Chan

Audit Committee

Poon Yan Wai (*Chairman*)

Chu Kar Wing

Wan Choi Ha

Remuneration Committee

Chu Kar Wing (*Chairman*)

Daisy Yeung

Poon Yan Wai

Nomination Committee

Wan Choi Ha (*Chairperson*)

Daisy Yeung

Chu Kar Wing

Corporate Governance Committee

Choi Suk Hing, Louisa (*Chairperson*)

Poon Yan Wai

Wan Choi Ha

A representative from company secretarial function

A representative from finance and accounts function

Auditor

Deloitte Touche Tohmatsu

Investor Relations Contact

Luk Man Ching, Anna

Email: ir717@emperorgroup.com

Website

<http://www.emperorcapi.com>

Stock Code

Hong Kong Stock Exchange: 717

Registered Office

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

董事

楊玳詩 (*董事總經理*)

陳錫華

蔡淑卿

陳佩斯

朱嘉榮*

潘仁偉*

溫彩霞*

* *獨立非執行董事*

公司秘書

蔡淑卿

執行委員會

楊玳詩 (*主席*)

陳錫華

蔡淑卿

陳佩斯

審核委員會

潘仁偉 (*主席*)

朱嘉榮

溫彩霞

薪酬委員會

朱嘉榮 (*主席*)

楊玳詩

潘仁偉

提名委員會

溫彩霞 (*主席*)

楊玳詩

朱嘉榮

企業管治委員會

蔡淑卿 (*主席*)

潘仁偉

溫彩霞

一名公司秘書職能代表

一名財務及會計職能代表

核數師

德勤 • 關黃陳方會計師行

投資者關係查詢

陸文靜

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網站

<http://www.emperorcapi.com>

股份代號

香港聯合交易所: 717

註冊辦事處

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

CORPORATE INFORMATION AND KEY DATES

公司資料及重要日期

Principal Place of Business

24th Floor
Emperor Group Centre
288 Hennessy Road
Wanchai
Hong Kong

Registrar (in Bermuda)

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Registrar (in Hong Kong)

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

Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited
The Bank of East Asia, Limited
Industrial and Commercial Bank of China (Asia) Limited
Bank of Shanghai (Hong Kong) Limited
Dah Sing Bank Limited
OCBC Wing Hang Bank Limited

Key Dates

Annual Results Announcement	11 December 2018
Book Close Dates for Final Dividend	11 and 12 February 2019
Record Date for Final Dividend	12 February 2019
Annual General Meeting	30 January 2019
Payment Date of Final Dividend	28 February 2019 (HK0.64 cent per share)

Corporate Communications

This Annual Report (in both English and Chinese versions) is available to any shareholder of the Company ("Shareholder(s)") either in printed form or on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company. In order to protect the environment, the Company highly recommends the Shareholders to receive electronic copy of this Annual Report. Shareholders may have the right to change their choice of receipt of our future Corporate Communications at any time by reasonable notice in writing to the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited, by post or by email at is-enquiries@hk.tricorglobal.com.

主要營業地點

香港
灣仔
軒尼詩道288號
英皇集團中心
24樓

過戶登記處(百慕達)

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

過戶登記處(香港)

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心22樓

主要往來銀行

香港上海滙豐銀行有限公司
東亞銀行有限公司
中國工商銀行(亞洲)有限公司
上海銀行(香港)有限公司
大新銀行有限公司
華僑永亨銀行有限公司

重要日期

年度業績公告	2018年12月11日
就末期股息暫停辦理 股份過戶登記日期	2019年2月11日及12日
末期股息記錄日期	2019年2月12日
股東週年大會	2019年1月30日
末期股息派付日期	2019年2月28日 (每股0.64港仙)

公司通訊

本公司任何股東(「股東」)可選擇以印刷本或於香港聯合交易所有限公司網站(<http://www.hkexnews.hk>)及本公司網站收取本年報(中、英文版本)。為支持環保,本公司極力推薦股東以電子版本收取本年報。股東有權隨時以合理之書面通知形式,或透過郵寄或電郵(is-enquiries@hk.tricorglobal.com)向本公司於香港之股份過戶登記分處「卓佳秘書商務有限公司」,更改所選擇日後收取公司通訊之方式。

RESULTS SUMMARY

業績概要

		For the year ended 30 September 截至9月30日止年度		
		2018	2017	Changes
		HK\$'000 千港元	HK\$'000 千港元	變動
Total revenue	總收入	1,314,270	1,241,000	+5.9%
Financing	貸款	1,085,879	837,521	+29.7%
Brokerage	經紀	133,844	132,961	+0.7%
Placing & Underwriting	配售與包銷	75,920	203,708	-62.7%
Corporate Finance	企業融資	18,627	66,810	-72.1%
Net profit	純利			
Per reported	按報表	549,195	659,185	-16.7%
Adjusted ¹	經調整 ¹	754,773 ¹	662,686 ¹	+13.9%
Earnings per share	每股盈利			
Basic	基本	8.15港仙 HK8.15 cents	9.96港仙 HK9.96 cents	-18.2%
Total dividends per share	每股股息總額	2.85港仙 HK2.85 cents	2.90港仙 HK2.90 cents	-1.7%

¹ Excluding aggregate impairment allowances on accounts receivable and, loans and advances, net of reversal, totalling approximately HK\$205.6 million (2017: HK\$3.5 million).

¹ 撇除合共約205,600,000港元(2017年: 3,500,000港元)之應收賬款和貸款及墊款之減值撥備(扣除撥回)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Established in 1993, Emperor Capital Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) is one of the renowned Hong Kong based financial institutions providing a wide range of financial services including (i) commercial and personal lending as well as margin and initial public offering (“IPO”) financing; (ii) brokerage, wealth management and asset management; (iii) placing and underwriting services for listed issuers; and (iv) corporate finance advisory services. The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since April 2007.

Over the past decade, the Group has made great strides in transforming to an interest income based financial institution. The core strength of the Group lies in its robust business model, with diverse income streams to withstand increasingly complex market conditions. Being recognised by the capital market for its solid performance, the Group has become one of the constituent stocks of MSCI HK Small Cap Index, since 1 December 2015. The Group currently operates 6 branches in Hong Kong, and 3 liaison offices in mainland China.

英皇證券集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)於1993年成立，為香港著名金融機構之一，提供廣泛的金融服務，包括(i)商業及個人貸款以及孖展及首次公開發售融資；(ii)經紀、財富管理及資產管理；(iii)為上市發行人提供配售與包銷服務；及(iv)企業融資顧問服務。本公司之股份自2007年4月起於香港聯合交易所有限公司(「聯交所」)主板上市。

過去十年間，本集團取得莫大進步，成功轉型為以利息收入為本的金融機構。本集團的主要優勢在於其健全的業務模式及多元化的收入來源，能抵禦日益複雜的市場環境。本集團穩健的表現深獲資本市場認可，並自2015年12月1日起已成為摩根士丹利資本國際(MSCI)香港小型股指數成份股之一。本集團目前在香港經營六間分行，在中國內地亦設有三個聯絡辦事處。



The Listing Anniversary Dinner of Emperor Capital Group, April 2018

英皇證券集團上市周年晚宴，2018年4月

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Market Review

During the year ended 30 September 2018 (the “Year”), the global economic conditions appeared to have moderated, with diverging growth prospects across advanced economies and emerging markets. In the United States (the “US”), optimism remained robust as the tax cuts and deregulation efforts of the new white house had boosted corporate profitability and investments. The strong economy and rising inflationary pressure had prompted the US Federal Reserve (“Fed”) to accelerate the pace of interest rate hikes. US stock market has continued to outperform those of other countries. The Fed’s rate hikes, along with the geopolitical risks, have triggered currencies crisis in some emerging markets. In China, the pace of expansion was hindered by credit strains due to an ongoing deleveraging drive, as well as the intensifying Sino-US trade conflict. After a booming 2017, stocks market in Hong Kong has turned sour amidst global uncertainties. During the Year, the Hang Seng Index slipped a slight 1.3% and closed at 27,816 on 28 September 2018.

Financial Review

Overall Review

During the Year, the Group’s revenue registered growth of 5.9% to approximately HK\$1,314.3 million (2017: HK\$1,241.0 million), mainly driven by growth of financing segment. Profit for the Year attributable to owners of the Company (“Net Profit”) decreased to approximately HK\$549.2 million (2017: HK\$659.2 million) as a result of the impairment allowances on accounts receivable and, loans and advances, net of reversal (“Impairment Allowances”) recognised. Excluding the Impairment Allowances, the Group’s adjusted Net Profit delivered a growth of 13.9% to approximately HK\$754.8 million (2017: HK\$662.7 million), with adjusted Net Profit margin of 57.4% (2017: 53.4%). Basic earnings per share were HK8.15 cents (2017: HK9.96 cents). The board of directors of the Company (the “Board” or the “Directors”) recommended payment of a final dividend of HK0.64 cent per share (2017: HK1.52 cents). Together with the interim dividend of HK2.21 cents per share, the total dividends per share for the Year will amount to HK2.85 cents (2017: HK2.90 cents).

市場回顧

於截至2018年9月30日止年度（「本年度」），全球經濟環境已見放緩，發達經濟體及新興市場的增長前景各異。在美國，白宮新班子的減稅及鬆綁措施已提振企業盈利能力及投資，因此對前景仍極為樂觀。經濟強勁及通脹壓力趨升令美國聯邦儲備局（「聯儲局」）加快加息步伐，而美國股市繼續跑贏其他國家。聯儲局加息加上地緣政治風險已在個別新興市場觸發貨幣危機。在中國，持續去槓桿導致信貸緊張，加上中美貿易衝突加劇，窒礙擴張步伐。經歷2017年的升市後，香港股市在全球不確定因素中轉差。於本年度，恒生指數輕微下跌1.3%，於2018年9月28日收報27,816點。

財務回顧

整體回顧

於本年度，主要受貸款業務增長所帶動，本集團錄得收入增長5.9%至約1,314,300,000港元（2017年：1,241,000,000港元）。由於已確認應收賬款和貸款及墊款之減值撥備（扣除撥回）（「減值撥備」），本公司擁有人應佔本年度溢利（「純利」）減少至約549,200,000港元（2017年：659,200,000港元）。不計及減值撥備，本集團經調整純利增長13.9%至約754,800,000港元（2017年：662,700,000港元），而經調整純利率為57.4%（2017年：53.4%）。每股基本盈利為8.15港仙（2017年：9.96港仙）。本公司董事會（「董事會」或「董事」）建議派付末期股息每股0.64港仙（2017年：1.52港仙）。連同中期股息每股2.21港仙，本年度每股股息總額將為2.85港仙（2017年：2.90港仙）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Capital Structure, Liquidity and Financial Resources

The Group financed its operations by cash mainly generated from operations and borrowings, as well as proceeds raised from issuance of bonds. As at 30 September 2018, the Group's current assets and current liabilities were approximately HK\$10,470.3 million (as at 30 September 2017: HK\$9,318.4 million) and HK\$3,524.6 million (as at 30 September 2017: HK\$2,793.1 million), respectively. As at 30 September 2018, aggregate of bank balances, cash and pledged bank deposits of the Group amounted to approximately HK\$1,043.0 million (as at 30 September 2017: HK\$674.1 million), which were mainly denominated in Hong Kong dollars ("HK\$").

During the Year, the Company completed the placing of bonds in aggregate amount of approximately HK\$1,200.0 million. These bonds comprised of the followings:

- Principal amount of HK\$800.0 million, which was placed and issued in four tranches during the Year. The interest rate of the HK\$ bonds is 5.0% per annum, payable annually in arrears. The maturity date of these bonds will be on the third anniversary of their date of issue.

資本架構、流動資金及財務資源

本集團主要以經營業務、借貸及發行債券所籌得的款項為其業務提供資金。於2018年9月30日，本集團之流動資產及流動負債分別約為10,470,300,000港元（於2017年9月30日：9,318,400,000港元）及3,524,600,000港元（於2017年9月30日：2,793,100,000港元）。於2018年9月30日，本集團之銀行結餘、現金及已抵押銀行存款合共約為1,043,000,000港元（於2017年9月30日：674,100,000港元），主要以港元計值。

於本年度，本公司已完成配售總額約為1,200,000,000港元之債券。該等債券包括以下：

- 本金額800,000,000港元，於本年度分成四批配售及發行。港元債券之年利率為5.0%，須於每年期末支付。該等債券之到期日為發行日期之第三週年日。



Ms. Daisy Yeung, CEO of the Group, was granted with "Golden Bauhinia Women Entrepreneur Excellence Award" by Golden Bauhinia Women Entrepreneur Association, November 2017

本集團行政總裁楊玳詩女士獲金紫荊女企業家協會頒發金紫荊女企業家卓越非凡大獎，2017年11月

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

- Principal amount of approximately HK\$400.0 million, comprising of HK\$390.5 million HK\$ bonds and US\$1.2 million United States dollars (“US\$”) bonds (equivalent to approximately HK\$9.4 million), which was placed and issued in four tranches during the Year. The interest rate of the HK\$ bonds is 5.0% per annum whilst the interest rate of the US\$ bonds is 4.75% per annum, payable annually in arrears. The maturity date of these bonds will be on the third anniversary of their date of issue.
- 本金額約400,000,000港元，包括390,500,000港元之港元債券及1,200,000美元之美元債券（相當於約9,400,000港元），於本年度分成四批配售及發行。港元債券之年利率為5.0%，而美元債券之年利率為4.75%，須於每年期末支付。該等債券之到期日為發行日期之第三週年日。

The net proceeds from the above bond placements will be applied as working capital for expansion of the Group’s existing businesses, especially for the money lending business, and to finance any future opportunities the Company may identify, and repayment of loans and borrowings.

上述債券配售事項之所得款項淨額將用於拓展本集團現有業務（尤其是貸款業務）之營運資金、為本公司可能物色之任何未來商機提供資金，以及償還貸款及借貸。

As at 30 September 2018, the total carrying amount of the Company’s outstanding bonds was approximately HK\$2,785.0 million (as at 30 September 2017: HK\$1,589.1 million). Principal amounts of HK\$ bonds and US\$ bonds were approximately HK\$2,711.7 million and US\$11.3 million (equivalent to approximately HK\$87.6 million) respectively. With maturity dates fall within 2019 and 2021, the HK\$ bonds carry coupon rates ranging between 5.0% and 5.25% per annum whilst the US\$ bonds carry coupon rates between 4.5% and 4.75% per annum.

於2018年9月30日，本公司已發行債券合共賬面值約為2,785,000,000港元（於2017年9月30日：1,589,100,000港元）。港元債券及美元債券的本金額分別約為2,711,700,000港元及11,300,000美元（相當於約87,600,000港元）。港元債券的票息率介乎每年5.0%至5.25%，而美元債券的票息率為每年4.5%至4.75%，有關債券之到期日為2019年及2021年內。

Subsequent to the end of the Year, the Group has entered into a placing agreement for placing the bonds with an aggregate principal amount of up to HK\$500.0 million on or before 31 January 2019, which is 3-year unsecured bonds denominated in HK\$, bearing interest at 5.25% per annum payable annually in arrears. As of 7 December 2018, principal amount of approximately HK\$252.8 million was placed and issued in 2 tranches.

於本年度完結後，本集團訂立配售協議，以於2019年1月31日或之前配售合計本金額上限為500,000,000港元之債券，其為以港元計值之三年期無抵押債券，按年利率5.25%計息，須於每年期末支付。於2018年12月7日，本金額約252,800,000港元已分兩批配售及發行。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

As at 30 September 2018, short-term bank borrowings of the Group increased to approximately HK\$460.2 million (as at 30 September 2017: HK\$328.5 million). These bank borrowings were secured by corporate guarantees from the Company, of which none (as at 30 September 2017: HK\$315.0 million) was further secured by pledged bank deposits of the Group. These bank borrowings were denominated in HK\$ and carried interest rates approximating market rates. Together with the bonds, the total borrowings of the Group amounted to approximately HK\$3,245.3 million (as at 30 September 2017: HK\$1,917.6 million), resulting in an increase of gearing ratio to 59.7% (as at 30 September 2017: 37.4%; calculated as a percentage of total borrowings over total equity of the Group). The Group did not have any material foreign exchange exposure as at 30 September 2018.

With the Group's sufficient bank balances and cash, its available unutilised banking facilities of HK\$2,279.0 million, as well as the proceeds raised from the issuance of bonds, the Board considers the Group has sufficient working capital for its operation and future development.

於2018年9月30日，本集團之短期銀行借款增加至約460,200,000港元（於2017年9月30日：328,500,000港元）。該等銀行借款由本公司提供企業擔保，而其中並沒有（於2017年9月30日：315,000,000港元）由本集團已抵押之銀行存款提供進一步擔保。該等銀行借款以港元計值，其利率與市場利率相若。連同有關債券，本集團之借貸總額約為3,245,300,000港元（於2017年9月30日：1,917,600,000港元），使權益負債率增加至59.7%（於2017年9月30日：37.4%；按本集團借貸總額佔權益總額之百分比計算）。於2018年9月30日，本集團並無任何重大外匯風險。

憑藉本集團充裕的銀行結餘及現金、其可動用但未使用之銀行融資額度2,279,000,000港元以及發行債券之所得款項，董事會認為本集團擁有足夠營運資金，以應付其營運及未來發展所需。



Awarded "Hong Kong Leaders' Choice - Excellent Brand of Financial Instituting Services" by Metro Finance, February 2018

獲新城財經台頒發香港企業領袖品牌 - 卓越財務機構品牌，2018年2月

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Pledge of Assets

As at 30 September 2018, bank deposit of the Group with aggregate carrying amount of HK\$160.0 million (as at 30 September 2017: HK\$160.0 million) was pledged to a bank as security for banking facilities.

Business Review

Facing the complex market conditions, the Group strived to take effective measures to manage various risks and actively expanded financing segment, while maintaining its core competitiveness in the industry. The sustained growth has reflected the Group's proven success in prioritising the financing segment, hence solidifying its position as a leading financial services provider.

Financing

The Group's financing segment derives interest income from commercial and personal lending as well as margin and IPO financing. The loans granted to customers range from short-term unsecured loans (e.g. tax loan, bridging loan, term loan, personal loan) to long-term secured loans (e.g. property mortgage). Built on a renowned reputation for delivering professional and personalised loan services, the Group has developed a niche in the loan market, providing corporate and retail clients with tailored liquidity solutions to meet their corporate goals and personal needs.

During the Year, the Group continued to solidify its customer base by enhancing marketing capabilities and optimising loan service processes. The Group actively expanded the property mortgage business and maintained a strong market position. While driving business volume, the Group also focused on reinforcing risk management, strengthening capital management, and ensuring an optimised scale of its loan book. Revenue from the financing segment grew by 29.7% to approximately HK\$1,085.9 million (2017: HK\$837.5 million), accounting for 82.6% (2017: 67.5%) of the Group's total revenue.

Brokerage

The Group currently provides brokerage services for securities, futures and options traded on exchanges in Hong Kong, mainland China (via Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect schemes respectively) and major overseas countries, as well as wealth management and asset management services.

資產抵押

於2018年9月30日，本集團賬面總值為160,000,000港元（於2017年9月30日：160,000,000港元）之銀行存款已抵押予一間銀行，作為銀行融資之擔保。

業務回顧

面對複雜的市場環境，本集團致力採取有效措施以管理各種風險及積極擴充貸款分部，同時在行業內維持核心競爭力。持續增長反映本集團重點發展貸款分部之策略成功，從而鞏固其作為領先金融服務供應商的地位。

貸款

本集團貸款分部包括商業及個人貸款以及孖展及首次公開發售融資之利息收入。授予客戶之貸款類別涵蓋短期無抵押貸款（如稅務貸款、過橋貸款、定期貸款、私人貸款）至長期抵押貸款（如物業按揭）。本集團在提供專業及個人化貸款服務方面享有卓越聲譽，在貸款市場建立了一個獨特定位，為企業及零售客戶提供度身訂制的流動資金解決方案以滿足彼等之企業目標及個人需要。

於本年度，本集團繼續透過加強營銷能力及優化貸款服務程序，藉此鞏固客戶基礎。本集團積極擴充物業按揭業務並保持雄厚的市場地位。在推動業務規模的同時，本集團亦專注加強風險管理、強化資本管理並確保對外貸款額保持最合適規模。貸款分部收入增長29.7%至約1,085,900,000港元（2017年：837,500,000港元），佔本集團總收入的82.6%（2017年：67.5%）。

經紀

本集團目前為於香港、中國內地（分別透過滬港通及深港通計劃）及主要海外國家交易所買賣之證券、期貨及期權提供經紀服務，以及財富管理及資產管理服務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Despite of the intensified competition from new players, the Group managed to retain customer loyalty through delivering service excellence. As a result, revenue from the brokerage segment slightly increased to approximately HK\$133.8 million (2017: HK\$133.0 million). The segment accounted for 10.2% (2017: 10.7%) of total revenue.

During the Year, the Group continued to strengthen its brokerage operations by implementing a customer-centered approach, improving online trading platforms and expanding product offerings. As at 30 September 2018, the Group operated 6 branches in Hong Kong, covering key commercial and popular residential areas with convenient pedestrian access. The Group also runs 3 liaison offices, in Beijing, Shanghai and Guangzhou.

The Group continued to expand its product offerings on a timely basis in response to changes in a dynamic financial market. Since the launch of the Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect schemes in recent years, the Group has included Northbound trading services, enabling investors to trade eligible stocks listed in Shanghai Stock Exchange and Shenzhen Stock Exchange. The introduction of Northbound trading services has facilitated investors' accessibility to the mainland China market, thereby enriching their investment opportunities.

The Group's wealth management division provides advices regarding a wide array of investment services, including securities, mutual funds, insurance-linked products, and real estate investment. In its asset management arm, apart from running private equity fund, the Group also provides customised discretionary investment services to its customers.

Placing and Underwriting

With a highly experienced team of professionals, the Group offers placing and underwriting services, and acts as placing agents and underwriters for various Hong Kong listed companies.

即使新參與者令競爭加劇，本集團仍成功透過提供優越服務，從而保持客戶忠誠度。因此，經紀分部收入輕微增加至約133,800,000港元（2017年：133,000,000港元）。該分部收入佔總收入之10.2%（2017年：10.7%）。

於本年度，本集團實施以客為本的方針，提升網上交易平台並擴展產品組合，藉此繼續加強經紀業務。於2018年9月30日，本集團於香港經營六間分行，位於人流暢旺的商業區及繁盛的住宅區。本集團亦設有三個聯絡辦事處，分別位於北京、上海及廣州。

本集團因應瞬息萬變的金融市場繼續適時擴展其產品組合。自滬港通及深港通計劃於近年開通以來，本集團已涵蓋北向交易服務，讓投資者能夠買賣於上海證券交易所及深圳證券交易所上市之合資格股票。北向交易服務的引入有助投資者接觸國內市場，從而獲得更多的投資機遇。

本集團之財富管理分部為多種投資服務（包括證券、共同基金、保險掛鈎產品以及房地產投資）提供意見。在其資產管理部門，本集團除了營運私募基金外，亦向其客戶提供度身訂造的全權委託投資服務。

配售與包銷

憑藉具備豐富經驗的專業團隊，本集團為多間香港上市公司提供配售及包銷服務並擔任配售代理及包銷商。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

During the Year, the Group secured a number of primary and secondary market financing projects. Revenue from the placing and underwriting segment was approximately HK\$75.9 million (2017: HK\$203.7 million), accounting for 5.8% (2017: 16.4%) of total revenue. The Group served as placing agents in equity and debt placing deals and IPO-related transactions. The Group also participated in underwriting rights issue exercises.

During the Year, the Group acted as one of the Joint Sponsors, Sole Bookrunner and Lead Manager in the IPO of Ulferts International Limited, which was listed on the Main Board of the Stock Exchange in January 2018. The Group also acted as one of the Joint Bookrunners and Joint Lead Managers in the IPO of Grace Wine Holdings Limited, which was listed on GEM of the Stock Exchange in June 2018.

於本年度，本集團取得了多個初級及二級市場融資項目。配售與包銷分部的收入約為75,900,000港元（2017年：203,700,000港元），佔總收入之5.8%（2017年：16.4%）。本集團於股份及債券配售交易以及首次公開發售相關交易中擔任配售代理。本集團亦有參與包銷供股項目。

於本年度，本集團於歐化國際有限公司的首次公開發售項目中擔任聯席保薦人之一、獨家賬簿管理人及牽頭經辦人，其股份於2018年1月在聯交所主板上市。本集團並於怡園酒業控股有限公司的首次公開發售項目中擔任聯席賬簿管理人及牽頭經辦人之一，其股份於2018年6月於聯交所GEM上市。



Awarded with "Certificate of Excellence" in the 4th Investor Relations Awards organised by Hong Kong Investor Relations Association, May 2018

獲香港投資者關係協會於第4屆投資者關係大獎中頒發「嘉許狀」，2018年5月

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Corporate Finance

The division holds a full corporate finance licence under the Securities and Futures Ordinance, allowing it to advise on Takeovers Code related transactions and undertake sponsor work for IPOs in addition to general corporate finance advisory services. Apart from IPO-related services, the Group offers advisory services for corporate transactions including placing, rights issue, corporate restructuring and merger and acquisition.

The Group has engaged in a number of corporate transactions and IPO projects during the Year. Revenue from the corporate finance segment was approximately HK\$18.6 million (2017: HK\$66.8 million), accounting for 1.4% (2017: 5.4%) of total revenue.

Outlook

Sino-US tension and monetary policies of major central banks are set to overshadow the global economic outlook in the near term. The sentiments on monetary and capital market have become more cautious. It is expected that banks may adjust their loans and property mortgages arrangements accordingly. Against this backdrop, the Group will adjust its strategy in a timely manner in response to market demand and strengthen its property mortgage business which has a unique market positioning. It will also focus on expanding its personal loan business to meet the market demand for loans with higher flexibility.

The Group will press ahead with its growth strategies by exploring new opportunities spanning various loan products. Meanwhile, the Group strives to improve risk management capacity and collateral monitoring system, so as to ensure a sound credit-management process, thereby achieving stable returns amid an unstable market environment.

EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2018, the Group had 98 (2017: 114) account executives and 191 employees (2017: 183). Total staff costs (including directors' remuneration) were approximately HK\$121.6 million (2017: HK\$111.9 million). Employees' remuneration was determined in accordance with individual's responsibility, competence and skills, experience and performance as well as market pay level. Staff benefits include medical and life insurance, provident funds and other competitive fringe benefits.

To continue to provide incentives or rewards to the staff, the Company adopted a new share option scheme during the Year which replaced the share option scheme expired in September 2017, particulars of which are set out in note 29 to the consolidated financial statements.

企業融資

該分部根據證券及期貨條例持有全面企業融資牌照，除可提供一般企業融資顧問服務外，亦能就收購守則相關交易提供意見，以及從事首次公開發售之保薦工作。除首次公開發售相關服務外，本集團亦就企業交易，包括配售、供股、企業重組以及合併及收購提供顧問服務。

本集團於本年度參與多宗企業交易及首次公開招股項目。企業融資分部錄得收入約為18,600,000港元（2017年：66,800,000港元），佔總收入之1.4%（2017年：5.4%）。

前景

中美緊張局勢及主要央行貨幣政策的憂慮於短期籠罩全球經濟前景，貨幣及資本市場氣氛轉趨審慎，預期銀行可能對貸款及樓宇按揭安排等作出相應調整。在此背景下，本集團將因應市場需求適時調整策略，加強其具獨特市場定位之樓宇按揭業務，同時亦會重點拓展個人貸款業務，以滿足市場對更具彈性的貸款需求。

本集團將按照其增長策略，探索各類貸款產品的新發展機遇。與此同時，本集團致力提升風險管理能力及抵押品監控制度，確保良好的信貸管理程序，以在不穩定的市場環境下取得穩健回報。

僱員及薪酬政策

於2018年9月30日，本集團有98名（2017年：114名）客戶經理及191名（2017年：183名）僱員。員工成本總額（包括董事酬金）約為121,600,000港元（2017年：111,900,000港元）。僱員薪酬乃根據個人職責、才幹及技能、經驗及表現以及市場薪酬水平而釐定。員工福利包括醫療及人壽保險、公積金及其他具競爭力之額外福利。

於本年度，本公司已採納一項新購股權計劃，以取代於2017年9月失效之購股權計劃，以繼續向員工提供獎勵或回報，有關詳情已載列於綜合財務報表附註29。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層之履歷

DAISY YEUNG

CHIEF EXECUTIVE OFFICER

AND MANAGING DIRECTOR

楊玳詩
行政總裁兼董事總經理



Daisy Yeung, aged 53, joined the Group in January 1996. She is the Managing Director of the Board and the Chief Executive Officer of the Group. Ms. Yeung is the Chairperson of the Executive Committee as well as a member of the Remuneration Committee and the Nomination Committee of the Company. She is also a director of various subsidiaries of the Company, including Emperor Securities Limited, Emperor Futures Limited, Emperor Wealth Management Limited and Emperor Asset Management Limited, all of which she is also a responsible officer under the Securities and Futures Ordinance. Moreover, she is now the Chairman of The Institute of Securities Dealers Limited and a General Committee member of The Chamber of Hong Kong Listed Companies. Ms. Yeung is responsible for the formulation of corporate strategy, overseeing operations and the overall steering of the Company's management focusing in the areas of marketing and business development. She has accumulated over 22 years of management experience in financial industry and has been active in driving the development of the local securities industry. Ms. Yeung holds a Bachelor's Degree of Science in Business Administration.

楊玳詩，53歲，於1996年1月加入本集團。彼為董事會之董事總經理及本集團之行政總裁。楊女士為本公司之執行委員會主席兼薪酬委員會及提名委員會成員。彼亦擔任本公司多間附屬公司之董事，包括英皇證券(香港)有限公司、英皇期貨有限公司、英皇財富管理有限公司及英皇資產管理有限公司，而彼亦為該等公司根據《證券及期貨條例》下之負責人員。此外，彼現任證券商協會有限公司主席及香港上市公司商會常務委員會委員。楊女士負責制訂公司策略、監督營運以及整體上掌舵本公司之管理，尤其專注於市場推廣及業務發展領域。彼於金融行業累積逾22年管理經驗，並一直大力推動本地證券業發展。楊女士持有工商管理理學學士學位。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層之履歷



CHAN SHEK WAH
EXECUTIVE DIRECTOR

陳錫華
執行董事

Chan Shek Wah, aged 55, joined the Board in December 2011. He is the Executive Director of the Company and a member of the Executive Committee as well as a director of various subsidiaries of the Company. He is also the Managing Director and responsible officer of Emperor Capital Limited, a subsidiary of the Company, under the Securities and Futures Ordinance. He has over 31 years of professional experience in the financial industry. He has been engaged in the sales, proprietary trading, structuring of equity derivatives and equity capital market products as well as the provision of corporate finance advisory services to listed issuers. Before joining the Group, he was the senior management and an executive director in several international financial institutions.

陳錫華，55歲，於2011年12月加入董事會。彼為本公司之執行董事及執行委員會成員以及本公司多間附屬公司之董事。彼亦擔任英皇融資有限公司（本公司之附屬公司）之董事總經理兼該公司根據《證券及期貨條例》下之負責人員。彼於金融行業擁有逾31年專業經驗。彼一直從事股本衍生工具及股權資本市場產品之銷售、自營買賣及結構制定以及向上市發行人提供企業融資顧問服務等行業。於加入本集團前，彼曾為多所國際金融機構之高級管理人員及執行董事。



CHOI SUK HING, LOUISA
EXECUTIVE DIRECTOR
AND COMPANY
SECRETARY

蔡淑卿
執行董事兼公司秘書

Choi Suk Hing, Louisa, aged 54, joined the Board in March 2008. She is an Executive Director and the Company Secretary of the Company. Ms. Choi is the Chairperson of the Corporate Governance Committee and a member of the Executive Committee of the Company. She is also a director of various subsidiaries of the Company and a responsible officer of Emperor Capital Limited under the Securities and Futures Ordinance. Ms. Choi has over 20 years of experience in the finance industry covering securities, futures and corporate finance. Before that, she had worked in the company secretary profession in both listed companies as well as professional firms for over 8 years. Ms. Choi holds a Master's Degree in Applied Finance from Macquarie University, Australia. She is a fellow member and Chartered Governance Professional of both The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries.

蔡淑卿，54歲，於2008年3月加入董事會。彼為本公司之執行董事兼公司秘書。蔡女士為本公司企業管治委員會主席及執行委員會成員。彼亦擔任本公司多間附屬公司之董事及英皇融資有限公司根據《證券及期貨條例》下之負責人員。蔡女士於金融行業擁有逾20年經驗，涵蓋範圍包括證券、期貨及企業融資。在此之前，彼曾在上市公司及專業機構擔任公司秘書職務逾8年。蔡女士持有澳洲Macquarie University應用金融學碩士學位。彼為英國特許秘書及行政人員公會及香港特許秘書公會資深會員及特許企業管治專業人士。



PEARL CHAN
EXECUTIVE DIRECTOR

陳佩斯
執行董事

Pearl Chan, aged 45, joined the Board in June 2011. She is an Executive Director and a member of the Executive Committee of the Company. She is also a director and responsible officer of Emperor Capital Limited under the Securities and Futures Ordinance. She has been working in the corporate finance field for more than 17 years. She was a practising lawyer in Hong Kong before joining the Group. Ms. Chan holds a Bachelor's Degree in Laws from The University of Hong Kong and a Master's Degree in Management from Macquarie University, Australia.

陳佩斯，45歲，於2011年6月加入董事會。彼為本公司之執行董事及執行委員會成員。彼亦擔任英皇融資有限公司之董事兼該公司根據《證券及期貨條例》下之負責人員。彼於企業融資行業擁有逾17年經驗，彼於加盟本集團前為香港執業律師。陳女士持有香港大學法律學士學位及澳洲Macquarie University管理學碩士學位。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層之履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Chu Kar Wing, aged 61, joined the Board in May 2010. He is the Chairman of the Remuneration Committee as well as a member of the Audit Committee and the Nomination Committee of the Company. Mr. Chu is also an independent non-executive director of another Hong Kong listed company, China Power Clean Energy Development Company Limited (Stock Code: 735). He has extensive experience in the banking and finance sector for several well-known corporations. Moreover, he is now the President of Canada-China Culture and Education Association. Mr. Chu holds a Bachelor's Degree of Social Sciences majoring in Economics.

Poon Yan Wai, aged 48, joined the Board in January 2014. He is the Chairman of the Audit Committee as well as a member of the Remuneration Committee and the Corporate Governance Committee of the Company. He is now the financial controller, company secretary and an authorised representative of a Hong Kong listed company. He is also an independent non-executive director of a Hong Kong listed company, Dragon Mining Limited (Stock Code: 1712). He was previously an independent non-executive director of another Hong Kong listed company, China Brilliant Global Limited (formally known as Prosten Health Holdings Limited) (Stock Code: 8026) until 12 February 2018. He has over 20 years of experience in the auditing and accounting field. Mr. Poon holds a Bachelor's Degree in Accountancy and a Master's Degree in Corporate Finance from the Hong Kong Polytechnic University. He is a fellow member of The Hong Kong Institute of Certified Public Accountants.

Wan Choi Ha, aged 51, joined the Board in July 2015. She is the Chairperson of the Nomination Committee as well as a member of the Audit Committee and the Corporate Governance Committee of the Company. Ms. Wan has been admitted as a solicitor in Hong Kong since 1993 and is now a Partner of Wan and Leung, Solicitors. Ms. Wan graduated from The University of Hong Kong with a Bachelor's Degree in Laws.

獨立非執行董事

朱嘉樂，61歲，於2010年5月加入董事會。彼為本公司薪酬委員會主席以及審核委員會與提名委員會成員。朱先生亦為另一間香港上市公司中國電力清潔能源發展有限公司(股份代號：735)之獨立非執行董事。彼於多家知名企業取得銀行及金融業方面之廣博經驗。此外，彼現任加中文化教育協會會長。朱先生持有社會科學學士學位，主修經濟學。

潘仁偉，48歲，於2014年1月加入董事會。彼為本公司審核委員會主席以及薪酬委員會與企業管治委員會成員。彼目前擔任一間香港上市公司之財務總監、公司秘書及授權代表。彼亦為一間香港上市公司龍資源有限公司(股份代號：1712)之獨立非執行董事。彼曾為另一間香港上市公司朗華國際集團有限公司(前稱長達健康控股有限公司)(股份代號：8026)之獨立非執行董事，直至2018年2月12日。彼於審核及會計領域擁有逾20年經驗。潘先生持有香港理工大學之會計學士學位及企業融資碩士學位。彼為香港會計師公會資深會員。

溫彩霞，51歲，於2015年7月加入董事會。彼為本公司提名委員會主席以及審核委員會與企業管治委員會成員。溫女士自1993年於香港獲取律師資格，現為溫彩霞律師事務所之合夥人。溫女士畢業於香港大學，持有法律學士學位。

DIRECTORS' REPORT

董事會報告

The Directors are pleased to present this annual report and the audited consolidated financial statements of the Group for the Year.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Group are engaged in the provision of financial services including (i) commercial and personal lending as well as margin and IPO financing; (ii) brokerage, wealth management and asset management; (iii) placing and underwriting services for listed issuers; and (iv) corporate finance advisory services.

The activities of its principal subsidiaries are set out in note 35 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 60.

An interim dividend of HK2.21 cents per share for the Year (2017: HK1.38 cents per share) amounting to approximately HK\$148.97 million (2017: HK\$93.02 million) was paid to the shareholders of the Company ("Shareholders") during the Year.

The Directors recommended payment of a final dividend of HK0.64 cent per share (2017: HK1.52 cents per share) for the Year, amounting to approximately HK\$43.1 million (2017: HK\$102.5 million) to those Shareholders whose names appear on the register of members on 12 February 2019 (Tuesday), subject to the approval of the Shareholders at the forthcoming annual general meeting to be held on 30 January 2019 (Wednesday) ("2019 AGM").

BUSINESS REVIEW AND PERFORMANCE

A fair review of the Group's business, a discussion and analysis of the Group's performance during the Year and an analysis of the likely future development of the Group's business are set out in the Management Discussion and Analysis from pages 5 to 13 of this annual report. Description of the principal risks and uncertainties facing the Group are set out in the Corporate Governance Report from pages 47 to 50 and note 36 to the consolidated financial statements respectively.

There is no important event affecting the Company that had occurred since the end of the Year up to the date of this report.

董事欣然提呈本年度報告及本集團本年度之經審核綜合財務報表。

主要業務

本公司乃一間投資控股公司。本集團之主要業務為提供金融服務，包括(i)商業及個人貸款以及孖展及首次公開招股融資；(ii)經紀、財富管理及資產管理；(iii)為上市發行人提供配售與包銷服務；及(iv)企業融資顧問服務。

其主要附屬公司之業務載於綜合財務報表附註35。

業績及股息

本集團於本年度之業績載於第60頁之綜合損益及其他全面收益表內。

於本年度已向本公司股東（「股東」）派付每股2.21港仙之本年度中期股息（2017年：每股1.38港仙），總額約為148,970,000港元（2017年：93,020,000港元）。

董事建議向該等於2019年2月12日（星期二）名列本公司股東名冊之股東派付每股0.64港仙（2017年：每股1.52港仙）之本年度末期股息，總額約為43,100,000港元（2017年：102,500,000港元），惟須待股東於2019年1月30日（星期三）舉行之應屆股東週年大會（「2019股東週年大會」）上批准後方可作實。

業務回顧及表現

本集團業務的中肯回顧、本集團本年度表現的討論與分析及本集團業務可能的未來發展的分析載於本年報第5至第13頁之管理層討論與分析。有關本集團所面對主要風險及不明朗因素的闡述分別載於企業管治報告第47至第50頁及綜合財務報表附註36。

於本年度結算日後至本報告日期並無發生對本公司有影響的重大事件。

DIRECTORS' REPORT

董事會報告

In addition, discussion on the key relationships with the Group's key stakeholders, the Group's environmental policy and performance as well as compliance with relevant laws and regulations which have significant impact on the Company are set out in the Environmental, Social and Governance Report 2017/2018 of the Company.

RESERVES AND DISTRIBUTABLE RESERVES OF THE COMPANY

Details of movements in the reserves of the Group during the Year are set out in the consolidated statement of changes in equity on page 63.

The Company's reserves available for distribution to Shareholders as at 30 September 2018 represented the aggregate of contributed surplus (stated as "special reserve" in note 34 to the consolidated financial statement) and retained profits amounting to HK\$101.9 million and HK\$50.3 million respectively (2017: HK\$101.9 million and HK\$86.4 million).

The special reserve of the Company represents the difference between the nominal value of the ordinary shares of the subsidiaries of the Company in issue and the nominal value of the shares issued by the Company for acquisition of a subsidiary pursuant to the group reorganisation on 2 April 2007.

Under the Companies Act in 1981 of Bermuda (as amended), the contributed surplus of the Company is available for distribution to the Shareholders. However, a company cannot declare or pay a dividend or make a distribution out of contributed surplus if there are reasonable grounds for believing that:

- (i) the company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (ii) the realisable value of the company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the last five financial years is set out on page 144 of this annual report.

SHARE CAPITAL

Details of the movements in the share capital of the Company during the Year are set out in note 28 to the consolidated financial statements.

此外，有關與本集團關鍵持份者之重要關係、本集團環保政策及表現及遵守對本公司有重大影響的相關法律及法規之討論載於本公司2017/2018環境、社會及管治報告。

本公司之儲備及可供分派儲備

本年度內本集團儲備變動之詳情載於第63頁之綜合權益變動表。

於2018年9月30日，本公司可分派予股東之儲備為繳入盈餘（載述於綜合財務報表附註34下之「特別儲備」）及保留溢利之總和，分別為101,900,000港元及50,300,000港元（2017年：101,900,000港元及86,400,000港元）。

本公司之特別儲備指本公司附屬公司已發行普通股之面值與本公司根據於2007年4月2日之集團重組就收購一間附屬公司而發行之股份面值間之差額。

根據百慕達1981年公司法（經修訂），本公司之繳入盈餘可分派予股東。然而，倘若基於合理原因相信一間公司出現下列情況，則不可從繳入盈餘撥款宣派或派付股息或作出分派：

- (i) 該公司現時無力或於派付後將無力償還到期負債；或
- (ii) 該公司資產之可變現價值將因此而少於其負債與其已發行股本及股份溢價賬之總額。

五年財務概要

本集團過去五個財政年度之業績及資產與負債之概要載於本年報第144頁。

股本

本公司於本年度內之股本變動詳情載於綜合財務報表附註28。

DIRECTORS' REPORT

董事會報告

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

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

PRE-EMPTIVE RIGHTS

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

EQUITY-LINKED AGREEMENTS

Other than the share option scheme as disclosed in note 29 to the consolidated financial statements, no equity-linked agreements were entered into by the Company during the Year or subsisted at the end of the Year.

PROPERTY AND EQUIPMENT

During the Year, the Group acquired property and equipment at a cost of approximately HK\$4,146,000.

Details of changes in the property and equipment of the Group are set out in note 15 to the consolidated financial statements.

DEBENTURE

Details of the debentures of the Company in the form of unsecured bonds are set out in note 27 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the aggregate amount of turnover attributable to the Group's five largest customers accounted for 24% (2017: 29%) of the Group's total turnover. The largest customer accounted for 10% (2017: 9%) of the Group's total turnover.

None of the Directors of the Company or any of their associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers.

The Group had no major supplier due to the nature of principal activities of the Group.

購買、出售或贖回本公司之上市證券

於本年度內，本公司及其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

優先購買權

本公司之公司章程細則或百慕達法例概無關於本公司須按比例向現有股東發售新股份之優先購買權規定。

股票掛鈎協議

除於綜合財務報表附註29披露的購股權計劃外，並無由本公司於本年度訂立或於本年度末存續的股票掛鈎協議。

物業及設備

於本年度內，本集團購入物業及設備之成本約為4,146,000港元。

本集團物業及設備之變動詳情載於綜合財務報表附註15。

債權證

有關本公司無抵押債券之債權證詳情載於綜合財務報表附註27。

主要客戶及供應商

於本年度內，本集團五大客戶合共應佔之營業額佔本集團總營業額24% (2017年：29%)。最大客戶佔本集團總營業額10% (2017年：9%)。

概無本公司董事或彼等任何聯繫人士或任何股東(就董事所知擁有本公司已發行股本超過5%)於本集團五大客戶中擁有任何實益權益。

基於本集團之主要業務性質，本集團並無主要供應商。

DIRECTORS' REPORT

董事會報告

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The Directors during the Year and up to the date of this report were:

Executive Directors:

Ms. Daisy Yeung (*Managing Director*)
Mr. Chan Shek Wah
Ms. Choi Suk Hing, Louisa
Ms. Pearl Chan

Independent Non-executive Directors:

Mr. Chu Kar Wing
Mr. Poon Yan Wai
Ms. Wan Choi Ha

Biographical details of the Directors and senior managers as at the date of this report are set out from pages 14 to 16 of this annual report. Details of the Directors' remuneration are set out in note 9 to the consolidated financial statements.

In accordance with the Bye-laws 87(1) and 87(2) of the Company's Bye-laws, Ms. Daisy Yeung, Ms. Choi Suk Hing, Louisa and Mr. Chu Kar Wing shall retire by rotation at the 2019 AGM and, being eligible, shall offer themselves for re-election thereat.

None of the Directors offering themselves for re-election at the 2019 AGM has an unexpired service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

MANAGEMENT CONTRACTS

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Group's business were entered into or existed during the Year.

PERMITTED INDEMNITY PROVISIONS

During the Year and up to the date of this report, the Company has in force the permitted indemnity provisions which are provided for in the Company's Bye-laws and in the directors and officers liability insurance maintained for the Group in respect of potential liability and costs associated with legal proceedings that may be brought against the Directors and the directors of the Group.

董事及董事之服務合約

於本年度內及直至本報告日期止之董事如下：

執行董事：

楊玳詩女士 (*董事總經理*)
陳錫華先生
蔡淑卿女士
陳佩斯女士

獨立非執行董事：

朱嘉榮先生
潘仁偉先生
溫彩霞女士

於本報告日期董事及高級經理之履歷詳情載於本年報第14至第16頁。董事薪酬詳情載於綜合財務報表附註9。

根據本公司之章程細則第87(1)條及第87(2)條，楊玳詩女士、蔡淑卿女士及朱嘉榮先生將於2019股東週年大會上輪值告退，彼等均符合資格並願意於會上膺選連任。

概無願意在2019股東週年大會上膺選連任之董事與本公司或其任何附屬公司訂有本集團不可於一年內免付賠償(法定賠償除外)而終止之未屆滿服務合約。

管理合約

除僱傭合約外，本集團於本年度內並無訂立或存在涉及管理及經營本集團所有或任何重大部分業務之合約。

獲准許的彌償條文

於本年度內及直至本報告日期，就董事及本集團董事可能面對的法律訴訟而產生的潛在責任及費用，本公司備有獲准許的彌償條文，該等條文均載於本公司之章程細則以及本集團投購之董事及高級管理人員責任保險內。

DIRECTORS' REPORT

董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2018, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) ("SFO") as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

Long position interests in the Company

Ordinary shares of HK\$0.01 each of the Company ("Shares")

Name of Director 董事姓名	Capacity/Nature of Interests 身份／權益性質	Number of Shares interested 擁有權益的 股份數目	% of issued Shares 佔已發行股份%
Ms. Daisy Yeung 楊玳詩女士	Eligible beneficiary of The Albert Yeung Discretionary Trust ("AY Trust") The Albert Yeung Discretionary Trust (「AY Trust」)之合資格受益人	2,879,521,438 (Note 附註)	42.72%
Ms. Daisy Yeung 楊玳詩女士	Beneficial owner 實益擁有人	18,000,000	0.26%
Mr. Chan Shek Wah 陳錫華先生	Beneficial owner 實益擁有人	20,457,000	0.30%
Ms. Choi Suk Hing, Louisa 蔡淑卿女士	Beneficial owner 實益擁有人	4,680,000	0.07%
Ms. Pearl Chan 陳佩斯女士	Beneficial owner 實益擁有人	2,925,000	0.04%

Note: These Shares were held by Emperor Capital Group Holdings Limited, a wholly-owned subsidiary of Albert Yeung Holdings Limited ("AY Holdings"). AY Holdings was held by STC International Limited ("STC") in trust for the AY Trust under which Ms. Daisy Yeung is one of the eligible beneficiaries.

董事及最高行政人員於股份、相關股份及債權證之權益及淡倉

於2018年9月30日，本公司董事及最高行政人員於本公司及其相聯法團(定義見《證券及期貨條例》(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中擁有登記於本公司根據《證券及期貨條例》第352條須備存登記冊或根據聯交所證券上市規則(「上市規則」)上市發行人董事進行證券交易之標準守則(「標準守則」)須另行知會本公司及聯交所之權益及淡倉如下：

於本公司之好倉權益

本公司每股面值0.01港元普通股(「股份」)

附註：此等股份乃由楊受成產業控股有限公司(「楊受成產業控股」)之全資附屬公司英皇證券集團控股有限公司持有。楊受成產業控股由AY Trust之受託人STC International Limited(「STC International」)持有，而楊玳詩女士為AY Trust合資格受益人之一。

Save as disclosed above, as at 30 September 2018, none of the Directors nor chief executives of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

除上文所披露者外，於2018年9月30日，概無本公司董事或最高行政人員於本公司或其任何相聯法團(定義見《證券及期貨條例》第XV部)之股份、相關股份及債權證中擁有任何權益或淡倉。

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS

The share option scheme adopted by the Company in September 2007 (as amended in August 2013) has expired automatically in September 2017. To continue to provide incentives or rewards to the staff, the Company has adopted a new share option scheme in January 2017. Particulars of the said share option schemes are set out in note 29 to the consolidated financial statements. No option was granted, exercised or cancelled under the said share option schemes during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 30 September 2018, none of the Directors or their respective close associates was interested in any business which was considered to compete or was likely to compete, either directly or indirectly, with the business of the Group as required to be disclosed pursuant to the Listing Rules.

EMOLUMENT POLICY

The remuneration of the Executive Directors were decided by the Board as recommended by the Remuneration Committee having regard to a written remuneration policy (which ensures a clear link to business strategy and a close alignment with the shareholders' interest and current best practice), the Group's operating results, individual performance and comparisons of market statistics. The INEDs are paid fees in line with market practice. No individual should determine his/her own remuneration.

Employees' remuneration was determined in accordance with individual's responsibility, competence and skills, experience and performance as well as market pay level. Remuneration package includes, as the case may be, basic salaries, Directors' fees, contribution to pension schemes, discretionary bonus relating to financial performance of the Group and individual performance, and other competitive fringe benefits such as medical and life insurances. To provide incentive to the eligible participants (including Directors and employees), the remuneration package has been extended to include share options under the Share Option Scheme.

Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in notes 9 and 10 to the consolidated financial statements.

購股權

本公司於2007年9月(於2013年8月經修訂)採納之購股權計劃已於2017年9月自動屆滿。為繼續向員工提供獎勵或回報，本公司於2017年1月採納一項新購股權計劃。此等購股權計劃的詳情載於綜合財務報表附註29。於年內概無根據此等購股權計劃授出、行使或註銷購股權。

董事於競爭業務之權益

於2018年9月30日，概無董事或彼等各自之緊密聯繫人士於被認為與根據上市規則須予披露與本集團業務直接或間接構成競爭或可能構成競爭之任何業務中擁有權益。

薪酬政策

執行董事之薪酬由薪酬委員會參照一套書面薪酬政策(以確保與業務策略緊密聯繫，並符合股東之權益及現行最佳常規)、本集團之營運業績、個別人士表現及市場統計之比較資料提供推薦意見，並由董事會釐定。獨立非執行董事之酬金則以符合市場慣例之基準而支付。並無個別人士可自行釐定其酬金。

僱員薪酬乃根據個人職責、才幹及技能、經驗及表現以及市場薪酬水平而釐定。薪酬組合包括(視情況而定)基本薪金、董事袍金、退休金計劃供款、與本集團財務表現及個人表現掛鈎之酌情花紅及其他具有競爭力之額外福利(如醫療及人壽保險)。為鼓勵合資格參與者(包括董事及僱員)，薪酬組合已擴大至包括購股權計劃項下之購股權。

董事及本集團五名最高薪酬人士之薪酬詳情載於綜合財務報表附註9及10。

DIRECTORS' REPORT

董事會報告

OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

So far as is known to any Directors or chief executives of the Company, as at 30 September 2018, the following persons or corporations (other than a Director or chief executive of the Company) had, or were deemed or taken to have interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept under Section 336 of the SFO ("DI Register") or as otherwise notified to the Company were as follows:

Long position in the Shares

Name 姓名/名稱	Capacity/Nature of Interests 身份/權益性質	Number of Shares interested 擁有權益的股份數目	% of issued Shares 佔已發行股份%
AY Holdings 楊受成產業控股	Interest in a controlled corporation 於受控制法團之權益	2,879,521,438 (Note 附註)	42.72%
STC International	Trustee of the AY Trust AY Trust之受託人	2,879,521,438 (Note 附註)	42.72%
Dr. Yeung Sau Shing, Albert 楊受成博士	Founder of the AY Trust AY Trust之創立人	2,879,521,438 (Note 附註)	42.72%
Ms. Luk Siu Man, Semon 陸小曼女士	Interest of spouse 配偶之權益	2,879,521,438 (Note 附註)	42.72%
China Huarong International Holdings Limited 中國華融國際控股有限公司	Interest in a controlled corporation 於受控制法團之權益	609,914,000	9.05%
Huarong Real Estate Co. Ltd. 華融置業有限責任公司	Interest in a controlled corporation 於受控制法團之權益	609,914,000	9.05%
China Huarong Asset Management Co., Ltd. 中國華融資產管理股份有限公司	Interest in a controlled corporation 於受控制法團之權益	609,914,000	9.05%
Taiping Assets Management (HK) Company Limited 太平資產管理(香港)有限公司	Investment Manager 投資管理人	612,900,000	9.09%
Taiping Trustees Limited 太平信託有限公司	Trustee 受託人	612,900,000	9.09%

Note: These Shares were the same shares of which Ms. Daisy Yeung had deemed interest by virtue of being an eligible beneficiary of the AY Trust as set out under the section of "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above.

All interests stated above represent long positions. As at 30 September 2018, no short positions in the Shares or underlying Shares were recorded in the DI Register.

Save as disclosed above, as at 30 September 2018, the Directors or chief executives of the Company were not aware of any person or corporation (not being a Director or chief executive of the Company) who had, or were deemed or taken to have, any interests or short positions in any Shares or underlying Shares as recorded in DI Register or as otherwise notified to the Company.

其他人士於股份及相關股份之權益及淡倉

就本公司董事或最高行政人員所知，於2018年9月30日，以下人士或公司（除本公司董事或最高行政人員外）於股份或相關股份中擁有或視為或當作擁有根據《證券及期貨條例》第336條須備存於登記冊（「權益披露登記冊」）或另行知會本公司之權益或淡倉：

於股份之好倉

附註：此等股份為上文「董事及最高行政人員於股份、相關股份及債權證之權益及淡倉」一節中所載楊琬詩女士作為AY Trust合資格受益人身份被視為擁有權益之相同股份。

上述所有權益均為好倉。於2018年9月30日，於權益披露登記冊內並無記錄任何於股份或相關股份之淡倉。

除上文披露者外，於2018年9月30日，本公司董事或最高行政人員並不知悉任何人士或法團（並非本公司董事或最高行政人員）於任何股份或相關股份中擁有或視為或當作擁有記錄於權益披露登記冊或另行知會本公司之任何權益或淡倉。

DIRECTORS' REPORT

董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE AND CONNECTED TRANSACTIONS

Continuing Connected Transactions

During the Year, the Group had the following transactions with connected persons (as defined in the Listing Rules) of the Company:

1. Master Leasing Agreement

On 24 May 2018, the Company and Emperor International Holdings Limited ("Emperor International") entered into a master leasing agreement ("Master Leasing Agreement") which sets out a framework of the terms governing all existing and future tenancy/licensing transaction(s) between members of the Group as tenants and members of the Emperor International as landlords ("Tenancy Transaction(s)") regarding leasing of certain office properties or other properties (including signage or signboard space) for the period from 24 May 2018 to 31 March 2021 with aggregate tenancy annual cap. being set for each of the financial years ended/ending 30 September 2018, 2019, 2020 and the six months ending 31 March 2021 ("Tenancy Annual Cap."). The Master Leasing Agreement became unconditional on 9 August 2018 upon getting approval from the independent shareholders of Emperor International, whereupon the Tenancy Annual Cap has replaced all the then annual caps obtained by the Company for the Tenancy Transaction.

Pursuant to the Master Leasing Agreement, relevant members of the Group and Emperor International group may from time to time enter into any definitive leasing agreement in relation to any Tenancy Transaction ("Definitive Leasing Agreement"). The terms of each Definitive Leasing Agreement shall be on normal commercial terms or on terms which are no less favourable available to the Group than terms offered by independent third parties. The terms and rental shall be subject to arm's length negotiation and determined based on the condition of the properties and with reference to the then prevailing market rents on property(ies) comparable in location, area and permitted use. During the Year, the aggregate amount of the Tenancy Transactions was HK\$9,256,107.

The Company and Emperor International are both indirectly controlled by the AY Trust. As such, under Chapter 14A of the Listing Rules, Emperor International is a connected person of the Company and accordingly, the transactions contemplated under the Master Leasing Agreement constitute continuing connected transactions of the Company. Ms. Daisy Yeung has deemed interest in the Master Leasing Agreement by virtue of being one of the eligible beneficiaries of the AY Trust.

Details of the Master Leasing Agreement were set out in the announcement of the Company dated 24 May 2018.

董事於重要交易、安排或合約之權益及關連交易

持續關連交易

於本年度內，本集團曾與本公司之關連人士(定義見上市規則)進行下列交易：

1. 總租賃協議

於2018年5月24日，本公司與英皇集團(國際)有限公司(「英皇國際」)訂立總租賃協議(「總租賃協議」)，當中載列規管本集團成員公司(作為租戶)與英皇國際成員公司(作為業主)就於2018年5月24日至2021年3月31日期間租賃若干辦公室物業或其他物業(包括廣告牌或招牌)之所有現有及未來租賃/授權交易(「租賃交易」)的框架條款，並就截至2018年、2019年及2020年9月30日止各財政年度及截至2021年3月31日止六個月分別訂立總租賃年度上限(「租賃年度上限」)。總租賃協議已於2018年8月9日在取得英皇國際獨立股東批准後成為無條件，而租賃年度上限已取代所有就租賃交易之前已取得之年度上限。

根據總租賃協議，本集團相關成員公司與英皇國際集團可不時就任何租賃交易訂立正式租賃協議(「正式租賃協議」)。各正式租賃協議之條款應按一般商業條款或按不遜於獨立第三方給予本集團之條款訂立。條款及租金應經公平磋商協定，並應根據該等物業狀況及參考具有相若位置、面積及許可用途之物業當時市場租金釐定。於本年度，租賃交易之總額為9,256,107港元。

本公司及英皇國際均由AY Trust間接控制。因此，根據上市規則第14A章，英皇國際為本公司之關連人士，故總租賃協議構成本公司之一項持續關連交易。楊玳詩女士為AY Trust合資格受益人之一，故彼視作於總租賃協議中擁有權益。

總租賃協議之詳情載於本公司日期為2018年5月24日之公告。

DIRECTORS' REPORT

董事會報告

2. Financial Services Agreement with AY Holdings for Emperor Group (“Emperor Group FSA”)

2. 與楊受成產業控股就英皇集團訂立之金融服務協議（「英皇集團金融協議」）

Name of counterparty 對方姓名／名稱	Nature of transaction 交易性質	(i) Date of Agreement 協議日期 (ii) Term 年期	Amount for the Year 本年度之金額 HK\$'000 千港元
AY Holdings (owned by AY Trust) 楊受成產業控股 (由AY Trust擁有)	(a) Commission, brokerage fees and interest income from the listed members under AY Holdings, its subsidiaries and associates (“Emperor Group”) 來自楊受成產業控股旗下上市成員公司、其附屬公司及聯繫人士（「英皇集團」）之佣金、經紀費及利息收入	(i) 10/09/2015 (ii) 01/10/2015 to 30/09/2018 (on normal commercial terms and at rates no more favourable than those available to other independent third parties 按一般商業條款及按不優於提供予其他獨立第三方之價格)	55
	(b) Maximum margin loan amount to the listed members of the Emperor Group 給予英皇集團旗下上市成員公司之最高孖展貸款金額		-
	(c) Maximum IPO loan amount to the listed members of the Emperor Group 給予英皇集團旗下上市成員公司最高首次公開招股貸款金額		-
	(d) Maximum term loan amount to the listed members of the Emperor Group 給予英皇集團旗下上市成員公司最高定期貸款金額		-
	(e) Financial advisory fee from the listed members of the Emperor Group 來自英皇集團旗下上市成員公司金融諮詢費		2,320

Under the Emperor Group FSA, the Group has agreed to provide to other listed members under Emperor Group (i) brokerage services for securities, futures and options trading; (ii) wealth management and asset management services; (iii) placing and underwriting services; (iv) financing services including margin loans, IPO loans and terms loans; and (v) financial advisory services. The counterparty of this agreement is controlled by the AY Trust and the transactions contemplated under the Emperor Group FSA constitute continuing connected transactions of the Company. Ms. Daisy Yeung has deemed interest in the Emperor Group FSA by virtue of being one of the eligible beneficiaries of the AY Trust.

根據英皇集團金融協議，本集團同意向英皇集團旗下其他上市成員公司提供(i)證券、期貨及期權買賣經紀服務；(ii)財富管理及資產管理服務；(iii)配售與包銷服務；(iv)融資服務，包括孖展貸款、首次公開招股貸款及定期貸款；及(v)金融諮詢服務。是項協議之對方由AY Trust控制而英皇集團金融協議項下之交易構成本公司之持續關連交易。楊玳詩女士為AY Trust之合資格受益人之一，故被視為於英皇集團金融協議擁有權益。

DIRECTORS' REPORT

董事會報告

3. Financial Services Agreement with Ms. Daisy Yeung for the Yeung Family (“Yeung FSA”)

3. 與楊玳詩女士就楊氏家族訂立之金融服務協議（「楊氏金融協議」）

Name of counterparty 對方姓名／名稱	Nature of transaction 交易性質	(i) Date of Agreement 協議日期 (ii) Term 年期	Amount for the Year 本年度之金額 HK\$'000 千港元
Ms. Daisy Yeung 楊玳詩女士	(a) Commission, brokerage fees and interest income from Ms. Daisy Yeung and her associates, but excluding the listed members of the Emperor Group (“Yeung Family”) 來自楊玳詩女士及其聯繫人士，但不包括英皇集團旗下上市成員公司（「楊氏家族」）之佣金、經紀費、費用及利息收入	(i) 10/09/2015 (ii) 01/10/2015 to 30/09/2018 (on normal commercial terms and at rates no more favourable than those available to other independent third parties 按一般商業條款及按不優於提供予其他獨立第三方之價格)	15,049
	(b) Maximum margin loan amount to the Yeung Family 給予楊氏家族之最高孖展貸款金額		489,653
	(c) Maximum IPO loan amount to the Yeung Family 給予楊氏家族最高首次公開招股貸款金額		13,773
	(d) Maximum term loan amount to the Yeung Family 給予楊氏家族之最高定期貸款金額		-
	(e) Financial advisory fee from the Yeung Family 來自楊氏家族之金融諮詢費		-
	(f) Commission and fee payment to the Yeung Family for their services being provided to the Group 向楊氏家族支付其為本集團提供服務之佣金及費用		270

Under the Yeung FSA, the Group has agreed to provide to the members of the Yeung Family (i) brokerage services for securities, futures and options trading; (ii) wealth management and asset management services; (iii) financing services including margin loans, IPO loans and term loans; and (iv) financial advisory services. The Group has also agreed to pay commission and fee to the Yeung Family, including (i) the commission and fee for their acting as placees or underwriters for the securities of the Company or for the securities underwritten or placed by the Group; and (ii) referral fee for introducing clients to the Group relating to the Group's business. Ms. Daisy Yeung has deemed interest in the Yeung FSA by virtue of being one of the members of the Yeung Family. As such, the transactions contemplated under the Yeung FSA constitute continuing connected transactions of the Company.

Details of the Yeung FSA and Emperor Group FSA were set out in the announcement of the Company dated 10 September 2015.

根據是楊氏金融協議，本集團同意向楊氏家族成員提供(i)證券、期貨及期權買賣經紀服務；(ii)財富管理及資產管理服務；(iii)融資服務，包括孖展貸款、首次公開招股貸款及定期貸款；及(iv)金融諮詢服務。本集團亦同意向楊氏家族支付佣金及費用，包括(i)就其擔任本公司的證券或由本集團所包銷或配售的證券之承配人或包銷商之佣金及費用，及(ii)就其為本集團之業務向本集團介紹客戶而支付之轉介費用。楊玳詩女士為楊氏家族成員之一，故被視為於楊氏金融協議擁有權益。因此，楊氏金融協議項下之交易構成本公司之持續關連交易。

楊氏金融協議及英皇集團金融協議之詳情載於本公司日期為2015年9月10日之公告。

DIRECTORS' REPORT

董事會報告

4. Financial Services Agreement with Mr. Chan Shek Wah, Dickson (“Chan FSA”)

4. 與陳錫華先生訂立之金融服務協議 (「陳氏金融服務協議」)

Name of counterparty 對方姓名／名稱	Nature of transaction 交易性質	(i) Date of Agreement 協議日期 (ii) Term 年期	Amount for the Year 本年度之金額 HK\$'000 千港元
Mr. Chan Shek Wah, Dickson (“Mr. Chan”) 陳錫華先生 (「陳先生」)	(a) Commission, brokerage fees and interest income from Mr. Chan and his associates (“Chan Family”) 來自陳先生及其聯繫人士 (「陳氏家族」) 之佣金、經紀費、費用及利息收入	(i) 12/02/2018 (ii) 12/02/2018 to 30/09/2020 (on normal commercial terms and at rates no more favourable than those available to other independent third parties)	1,249
	(b) Maximum loan amount to the Chan Family 給予陳氏家族之最高貸款金額	按一般商業條款及按不優於提供予其他獨立第三方之價格	28,370
	(c) Commission and fee payment to the Chan Family for their services being provided to the Group 向陳氏家族支付其為本集團提供服務之佣金及費用		-

Under the Chan FSA, the Group has agreed to provide to the Chan Family (i) brokerage services for securities, futures and options trading as well as wealth management and asset management services; and (ii) financing services including margin loans, IPO loans and term loans. The Group has also agreed to pay commission and fee to the Chan Family for their acting as placees or underwriters for the securities of the Company or for the securities underwritten or placed by the Group. Mr. Chan is an executive Director of the Company. As such, the transactions contemplated under the Chan FSA constitute continuing connected transactions of the Company.

Details of the Chan FSA were set out in the announcement of the Company dated 12 February 2018.

根據陳氏金融服務協議，本集團同意向陳氏家族提供(i)證券、期貨及期權買賣經紀服務以及財富管理及資產管理服務；及(ii)融資服務，包括孖展貸款、首次公開招股貸款及定期貸款。本集團亦同意向陳氏家族支付就其擔任本公司的證券或由本集團所包銷或配售的證券之承配人或包銷商之佣金及費用。陳先生為本公司一名執行董事。因此，陳氏金融服務協議項下之交易構成本公司之持續關連交易。

陳氏金融服務協議之詳情載於本公司日期為2018年2月12日之公告。

DIRECTORS' REPORT

董事會報告

Compliance with Disclosure Requirements

Regarding the related party transaction as set out in note 32 to the consolidated financial statements, the transactions as shown in item (i), the amount of HK\$9,256,000 as incorporated in item (iii) and items (iv) to (vi) are non-exempt continuing connected transactions and that the Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules.

Auditor's Letter on Disclosed Continuing Connected Transactions

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

The auditor has issued an unqualified letter containing its findings and conclusions in respect of the continuing connected transactions disclosed by the Group ("Disclosed CCTs") in accordance with Rule 14A.56 of the Listing Rules. A copy of the Auditor's Letter has been provided by the Company to the Stock Exchange.

Confirmation of Independent Non-executive Directors

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive directors of the Company ("INED(s)") have reviewed the Disclosed CCTs and the Auditor's Letter and have confirmed that these transactions have been entered into by the Group:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better (as the case may be); and
- (iii) according to the agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Save as disclosed above, there was no transaction, arrangement or contract of significance which was significant in relation to the Group's business to which the Company or any of its holding company, subsidiaries or fellow 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 the Year or at any time during the Year.

遵守披露規定

有關綜合財務報表附註32所載之關連人士交易，當中第(i)項、包含在第(iii)項為數9,256,000港元之金額及第(iv)至(vi)項所示之交易均為非豁免之持續關連交易，而本公司已根據上市規則第14A章遵守披露規定。

核數師有關已披露持續關連交易之函件

董事會已委聘本公司核數師，按照香港會計師公會頒佈之香港鑒證業務準則第3000號(經修訂)下之「非審核或審閱過往財務資料之鑒證工作」規定，並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」就本集團之持續關連交易作出報告(「核數師函件」)。

根據上市規則第14A.56條，核數師已就本集團披露的持續關連交易(「經披露持續關連交易」)發出無保留意見，並載有其發現和結論的函件。本公司已將核數師函件副本提供予聯交所。

獨立非執行董事之確認

根據上市規則第14A.55條，本公司獨立非執行董事(「獨立非執行董事」)已審閱經披露持續關連交易及核數師函件，並確認該等交易乃由本集團：

- (i) 於本集團之日常業務中訂立；
- (ii) 按照一般或更佳(視情況而定)商業條款進行；及
- (iii) 根據有關協議進行，條款公平合理，並符合股東的整體利益。

除上文所披露者外，於本年度末或本年度任何時間並無存在由本公司或其任何控股公司、附屬公司或同系附屬公司參與訂立的對本集團業務而言屬重大而董事或其控制實體於當中擁有重大權益(無論直接或間接)之任何重大交易、安排或合約。

DIRECTORS' REPORT

董事會報告

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than as stated above, at the end of the Year and at no time during the Year was the Company, any of its holding companies, subsidiaries or its fellow subsidiaries a party to any arrangements to enable the Directors or chief executives of the Company or their spouses or children under 18 years of age to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company had received from each of the INEDs an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considered all of the INEDs are independent.

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report from pages 30 to 53.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and within the knowledge of the Directors, as at the latest practicable date prior to the issue of this annual report, there was sufficient public float of at least 25% of the Company issued Shares as required under the Listing Rules.

DONATIONS

During the Year, the Group made charitable donations amounting to approximately HK\$234,900.

AUDITOR

A resolution will be submitted to the 2019 AGM to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

Daisy Yeung
Managing Director

Hong Kong
11 December 2018

購入股份或債權證之安排

除上述者外，於本年度末及本年度內任何時間，本公司、其任何控股公司、附屬公司或其同系附屬公司概無參與任何安排，使本公司董事或最高行政人員或彼等之配偶或未滿18歲子女可藉購入本公司或任何其他法人團體之股份或債權證而獲取利益。

獨立非執行董事之獨立性確認書

本公司已收到每位獨立非執行董事根據上市規則第3.13條發出之年度獨立確認書。本公司認為，所有獨立非執行董事均為獨立人士。

企業管治

本公司所採納之主要企業管治常規載於第30至第53頁之企業管治報告。

足夠之公眾持股量

根據本公司可得之公開資料及據董事所知，於刊發本年報前之最後實際可行日期，本公司已發行股份維持上市規則所規定至少25%之足夠公眾持股量。

捐款

於本年度內，本集團作出慈善捐款約234,900港元。

核數師

續聘德勤•關黃陳方會計師行為本公司核數師之決議案將於2019股東週年大會上提呈。

代表董事會

董事總經理
楊玳詩

香港
2018年12月11日

CORPORATE GOVERNANCE REPORT

企業管治報告

The Directors of the Company have adopted various policies to ensure compliance with the code provisions of Corporate Governance Code (the “CG Code”) under Appendix 14 of the Listing Rules. For the Year, the Company had complied fully with the code provisions of the CG Code except with the deviation from code provision A.2.1 which requires the roles of chairman and chief executive officer be separate and not be performed by the same individual.

THE BOARD

Board Composition

As at 30 September 2018, the Board comprised seven Directors (four Executive Directors and three Independent Non-executive Directors (“INEDs”)) who possess the skills, experience and expertise either in the same industry or relevant to the management of the business of the Group. The biographies of the Directors are set out from pages 14 to 16 of this report under the “Biographies of Directors and Senior Management” section.

Chairperson and Chief Executive Officer

Code provision A.2.1 requires that the roles of chairman and chief executive officer should be separate and not be performed by the same individual. Ms. Daisy Yeung (being the Chief Executive Officer of the Group) has also been appointed as the Managing Director of the Company by the Board who provides the Group and the Board with strong and consistent leadership while at the same time allows for more effective planning, formulation, implementation and execution of long-term business strategies and overall business management of the Group. The Company has considered the issue of balance of power of authority on the Board and believes the structure of the Company, including strong independent elements in the Board, delegation of authorities to the management, supervision by the Board and Board committees, is sufficient to address the potential issue on power concentration. All Directors, who bring different experience and expertise to the Company, are properly briefed on issues arising at Board meetings and that adequate, complete and reliable information is received by the Directors. The Board is of the opinion that the current Board structure functions effectively and does not intend to make any change thereof.

本公司之董事已採納多項政策，以確保遵守上市規則附錄十四所載之企業管治守則（「企業管治守則」）之守則條文。本公司已於本年度內全面遵守企業管治守則之守則條文，惟偏離守則條文第A.2.1條（該條規定主席及行政總裁之職務須分開且不得由同一人士擔任）除外。

董事會

董事會組成

於2018年9月30日，董事會由七位董事（四位執行董事及三位獨立非執行董事（「獨立非執行董事」））組成，彼等具有在相同行業或與本集團之業務管理有關之技能、經驗及專長。董事之履歷載於本報告第14頁至第16頁之「董事及高級管理層之履歷」一節內。

主席及行政總裁

守則條文第A.2.1條規定主席及行政總裁之職務須分開且不得由同一人士擔任。本集團行政總裁楊玳詩女士亦已獲董事會委任為本公司董事總經理，彼為本集團及董事會提供穩健及一致的領導效能，同時能更有效籌劃、制定、執行及推行長遠業務策略和本集團的整體業務管理。本公司已考慮董事會權力制衡的事宜，並相信本公司的架構（包括董事會具備足夠獨立性、向管理層授予權力、由董事會及董事委員會進行監察）足以應對權力集中之潛在問題。所有董事為本公司帶來不同經驗及專業技能，彼等於董事會會議上提出之事項均能獲妥善講解及能收取足夠、完整及可靠之資料。董事會認為，董事會現時之架構功能可有效地運作，且不擬作出任何變動。

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Independent Non-executive Directors

The INEDs are all professionals with well recognized experience and expertise in financial, legal or accounting fields who contribute impartial view and make independent judgment on issues to be discussed at the Board meetings. They are appointed for an initial term of three years which is renewed automatically for successive terms of one year subject to early termination with written notice being served by either party. The terms of the INEDs are also subject to retirement by rotation and re-election provisions under the Bye-laws of the Company.

The Company had received confirmation of independence from each of the INEDs. The Board considered each of them to be independent by reference to the factors as set out in Rule 3.13 of the Listing Rules. The INEDs had been expressly identified as such in all corporate communications of the Company that disclose the names of Directors.

Roles and Responsibilities of the Board

The Company is headed by the Board which is responsible for the leadership, control and promotion of success of the Group in the interest of the shareholders of the Company (“Shareholders”) by directing and supervising its affairs and by formulating strategic directions and monitoring the financial and management performance of the Group.

Delegation to the Management

The management is led by the Executive Committee of the Company (which comprises all the Executive Directors of the Board) and has delegated powers and authorities to carry out the day-to-day management and operation of the Group, formulate business policies and make decision on key business issues. The Executive Committee shall have all powers and authorities of the Board except the following matters as set out in a formal schedule of matters specifically reserved by the Board:

- determining the Group’s objectives and strategies;
- approving annual and interim results and financial reporting;

獨立非執行董事

獨立非執行董事均為金融、法律或會計界具認可經驗及專長之專業人士，就將於董事會會議上討論之事宜提供中立觀點及作出獨立判斷。彼等之初步任期為三年，其後按年自動重續，惟可由任何一方發出書面通知提早終止。獨立非執行董事亦須根據本公司之章程細則輪值退任及可膺選連任。

本公司已收到每位獨立非執行董事之獨立性確認書。董事會在參考上市規則第3.13條所載之因素後認為彼等均為獨立人士。本公司在所有披露董事姓名之公司通訊中，已明確列明獨立非執行董事之身份。

董事會之角色及責任

本公司由董事會領導，董事會以本公司股東（「股東」）利益為出發點，負責透過指導及監督本集團之事務，制定策略方向及監督本集團之財務及管理層表現以領導、監控及促進本集團之成功。

授權予管理層

管理層由本公司之執行委員會（由董事會之全體執行董事組成）領導，並擁有獲轉授之權力及授權，以進行本集團之日常管理及營運；制定業務政策及就主要業務事項作出決策。執行委員會擁有董事會之所有權力及授權，惟列載於正式預定計劃表由董事會特別保留之下列事項除外：

- 釐定本集團之目標及策略；
- 批准年度及中期業績以及財務報告；

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- declaring or recommending payment of dividends or other distributions;
 - approving major changes that require notification by announcement under the Listing Rules;
 - approving publication of the announcement for notifiable transactions under the Listing Rules;
 - approving non-exempted connected transactions/non-exempted continuing connected transactions (other than those transactions took place from time to time under the master agreement(s) previously approved by the Board/Shareholders (as the case may be)) under the Listing Rules;
 - approving proposed transactions requiring Shareholders' approval under the Listing Rules;
 - approving major capital restructuring and issue of new securities of the Company;
 - approving the establishment of Board committees;
 - approving policies and practices on compliance with legal and regulatory requirements, including but not limited to risk management policy, remuneration policy and corporate governance policy;
 - approving financial assistance to Directors;
 - ensuring the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions; and
 - approving such other matters or transactions as specified by the Board or as thought fit by the Committee or as required by all applicable laws, rules and regulations from time to time.
- 宣派或建議派付股息或其他分派；
 - 批准根據上市規則須以公告形式作出通知之重大變動；
 - 批准刊發有關上市規則項下之須予公佈交易之公告；
 - 批准根據上市規則之非豁免關連交易／非豁免持續關連交易（根據已由董事會／股東（視情況而定）批准之主協議不時進行之交易除外）；
 - 批准根據上市規則需要股東批准之建議交易；
 - 批准本公司之主要資本重組及發行新證券；
 - 批准成立董事委員會；
 - 批准有關遵守法例及監管規定方面的政策及常規，包括但不限於風險管理政策、薪酬政策及企業管治政策；
 - 批准對董事之財務援助；
 - 確保本公司會計、內部審核及財務匯報職能之資源、員工資格及經驗、培訓計劃及預算之充足性；及
 - 批准董事會指定或委員會認為適合或所有不時適用的法律、規則及法規規定之有關其他事項或交易。

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Induction, Support and Professional Development of Directors

All Directors have been given relevant guideline materials regarding the duties and responsibilities of a Director, relevant laws and regulations applicable to Directors, duty of disclosure of equity/business interest in the Group and such induction materials will also be provided to newly appointed Directors shortly upon their appointment as Directors. All Directors have been updated on the latest developments regarding the Listing Rules and other applicable regulatory requirement to ensure compliance and enhance their awareness of good corporate governance practices. There is a procedure agreed by the Board to ensure Directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expenses in order to assist them to perform their duties to the Company.

The Directors confirmed that they have complied with the Code Provision A.6.5 of the CG Code on Directors' training. During the Year, each Director had participated in continuous professional development by attending seminars/workshops/reading materials on the following topics to develop and refresh their knowledge and skills and provided a record of training to the Company:

Name of Directors	董事姓名
Daisy Yeung	楊玳詩
Chan Shek Wah	陳錫華
Choi Suk Hing, Louisa	蔡淑卿
Pearl Chan	陳佩斯
Chu Kar Wing	朱嘉榮
Poon Yan Wai	潘仁偉
Wan Choi Ha	溫彩霞

Relationship between the Board Members

None of the members of the Board has any relationship (including financial, business, family or other material/relevant relations) among each other.

Directors' Insurance

The Company has arranged appropriate insurance cover in respect of legal action against the Directors.

董事之啟導、支援及專業發展

所有董事均已獲提供有關擔任董事之職責及責任、適用於董事之相關法例及規例、於本集團之權益／業務權益披露之責任之相關指引資料，而於新任董事獲委任為董事後，亦會於短期內向其提供該等就任須知資料。全體董事亦已就上市規則及其他適用監管要求之最新發展獲得最新資料，從而確保遵例，同時加強彼等對良好企業管治常規之意識。董事會已議定程序，使董事可在適當情況下經合理要求後尋求獨立專業意見以協助彼等為本公司執行職責，費用由本公司承擔。

董事確認，彼等已遵守企業管治守則內有關董事培訓之守則條文第A.6.5條。於本年度，各董事均已參與持續專業發展，透過出席有關以下主題之座談會／工作坊／閱讀材料，以發展及更新彼等之知識及技能，並已向本公司提供培訓紀錄：

Topics on training covered by all Directors 所有董事所涵蓋之培訓主題

- (a) corporate governance 企業管治
- (b) finance 財務
- (c) industry-specific 行業相關
- (d) regulatory 規管

董事會成員間之關係

董事會成員之間概無任何關係（包括財務、業務、家屬或其他重大／相關關係）。

董事之保險

本公司已就董事可能會面對之任何法律訴訟作出適當之投保安排。

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Directors' Attendance and Time Commitment

The attendance of Directors at the meetings during the Year is set out below:

董事之出席情況及時間投入

本年度董事出席會議之情況載列如下：

Name of Directors 董事姓名	No. of Meetings attended/held 出席會議／舉行會議次數						
	Board	Audit Committee	Remuneration Committee	Nomination Committee	Corporate Governance Committee	Executive Committee	General Meeting
	董事會	審核委員會	薪酬委員會	提名委員會	企業管治委員會	執行委員會	股東大會
Executive Directors 執行董事							
Daisy Yeung (Note 1) 楊玳詩 (附註1)	9/9	N/A 不適用	1/1	1/1	N/A 不適用	17/17	1/1
Chan Shek Wah 陳錫華	9/9	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	17/17	1/1
Choi Suk Hing, Louisa (Note 2) 蔡淑卿 (附註2)	9/9	N/A 不適用	N/A 不適用	N/A 不適用	1/1	17/17	1/1
Pearl Chan 陳佩斯	9/9	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	17/17	1/1
Independent Non-Executive Directors 獨立非執行董事							
Chu Kar Wing (Note 3) 朱嘉榮 (附註3)	9/9	3/3	0/1	1/1	N/A 不適用	N/A 不適用	1/1
Poon Yan Wai (Note 4) 潘仁偉 (附註4)	9/9	3/3	1/1	N/A 不適用	1/1	N/A 不適用	1/1
Wan Choi Ha (Note 5) 溫彩霞 (附註5)	9/9	3/3	N/A 不適用	1/1	1/1	N/A 不適用	1/1
Total number of meetings held: 舉行會議之總數：	9	3	1	1	1	17	1

Notes:

- Chairperson of the Executive Committee
- Chairperson of the Corporate Governance Committee
- Chairman of the Remuneration Committee
- Chairman of the Audit Committee
- Chairperson of the Nomination Committee

附註：

- 執行委員會主席
- 企業管治委員會主席
- 薪酬委員會主席
- 審核委員會主席
- 提名委員會主席

Upon reviewing (a) the annual confirmation of the time commitment given by each Director; (b) the directorships and major commitments of each Director; and (c) the attendance rate of each Director on full Board and his/her respective board committee meetings as well as general meeting, the Board is satisfied that all Directors have spent sufficient time in performing their responsibilities during the Year.

經檢討(a)各董事就其投入時間發出之年度確認；(b)各董事之董事職務及主要任命；及(c)各董事於全體董事會會議及各董事委員會會議以及股東大會之出席率後，董事會信納，於本年度內，全體董事均已付出足夠時間履行其職責。

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Board Meetings and Proceedings

Regular Board meetings were held at approximately quarterly interval. The Directors have access to the advice and services of the Company Secretary and key officers of the company secretarial team for ensuring that the Board procedures, all applicable rules and regulations are followed.

With the assistance of the Company Secretary, the meeting agenda is set by the Chairperson of the meeting in consultation with other Board members. Board meeting notice was sent to the Directors at least 14 days prior to each regular Board meeting. For all other board meetings, reasonable notice was given. Board papers and related materials which provide appropriate, accurate, clear, complete and reliable information are generally sent to all Directors and relevant committee members at least 3 days before each Board meeting and Board Committee meeting (on other agreed period) to enable the Directors to make informed decisions.

Minutes of Board meetings and Board committee meetings are drafted by the secretary of the meetings and recorded in sufficient details the matters considered and decisions reached, with draft and final versions being circulated to the Directors for their comment and records respectively, within reasonable time after the meetings are held. Originals of such minutes, being kept by the Company Secretary, are open for inspection at any reasonable time on reasonable notice by any Director.

If a Director has conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by a physical Board meeting rather than a written resolution. That Director will abstain from voting on the relevant Board resolution in which he/she or any of his/her associates has a material interest and he/she shall not be counted in the quorum present at such Board meeting. INED, who, and whose close associates have no material interest in the transaction are present at the board meeting.

董事會會議及程序

董事會定期會議約每季舉行。董事可獲取公司秘書及公司秘書團隊主要職員之意見及服務，確保遵循董事會程序及所有適用之規則及規例。

在公司秘書之協助下，會議議程乃由會議主席在諮詢其他董事會成員後設定。董事會會議之通告至少於每次董事會定期會議前14日發送予董事。至於其他董事會會議，亦會發出合理通知。董事會文件連同所有適當、準確、清晰、完整及可靠資料一般於每次董事會會議及董事委員會會議（於其他經協定之期間）至少3日前送交予全體董事及相關委員會成員以便董事作出知情決定。

經由會議秘書就所考慮之事項及所達成之決策進行起草及充分詳細記錄之董事會會議及董事委員會會議紀錄之初稿及最終定稿均會交予董事傳閱，分別供彼等於舉行會議後在合理時間內表達意見及備案之用。有關會議紀錄之正本由公司秘書保存，可供任何董事於發出合理通知後在任何合理時間查閱。

若董事在董事會將予考慮之事項中存有董事會認為屬重大之利益衝突，則該事項將以召開董事會會議而非以書面決議案方式處理，而該董事將就彼或其任何聯繫人士具有重大權益之相關董事會決議案放棄投票，且不會計入出席該董事會會議之法定人數內。出席董事會會議之獨立非執行董事及其緊密聯繫人士概無於交易中擁有重大權益。

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Board Committees

To assist the Board in execution of its duties and facilitate effective management, certain functions of the Board have been delegated by the Board to the Executive Committee, Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee.

The majority of the members of the Audit Committee, Remuneration Committee and Nomination Committee are INEDs. Clear written terms of reference of all the Board Committees are given to the respective members of these Committees. Details of the Board Committees are set out below:

1. Executive Committee (set up on 18 November 2014)

The Executive Committee consists of four Executive Directors, namely Ms. Daisy Yeung (Chairperson of the Committee), Mr. Chan Shek Wah, Ms. Choi Suk Hing, Louisa and Ms. Pearl Chan. The primary duties of the Executive Committee are (a) formulating business policies and making decision (including entering into transactions) on matters relating to the management and day-to-day operations of the Group; (b) making and reviewing corporate/financial/treasury planning, investment and operation strategy of the Group; (c) discussing and approving any financial, borrowing, charging and guarantee commitment to be made or on behalf of the Group; (d) approving any transactions, including discloseable transactions, exempted connected transactions and non-exempted continuing connected transactions took place from time to time under the master agreement(s) previously approved by the Board/Shareholders (as the case may be) under the Listing Rules; and (e) having all power and authorities of the Board except those matters specifically reserved for the full Board as set out in the "Formal Schedule on matters reserved for and delegated by the Board" adopted by the Board from time to time.

董事委員會

為協助董事會履行其職責及促進有效管理，董事會若干職能已由董事會委派予執行委員會、審核委員會、薪酬委員會、提名委員會及企業管治委員會。

審核委員會、薪酬委員會及提名委員會大多數成員為獨立非執行董事。所有董事委員會之清晰書面職權範圍已提供予此等委員會之各自成員。董事委員會詳情載列如下：

1. 執行委員會(於2014年11月18日成立)

執行委員會由四名執行董事組成，分別為楊玳詩女士(委員會主席)、陳錫華先生、蔡淑卿女士及陳佩斯女士。執行委員會之主要職責為(a)就與本集團管理及日常營運有關之事項制定業務政策及作出決定(包括訂立交易)；(b)制定及檢討本集團之企業/財務/庫務計劃、投資及營運策略；(c)討論及批准任何本集團或代表本集團制定之財務、借貸、收費及保證承諾；(d)批准任何交易，包括根據上市規則已由董事會/股東(視情況而定)批准之主協議不時進行之須予披露交易、非豁免關連交易及非豁免持續關連交易及(e)擁有董事會之所有權力及授權，惟董事會不時採納之「需要董事會決定及由董事會授權之事項之正式預定計劃表」所載指定由全體董事會作決定之事項除外。

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2. Audit Committee (set up on 1 March 2007)

The Audit Committee consists of three INEDs, namely Mr. Poon Yan Wai (Chairman of the Committee), Mr. Chu Kar Wing and Ms. Wan Choi Ha.

The specific written terms of reference of the Audit Committee is available on the websites of the Stock Exchange and the Company. The Audit Committee is primarily responsible for (a) making recommendations to the Board on the appointment, reappointment and removal of the external auditor; (b) reviewing and monitoring the external auditor's independence and objectivity and effectiveness of the audit process; (c) approving the remuneration and terms of engagement of external auditor; (d) reviewing financial information and overseeing the financial reporting system, risk management and internal control systems. The Audit Committee held three meetings during the Year.

A summary of work performed by the Audit Committee during the Year is set out as follows:

- i. reviewed with the management/finance personnel and/or the external auditor the effectiveness of audit process and the accounting principles and practices adopted by the Group, the accuracy and fairness of the annual consolidated financial statements for the financial year ended 30 September 2017 ("Previous Year") and the interim consolidated financial statements for the six months ended 31 March 2018;
- ii. reviewed with the senior management and finance personnel the effectiveness of the risk management and internal control systems of the Group during the Previous Year;
- iii. annual review of the non-exempt continuing connected transactions of the Group for the Previous Year;
- iv. recommended the Board on the re-appointment of external auditor at the 2018 annual general meeting ("AGM");
- v. approved the audit plan for the financial year ended 30 September 2018, reviewed the independence of external auditor and approved its engagement; and
- vi. made recommendation to the Board to adopt a revised terms of reference of the Audit Committee.

2. 審核委員會(於2007年3月1日成立)

審核委員會由三名獨立非執行董事組成，分別為潘仁偉先生(委員會主席)、朱嘉榮先生及溫彩霞女士。

審核委員會之具體書面職權範圍可於聯交所及本公司網站查閱。審核委員會主要負責(a)就委聘、重新委聘及罷免外聘核數師向董事會提供推薦意見；(b)檢討及監察外聘核數師之獨立性以及審核程序之客觀性及有效性；(c)批准外聘核數師之酬金及委聘條款；及(d)審閱財務資料及監察財務報告制度、風險管理及內部監控系統。審核委員會於本年度舉行三次會議。

於本年度內，審核委員會履行之工作概要載列如下：

- i. 與管理層／財務人員及／或外聘核數師審閱審核過程及本集團所採納之會計原則及實務之成效，以及分別截至2017年9月30日止財政年度(「上一年度」)及截至2018年3月31日止六個月之年度及中期綜合財務報表之準確性及公平性；
- ii. 與高級管理層及財務人員檢討本集團上一年度風險管理及內部監控系統之成效；
- iii. 對本集團於上一年度之非豁免持續關連交易進行年度審閱；
- iv. 建議董事會於2018年股東週年大會(「股東週年大會」)上重新委聘外聘核數師；
- v. 批准截至2018年9月30日止財政年度之審核計劃、檢討外聘核數師之獨立性及批准其委聘；及
- vi. 就採納審核委員會經修訂職權範圍向董事會提供推薦意見。

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3. Remuneration Committee (set up on 1 March 2007)

The Remuneration Committee consists of three members, namely Mr. Chu Kar Wing (Chairman of the Committee) and Mr. Poon Yan Wai, both being INEDs, and Ms. Daisy Yeung, being the Managing Director.

The specific written terms of reference of the Remuneration Committee is available on the websites of the Stock Exchange and the Company. The Remuneration Committee is primarily responsible for making recommendation to the Board on (a) the Company's policy and structure of all remuneration of Directors and senior management; (b) the remuneration of INEDs; and (c) the specific remuneration packages for individual Executive Directors and senior management. Details of the remuneration of each of the Directors for the Year are set out in note 9 to the consolidated financial statements. The Remuneration Committee held one meeting during the Year.

A summary of the work performed by the Remuneration Committee during the Year is set out as follows:

- i. reviewed the Directors' fees and made recommendation to the Board;
- ii. reviewed the current remuneration structure/package of the Executive Directors and senior management and recommended the Board to approve their specific packages; and
- iii. made recommendation to the Board to adopt a revised terms of reference of the Remuneration Committee.

4. Nomination Committee (set up on 28 March 2012)

The Nomination Committee consists of three members, namely Ms. Wan Choi Ha (Chairperson of the Committee) and Mr. Chu Kar Wing, both being INEDs, and Ms. Daisy Yeung, being the Managing Director.

3. 薪酬委員會(於2007年3月1日成立)

薪酬委員會由三名成員組成，其分別為獨立非執行董事朱嘉榮先生(委員會主席)與潘仁偉先生及董事總經理楊玳詩女士。

薪酬委員會之具體書面職權範圍可於聯交所及本公司網站查閱。薪酬委員會主要負責就(a)本公司之董事及高級管理層之所有薪酬政策及架構；(b)獨立非執行董事之薪酬；及(c)個別執行董事及高級管理層之具體薪酬待遇向董事會提供推薦意見。本年度各董事之薪酬詳情載於綜合財務報表附註9。薪酬委員會於本年度舉行一次會議。

於本年度內，薪酬委員會所履行之工作概要載列如下：

- i. 檢討董事袍金並向董事會提供推薦意見；
- ii. 檢討執行董事及高級管理層之現時薪酬架構／待遇水平，並就批准彼等之具體薪酬待遇向董事會提供建議；及
- iii. 就採納薪酬委員會經修訂職權範圍向董事會提供推薦意見。

4. 提名委員會(於2012年3月28日成立)

提名委員會由三名成員組成，其為獨立非執行董事溫彩霞女士(委員會主席)與朱嘉榮先生及董事總經理楊玳詩女士。

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The specific written terms of reference of the Nomination Committee is available on the websites of the Stock Exchange and the Company. The primary duties of the Nomination Committee are (a) reviewing the structure, size and diversity of the Board; (b) reviewing the Board Diversity Policy; (c) determining the policy for the nomination of Directors and identifying potential candidates for directorship; (d) making recommendations to the Board on the appointment, re-appointment, re-election or re-designation of Directors and succession planning for Directors; (e) assessing the independence of INEDs; and (f) reviewing the time commitment of each Director. The Nomination Committee held one meeting during the Year.

A summary of the work performed by the Nomination Committee during the Year is set out as follows:

- i. reviewed the structure, size and diversity of the Board;
- ii. reviewed the independence of the INEDs;
- iii. reviewed the confirmation from the Directors on time commitment in performing their duties as Directors;
- iv. made recommendation to the Board on the re-election of Directors at the 2018 AGM; and
- v. made recommendation to the Board to adopt a revised terms of reference of the Nomination Committee.

As adopted by the Board, the Board Diversity Policy aims to achieve diversity on the Board in the broadest sense in order to have a balance of skills, experience and diversity of perspectives to the business nature of the Company. Selection of candidates on the Board is based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The Nomination Committee will also assess the merits and contribution of any Director proposed for re-election or any candidate nominated to be appointed as Director that will bring to the Board against the objective criteria, with due regard for the benefits of diversity on the Board that would complement the Company's corporate strategy.

提名委員會之具體書面職權範圍可於聯交所及本公司網站查閱。提名委員會之主要職責為：(a)檢討董事會的架構、人數及組成；(b)檢討董事會多元化政策；(c)確定董事提名之政策及物色潛在董事候選人；(d)就董事委任、重新委任、重選或調任以及董事繼任計劃向董事會提出建議；(e)評核獨立非執行董事的獨立性；及(f)檢討各董事所投入的時間。提名委員會於本年度舉行一次會議。

於本年度內，提名委員會所履行之工作概要載列如下：

- i. 檢討董事會之架構、人數及多元化；
- ii. 檢討獨立非執行董事之獨立性；
- iii. 檢討董事就履行擔任董事之職責所投入時間之確認；
- iv. 就於2018年股東週年大會上膺選連任之董事向董事會提供推薦意見；及
- v. 就採納提名委員會經修訂職權範圍向董事會提供推薦意見。

董事會所採納之董事會多元化政策旨在從最廣義角度實現董事會多元化，以根據本公司業務性質而具備適當所需技巧、經驗及多樣的觀點。選擇董事會候任董事乃基於多方面考慮，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年期。提名委員會亦會評估任何建議重選的董事或任何獲提名委任為董事之候選人為董事會帶來之價值及貢獻，並按客觀準則評選，充分顧及董事會多元化的裨益，從而完善本公司之企業策略。

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5. Corporate Governance Committee (set up on 28 March 2012)

The Corporate Governance Committee consists of five members, namely Ms. Choi Suk Hing, Louisa (Chairperson of the Committee) being an Executive Director, Mr. Poon Yan Wai and Ms. Wan Choi Ha, both being INEDs, a representative of company secretarial function and a representative of finance and accounts function. The specific written terms of reference of the Corporate Governance Committee is available on the Company's website. The primary duties of the Corporate Governance Committee are (a) reviewing the policies and practices on corporate governance of the Company and making recommendations to the Board; (b) reviewing and monitoring the policies and practices of the Company on compliance with legal and regulatory requirements; (c) developing, reviewing and monitoring the code of conduct applicable to Directors and relevant employees of the Group on dealings with the Company's securities; (d) reviewing and monitoring the training and continuous professional development of Directors and senior management; and (e) reviewing the Company's compliance with the CG Code and disclosure in this Report. The Corporate Governance Committee held one meeting during the Year.

A summary of the work performed by the Corporate Governance Committee during the Year is set out as follows:

- i. reviewed the Corporate Governance Policy and made recommendation to the Board;
- ii. reviewed the policies and practices on compliance with legal and regulatory requirements;
- iii. reviewed the training and continuous professional development of Directors and senior management;
- iv. reviewed the code of conduct applicable to Directors and relevant employees of the Group; and
- v. reviewed the Company's compliance with the CG Code and disclosure in Corporate Governance Report.

5. 企業管治委員會 (於2012年3月28日成立)

企業管治委員會由五名成員組成，其分別為執行董事蔡淑卿女士(委員會主席)、獨立非執行董事潘仁偉先生及溫彩霞女士、一名公司秘書職能部門代表及一名財務及會計職能部門代表。企業管治委員會之具體書面職權範圍可於本公司網站查閱。企業管治委員會之主要職責為(a)檢討本公司在企業管治方面之政策及常規並向董事會提供推薦意見；(b)檢討及監察本公司在遵守法規及監管規定方面之政策及常規；(c)制定、檢討及監察董事及本集團相關僱員買賣本公司證券所適用之行為守則；(d)檢討及監察董事及高級管理層之培訓及持續專業發展；及(e)檢討本公司遵守企業管治守則及本報告披露之情況。企業管治委員會於本年度舉行一次會議。

於本年度內，企業管治委員會所履行之工作概要載列如下：

- i. 檢討企業管治政策並向董事會提供推薦意見；
- ii. 檢討在遵守法規及監管規定方面之政策及常規；
- iii. 檢討董事及高級管理層之培訓及持續專業發展；
- iv. 檢討董事及本集團相關僱員之行為準則；及
- v. 檢討本公司遵守企業管治守則及企業管治報告之披露情況。

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SECURITIES TRANSACTIONS OF DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries with all Directors, all of them confirmed that they have complied with the required standard of dealings as set out in such Model Code throughout the Year.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors acknowledge their responsibilities to prepare the annual consolidated financial statements of the Group and other financial disclosures required under the Listing Rules. The management has provided all members of the Board with monthly updates on internal consolidated financial statements which give a balanced and understandable assessment of the Group's performance, position and prospects as at the reporting date.

In preparing the consolidated financial statements for the Year, the Board adopted appropriate accounting policies and applied them consistently, made judgment and estimates that are prudent and reasonable and ensured the consolidated financial statements are prepared on a "going concern" basis (with supporting assumptions or qualifications as necessary) and showed a true view of the state of affairs of the Group for the Year. The management had provided sufficient explanation and information to the Board on the consolidated financial statements to enable it to make an informed assessment of the financial and other information put before it for approval. The auditors of the Company had made a statement about their reporting responsibilities in the Independent Auditors' Report.

董事之證券交易

本公司已採納上市規則附錄十所載之標準守則作為其有關董事之證券交易之行為守則。經向全體董事作出特定查詢後，彼等全體確認彼等於本年度內一直遵守該標準守則所載之規定交易準則。

問責及核數

財務匯報

董事知悉彼等負責編製本集團之年度綜合財務報表及上市規則所規定之其他財務披露事項。管理層已每月向董事會全體成員提供內部綜合財務報表更新資料，以提供於報告日期有關本集團之表現、狀況及前景的公正及易於理解的評估。

於編製本年度綜合財務報表時，董事會採納適用之會計政策，並貫徹應用該等政策、作出審慎及合理之判斷及估計，並確保綜合財務報表按「持續經營」基準編製（並於需要時作出支持性假設或限定性條件）並真實呈列本集團於本年度之財務狀況。管理層已向董事會提供有關綜合財務報表之充份解釋及資料以使董事會就向其提交以供批准之財務及其他資料作出知情評估。本公司之核數師已就彼等之匯報責任於獨立核數師報告內作出聲明。

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企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

A. Goals and objectives

The Board acknowledges that it is its responsibility to ensure that the Company establishes and maintains appropriate and effective risk management and internal control systems (“Systems”). The Systems are designed to manage rather than eliminate risks of failure to achieve business objectives, and can only provide reasonable, but not absolute, assurance against material misstatement or losses.

B. Internal Control

(1) Governance Control

The control structure of the Systems is set out as follows:

The Board

- responsible for the Systems and reviewing their effectiveness;
- oversee the Systems on an ongoing basis with the assistance of the Audit Committee;
- ensure the maintenance of appropriate and effective Systems;
- define management structure with clear lines of responsibility and limit of authority; and
- determine the nature and extent of significant risk that the Company is willing to take in achieving the strategic objectives and formulate the Group’s risk management strategies.

Audit Committee

- review and discuss with the management annually to ensure that the management has performed its duty to have effective Systems. This discussion includes the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company’s accounting and financial reporting functions;

風險管理及內部監控

A. 宗旨及目標

董事會知悉董事會之職責乃確保本公司設立及維持合適及有效之風險管理及內部監控系統(「該等系統」)。該等系統旨在管理而非消除未能達成業務目標之風險，並僅可就重大錯誤陳述或損失提供合理而非絕對保證。

B. 內部監控

(1) 管治監控

該等系統之監控架構載列如下：

董事會

- 負責該等系統及檢討其成效；
- 在審核委員會協助下持續監察該等系統；
- 確保維持合適及有效的該等系統；
- 界定有明確責任及權限的管理架構；及
- 釐定本公司就達致戰略目標所願承擔之重大風險之性質及程度，並制定本集團之風險管理策略。

審核委員會

- 每年與管理層檢討並討論，以確保管理層履行其職責以維持該等系統之有效性。該討論包括本公司會計及財務匯報職能之資源、員工資格及經驗、培訓計劃及預算之充足性；

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- review the nature and extent of significant risks, and the Company's ability to respond to changes in its business and the external environment (as detailed below);
- review and discuss annually the significant control failings or weaknesses that are identified and raised by the auditors; and
- consider major findings on internal control matters raised by external auditors and make recommendations to the Board.

The management (including heads of business units, departments and divisions)

- design, implement and monitor the Systems properly and ensure the Systems are executed effectively;
- monitor risks and take measures to mitigate risks in day-to-day operations;
- give prompt responses to, and follow up the findings on internal control matters raised by internal or external auditors; and
- provide confirmation to the Board on the effectiveness of the Systems.

Internal Audit Department

- carry out the analysis and independent appraisal of the adequacy and effectiveness of the Systems in respect of all material controls, including financial, operational and compliance aspects; and
- alert the management on the audit review findings or irregularities, if any, and advise them on the implementation of necessary steps and actions to enhance the internal controls of the Group. The result of internal audit reviews and agreed action plans are reported to the Audit Committee and the Board.

- 檢討重大風險之性質及程度以及本公司應對其業務及外部環境變化之能力(詳述如下);
- 每年檢討及討論由核數師發現並提出之重大監控失效或弱項;及
- 考慮由外部核數師提出之內部監控事宜的重要調查結果並向董事會作出推薦建議。

管理層(包括業務單位、部門及分部主管)

- 妥善設計、實施及監督該等系統，並確保該等系統得以有效執行；
- 監督風險並採取措施降低日常營運風險；
- 對內部或外部核數師提出之有關內部監控事宜之調查結果作出及時的回應及跟進；及
- 向董事會確認該等系統之有效性。

內部審核部門

- 就有關所有重大監控，包括財務、經營及合規方面對該等系統之充足性及有效性進行分析及獨立評核；及
- 報請管理層注意審核檢討結果或不規範行為(如有)及就實施必要步驟及行動以提高本集團之內部監控向彼等提供意見。內部審核檢討結果及經協定行動計劃將向審核委員會及董事會報告。

(2) Operational Control

During the Year, the management analysed the control environment, identified risks pertaining thereto, and implemented various controls therein.

- **Approach taken:** The management conducted interviews with relevant staff members, reviewing relevant documentation of the internal control system and evaluating findings of any deficiencies in the design of the Group's internal control system, providing recommendations for improvement and assessing the effectiveness of implementation of such recommendations, where appropriate. The scope and findings of review on the risk management and internal control are reported to and reviewed by the Audit Committee annually.
- **Procedure manuals and operational guidelines:** They are in place to safeguard the assets against unauthorised use or disposition, ensuring maintenance of proper accounting records in compliance with the applicable laws, rules and regulations for the provision of reliable financial information for internal use and/or external publication.
- **Management information system and technology:** Such use to control over the business activities allows close tracking of various inputs and outputs of the Group's business such as customer information system and human resources. It also tracks audit trails in the authorisation system, in which permissions and responsibility of authorisation are clearly identified and adequate records can be maintained in the system.
- **Reports and variance analysis:** Such reports and analysis of each segment are conducted on a regular basis such that their performance can be easily accessible.
- **Information flow:** The transparent information flow alerts the management promptly of any deviations. Benchmarking with historical database and comparisons with the same also acts as a detecting device for spotting unusual activities.

(2) 營運監控

於本年度內，管理層已對監控環境及其相關已識別風險作分析，並就此實施多項監控。

- **所採取方法：**管理層與相關員工進行面談，並審閱內部監控系統相關文件及評估本集團內部監控系統設計中所發現之任何不足，就改善措施提供推薦建議及評估實施有關推薦建議之有效性（倘適用）。對風險管理及內部監控審閱的範圍及結果會每年呈報審核委員會並經其審閱。
- **程序手冊及運作指引：**制定該等手冊及指引以保障資產，以免未經授權使用或處置，確保遵守適用法律、法規及規則維持適當會計記錄，以提供可靠財務資料供內部使用及／或對外刊發。
- **管理資訊系統及技術：**此用於控制業務活動，允許密切追蹤本集團業務之多項輸入及輸出，如客戶資料系統及人力資源。其亦於授權系統追蹤審核程序，據此，授權許可及責任獲明確識別及該系統可維持足夠記錄。
- **報告及差異分析：**定期對各分部進行有關報告及分析，故可易於了解各分部之表現。
- **信息流：**透明的信息流及時提醒管理層任何偏差。以過往數據庫為基準及與之比較亦為檢測不尋常活動之方式。

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(3) Compliance Control

The following policies and procedures are in place to safeguard the compliance control:

- **Systems and Procedures on Disclosure of Inside Information** to ensure, with the assistance of internal work team (if required), that any material information which comes to the knowledge of any one or more officers should be promptly identified, assessed and escalated, where appropriate, for the attention of the Board. The Board shall make timely decisions on disclosure, if necessary, and take appropriate measures to preserve confidentiality of inside information until proper dissemination of the inside information;
- **Policies and practices on compliance with legal and regulatory requirements** which shall be reviewed and monitored regularly by the Corporate Governance Committee as delegated by the Board;
- **CCT Compliance Committee** is established to monitor, control and regularly review continuing connected transactions of the Company and ensure proper compliance with all relevant laws and regulations and the Listing Rules and disclosure requirements; and
- **Whistle-blowing policy** for employees of the Group to raise concerns, in confidence, about possible improprieties in financial reporting, internal control or other matters of the Group. Such arrangement will be reviewed by the Audit Committee which ensures that proper arrangement is in place for fair and independent investigation of the matters.

(3) 合規監控

下列政策及程序乃為保障合規監控：

- **內幕消息披露機制及程序**，以在內部工作組的協助下(如需要)，確保任何一名或多名高級人員得悉的任何重大資料須予及時識別、評估及提交(倘適用)至董事會。董事會須適時就披露作出決定(如需要)，並採取適當措施將內幕消息保密，直至妥善發佈內幕消息為止；
- **有關遵守法例及監管規定方面的政策及常規**由董事會委派之企業管治委員會定期檢討及監察；
- **持續關連交易合規委員會**已經成立，以監察、監管及定期檢討本公司之持續關連交易，確保妥為遵守一切相關法律及法規、上市規則以及披露規定；及
- **舉報政策**已為本集團僱員制定，以在保密情況下就本集團的財務匯報、內部監控或其他事宜中的可能不當行為提出關注。有關安排將由審核委員會檢討，確保有恰當安排就有關事項進行公平及獨立之調查。

C. Risk management

(1) Risk Management Process

The risk management process includes risk identification, risk evaluation, risk management measures and risk control and review.

The management is entrusted with duties to identify, analyse, evaluate, respond, monitor and communicate risks associated with any activity, function or process within its scope of responsibility and authority. Risks are evaluated by the Board and management based on (i) the severity of the impact of the risks on the Group's financial results; (ii) the probability that the risks will occur; and (iii) the velocity or speed at which risks could occur.

Based on the risk evaluation, the Company will manage the risk as follows:

- **Risk elimination** – The management may identify and implement certain changes or controls that in effect eliminate the risk entirely.
- **Risk mitigation** – The management may implement risk mitigation plan designed to reduce the likelihood, velocity or severity of the risk to an acceptable level or contingency plan for possible loss scenarios.
- **Risk control and monitoring** – It involves making decisions regarding which risks are acceptable and how to address those that are not. Accidents and other situations involving loss or near-loss will be investigated and properly documented as part of the effort to manage risks.
- **Risk retention** – The management may decide that the risk rating is low enough that the risk is acceptable level and no action is required. The risk will continue to be monitored as part of the risk management program to ensure the level of risk does not increase to an unacceptable level.

C. 風險管理

(1) 風險管理程序

風險管理過程包括風險識別、風險評估、風險管理措施及風險監控及檢討。

管理層獲委派於其責任及權力範圍內識別、分析、評估、應對、監控及傳達與任何活動、職務或程序有關風險。董事會及管理層根據下列因素進行風險評估：(i) 風險對本集團財務業績影響之嚴重程度；(ii) 風險出現之可能性；及(iii) 風險發生之速度。

根據風險評估，本公司將管理風險如下：

- **消除風險**—管理層可識別及實施若干完全消除風險之變動或監控。
- **降低風險**—管理層可實施降低風險計劃以將風險出現之機會、速度或嚴重程度減至可接納水平或對可能出現之損失情況制定應急方案。
- **風險監控及監管**—其涉及對可接納風險及如何應對不可接納者作出決定。造成損失或險些造成損失的事故及其他情況將被調查及妥為記錄，作為致力管理風險之一環。
- **維持風險水平**—管理層可確定基於風險評級屬於低而風險屬可接納水平，毋須採取任何行動。作為風險管理計劃的一部分，將繼續監察風險以確保風險不會上升至不可接納水平。

(2) Significant Risks and Strategies

Certain significant risks have been identified through the process of risk identification and assessment. Such significant risks of the Group and their respective key strategies/control measures are set out below:

(i) Credit Risk

Credit risk refers to the risk that the borrower or counterparty may fail to perform its obligation to pay in a timely manner, or that its ability to perform such obligation may get impaired before delivery date.

The Group's Credit Committee, the ultimate credit decision-making organ of the Group, is responsible for putting in place credit policies and procedures for approving lending including those for approving credit and trading limits for customers and approving individual stocks acceptable for margin lending at specified ratios. The Group's exposure to credit risk lies mainly in two areas:

a) Margin financing

The customers' trading of securities or futures may expose the Group to risk arising from price volatility which may reduce the customers' ability to meet their obligations. The Credit Committee will prescribe from time to time the lending limits on individual stock or on any individual customers and their respective associates by considering their creditworthiness, financial strength and the size of their positions or commitments.

(2) 重大風險及策略

本集團已透過風險識別及評估程序識別若干重大風險。本集團所面臨的該等重大風險及彼等各自的主要策略／控制措施載列如下：

(i) 信貸風險

信貸風險是指借款人或對方未能及時履行其付款責任，或其履行有關責任之能力可能於交割日之前降低之風險。

本集團之信貸委員會乃本集團最終信貸決策機構，負責制定適當信貸政策及程序以審批貸款，包括審批信貸及客戶交易限額及審批可按規定比例接受作孖展貸款之個股。本集團之信貸風險主要在於兩個方面：

a) 孖展融資

客戶買賣證券或期貨時可能使本集團面臨價格波動風險，進而可削弱所履行責任之能力。信貸委員會將考慮客戶之信譽、資金實力及彼等之倉位或承擔之規模，不時規定個股或任何個人客戶及彼等各自之聯繫人士之貸款限額。

The Credit and Risk Control Department (“CRC Department”) is responsible for the daily monitoring of the changes in customers’ positions, their accounts and financing ratios; to observe strictly the approved financing and credit policies; to make margin calls and perform forced liquidation, where appropriate; to report to the management regularly and when abnormalities arise; to closely monitor the unusual movements and trading halts of stocks and timely identify non-performing debts; and to demand higher margin requirements and step up risk control for particular customers or products, where appropriate.

The Group has set up policies on customer concentration risk and stock concentration risk. The CRC Department will monitor the concentration of credit risk and regularly perform stress tests to assess the Group’s credit risk exposure and capital adequacy and to report anomaly or any unusual price movements of customers’ stock positions.

b) *Lending portfolio*

The Credit Committee sets and establishes the credit underwriting, approving and provisioning policies. All loans and advances are subject to credit analysis, borrower’s due diligence, risk assessment and are approved by the management according to the credit policies set by the Credit Committee. The Loans Operation Department is tasked with the daily monitoring of exposures for loans and advances, while accounts with deteriorating credit position may be referred to the CRC Department for closely monitoring. The Credit Committee meets both regularly and timely to review the developments and status of past due accounts and to ensure appropriate actions are taken in a timely manner.

信貸及風險控制部門（「CRC部門」）負責每日監測客戶之倉位、彼等之賬戶及融資比率之變化，並嚴密監察經批准之融資及信貸政策，以追加保證金，並執行強制平倉（倘適用），定期及於出現異常時向管理層報告；密切監察股份之不尋常波動及暫停交易情況，並及時發現不良債務，要求更高的保證金要求，並對特定客戶或產品（倘適用）加強風險控制。

本集團已制定有關客戶集中風險及股票集中風險之政策，CRC部門將監測信貸風險之集中情況，並定期進行壓力測試，以評估本集團之信貸風險及資本充足率，並報告異常或客戶股票倉位之任何不尋常價格變動。

b) *貸款組合*

信貸委員會制定及建立信貸擔保、審批及撥備政策。所有貸款及墊款須進行信貸分析、借款人盡職調查及風險評估，並須獲得管理層根據信貸委員會制定之信貸政策作出批准。貸款營運部之任務為日常監控貸款及墊款風險，但信用狀況日益惡化之賬戶則由CRC部門緊密監控。信貸委員會定期並及時召開會議，檢討逾期賬戶之發展及狀態，並確保及時採取適當行動。

Moreover, the Internal Audit Department also conducts independent reviews on the adequacy and effectiveness of these policies and controls to ensure that the Group is operating according to the established policies, procedures and credit limits.

(ii) Equity Risk

Equity risk arises from fluctuation in the price and volatility of equities such as stocks, equity portfolio and stock index futures. The Group does not have proprietary equity investments. On the other hand, the Group may be subject to exposure arising from the underwriting commitments. The Group mitigates its risks by conducting detailed analysis of the issuer's fundamentals and pricing against market conditions and appetites. Such risk exposure is also reduced by way of internal sales and distribution and by sub-underwritings.

(iii) Liquidity Risk

The Group's financing business is a capital intensive business which may be subject to liquidity risk. As part of its ordinary brokerage activities, the Group is also exposed to liquidity risk arising from timing difference between settlements with clearing houses or brokers and customers. The goal of liquidity risk management is to ensure the Group maintains adequate liquid capital to fund its business commitments as well as to comply with the relevant Financial Resources Rules applying to various licensed subsidiaries.

To address the liquidity risk, the Group's Finance and Accounts Department and the management will review and monitor the Group's liquidity position on daily basis to ensure availability of sufficient liquid funds. In addition, the Group has maintained sufficient stand-by banking and other facilities in order to meet any contingency in its operations. The management believes the Group's working capital is adequate to meet its financial obligations.

此外，內部審核部門亦就此等政策及控制是否足夠及有效進行獨立審查，以確保本集團按照既定政策、程序及信貸額度運行。

(ii) 權益風險

權益風險產生自權益（例如股票、股票組合及股指期貨）之價格波動及起伏。本集團並無專有之權益投資。另一方面，本集團可能承受包銷承諾所產生之風險。本集團透過對發行人之基本面進行詳細分析及對市場狀況及喜好進行定價分析，以降低其風險。有關風險亦以內部銷售及分銷及分包銷方式予以降低。

(iii) 流動資金風險

本集團之融資業務屬資本密集型業務，或會受流動資金風險影響。作為日常經紀業務之一部分，本集團亦面對結算所或經紀與客戶之間結算時差所產生流動資金風險。流動資金風險管理之目的為確保本集團維持充足流動資金應付其業務承擔，以及遵守適用於旗下多家持牌附屬公司之相關財務資源規則。

為應付有關風險，本集團之財務及會計部門以及管理層將每日審閱及監察本集團之流動資金狀況，以確保備有足夠可用流動資金。此外，本集團已備妥充足備用銀行及其他融資額，以備其業務不時之需。管理層相信，本集團之營運資金充裕，足以履行其財務責任。

(iv) Operational Risk

Operational risk is the risk of losses arising from inadequate or failed internal processes, people, systems or external events. The Group extends operational risk management to cover potential losses arising from legal and compliance breaches. Operational risk is reduced and controlled through establishing effective internal controls, clear lines of responsibility, proper segregation of duties and effective internal reporting and contingency planning. It is our corporate culture that the business and operating line management are fully aware of their responsibilities for managing the operational risks of their business units on a day-to-day basis. Independent monitoring and reviews are conducted by the Compliance Department and the Internal Audit Department, which report regularly to the management and the Audit Committee.

D. Management Confirmation

The Board had received a confirmation from the management on the effectiveness of the Systems of the Group. The Audit Committee and the Board, upon reviewing the Systems, were not aware of any significant issues that would have an adverse impact on the effectiveness and adequacy of the Group's operational, financial and compliance areas of the Systems.

COMMUNICATION WITH SHAREHOLDERS

The Company had established a shareholders communication policy and shall review it on a regular basis to ensure its effectiveness. The Company communicates with the Shareholders mainly in the following ways: (i) the holding of AGM and special general meetings ("SGM"), if any, which may be convened for specific purposes which provide opportunities for the Shareholders to communicate directly with the Board; (ii) the publication of announcements, annual reports, interim reports and/or circulars as required under the Listing Rules and press release providing updated information of the Group; (iii) the availability of latest information of the Group on the Company's website; (iv) the holding of press conference(s) from time to time; and (v) meeting with investors and analysts on a regular basis and participate investor road show and sector conference.

(iv) 營運風險

營運風險為內部流程、人員、系統或外部事件之不足或缺失而造成損失之風險。本集團將營運風險管理延伸，以涵蓋違反法律及規例可能帶來之損失。營運風險乃透過建立有效之內部控制、明確責任、適當隔離職責及有效的內部報告及應急計劃予以降低及控制。我們的企業文化是業務及營運線管理層充分了解彼等職責，在日常業務上管理彼等業務單位之營運風險。獨立監督及審查由合規部門與內部審核部門進行，該等部門定期向管理層及審核委員會報告。

D. 管理層確認

董事會已接獲管理層就本集團之該等系統之成效的確認。檢討該等系統後，審核委員會及董事會並不知悉任何將對本集團該等系統的經營、財務及合規方面之成效及充足性產生不利影響之重大事宜。

與股東之溝通

本公司已制訂股東傳訊政策，並由董事會作出定期檢討以確保其成效。本公司主要以下列方式與股東溝通：(i)舉行股東週年大會及就特別目的而召開之股東特別大會（「股東特別大會」）（如有），藉以提供機會讓股東直接與董事會溝通；(ii)根據上市規則之規定刊發公告、年報、中期報告及／或通函及提供本集團之最新資料之新聞稿；(iii)本公司網站刊發本集團之最新資料；(iv)不時舉辦記者招待會；及(v)定期與投資者及分析員舉行會議，並參加投資者路演及業界會議。

CORPORATE GOVERNANCE REPORT

企業管治報告

There is regular dialogue with institutional Shareholders and general presentations are made when financial results are announced. Shareholders and investors are welcome to visit the Company's website to raise enquiries through our Investor Relations Department whose contact details are available on the Company's website and the "Corporate Information and Key Dates" section of this annual report.

Separate resolution were proposed at general meetings for substantial issues, including the re-election of retiring Directors. The Company's notice to Shareholders for the 2018 AGM was sent to Shareholders at least 20 clear business days before the meeting and notices of all other general meetings were sent to Shareholders at least 10 clear business days before the meetings.

The chairman/members of the Board Committees and the external auditors had attended the 2018 AGM to answer questions from the Shareholders. With the assistance of the Company Secretary, the Chairperson of the meeting had explained the procedures for conducting a poll voting during the meeting.

SHAREHOLDERS' RIGHTS

Set out below is a summary of certain rights of the Shareholders as required to be disclosed pursuant to the CG Code.

Convening a SGM and Putting Forward Proposals at such Meeting

Pursuant to the Bermuda Companies Act 1981 and Bye-laws of the Company, Shareholder(s) holding not less than one-tenth (10%) of the paid-up capital of the Company as at the date of the deposit of the requisition carrying the right of voting at general meetings of the Company shall have the right to submit a written requisition requiring a SGM to be called by the Board. The written requisition (i) must state the object(s) of the meeting, and (ii) must be signed by the requisitionists and deposited at the principal office of the Company for the attention of the Company Secretary, and may consist of several documents in like form, each signed by one or more requisitionists. Such requisitions will be verified with the Company's Hong Kong Branch Share Registrar and upon its confirmation that the requisition is proper and in order, the Company Secretary will ask the Board to convene a SGM by serving sufficient notice to all Shareholders. On the contrary, if the requisition has been verified as not in order, the requisitionists will be advised of this outcome and accordingly, the SGM will not be convened as requested.

本集團與機構股東定期對話，並於公佈財務業績時舉行全面發佈會。本公司歡迎股東及投資者瀏覽本公司網站及透過投資者關係部查詢，該部門之聯絡詳情可於本公司網站及本年報「公司資料及重要日期」一節查閱。

各重大事項(包括重選退任董事)均會於股東大會上提呈個別決議案。本公司2018年股東週年大會致股東之通告已於大會舉行前至少足20個營業日向股東發送，而所有其他股東大會之通告則在該等大會舉行前至少足10個營業日向股東發送。

董事會轄下委員會之主席／成員及外部核數師均已出席2018年股東週年大會以回答股東之提問。透過公司秘書之協助，大會主席已於大會上解釋以點票方式表決的程序。

股東之權利

根據企業管治守則須予披露之若干股東權利概要載列如下。

召開股東特別大會並於大會上提呈決議案

根據百慕達1981年公司法及本公司之公司章程細則，於遞呈請求日期，持有本公司附帶權利可於本公司股東大會投票之已繳足股本不少於十分之一(10%)的一名或多名股東，將有權遞交書面請求，以請求董事會召開股東特別大會。書面請求(i)須列明大會的目的；及(ii)須由呈請人簽署並送交本公司之主要辦事處(註明收件人為公司秘書)，並可由數份同樣格式的文件組成，而每份由一名或多名呈請人簽署。有關請求將由本公司之香港股份過戶登記分處核實，倘書面請求獲其確認屬妥善及適宜，公司秘書將請求董事會給予全體股東足夠通知期，以召開股東特別大會。反之，倘有關請求經核實為不符合程序，則呈請人將獲通知有關結果，而股東特別大會將不會應要求召開。

CORPORATE GOVERNANCE REPORT

企業管治報告

If the Board does not within 21 days from the date of the deposit of a valid requisition proceed duly to convene a SGM for a day not more than two months after the date of deposit of a proper requisition, the requisitionists or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a SGM, but any SGM so convened shall not be held after the expiration of 3 months from the said date of deposit of the requisition. In addition, such meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board.

Pursuant to the Bermuda Companies Act 1981, either any number of the registered Shareholders holding not less than one-twentieth (5%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, or not less than 100 of such registered Shareholders, can request the Company in writing to (a) give to Shareholders entitled to receive notice of the next general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and (b) circulate to Shareholders entitled to have notice of any general meeting any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting. The requisition signed by all the requisitionists must be deposited at the principal office of the Company with a sum reasonably sufficient to meet the Company's relevant expenses and not less than six weeks before the meeting in case of a requisition requiring notice of a resolution or not less than one week before the meeting in the case of any other requisition. Provided that an AGM is called for a date six weeks or less after the requisition has been deposited, such requisition though not deposited within the time required shall be deemed to have been properly deposited for the purposes thereof.

Proposing a Person for Election as a Director

The procedures for the Shareholders to propose a person for election as a Director are available for viewing on the Company's website.

倘於遞交有效請求日期起計21日內，董事會未作出妥善安排召開於正式遞交有效請求日期後不超過兩個月之日期內舉行之股東特別大會，則呈請人（或當中持有彼等全體總投票權一半以上之任何人士）可自發召開股東特別大會，惟任何據此召開之股東特別大會均不得於上述遞交請求日期起計3個月屆滿後舉行。此外，呈請人所召開之大會須盡量以與董事會召開大會相同之方式召開。

根據百慕達1981年公司法，持有本公司附帶權利可於本公司股東大會投票之繳足股本不少於二十分之一(5%)之任何人數的登記股東，或不少於100名有關登記股東，可向本公司提交書面要求：(a)向有權接收下一屆股東大會通告之股東發出通知，以告知任何可能於該大會上正式動議及擬於會上動議之決議案；及(b)向有權獲發送任何股東大會通告之股東傳閱不超過1,000字之陳述書，以告知於該大會上提呈之決議案所述事宜或將處理之事項。請求須經所有呈請人簽署，並連同足以應付本公司相關開支之合理款項於（倘為對決議案通知之要求）大會舉行前不少於6個星期或（倘為任何其他要求）大會舉行前不少於1個星期送達本公司之主要辦事處，惟倘於6個星期或較短期間內之日期召開股東週年大會，則該請求雖未有在規定時間內遞交，就此而言亦將被視為已妥為遞交。

提名人士參選董事

股東提名人士參選董事之程序可於本公司網站查閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

Enquires from Shareholders

Shareholders should direct their enquiries about their shareholdings to the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited. Other Shareholders' enquiries can be directed to the Investor Relations Department of the Company whose contact details are shown on "Corporate Information and Key Dates" section of this Annual Report.

CONSTITUTIONAL DOCUMENTS

There are no significant changes in the Company's constitutional documents during the Year.

AUDITOR'S INDEPENDENCE AND REMUNERATION

The Audit Committee is mandated to review and monitor the independence of the auditors to ensure objectivity and the effectiveness of the audit process of the financial statements in accordance with applicable standards. Members of the Audit Committee were of the view that the Company's auditors, Messrs. Deloitte Touche Tohmatsu is independent and has recommended the Board to re-appoint it as the Company's auditors at the 2019 AGM. During the Year, Messrs. Deloitte Touche Tohmatsu has rendered audit services and certain non-audit services to the Group and the remuneration paid/payable to it by the Group is set out as follows:

股東查詢

股東可向本公司之香港股份過戶登記分處卓佳秘書商務有限公司查詢彼等之持股情況。股東之其他查詢可向本公司投資者關係部門作出，其聯絡詳情已列載於本年報「公司資料及重要日期」一節。

組織章程文件

於本年度，本公司之組織章程文件並無任何重大變動。

核數師之獨立性及酬金

審核委員會獲授權根據適用之準則審閱及監督核數師之獨立性，以確保審計過程中財務報表之客觀性及有效性。審核委員會成員認為，本公司之核數師德勤•關黃陳方會計師行屬獨立人士，並已向董事會作出推薦建議，於2019年股東週年大會續聘其為本公司之核數師。於本年度內，德勤•關黃陳方會計師行曾向本集團提供核數服務及若干非核數服務，而本集團已付／應付予彼之酬金載列如下：

Services rendered 所提供服務	Fees paid/payable 已付／應付費用
	HK\$'000 千港元
Audit services 核數服務	2,140
Non-audit services: 非核數服務：	
Review of the preliminary results announcement 審閱初步業績公告	60



**TO THE SHAREHOLDERS OF
EMPEROR CAPITAL GROUP LIMITED**

(incorporated in Bermuda with limited liability)

Opinion

We have audited the consolidated financial statements of Emperor Capital Group Limited (the “Company”) and its subsidiaries (collectively referred to as “the Group”) set out on pages 60 to 143, which comprise the consolidated statement of financial position as at 30 September 2018, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 September 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

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

致英皇證券集團有限公司全體股東

(於百慕達註冊成立之有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於60至143頁英皇證券集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)之綜合財務報表。此財務報表包括於2018年9月30日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於2018年9月30日的綜合財務狀況及截至該日止年度的綜合財務表現及其綜合現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

意見之基礎

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matters

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

Key audit matter

關鍵審計事項

Impairment allowances for loans and advances

貸款及墊款之減值撥備

We identified the impairment allowances for loans and advances as a key audit matter due to the significant judgement applied by management in identifying and assessing impairment.

我們將貸款及墊款之減值撥備確定為一項關鍵審計事項，此乃由於管理層於確定及評估減值時運用重大判斷。

As disclosed in note 4 to the consolidated financial statements, management identifies and assesses whether there is objective evidence of impairment and determines the present value of discounted estimated future cash flows by taking into account the value of the underlying collateral, repayment records of borrowers, current creditworthiness and other information available for those borrowers in delinquency or default in repayment.

誠如綜合財務報表附註4所披露，管理層確定及評估是否存在減值之客觀證據，並通過計及相關抵押品價值、借款人之還款記錄、當前信譽度及有關借款人拖欠還款或違約之其他可得資料釐定貼現估計未來現金流量之現值。

As at 30 September 2018, the total gross amount of loans and advances were approximately HK\$2,543,580,000, with impairment allowances of approximately HK\$33,634,000, as set out in note 20 to the consolidated financial statements.

於2018年9月30日，誠如綜合財務報表附註20所載，貸款及墊款總金額約為2,543,580,000港元，其中減值撥備約為33,634,000港元。

關鍵審計事項

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

How our audit addressed the key audit matter

我們之審計如何處理關鍵審計事項

Our procedures in relation to the impairment allowances for loans and advances included:

我們就有關貸款及墊款之減值撥備執行的程序包括：

- understanding and evaluating the credit risk management process, including the process of periodic reviews for identification of any delinquency in loans or interest repayment and determination of the impairment allowances;
了解及評估信貸風險管理程序，包括對確定拖欠任何貸款或利息還款及釐定減值撥備進行之定期審閱程序；
- evaluating the reasonableness of the management's assumptions and discount rates used in the discounted estimated future cash flows; and
評估管理層之假設及貼現估計未來現金流量所用之貼現率的合理性；及
- obtaining public information of borrowers, if any, and checking the estimated future cash flows by examining the loan credit files and underlying documentation and other evidence supporting the repayment records, value of the collateral and other information available for those borrowers in delinquency or default in repayment.
取得有關借款人之公開資料（如有）以及通過審查貸款信貸檔案及相關文件以及其他有關還款記錄、抵押品價值及有關借款人拖欠還款或違約之其他可得資料之證據，核對估計未來現金流量。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matters (continued)

Key audit matter (continued)

關鍵審計事項 (續)

Impairment allowances for accounts receivable from secured margin clients arising from the business of dealing in securities

來自證券買賣業務之應收有抵押孖展客戶賬款之減值撥備

We identified the impairment allowances for accounts receivable from secured margin clients arising from the business of dealing in securities as a key audit matter due to the significant judgement applied by management in identifying and assessing impairment. 我們將來自證券買賣業務之應收有抵押孖展客戶賬款之減值撥備確定為一項關鍵審計事項，此乃由於管理層於確定及評估減值時運用重大判斷。

As disclosed in note 4 to the consolidated financial statements, management identifies and assesses whether there is objective evidence of impairment and determines the present value of discounted estimated future cash flows by taking into account the value of the underlying collateral, repayment records of borrowers, current creditworthiness and other information available for those borrowers in delinquency or default in repayment.

誠如綜合財務報表附註4所披露，管理層確定及評估是否存在減值之客觀證據，並通過計及相關抵押品價值、借款人之還款記錄、當前信譽度及有關借款人拖欠還款或違約之其他可得資料釐定貼現估計未來現金流量之現值。

As at 30 September 2018, the total gross amount of accounts receivable from margin clients arising from the business of dealing in securities were approximately HK\$5,499,963,000, with impairment allowances of approximately HK\$206,416,000 as at 30 September 2018, as set out in note 21 to the consolidated financial statements.

於2018年9月30日，來自證券買賣業務之應收孖展客戶賬款總金額約為5,499,963,000港元，其中於2018年9月30日之減值撥備約為206,416,000港元，如綜合財務報表附註21所載。

關鍵審計事項 (續)

How our audit addressed the key audit matter (continued)

我們之審計如何處理關鍵審計事項 (續)

Our procedures in relation to the impairment allowances for accounts receivable from secured margin clients arising from the business of dealing in securities included:

我們就有關來自證券買賣業務之應收有抵押孖展客戶賬款之減值撥備執行的程序包括：

- understanding and evaluating the credit risk management process, including the process of margin call procedures for margin shortfall and identification of impaired accounts receivable from margin clients arising from the business of dealing in securities;
- 了解及評估信貸風險管理程序，包括保證金不足時進行的追收保證金程序及確定已減值之來自證券買賣業務之應收孖展客戶賬款的程序；
- comparing the fair value of the securities collateral with the accounts receivable from each individual margin client to determine whether there was any shortfall as at the year end; and
- 將證券抵押品之公平值與應收個別孖展客戶賬款進行比較，以釐定於年末是否存在任何不足之差額；及
- for those margin clients with shortfall,
- 就該等保證金不足之孖展客戶而言，
 - evaluating the reasonableness of the management's assumptions and discount rates used in the discounted estimated future cash flows; and
 - 評估管理層之假設及貼現估計未來現金流量所用之貼現率的合理性；及
 - checking the estimated future cash flows by examining the fair value of the underlying collateral, historical repayment records and repayment subsequent to the year end and other information available for those margin clients.
 - 通過審查相關抵押品之公平值、歷史還款記錄及於年末後還款以及有關孖展客戶之其他可得資料，核對估計未來現金流量。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事需對其他信息負責。其他信息包括刊載於年報內的信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及治理層就綜合財務報表須承擔之責任

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

在擬備綜合財務報表時，董事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經營，或別無其他實際的替代方案。

治理層須負責監督貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

核數師就審計綜合財務報表須承擔之責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照《百慕達公司法》第90條的規定僅向全體股東出具包括我們意見的核數師報告。除此以外，我們的報告不可用作其他用途。本行並不就本行報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水準的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致之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。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(continued)*

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

The engagement partner on the audit resulting in the independent auditor's report is Eric Tong.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
11 December 2018

核數師就審計綜合財務報表須承擔之責任(續)

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務資訊獲取充足、適當的審計憑證，以對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與治理層溝通了計畫的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與治理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是唐業銓。

德勤•關黃陳方會計師行
執業會計師
香港
2018年12月11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 30 September 2018 截至2018年9月30日止年度

	Notes 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Revenue 收入	6	1,314,270	1,241,000
Other operating income 其他經營收入		9,946	5,527
Impairment allowances on loans and advances, net of reversal 貸款及墊款之減值撥備，扣除撥回	20	(2,162)	(501)
Impairment allowances on accounts receivable 應收賬款之減值撥備	21	(203,416)	(3,000)
Staff costs 員工成本	7	(121,642)	(111,865)
Commission expenses 佣金支出		(63,684)	(140,492)
Other expenses 其他支出		(117,126)	(101,953)
Finance costs 財務費用	8	(153,978)	(95,552)
Share of (loss) profit of an associate 應佔一間聯營公司之(虧損)溢利		(2,160)	513
Share of loss of a joint venture 應佔一間合營企業之虧損		–	(22)
Profit before taxation 除稅前溢利	11	660,048	793,655
Taxation 稅項	12	(110,853)	(134,470)
Profit for the year 年度溢利		549,195	659,185
Profit and total comprehensive income for the year attributable to owners of the Company 本公司擁有人應佔年度溢利及全面收益總額		549,195	659,185
Earnings per share 每股盈利			
Basic 基本	14	HK8.15 cents 港仙	HK9.96 cents 港仙

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 30 September 2018 於2018年9月30日

	Notes 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Non-current assets 非流動資產			
Property and equipment 物業及設備	15	7,387	5,118
Intangible assets 無形資產	16	—	—
Interest in an associate 於一間聯營公司之權益	17	—	1,488
Amount due from an associate 應收一間聯營公司款項	17	5,315	5,987
Interest in a joint venture 於一間合營企業之權益	18	—	472
Other assets 其他資產	19	9,320	13,309
Loans and advances 貸款及墊款	20	279,297	171,580
Available-for-sale investment 可供出售投資	25	—	—
		301,319	197,954
Current assets 流動資產			
Accounts receivable 應收賬款	21	5,524,233	5,155,297
Loans and advances 貸款及墊款	20	2,230,649	1,612,581
Other debtors, deposits and prepayments 其他應收賬款、按金及預付款項		30,125	21,866
Tax recoverable 可回收稅項		—	42
Pledged bank deposits – general accounts 已抵押銀行存款—一般賬戶	22	160,000	160,000
Bank balances and cash – segregated accounts 銀行結餘及現金—獨立賬戶	23	1,642,300	1,854,475
Bank balances and cash – general accounts 銀行結餘及現金—一般賬戶	23	883,041	514,129
		10,470,348	9,318,390

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 30 September 2018 於2018年9月30日

	Notes 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Current liabilities 流動負債			
Accounts payable 應付賬款	24	1,835,634	2,214,913
Other creditors and accrued charges 其他應付賬款及應計費用		122,454	96,030
Tax liabilities 稅項負債		136,443	153,666
Short-term bank borrowings 短期銀行借款	26	460,225	328,511
Bonds issued 已發行債券	27	969,859	–
		3,524,615	2,793,120
Net current assets 淨流動資產		6,945,733	6,525,270
Total assets less current liabilities 總資產減流動負債		7,247,052	6,723,224
Non-current liabilities 非流動負債			
Bonds issued 已發行債券	27	1,815,181	1,589,114
Net assets 淨資產		5,431,871	5,134,110
Capital and reserves 資本及儲備			
Share capital 股本	28	67,408	67,408
Reserves 儲備		5,364,463	5,066,702
Total equity 權益總額		5,431,871	5,134,110

The consolidated financial statements on pages 60 to 143 were approved and authorised for issue by the Board of Directors on 11 December 2018 and are signed on its behalf by:

董事會於2018年12月11日批准及授權刊印第60頁至第143頁之綜合財務報表，並由下列董事代表董事會簽署：

DAISY YEUNG
楊玳詩
DIRECTOR
董事

CHAN SHEK WAH
陳錫華
DIRECTOR
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 30 September 2018 截至2018年9月30日止年度

	Attributable to owners of the Company 本公司擁有人應佔						
	Share capital 股本	Share premium 股份溢價	Special reserve 特別儲備	Capital contribution reserve 資本 繳入儲備	Translation reserve 換算儲備	Retained profits 保留溢利	Total 總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 October 2016 於2016年10月1日	61,279	2,800,904	9,950	2,004	(27)	1,375,606	4,249,716
Profit and total comprehensive income for the year 年度溢利及全面收益總額	-	-	-	-	-	659,185	659,185
Dividend recognised as distribution 確認作分派之股息	-	-	-	-	-	(179,305)	(179,305)
Issue of shares (note 28) 發行股份 (附註28)	6,129	398,385	-	-	-	-	404,514
At 30 September 2017 於2017年9月30日	67,408	3,199,289	9,950	2,004	(27)	1,855,486	5,134,110
Profit and total comprehensive income for the year 年度溢利及全面收益總額	-	-	-	-	-	549,195	549,195
Dividend recognised as distribution 確認作分派之股息	-	-	-	-	-	(251,434)	(251,434)
At 30 September 2018 於2018年9月30日	67,408	3,199,289	9,950	2,004	(27)	2,153,247	5,431,871

Special reserve represents the difference between the nominal value of the ordinary shares of the subsidiary of the Company in issue and the nominal value of the shares issued by the Company for acquisition of a subsidiary pursuant to a group reorganisation on 2 April 2007.

特別儲備指本公司附屬公司已發行普通股之面值與本公司根據於2007年4月2日之集團重組收購一間附屬公司而發行之股份之面值間之差額。

Capital contribution reserve represents the deemed contribution arising from a fellow subsidiary waiving certain amount of management fee in previous years.

資本繳入儲備指因豁免過往年度若干數額管理費而由一同系附屬公司當作繳入之款項。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 30 September 2018 截至2018年9月30日止年度

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
OPERATING ACTIVITIES 經營活動		
Profit before taxation 除稅前溢利	660,048	793,655
Adjustments for: 調整：		
Finance costs 財務成本	153,978	95,552
Interest income 利息收入	(1,098,642)	(842,883)
Depreciation of property and equipment 物業及設備之折舊	1,872	1,738
Share of loss (profit) of an associate 應佔一間聯營公司之虧損(溢利)	2,160	(513)
Share of loss of a joint venture 應佔一間合營企業之虧損	—	22
Impairment allowances on loans and advances, net of reversal 貸款及墊款之減值撥備，扣除撥回	2,162	501
Impairment allowances on accounts receivable 應收賬款之減值撥備	203,416	3,000
Operating cash flows before movements in working capital 營運資金變動前之經營現金流量	(75,006)	51,072
Increase in accounts receivable 應收賬款之增加	(572,352)	(469,598)
Decrease (increase) in other assets 其他資產之減少(增加)	3,989	(2,842)
Increase in loans and advances 貸款及墊款之增加	(727,947)	(190,260)
(Increase) decrease in other debtors, deposits and prepayments 其他應收賬款、按金及預付款項之(增加)減少	(8,259)	39,124
Decrease (increase) in bank balances and cash – segregated accounts 銀行結餘及現金—獨立賬戶之減少(增加)	212,175	(646,619)
(Decrease) increase in accounts payable 應付賬款之(減少)增加	(379,279)	666,343
Decrease in other creditors and accrued charges 其他應付賬款及應計費用之減少	(6,649)	(29,281)
Cash used in operations 用於營運之現金	(1,553,328)	(582,061)
Hong Kong Profits Tax paid 已付香港利得稅	(127,982)	(130,338)
PRC Tax paid 已付中國稅項	(52)	(78)
Interest paid (excluding bond interest) 已付利息(不包括債券利息)	(31,195)	(6,262)
Interest received 已收利息	1,098,642	842,883
NET CASH (USED IN) FROM OPERATING ACTIVITIES (用於)來自經營活動之現金淨額	(613,915)	124,144

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 30 September 2018 截至2018年9月30日止年度

	Note 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元
INVESTING ACTIVITIES 投資活動			
Purchase of property and equipment 購買物業及設備		(4,146)	(3,006)
Proceeds from disposal of property and equipment 出售物業及設備之所得款項		5	–
Net cash inflows on deemed acquisition of a subsidiary 視作收購一間附屬公司之現金流入淨額		472	–
NET CASH USED IN INVESTING ACTIVITIES 用於投資活動之現金淨額		(3,669)	(3,006)
FINANCING ACTIVITIES 融資活動			
Proceeds from issue of shares 發行股份所得款項	28	–	404,514
Drawdown on bank borrowings 提取銀行借款		52,702,964	18,643,400
Repayment of bank borrowings 償還銀行借款		(52,571,250)	(18,864,889)
Placement of pledged bank deposits – general accounts 存入已抵押銀行存款—一般賬戶		–	(50,000)
Proceeds from bonds issuance 發行債券所得款項		1,199,870	627,975
Redemption of bonds issued 贖回已發行債券		–	(606,067)
Bonds issuing cost paid 已付債券發行成本		(11,268)	(7,090)
Interest paid on bonds issued 已發行債券之已付利息		(82,386)	(55,836)
Dividend paid 已付股息		(251,434)	(179,305)
NET CASH FROM (USED IN) FINANCING ACTIVITIES 來自(用於)融資活動之現金淨額		986,496	(87,298)
NET INCREASE IN CASH AND CASH EQUIVALENTS 現金及現金等價物之增加淨額		368,912	33,840
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR 年初之現金及現金等價物		514,129	480,289
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR 年終之現金及現金等價物		883,041	514,129
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS 現金及現金等價物之結餘分析			
Bank balances and cash – general accounts 銀行結餘及現金—一般賬戶		883,041	514,129

Disclosure in relation to the changes in liabilities arising from financing activities are detailed in note 31 to the consolidated financial statements.

有關融資活動所引致的負債變動之披露於綜合財務報表附註31中詳述。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

1. General

Emperor Capital Group Limited (the “Company”) is incorporated and registered as an exempted company with limited liability under the Companies Act 1981 of Bermuda (as amended) and acts as an investment holding company. The immediate holding company is Emperor Capital Group Holdings Limited (“Emperor Capital Holdings”), which is a limited liability company incorporated in the British Virgin Islands (the “BVI”). The ultimate holding company is Albert Yeung Holdings Limited, a limited liability company incorporated in the BVI. The entire issued share capital of Albert Yeung Holdings Limited is, in turn, held by STC International Limited, being the trustee of The Albert Yeung Discretionary Trust (the “AY Trust”), a discretionary trust set up by Dr. Yeung Sau Shing, Albert.

Shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 24 April 2007. The addresses of the registered office and principal place of business of the Company are disclosed in the “Corporate Information and Key Dates” section of the annual report.

The Company acts as an investment holding company. The principal activities of the Company’s principal subsidiaries are set out in note 35.

The consolidated financial statements are presented in Hong Kong dollar (“HK\$”), which is also the functional currency of the Company.

1. 一般資料

英皇證券集團有限公司(「本公司」)乃根據百慕達1981年公司法(經修訂)註冊成立及登記為獲豁免有限公司，並作為投資控股公司。直接控股公司為英皇證券集團控股有限公司(「英皇證券控股」)，於英屬處女群島(「英屬處女群島」)註冊成立之有限公司。最終控股公司為楊受成產業控股有限公司，於英屬處女群島註冊成立之有限公司。楊受成產業控股有限公司之全部已發行股本由楊受成博士設立之酌情信託The Albert Yeung Discretionary Trust(「AY Trust」)之受託人STC International Limited持有。

本公司之股份自2007年4月24日起已在香港聯合交易所有限公司(「聯交所」)主板上市。本公司註冊辦事處及主要營業地點披露於年報「公司資料及重要日期」一節。

本公司作為投資控股公司。本公司主要附屬公司之主要業務載於附註35。

綜合財務報表乃以港元(「港元」)呈列，其亦為本公司之功能貨幣。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) and Interpretations

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which may be relevant to the Group.

Amendments to HKAS 7 Disclosure Initiative

Except as described below, the application of the other 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 years and/or on the disclosures set out in these consolidated financial statements.

Amendments to HKAS 7 “Disclosure Initiative”

The Group has applied these amendments for the first time in the current year. The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both cash and non-cash changes. In addition, the amendments also require disclosures on changes in financial assets if cash flows from those financial assets were, or future cash flows will be, included in cash flows from financing activities.

Specifically, the amendments require the following to be disclosed: (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

A reconciliation between the opening and closing balances of these items is provided in note 31 to the consolidated financial statements. Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for the prior year. Apart from the additional disclosure in note 31 to the consolidated financial statements, the application of these amendments has had no impact on the Group’s consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及詮釋

於本年度強制生效之香港財務報告準則之修訂本

於本年度，本集團已首次應用由香港會計師公會（「香港會計師公會」）頒佈之下列或會與本集團相關之香港財務報告準則之修訂本。

香港會計準則第7號（修訂本）披露計劃

除下文所述外，於本年度應用香港財務報告準則之其他修訂本對本集團當前及過往年度之財務表現及狀況及／或於該等綜合財務報表所載之披露並無構成重大影響。

香港會計準則第7號（修訂本）「披露計劃」

本集團於本年度已首次應用該修訂本。該修訂本要求實體作出披露，令財務報表的使用者可評估融資活動所引致的負債變動，包括現金及非現金變動。此外，倘來自該等金融資產之現金流量曾經或未來現金流量將列入融資活動之現金流量，該修訂本亦規定須披露金融資產之變動。

具體而言，該修訂本規定披露以下事項：(i)融資現金流量的變動；(ii)獲得或失去對附屬公司或其他業務控制權所引致的變動；(iii)外匯匯率變動的影響；(iv)公平值的變動；及(v)其他變動。

此等項目之期初及期末結餘的對賬載於綜合財務報表附註31。與修訂本之過渡條文一致，本集團尚未披露上一年度之比較資料。除於綜合財務報表附註31披露之額外資料外，應用該等修訂本並不影響本集團之綜合財務報表。

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綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) and Interpretations (continued)

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及詮釋（續）

New and amendments to HKFRSs and interpretations in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs and interpretations that have been issued but are not yet effective, which may be relevant to the Group:

HKFRS 9	Financial Instruments ¹
HKFRS 15	Revenue from Contracts with Customers and the related Amendments ¹
HKFRS 16	Leases ²
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration ¹
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments ²
Amendments to HKFRS 9	Prepayment Features with Negative Compensation ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015 – 2017 Cycle ²
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures ²
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014 – 2016 Cycle ¹

已頒佈但尚未生效之新訂及經修訂香港財務報告準則及詮釋

本集團並無提早應用下列與本集團相關之已頒佈但尚未生效之新訂及經修訂香港財務報告準則及詮釋：

香港財務報告準則第9號	金融工具 ¹
香港財務報告準則第15號	客戶合約收入及相關修訂 ¹
香港財務報告準則第16號	租賃 ²
香港（國際財務報告準則詮釋委員會）— 詮釋第22號	外幣交易及預付代價 ¹
香港（國際財務報告準則詮釋委員會）— 詮釋第23號	所得稅處理之不確定性 ²
香港財務報告準則第9號（修訂本）	具有負補償之預付款項特性 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）	投資方及其聯營公司或合營企業之間資產之出售或投入 ³
香港財務報告準則（修訂本）	2015年至2017年週期香港財務報告準則之年度改進 ²
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 ²
香港會計準則第28號（修訂本）	2014年至2016年週期香港財務報告準則之年度改進之一部分 ¹

¹ Effective for annual periods beginning on or after 1 January 2018

² Effective for annual periods beginning on or after 1 January 2019

³ Effective for annual periods beginning on or after a date to be determined

¹ 於2018年1月1日或之後開始之年度期間生效

² 於2019年1月1日或之後開始之年度期間生效

³ 於將予釐定之日期或之後開始之年度期間生效

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2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) and Interpretations (continued)

HKFRS 9 “Financial Instruments”

HKFRS 9 introduces new requirements for the classification and measurement of financial assets, financial liabilities, general hedge accounting and impairment requirements.

Key requirements of HKFRS 9 which are relevant to the Group are described below:

- All recognised financial assets that are within the scope of HKFRS 9 are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and have contractual terms of the financial asset that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are generally measured at fair value through other comprehensive income (“FVTOCI”). All other financial assets are measured at fair value through profit or loss and in addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及詮釋（續）

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號引入金融資產、金融負債、一般對沖會計處理法及減值規定分類及計量的新規定。

與本集團有關之香港財務報告準則第9號之主要規定載述如下：

- 所有屬香港財務報告準則第9號範圍內之已確認金融資產其後須按攤銷成本或公平值計量。具體而言，目的為收取合約現金流量之業務模式內持有之債務投資，及合約現金流量僅為支付本金額及尚未償還本金利息之債務投資，一般於其後會計期間結算日按攤銷成本計量。於目的為同時收回合約現金流量及出售金融資產之業務模式中持有之債務工具，以及金融資產合約條款令於特定日期產生之現金流純粹為支付本金及尚未償還本金利息之債務工具，一般按透過其他全面收益按公平值列賬（「FVTOCI」）之方式計量。所有其他金融資產按FVTOCI之方式計量，此外，根據香港財務報告準則第9號，實體可作出不可撤回之選擇，以於其他全面收益呈列權益投資（並非持作買賣者）公平值之其後變動，僅股息收入一般於損益確認。

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2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) and Interpretations (continued)

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及詮釋（續）

HKFRS 9 “Financial Instruments” (continued)

- In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised. The impairment requirements apply to financial assets measured at amortised cost and certain loan commitments of the Group. At initial recognition, an impairment allowance (or provision in the case of commitments) is required for expected credit losses (“ECL”) resulting from default events that are possible within the next 12 months (“12-month ECL”). In the event of a significant increase in credit risk, an allowance (or provision) is required for ECL resulting from all possible default events over the expected life of the financial instrument (“lifetime ECL”). Financial assets where 12-month ECL is recognised are in “stage 1”; financial assets that are considered to have experienced a significant increase in credit risk are in “stage 2”; and financial assets for which there is objective evidence of impairment, so are considered to be in default or otherwise credit impaired, are in “stage 3”. The assessment of credit risk and the estimation of ECL are a probability-weighted estimate of the present value of credit losses, which are required to be unbiased and shall incorporate all available information relevant to the assessment, including information about past events, current conditions and reasonable and supportable forecasts of economic conditions at the reporting date. For the estimation of ECL, these are measured as the present value of the difference between the cash flows due to the Group under the contract and the cash flows that the Group expects to receive arising from the weighting of multiple future economic scenarios, discounted at the asset’s effective interest rate.

香港財務報告準則第9號「金融工具」(續)

- 就金融資產之減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映信貸風險自初始確認以來之變動。換言之，毋須再待發生信貸事件方確認信貸虧損。減值規定適用於按已攤銷成本計量之金融資產及本集團若干貸款承諾。於初始確認時，須對可能於未來十二個月內發生的違約事件所產生之預期信貸虧損（「預期信貸虧損」）（「十二個月預期信貸虧損」）作出減值撥備（或就承諾作出之撥備）。倘若信貸風險大幅上升，則須對金融工具預計全期所有可能發生的違約事件所產生之預期信貸虧損（「全期預期信貸虧損」）作出準備（或撥備）。已確認為十二個月預期信貸虧損之金融資產屬「第1級」；被視為信貸風險大幅增加之金融資產屬「第2級」；而有減值之客觀證據因而被視為已違約或信貸減值之金融資產屬「第3級」。信貸風險評估及預期信貸虧損估計為對信貸虧損現值之概率加權估計且須公正，並應包含所有評估相關之可用資料，包括有關過往事件之資料、當前狀況及於呈報日期對經濟狀況所作的合理及具支持理據之預測。就預期信貸虧損估計而言，該等資料根據本集團將根據合約應收之現金流量與本集團預期自加權多項日後經濟狀況、以資產實際利率折現所產生的現金流量之間的差額之現值計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) and Interpretations (continued)

HKFRS 9 “Financial Instruments” (continued)

The Group has reviewed its financial assets and liabilities and is expecting the following impact from the adoption of HKFRS 9 on 1 October 2018:

Classification and measurement

- Classification of available-for-sale investments – The Group’s equity investment classified as available-for-sale investment carried at fair value as disclosed in note 25 will be classified as financial assets at fair value through other comprehensive income (“FVTOCI”) as the investment qualified for designation as measured at FVTOCI under HKFRS 9 and the Group would elect the option for designating the investment to be measured at FVTOCI.
- Debt instruments classified as loans and advances and advances to customers in margin financing included in accounts receivable carried at amortised cost as disclosed in notes 20 and 21 respectively: these are held within a business model whose objective is to collect the contractual cash flows that are solely payments of principal and interest on the principal amount outstanding. Accordingly, these financial assets will continue to be subsequently measured at amortised cost upon the application of HKFRS 9.
- Except for financial assets which are subject to expected credit losses assessment under HKFRS 9, all other financial assets and liabilities will continue to be measured on the same bases as are currently measured under HKAS 39.

According to the assessment made by the Group up to the date of these consolidated financial statements were approved for issuance, the changes in classification and measurement bases mentioned above in respect of financial assets and financial liabilities will have no impact on the amount of the total equity of the Group at 1 October 2018 on initial application of HKFRS 9.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及詮釋（續）

香港財務報告準則第9號「金融工具」(續)

本集團已審視其金融資產及負債，並預期自2018年10月1日起採用香港財務報告準則第9號後產生下列影響：

分類與計量

- 可供出售投資之分類—本集團於附註25披露之權益投資（分類為按公平值列賬之可供出售投資）將分類為透過其他全面收益按公平值列賬（「FVTOCI」）之金融資產，因為有關投資符合香港財務報告準則第9號項下指定為FVTOCI之方式計量，而本集團將選用將有關投資指定為FVTOCI之方式計量的選項。
- 分類為於附註20及21分別披露之貸款及墊款以及向孖展融資客戶墊款（計入應收賬款）而按攤銷成本列賬之債務工具：有關項目乃按目的為收取合約現金流量之業務模式內持有，而合約現金流量僅為支付本金及尚未償還本金之利息。因此，此等金融資產在應用香港財務報告準則第9號後將繼續於其後按攤銷成本計量。
- 除根據香港財務報告準則第9號按預期信貸虧損評估模式計算的金融資產外，所有其他金融資產及負債將繼續按照現時根據香港會計準則第39號計量的相同基礎計量。

根據本集團於直至該等綜合財務報表批准刊發日期所作的評估，首次應用香港財務報告準則第9號導致的上述金融資產及金融負債分類及計量基礎的變化對本集團於2018年10月1日的權益總額並無影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) and Interpretations (continued)

HKFRS 9 “Financial Instruments” (continued) Impairment

In general, the Group anticipates that the application of the expected credit loss model of HKFRS 9 will result in earlier provision of credit losses which are not yet incurred in relation to the Group’s financial assets measured at amortised cost and other items that are subject to the impairment provisions upon application of HKFRS 9 by the Group.

The Group’s financial assets measured at amortised cost will be subject to the new impairment model that requires recognition of impairment provisions based on expected credit losses rather than only incurred credit losses as is the case under HKAS 39. These financial assets mainly include accounts receivable, loans and advances, other debtors and deposits, amount due from an associate, bank balances and cash and pledged bank deposits. The Group considers the historical loss rates, current conditions and future forecasts to estimate the expected credit loss. In general, the Group calculates the expected credit loss by multiplying the probability of default, loss given default and exposure at default.

Based on the assessment by the management of the Group, if the expected credit loss model was to be applied by the Group, the accumulated amount of impairment loss to be recognised by the Group as at 1 October 2018 would be increased as compared to the accumulated amount recognised under HKAS 39 mainly attributable to expected credit losses provision on accounts receivables and, loans and advances. Such further impairment recognised under the expected credit loss model would not materially reduce the total equity as at 1 October 2018, after having taken into account the impacts of deferred tax.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及詮釋（續）

香港財務報告準則第9號「金融工具」（續） 減值

一般而言，本集團預期應用香港財務報告準則第9號的預期信貸虧損模式將導致本集團按攤銷成本計量的金融資產及本集團須於應用香港財務報告準則第9號後作出減值撥備的其他項目尚未發生該等虧損時提早計入信貸虧損。

本集團按攤銷成本計量的金融資產將須應用新的減值模式，該模式要求根據預期信貸虧損而非僅根據香港會計準則第39號規定的已發生信貸虧損確認減值撥備。該等金融資產主要包括應收賬款、貸款及墊款、其他應收賬款及按金、應收一間聯營公司款項、銀行結餘及現金以及已抵押銀行存款。本集團考慮過往損失率、目前情況及未來預測以估計預期信貸虧損。一般而言，本集團使用違約或然率、違約損失率及違約風險承擔之相乘，計算預期信貸虧損。

根據本集團管理層的評估，倘本集團採用預期信貸虧損模式，則本集團於2018年10月1日將確認的累計減值虧損金額將較根據香港會計準則第39號確認的累計金額上升，主要乃由於就應收賬款和貸款及墊款計提的預期信貸虧損撥備。經考慮遞延稅項的影響，根據預期信貸虧損模式確認的有關進一步減值將不會令到於2018年10月1日的權益總額出現重大減少。

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綜合財務報表附註

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2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) and Interpretations (continued)

HKFRS 15 “Revenue from Contracts with Customers”

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related Interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

In 2016, the HKICPA issued Clarifications to HKFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

The directors of the Company anticipate that the application of HKFRS 15 in the future may result in more disclosures, however, the directors of the Company do not anticipate that the application of HKFRS 15 will have a material impact on the timing and amounts of revenue recognised in the consolidated financial statements in the foreseeable future.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及詮釋（續）

香港財務報告準則第15號「客戶合約收入」

香港財務報告準則第15號已頒佈並建立了一個單一的綜合模型，以令實體確認來自客戶合約之收入。當香港財務報告準則第15號生效時，將取代現時沿用的收入確認指引，包括香港會計準則第18號「收入」、香港會計準則第11號「建築合約」及相關詮釋。

香港財務報告準則第15號之核心原則乃一個實體應確認收入以體現向客戶轉讓承諾貨品或服務之金額，並反映實體預期交換該等貨品或服務而應得之代價。具體而言，該準則引入五步法以確認收入：

- 第1步：識別與一名客戶訂立之合約
- 第2步：識別合約內之履約義務
- 第3步：釐定交易價格
- 第4步：將交易價格分攤至合約內之履約義務
- 第5步：當實體符合履約義務時確認收入

根據香港財務報告準則第15號，當一個實體符合履約義務時確認收入。香港財務報告準則第15號已就特別情況之處理方法加入更明確的指引。此外，香港財務報告準則第15號亦要求較廣泛之披露。

於2016年，香港會計師公會頒佈對香港財務報告準則第15號的澄清，內容關於識別履約義務、委託人與代理方考慮事項以及許可申請指引。

本公司董事預期，日後應用香港財務報告準則第15號可能導致更多披露，然而，本公司董事預期應用香港財務報告準則第15號不會對於可見將來在綜合財務報表確認收入之時間及金額產生重大影響。

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2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) and Interpretations (continued)

HKFRS 16 “Leases”

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

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, HKFRS 16 requires sales and leaseback transactions to be determined based on the requirements of HKFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale. HKFRS 16 also includes requirements relating to subleases and lease modifications.

Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

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

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及詮釋（續）

香港財務報告準則第16號「租賃」

香港財務報告準則第16號為租賃安排之識別以及出租人及承租人的會計處理引入一套全面的模式。香港財務報告準則第16號生效時將取替香港會計準則第17號「租賃」及相關詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制以區分租賃及服務合約。此外，香港財務報告準則第16號規定銷售及回租交易將根據香港財務報告準則第15號之規定釐定有關資產轉讓是否應作為銷售入賬。香港財務報告準則第16號亦包括有關分租及租賃修訂之規定。

除短期租賃及低值資產的租賃外，經營租賃及融資租賃的差異自承租人會計處理中移除，並由承租人須就所有租賃確認使用權資產及相應負債的模式所取代。

使用權資產初步按成本計量，隨後以成本（惟若干例外情況除外）減累計折舊及減值虧損計量，並就租賃負債的任何重新計量而作出調整。租賃負債乃按租賃款項（非當日支付）的現值初步計量。其後，租賃負債就（其中包括）利息及租賃款項以及租賃修訂的影響進行調整。就現金流量分類而言，本集團目前將經營租賃款項呈列為經營現金流量。根據香港財務報告準則第16號，有關租賃負債的租賃付款將被分配為本金及利息部分，並將分別以融資現金流量及經營現金流量呈列。

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2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) and Interpretations (continued)

HKFRS 16 “Leases” (continued)

Other than certain requirements which are also applicable to lessor, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 30 September 2018, the Group has non-cancellable operating lease commitments of approximately HK\$27,302,000 as disclosed in note 33. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirements may result in changes in measurement, presentation and disclosure as indicated above.

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

3. Significant Accounting Policies

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

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods or services.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及詮釋（續）

香港財務報告準則第16號「租賃」(續)

除同樣適用於出租人之若干規定外，香港財務報告準則第16號大部分沿用香港會計準則第17號出租人會計規定。因此，出租人須繼續將其租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號要求廣泛之披露。

誠如附註33所披露，於2018年9月30日，本集團擁有不可撤銷的經營租賃承擔約27,302,000港元。初步評估顯示該等安排將符合香港財務報告準則第16號項下租賃的定義，因此本集團將就所有該等租賃確認使用權資產及對應負債，除非於應用香港財務報告準則第16號時其符合低值或短期租賃。此外，應用新規定可能導致上文所述的計量、呈列及披露出現變動。

除上文所述之新準則外，本公司董事預期日後應用所有其他新訂及經修訂香港財務報告準則及詮釋對綜合財務報表將不會有重大影響。

3. 重大會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例所規定之適用披露資料。

除於各報告期末按公平值計量之若干金融工具外，綜合財務報表按歷史成本基準編製（於下文所載之會計政策中解釋）。歷史成本一般以交易貨品或服務所付代價之公平值為基準。

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綜合財務報表附註

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3. Significant Accounting Policies (continued)

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, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as value in use in HKAS 36.

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.

The principal accounting policies are set out below.

3. 重大會計政策(續)

公平值為市場參與者於計量日期在有序交易中出售資產可能收取或轉讓負債可能支付之價格，不論該價格是否直接觀察可得或使用另一種估值方法估計。估計資產或負債之公平值時，本集團考慮了市場參與者在計量日期為該資產或負債進行定價時將會考慮之資產或負債特徵。在該等綜合財務報表中作計量及／或披露用途之公平值均在此基礎上予以確定，惟香港財務報告準則第2號範圍內之以股份支付之交易、香港會計準則第17號範圍內之租賃交易以及與公平值類似但並非公平值的計量(例如香港會計準則第36號中之使用價值)除外。

此外，就財務報告而言，公平值計量根據公平值計量之輸入數據可觀察程度及輸入數據對公平值計量之整體重要性分類為第一級、第二級及第三級，載述如下：

- 第一級輸入數據是實體於計量日期可以取得之相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據是就資產或負債直接或間接地可觀察之輸入數據(第一級內包括之報價除外)；及
- 第三級輸入數據是資產或負債之不可觀察輸入數據。

主要會計政策載列如下。

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綜合財務報表附註

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3. Significant Accounting Policies (continued)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (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.

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.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

All intra-group transactions, balances, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

3. 重大會計政策 (續)

綜合基準

綜合財務報表包括本公司及本公司所控制實體(其附屬公司)之財務報表。擁有控制權指本公司：

- 有權控制被投資方；
- 承擔或享有參與被投資方所得可變回報的風險或權利；及
- 有能力行使其權力影響其回報金額。

倘事實及情況表明上列三項控制因素中有一項或多項出現變動，則本集團會重估是否依然對被投資方持有控制權。

附屬公司的綜合入賬於本集團獲得對附屬公司之控制權時開始，並於本集團失去對附屬公司之控制權時終止。具體而言，於年內收購或出售之附屬公司之收入及開支計入本集團自獲得控制權之日直至本集團不再控制附屬公司之日之綜合損益及其他全面收益表。

損益及各項其他全面收益項目歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使這將導致非控股權益出現虧絀結餘。

倘有需要，將對附屬公司之財務報表作出調整，以使其會計政策與本集團其他成員公司所用之會計政策一致。

與本集團成員公司間之交易有關之所有集團內交易、結餘、收入、開支及現金流量於綜合入賬時悉數對銷。

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3. Significant Accounting Policies (continued)

Interest in associate and joint venture

Associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

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

The results and assets and liabilities of associate and joint venture are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associate and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, investment in an associate and joint venture are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of associates or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associates or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

3. 重大會計政策(續)

於聯營公司及合營企業之權益

聯營公司為本集團對其擁有重大影響力之實體，該實體並非一間附屬公司，亦非於合營企業之權益。重大影響為參與被投資方之財務及經營決策但不控制或共同控制該等政策之權力。

合營企業指一項合營安排，對安排擁有共同控制權之訂約方據此對合營安排之資產淨值擁有權利。共同控制權指按照合約協定對一項安排所共有之控制權，僅在相關活動必須獲得共同享有控制權之各方一致同意方能決定時存在。

聯營公司及合營企業之業績以及資產及負債採用權益會計處理法計入該等綜合財務報表。就權益會計法目的使用之聯營公司及合營企業財務報表乃採用與本集團在類似情況下就相似交易及事件所採用者相一致之會計政策編製。根據權益法，於聯營公司及合營企業之投資乃按成本初步於綜合財務狀況表內確認，其後作出調整以確認本集團分佔聯營公司或合營企業之損益及其他全面收益。倘若本集團應佔聯營公司或合營企業虧損超過其於該聯營公司或合營企業之權益（其包括實質上構成本集團於聯營公司或合營企業投資淨額一部分之任何長期權益），則本集團不再確認其應佔進一步虧損。額外虧損僅會在本集團已產生法定或推定責任或代表該聯營公司或合營企業作出付款時方予以確認。

於被投資方成為一間聯營公司或合營企業當日，對聯營公司或合營企業之投資採用權益法入賬。於收購一間聯營公司或合營企業之投資時，投資成本超過本集團分佔該被投資方可識別資產及負債公平淨值之任何部分乃確認為商譽，並計入投資之賬面值。本集團所佔可識別資產及負債於重新評估後之公平淨值超過投資成本之任何部分，會於收購投資期間即時於損益確認。

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3. Significant Accounting Policies (continued)

Interest in associate and joint venture (continued)

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKAS 39. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

3. 重大會計政策 (續)

於聯營公司及合營企業之權益 (續)

本集團評估是否具客觀證據證明於聯營公司及合營企業之權益可能減值。倘若存在任何客觀證據，投資之全部賬面值（包括商譽）將會根據香港會計準則第36號作為單一資產進行減值測試，方式為比較其可收回金額（使用價值及公平值減出售成本之較高者）與其賬面值。被確認之任何減值虧損均構成投資賬面值之一部分。該減值虧損之任何撥回根據香港會計準則第36號確認，惟以隨後增加之可收回投資金額為限。

倘若本集團失去對聯營公司之重大影響力或失去於合營企業之共同控制權，將被列作出售於該被投資方之全部權益，所產生之收益或虧損於損益確認。倘本集團於先前聯營公司或合營企業保留權益，而該保留權益為一項金融資產，則本集團按該日之公平值計量該保留權益，而該公平值根據香港會計準則第39號被視為其於初步確認時之公平值。聯營公司或合營企業於權益法不再使用當日之賬面值，與於聯營公司或合營企業之任何保留權益之公平值及出售聯營公司或合營企業部分權益之任何所得款項間之差額於釐定出售聯營公司或合營企業之盈虧時計算在內。此外，本集團將先前於其他全面收益確認之有關該聯營公司或合營企業之所有款項按倘該聯營公司或合營企業已直接出售相關資產或負債則須遵循之相同基準入賬。因此，倘該聯營公司或合營企業先前於其他全面收益確認之盈虧重新分類至出售相關資產或負債之損益，則本集團於不再使用權益法時將該等盈虧由權益重新分類至損益（作為重新分類調整）。

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3. Significant Accounting Policies (continued)

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable arising from financial services and is recognised on the following basis:

- Commission income for broking business of securities, futures and option dealing is recorded as income when the trades are executed.
- Insurance brokerage commission is recognised when the services are rendered.
- Advisory, other corporate finance services fee income and wealth management fee income are recognised when the services are rendered.
- Commission income on underwriting and placing is recorded as income in accordance with the terms of underlying agreements when the relevant significant acts have been completed.
- Other fee income arising from broking business of securities (e.g. handling fee income) is recognised when the relevant transactions have been arranged or the relevant services have been rendered.
- Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Property and equipment

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

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

An item of property 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 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.

3. 重大會計政策(續)

收入確認

收入乃以金融服務所產生之已收或應收代價之公平值計量並按下列基準予以確認：

- 證券、期貨及期權買賣經紀業務之佣金收入於執行交易時確認為收入。
- 保險經紀佣金於提供服務時予以確認。
- 顧問、其他企業融資服務費收入及財富管理費收入於提供服務時予以確認。
- 包銷及配售之佣金收入乃根據相關協議之條款於有關重要行動完成時確認為收入。
- 證券買賣經紀業務所產生之其他費用收入(例如手續費收入)乃於有關交易已獲安排或相關服務獲提供時確認。
- 金融資產之利息收入按時間基準，並參考尚未償還之本金及適用之實際利率(即將金融資產預期年限內之估計日後現金收入準確貼現至初步確認時該項資產賬面淨值之貼現率)計算。

物業及設備

物業及設備按成本減去其後之累計折舊及累計減值虧損(如有)於綜合財務狀況表內入賬。

物業及設備折舊乃以直線法按估計可使用年期撇銷其項目成本值減其剩餘價值確認。估計可使用年期、剩餘價值及折舊方法於各報告期末進行審閱，而任何估計變動之影響按前瞻基準入賬。

當出售物業及設備項目時或繼續使用物業及設備項目預期不會產生日後經濟利益時，該項資產予以撇除確認。出售或棄用一項物業及設備產生之任何收益或虧損釐定為資產銷售所得款項與賬面值之差額，並於損益內確認。

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3. Significant Accounting Policies (continued)

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

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.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

3. 重大會計政策 (續)

租賃

凡租賃條款上將與所有權有關之絕大部分風險及報酬轉移予承租人，租賃歸類為融資租約。所有其他租賃均歸類為經營租賃。

本集團作為承租人

經營租賃付款以直線法，按租期確認為開支，但如另有系統性基準較時間性模式更具代表性，租賃資產之經濟利益據此被消耗除外。

倘收取租賃獎勵以訂立經營租賃，則有關獎勵確認為一項負債。獎勵之總利益乃以直線法確認為租金開支之扣減，惟倘另有系統基準較時間性模式更具代表性，租賃資產之經濟利益據此被消耗除外。

外幣

在編製各個別集團實體之財務報表時，以該實體之功能貨幣以外之貨幣（外幣）計價之交易乃按交易日期之現行匯率以其各自功能貨幣（即該實體營運所在之主要經濟環境之貨幣）記錄。在報告期末，以外幣為單位之貨幣性項目均按該日之現行匯率重新換算。按外幣之歷史成本計量之非貨幣項目不予以重新換算。

由結算貨幣性項目及重新換算貨幣性項目而產生之匯兌差額，於彼等產生期間在損益中確認。

為呈列本綜合財務報表，本集團之海外業務之資產及負債乃按於各報告期末之現行匯率換算為本集團之呈列貨幣（即港元），而彼等之收入及支出乃按該年度之平均匯率換算，所產生之匯兌差額（如有）乃於其他全面收益內確認，並於權益（換算儲備）內累計。

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綜合財務報表附註

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3. Significant Accounting Policies (continued)

Foreign currencies (continued)

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Equity-settled share-based payment transactions Share options granted to directors and employees

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the date of grant and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained profits.

Employment benefit

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as expenses when employees have rendered service entitling them to the contributions.

3. 重大會計政策(續)

外幣(續)

出售境外業務時(即出售本集團於境外業務之全部權益,或出售涉及失去對包含境外業務的附屬公司之控制權,或部分出售包含境外業務的合營安排或聯營公司之權益(保留權益成為一項金融資產)),於權益中累計並與該業務相關之歸屬於本公司擁有人之所有匯兌差額重新分類至損益。

按權益結算以股份支付之交易 授予董事及僱員之購股權

就授出須待滿足特定歸屬條件之購股權而言,所收取服務之公平值乃參考已授出購股權於授出日期之公平值釐定,並按歸屬期以直線法支銷,而權益(購股權儲備)相應增加。

於報告期末,本集團修訂其對預期最終歸屬之購股權數目之估計。修訂原有估計之影響(如有)於損益中確認,從而令累計開支反映經修訂估計,並對購股權儲備作出相應調整。

就於授出日期即時歸屬之購股權而言,所授出購股權之公平值即時於損益中支銷。

於購股權獲行使時,原先於購股權儲備內確認之款項將轉撥至股份溢價。倘若購股權於歸屬日期後被沒收或於屆滿日期仍未行使,則原先於購股權儲備內確認之款項將轉撥至保留溢利。

僱員福利

退休福利費用

向定額供股退休福利計劃之付款於僱員已提供使彼等有權享受供款之服務時確認為開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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3. Significant Accounting Policies (continued)

Employment benefit (continued)

Bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, where appropriate, based on approved formulas that take into consideration the profit attributable to the Group after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

All other short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset. A liability is recognised for benefits accruing to employees (such as wages and salaries, and annual leave) after deducting any amount already paid.

Borrowing costs

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

Taxation

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

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

3. 重大會計政策 (續)

僱員福利 (續)

花紅計劃

本集團按照認可計算公式就花紅及分紅確認負債及開支(如適用)，該公式已計及本集團應佔溢利(作出若干調整後)。本集團就合約責任或據過往經驗已產生推定責任而確認撥備。

所有其他短期僱員福利

短期僱員福利於僱員提供服務時按預期獲支付的福利未貼現款項確認。所有短期僱員福利均確認為開支，惟另一項香港財務報告準則規定或允許將該項福利於資產成本入賬者則除外。負債乃按扣減任何已付款項後僱員應佔福利(例如工資及薪金以及年假)確認。

借貸成本

所有借貸成本按其產生期間在損益中確認。

稅項

所得稅費用指本期應付稅項及遞延稅項之總和。

本期應付稅項乃根據本年度應課稅溢利計算。因於其他年度應課稅或可扣減之收支項目及永遠毋須課稅或不可扣減之項目，應課稅溢利與綜合損益及其他全面收益表所報告「除稅前溢利」有所不同。本集團之本期稅項負債乃按報告期末前已制定或實質上已制定之稅率計算。

本公司乃就綜合財務報表中資產及負債之賬面值與計算應課稅溢利所用相應稅基間之暫時差額確認遞延稅項。本公司一般就所有應課稅暫時差額確認遞延稅項負債。本公司一般就所有可扣減暫時差額確認遞延稅項資產，惟以可能用作抵銷應課稅溢利之可扣減暫時差額為限。倘暫時差額產生自初步確認一項不會影響應課稅溢利，亦不會影響會計溢利之交易中之資產或負債，則該等遞延稅項資產及負債不予確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

3. Significant Accounting Policies (continued)

Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, associates and joint venture, 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.

The carrying amount of deferred tax assets is reviewed at the end of the 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 is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax is recognised in profit or loss, except when it relates 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.

Intangible assets

Intangible assets acquired separately and with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

3. 重大會計政策 (續)

稅項 (續)

就與於附屬公司、聯營公司及合營企業之投資有關之應課稅暫時差額確認遞延稅項負債，惟倘若本集團能夠控制暫時差額之撥回及暫時差額很有可能於可見將來不會撥回則除外。與有關投資及權益有關之可扣減暫時差額產生之遞延稅項資產僅於很有可能將有充足應課稅溢利抵銷可動用暫時差額之利益及彼等預期於可見將來撥回時確認。

遞延稅項資產之賬面值於報告期末予以檢討，並以不再可能獲得足夠應課稅溢利以收回全部或部分資產為限予以扣減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間內應用之稅率予以計量，而稅率乃基於報告期末前已制定或實質上已制定之稅率（及稅法）。

遞延稅項負債及資產之計量反映本集團預期於報告期末收回或償還其資產及負債之賬面值後之稅項後果。

本期及遞延稅項乃於損益內確認，惟倘若其與於其他全面收益內或直接於權益內確認之項目有關則除外，於此情況下，本期及遞延稅項亦分別於其他全面收益或直接於權益內確認。

無形資產

個別收購且具備有限使用年期之無形資產按成本扣除累計攤銷及任何累計減值虧損列賬。使用年限有限之無形資產會於其估計使用年限內按直線法作攤銷撥備。於各報告期末檢討估計可使用年期及攤銷方法，而估計之任何變動之影響按前瞻性基準入賬。獨立收購並具有無限制可使用年期之無形資產乃按成本減任何其後累計減值虧損列賬（見下文有關有形及無形資產之減值虧損之會計政策）。

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綜合財務報表附註

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3. Significant Accounting Policies (continued)

Impairment losses on tangible and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets 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). The recoverable amount of tangible and intangible assets are estimated individually, when it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) 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 a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

3. 重大會計政策 (續)

有形及無形資產之減值虧損

於報告期末，本集團會檢討有形資產之賬面值，以確定是否存在任何跡象顯示該等資產已出現減值虧損。倘若存在任何相關跡象，則會估計資產之可收回金額以釐定減值虧損(如有)之程度。有形及無形資產之可收回金額乃分別估計，倘無法分別估計資產之可收回金額，則本集團估計該項資產所屬之現金產生單位之可收回金額。倘有可識別之合理一致分配基準，企業資產亦會分配至個別現金產生單位，或分配至有可識別之合理一致分配基準之現金產生單位之最小組別。

具有無限可使用年期之無形資產會至少每年及於有跡象表明其可能減值時進行減值測試。

可收回金額為公平值減出售成本及使用價值兩者之較高者。於評估使用價值時，估計未來現金流量利用稅前貼現率貼現至其現值，以反映當前市場對貨幣時間價值及估計未來現金流量未經調整之資產(或現金產生單位)之特定風險之評估。

倘一項資產(或現金產生單位)之可收回金額估計低於其賬面值，則該資產(或現金產生單位)之賬面值扣減至其可收回金額。於分配減值虧損時，首先分配減值虧損以減少任何商譽的賬面值(如適用)，然後按比例根據該單位各資產的賬面值分配至其他資產。一項資產的賬面值不會減至低於其公平值減出售成本(如可計量)、其使用價值(如可釐定)及零當中的最高者。本將分配至該資產的減值虧損之金額按比例分配至該單位的其他資產。減值虧損即時於損益確認。

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3. Significant Accounting Policies (continued)

Impairment losses on tangible and intangible assets (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a 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 a cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately.

Financial instruments

Financial assets and financial liabilities are recognised on the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Financial assets

The Group's financial assets are classified into two categories, including loans and receivables and available-for-sale ("AFS") financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees 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, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for loans and receivables.

3. 重大會計政策(續)

有形及無形資產之減值虧損(續)

倘減值虧損其後撥回，則該資產(或現金產生單位)之賬面值須增加至其經修訂之估計可收回金額，惟增加後之賬面值數額不得超過倘若於過往年度未有就該項資產(或現金產生單位)確認減值虧損之原有賬面值。減值虧損撥回會即時確認為收入。

金融工具

當集團實體成為工具合約條文的一名訂約方時，本公司會在綜合財務狀況表上確認金融資產及金融負債。

金融資產及金融負債在初步確認時會以公平值進行計量。收購或發行金融資產及金融負債直接應佔之交易成本乃於初步確認時加入金融資產或金融負債的公平值或自金融資產或金融負債的公平值內扣除(視乎合適情況而定)。

金融資產

本集團之金融資產主要分類為兩個類別，包括貸款及應收賬款以及可供出售(「可供出售」)之金融資產。分類取決於金融資產之性質及目的，並於初步確認時予以釐定。所有以常規方式購買或出售之金融資產均按交易日基準進行確認及撤除確認。以常規方式購買或出售是指購買或出售要求按相關市場中之規則或慣例設定之期限內交付資產之金融資產。

實際利率法

實際利率法為計算一項金融資產之攤銷成本及按有關期間分配利息收入之方法。實際利率為按金融資產之預期年期或(如適用)較短期間，將估計未來現金收入(包括已支付或收取之構成實際利率之一部分之所有費用、交易成本及其他溢價或折讓)準確貼現至於初步確認時之賬面淨值之比率。

就貸款及應收賬款而言，利息收入乃按實際利率基準確認。

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For the year ended 30 September 2018 截至2018年9月30日止年度

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including accounts receivable, loans and advances, other debtors and deposits, amount due from an associate, bank balances and cash and pledged bank deposits) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

AFS financial assets

AFS financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss.

Dividends on AFS equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established.

Impairment of financial assets

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

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

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

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

貸款及應收賬款

貸款及應收賬款為款項固定或可釐定，且並無在活躍市場上報價的非衍生金融資產。於初步確認後，貸款及應收賬款（包括應收賬款、貸款及墊款、其他應收賬款及按金、應收聯營公司款項、銀行結餘及現金以及已抵押銀行存款）均採用實際利率法，按攤銷成本減任何已識別減值虧損列賬（見下文有關金融資產減值虧損之會計政策）。

可供出售之金融資產

可供出售之金融資產為指定為此類別或並無歸類為透過損益按公平值列賬之金融資產之非衍生工具。

當本集團收取股息之權利獲確定時，於損益中確認可供出售權益工具之股息。

金融資產之減值

金融資產於報告期末進行減值跡象評估。倘若有客觀證據表明因初步確認金融資產後發生之一項或多項事件導致金融資產之估計未來現金流量已受到影響，則金融資產予以減值。

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

就所有其他金融資產而言，減值之客觀證據可包括：

- 發行人或對方之重大財政困難；或
- 違約，例如拖欠或逾期償還利息及本金款項；或
- 借款人有可能將進入破產或財務重組。

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3. Significant Accounting Policies (continued)

Financial instruments (continued)

Impairment of financial assets (continued)

Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments and observable changes in national or local economic conditions that correlate with default on receivables.

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

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of accounts receivable and loans and advances, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When the accounts receivable and loans and advances are considered uncollectible upon the bankruptcy of customers, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For impairment assessment, each receivable is reviewed individually at the end of each month. Specifically, in assessing impairment for each receivable, management estimates the present value of future cash flows which are expected to be received, taking into account the borrower's financial situation and the net realisable value of the underlying collateral or guarantees in favour of the Group. Any impairment allowance is measured as the difference between the loan's carrying amount and the present value of the estimated future cash flows discounted at the loan's original effective interest rate.

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

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

3. 重大會計政策(續)

金融工具(續)

金融資產之減值(續)

應收款項組合之減值之客觀證據可包括本集團過往收款經驗及全國或地方經濟狀況出現與拖欠應收款項有關之可觀察改變。

就按攤銷成本列賬之金融資產而言，所確認之減值虧損金額為該項資產之賬面值與按該項金融資產之原實際利率貼現之估計未來現金流量之現值間之差額。

除應收賬款和貸款及墊款之賬面值乃透過使用撥備賬予以扣減外，金融資產之賬面值直接透過全部金融資產減值虧損予以扣減。撥備賬之賬面值變動於損益中確認。倘應收賬款和貸款及墊款於客戶破產時被認為無法收回，則以撥備賬撇銷。先前撇銷之金額其後收回計入損益。

就減值評估而言，於各月末，按個別基準檢討各應收賬款。特別是，於評估各應收賬款之減值時，管理層經考慮借款人之財務狀況及以本集團為受益人之相關抵押品或擔保之可變現淨值，估計預期將收回之未來現金流量之現值。任何減值撥備計量為貸款之賬面值與按貸款之原實際利率貼現之估計未來現金流量之現值間之差額。

當可供出售金融資產被視為將減值時，前期於其他全面收益確認之累計收益或虧損乃重新歸類至期內損益。

就按攤銷成本計量之金融資產而言，倘於其後期間，減值虧損之金額減少，而減少可與確認減值虧損後發生之事件客觀聯繫，則先前已確認之減值虧損透過損益予以撥回，惟該項資產於撥回減值日期之賬面值不得超過攤銷成本於並無確認減值時應有者。

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For the year ended 30 September 2018 截至2018年9月30日止年度

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Impairment of financial assets (continued)

In respect of AFS equity securities, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve.

Financial liabilities and equity instruments

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.

Financial liabilities

Financial liabilities including accounts payable, other creditors, short-term bank borrowings and bonds issued are subsequently measured at amortised cost, using the effective interest method.

Embedded derivatives

An embedded derivative shall be separated from the host contract and accounted for as a derivative if, and only if:

- the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host contract;
- a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and
- the hybrid (combined) instrument is not measured at fair value with changes in fair value recognised in profit or loss (i.e. a derivative that is embedded in a financial asset or financial liability at fair value through profit or loss is not separated).

If an embedded derivative is separated, the host contract shall be accounted for under HKAS 39 if it is a financial instrument, and in accordance with other appropriate standards if it is not a financial instrument. The directors considered that there is no embedded derivative of the Group which shall be separated from the host contract.

3. 重大會計政策 (續)

金融工具 (續)

金融資產之減值 (續)

就可供出售權益證券而言，早前於損益確認之減值虧損並不透過損益撥回。減值虧損後公平值之任何增加將於其他全面收益確認，並於投資重估儲備項下累計。

金融負債及權益工具

集團實體發行之債務及權益工具乃根據合約安排之內容及金融負債及權益工具之定義分類為金融負債或權益。

金融負債

金融負債(包括應付賬款、其他應付賬款、短期銀行借款及已發行債券)其後均使用實際利率法按攤銷成本計量。

嵌入衍生工具

倘且僅倘於下列情況時，嵌入衍生工具須與主合同分離並作為衍生工具入賬：

- 該嵌入衍生工具的經濟特徵及風險與主合同並非緊密相關的；
- 與嵌入衍生工具條件相同之單獨存在的工具符合衍生工具之定義；及
- 混合(合併)式工具並非以公平值計量且其變動計入損益(即透過損益按公平值列值之金融資產或金融負債之嵌入衍生工具並非分離)。

倘嵌入衍生工具被分離時，倘主合同為金融工具，則根據香港會計準則第39號入賬；倘其並非金融工具，則根據其他適用準則入賬。董事認為，本集團概無嵌入衍生工具須與主合同分離。

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綜合財務報表附註

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3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial liabilities and equity instruments (continued)

Equity instruments

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

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 liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

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.

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 directly 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 expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 重大會計政策(續)

金融工具(續)

金融負債及權益工具(續)

權益工具

權益工具指證明集團資產在扣除其所有負債後之剩餘權益之任何合約。本集團所發行之股本工具按已收所得款項扣除直接發行成本後確認。

實際利率法

實際利率法為計算某項金融負債之攤銷成本及按有關期間分配利息費用之方法。實際利率為按金融負債之預期年期或(如適用)較短期間,將估計未來現金付款(包括已付或已收且構成實際利率一部分之所有費用及支出、交易成本及其他溢價或折讓)準確貼現至初步確認時之賬面淨值之比率。

利息費用按實際利率基準予以確認。

撇除確認

僅當從資產收取現金流量之合約權利屆滿,或金融資產被轉讓而本集團已向另一實體轉移與該資產所有權有關之絕大部分風險及回報時,本集團撇除確認該金融資產。

於撇除整項金融資產時,資產賬面值與已收及應收代價及已直接於其他全面收益確認及於權益累計之累計損益之總和間之差額乃於損益中確認。

當且僅當本集團的責任獲解除、取消或屆滿時,本集團撇除確認金融負債。撇除確認之金融負債之賬面值與已付及應付代價間之差額乃於損益中確認。

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3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets and financial liabilities offsetting

A financial asset and a financial liability shall be offset and the net amount presented in the statement of financial position when, and only when, the Group:

- currently has a legally enforceable right to set off the recognised amounts; and
- intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

4. Key Sources of Estimation Uncertainty

Estimated impairment allowances for accounts receivable from secured margin clients arising from the business of dealing in securities and loans and advances

The Group periodically reviews its accounts receivable from secured margin clients arising from the business of dealing in securities and loans and advances to identify any balances with objective evidence of impairment indicators and assess whether impairment losses exist individually. When there is objective evidence of impairment loss, the Group estimates the future cash flows of assets for impairment testing purpose by taking into account the value of the underlying collateral, repayment records of borrowers, current creditworthiness and other information available for those borrowers in delinquency or default in repayment. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Were the financial conditions of the clients of the Group to deteriorate, resulting in the actual future cash flows are less than expected, additional impairment losses may arise in future financial periods.

As at 30 September 2018, the gross carrying amount of accounts receivable from secured margin clients arising from the business of dealing in securities is approximately HK\$5,499,963,000 (2017: HK\$4,863,029,000), net of allowances for impairment HK\$206,416,000 (2017: HK\$3,000,000). The gross carrying amount of loans and advances is approximately HK\$2,543,580,000 (2017: HK\$1,815,633,000), net of allowances for impairment of approximately HK\$33,634,000 (2017: HK\$31,472,000). During the year ended 30 September 2018, impairment allowances of approximately HK\$203,416,000 (2017: HK\$3,000,000) and HK\$2,196,000 (2017: HK\$501,000) had been made on accounts receivable from secured margin clients arising from the business of dealing in securities and loans and advances respectively.

3. 重大會計政策 (續)

金融工具 (續)

金融資產與金融負債之抵銷

當(以及僅當)本集團出現以下情況時,金融資產與金融負債須予抵銷以及在財務狀況表呈列淨額:

- 目前具有法律上可強制執行的權利以抵銷已確認金額;及
- 擬以淨額基準結算,或在變現資產時同時結清負債。

4. 估計不明朗因素之主要來源

證券買賣業務產生之應收有抵押孖展客戶賬款和貸款及墊款之減值撥備估計

本集團定期審閱其證券買賣業務產生之應收有抵押孖展客戶賬款和貸款及墊款,以識別任何結餘是否有減值跡象的客觀證據,並評估是否存在個別減值虧損。倘若有減值虧損之客觀證據,則本集團會在考慮相關抵押品之價值、借款人之還款記錄,以及當前信譽度及有關借款人拖欠還款或違約之其他可取得之資料後估計資產之未來現金流量以作減值測試。減值虧損之數額按該項資產之賬面值與按金融資產之原實際利率(即於初步確認時計算之實際利率)貼現之估計未來現金流量(不包括尚未產生之未來信貸虧損)之現值間之差額予以計量。倘若本集團客戶之財務狀況惡化,導致實際未來現金流量少於預期,則在未來財政期間可能產生額外減值虧損。

於2018年9月30日,證券買賣業務產生之應收有抵押孖展客戶賬款之賬面總值約為5,499,963,000港元(2017年:4,863,029,000港元),扣除減值撥備206,416,000港元(2017年:3,000,000港元)。貸款及墊款之賬面總值約為2,543,580,000港元(2017年:1,815,633,000港元),扣除減值撥備約33,634,000港元(2017年:31,472,000港元)。截至2018年9月30日止年度,已分別就證券買賣業務產生之應收有抵押孖展客戶賬款和貸款及墊款作出減值撥備約為203,416,000港元(2017年:3,000,000港元)及2,196,000港元(2017年:501,000港元)。

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5. Segment Information

Information reported to the executive directors of the Company, being the chief operating decision makers, for the purposes of resources allocation and assessment of segment performance focuses on types of services provided.

According to HKFRS 8, the Group has the following operating and reportable segments:

- (a) Financing – Provision of margin financing and money lending services
- (b) Brokerage – Provision of securities, options, futures, insurance, other assets and wealth management products broking services and related handling services
- (c) Placing and underwriting – Provision of placing and underwriting services
- (d) Corporate finance – Provision of corporate finance advisory services

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segments:

For the year ended 30 September 2018

	Financing 貸款 HK\$'000 千港元	Brokerage 經紀 HK\$'000 千港元	Placing and underwriting 配售與包銷 HK\$'000 千港元	Corporate finance 企業融資 HK\$'000 千港元	Elimination 撇銷 HK\$'000 千港元	Total 總計 HK\$'000 千港元
REVENUE 收入						
Segment revenue – external customers 分部收入—外部客戶	1,085,879	133,844	75,920	18,627	–	1,314,270
Inter-segment sales 分部間銷售	205,580	–	23,998	–	(229,578)	–
	1,291,459	133,844	99,918	18,627	(229,578)	1,314,270

5. 分部資料

呈報本公司執行董事(主要經營決策人)以分配資源及評估分部表現之資料乃集中於所提供服務之類別。

根據香港財務報告準則第8號，本集團有以下經營及可呈報分部：

- (a) 貸款 – 提供孖展融資及借貸服務
- (b) 經紀 – 提供證券、期權、期貨、保險、其他資產及財富管理產品之經紀服務及相關手續服務
- (c) 配售與包銷 – 提供配售與包銷服務
- (d) 企業融資 – 提供企業融資顧問服務

分部收入及業績

以下為本集團之收入及業績按經營及可呈報分部之分析：

截至2018年9月30日止年度

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

5. Segment Information (continued)

Segment revenue and results (continued)

For the year ended 30 September 2018 (continued)

Inter-segment sales are charged at prevailing market rates.

5. 分部資料(續)

分部收入及業績(續)

截至2018年9月30日止年度(續)

分部間銷售乃按現行市場價格收費。

	Financing 貸款 HK\$'000 千港元	Brokerage 經紀 HK\$'000 千港元	Placing and underwriting 配售與包銷 HK\$'000 千港元	Corporate finance 企業融資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
RESULTS 業績					
Segment results 分部業績	664,794	64,391	37,796	3,820	770,801
Unallocated other operating income 未分配其他經營收入					11
Unallocated corporate expenses 未分配企業費用					
– staff costs (including directors' remuneration but excluding staff commission expenses) – 員工成本(包括董事之酬金, 但不包括員工佣金支出)					(70,467)
– management fee to a related company (note 32(a)(ii)) – 給予一間關連公司之管理費(附註32(a)(ii))					(301)
– service charge to related companies (note 32(a)(ii)) – 給予關連公司之服務費(附註32(a)(ii))					(16,697)
– others – 其他					(21,139)
Share of loss of a joint venture 應佔一間合營企業之虧損					–
Share of loss of an associate 應佔一間聯營公司之虧損					(2,160)
Profit before taxation 除稅前溢利					660,048
Taxation 稅項					(110,853)
Profit for the year 年度溢利					549,195

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

5. Segment Information (continued)

Segment revenue and results (continued)

For the year ended 30 September 2017

5. 分部資料(續)

分部收入及業績(續)

截至2017年9月30日止年度

	Financing 貸款 HK\$'000 千港元	Brokerage 經紀 HK\$'000 千港元	Placing and underwriting 配售與包銷 HK\$'000 千港元	Corporate finance 企業融資 HK\$'000 千港元	Elimination 撇銷 HK\$'000 千港元	Total 總計 HK\$'000 千港元
REVENUE 收入						
Segment revenue – external customers 分部收入—外部客戶	837,521	132,961	203,708	66,810	–	1,241,000
Inter-segment sales 分部間銷售	144,343	–	13,560	–	(157,903)	–
	981,864	132,961	217,268	66,810	(157,903)	1,241,000

Inter-segment sales are charged at prevailing market rates.

分部間銷售乃按現行市場價格收費。

	Financing 貸款 HK\$'000 千港元	Brokerage 經紀 HK\$'000 千港元	Placing and underwriting 配售與包銷 HK\$'000 千港元	Corporate finance 企業融資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
RESULTS 業績					
Segment results 分部業績	696,230	34,771	99,205	54,379	884,585

Unallocated other operating income
未分配其他經營收入 248

Unallocated corporate expenses
未分配企業費用

– staff costs (including directors' remuneration but excluding staff commission expenses)
– 員工成本(包括董事之酬金, 但不包括員工佣金支出) (62,461)

– management fee to a related company
(note 32(a)(ii))
– 給予一間關連公司之管理費(附註32(a)(ii)) (288)

– service charge to related companies
(note 32(a)(ii))
– 給予關連公司之服務費(附註32(a)(ii)) (13,850)

– others
– 其他 (15,070)

Share of loss of a joint venture
應佔一間合營企業之虧損 (22)

Share of profit of an associate
應佔一間聯營公司之溢利 513

Profit before taxation 除稅前溢利 793,655

Taxation 稅項 (134,470)

Profit for the year 年度溢利 659,185

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

5. Segment Information (continued)

Segment revenue and results (continued)

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. Segment results represents the profit earned by each segment without allocation of central administration costs (including directors' remuneration and central administrative staff costs but excluding staff commission expenses), unallocated other operating income, management fee to a related company, service charge to related companies, share of loss of a joint venture and share of profit or loss of an associate. This is the measure reported to the executive directors of the Company for the purpose of resources allocation and performance assessment. No analysis of segment asset and segment liability is presented as the chief operating decision maker does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

Other segment information

For the year ended 30 September 2018

5. 分部資料(續)

分部收入及業績(續)

可呈報分部之會計政策與附註3所述之本集團綜合財務報表所採用之本集團會計政策相同。分部業績指各分部所賺取之溢利，而未分配中央行政費用(包括董事之酬金及中央行政人員成本，惟員工佣金支出除外)、未分配其他經營收入、給予一間關連公司之管理費、給予關連公司之服務費、應佔一間合營企業之虧損及應佔一間聯營公司之溢利或虧損。此為向本公司執行董事呈報以供分配資源及評估表現之措施。因主要經營決策人並非定期審視有關資料以分配資源及評估表現，故無呈列分部資產及分部負債。因此，僅呈列分部收入及分部業績。

其他分部資料

截至2018年9月30日止年度

	Financing 貸款 HK\$'000 千港元	Brokerage 經紀 HK\$'000 千港元	Placing and underwriting 配售與包銷 HK\$'000 千港元	Corporate finance 企業融資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Additions of property and equipment 添置物業及設備	3,068	1,073	—	5	4,146
Depreciation of property and equipment 物業及設備之折舊	594	1,277	—	1	1,872
Impairment allowances on accounts receivable 應收賬款之減值撥備	203,416	—	—	—	203,416
Impairment allowances on loans and advances, net of reversal 貸款及墊款之減值撥備，扣除撥回	2,162	—	—	—	2,162
Interest income 利息收入	1,085,879	12,763	—	—	1,098,642
Finance costs 財務費用	153,978	—	—	—	153,978

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綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

5. Segment Information (continued)

Other segment information (continued)

For the year ended 30 September 2017

	Financing 貸款 HK\$'000 千港元	Brokerage 經紀 HK\$'000 千港元	Placing and underwriting 配售與包銷 HK\$'000 千港元	Corporate finance 企業融資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Additions of property and equipment 添置物業及設備	2,316	690	-	-	3,006
Depreciation of property and equipment 物業及設備之折舊	165	1,562	-	11	1,738
Impairment allowances on accounts receivable 應收賬款之減值撥備	3,000	-	-	-	3,000
Impairment allowances on loans and advances 貸款及墊款之減值撥備	501	-	-	-	501
Interest income 利息收入	837,521	5,362	-	-	842,883
Finance costs 財務費用	95,552	-	-	-	95,552

5. 分部資料 (續)

其他分部資料 (續)

截至2017年9月30日止年度

Geographical information

The following illustrates the geographical analysis of the Group's revenue from its external customers, based on the country from which the trades are derived in relation to brokerage revenue from overseas products trading or/and based on the country in which the customers are located in relation to financing, placing and underwriting and corporate finance revenue.

地區資料

以下說明本集團來自其外部客戶之收入之地區分析，就來自海外產品買賣之經紀收入而言，乃基於交易來源地或／及就貸款、配售與包銷及企業融資收入而言，乃基於客戶所在之國家。

	Revenue 收入	
	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Hong Kong 香港	1,299,234	1,214,935
United States 美國	15,026	26,042
Others 其他	10	23
	1,314,270	1,241,000

Information about major customer

For the years ended 30 September 2018 and 30 September 2017, no single customer amounts to more than 10% of the Group's revenue.

有關主要客戶之資料

截至2018年9月30日及2017年9月30日止年度，並無單一客戶帶來的收入佔本集團收入的10%以上。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

6. Revenue

6. 收入

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Commission and fees income on dealing in securities 買賣證券之佣金及費用收入	93,745	83,487
Commission and fees income on dealing in futures and options contracts 買賣期貨及期權合約之佣金及費用收入	19,177	30,126
Commission from insurance brokerage and wealth management 保險經紀及財富管理之佣金	8,159	13,986
Corporate finance advisory services fee income 企業融資顧問服務費收入	18,627	66,810
Placing and underwriting commission 配售及包銷佣金	75,920	203,708
Interest income from: 以下項目之利息收入：		
Margin and initial public offer financing (“IPO”) 孖展及首次公開招股(「首次公開招股」)融資	799,440	584,430
Loans and advances 貸款及墊款	286,439	253,091
Bank deposits 銀行存款	12,684	5,323
Others 其他	79	39
	1,314,270	1,241,000

7. Staff Costs

7. 員工成本

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Staff costs represent the amounts paid and payable to the directors and employees and comprise: 員工成本指已付及應付予董事及僱員之金額，包括：		
Salaries, bonus and allowances 薪金、花紅及津貼	118,173	108,948
Contributions to retirement benefits scheme 退休福利計劃供款	3,469	2,917
	121,642	111,865

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

8. Finance Costs

8. 財務費用

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Interest on: 下列項目之利息：		
Bank overdrafts and loans 銀行透支及貸款	31,176	6,227
Bonds issued 已發行債券	122,783	89,290
Others 其他	19	35
	153,978	95,552

9. Directors' and Chief Executive's Emoluments

9. 董事及最高行政人員之酬金

The emoluments paid or payable to each of the 7 (2017: 7) directors and the chief executive were as follows:

已付或應付予7位(2017年: 7位)董事及最高行政人員之酬金如下:

For the year ended 30 September 2018

截至2018年9月30日止年度

	Executive directors 執行董事				Independent non-executive directors 獨立非執行董事			Total 總計
	Daisy Yeung 楊琬詩 HK\$'000 千港元 (Notes (b), (d)) (附註(b)、(d))	Chan Shek Wah 陳錫華 HK\$'000 千港元 (Note (b)) (附註(b))	Choi Suk Hing, Louisa 蔡淑卿 HK\$'000 千港元 (Note (b)) (附註(b))	Pearl Chan 陳佩斯 HK\$'000 千港元 (Note (b)) (附註(b))	Chu Kar Wing 朱嘉榮 HK\$'000 千港元 (Note (c)) (附註(c))	Poon Yan Wai 潘仁偉 HK\$'000 千港元 (Note (c)) (附註(c))	Wan Choi Ha 溫彩霞 HK\$'000 千港元 (Note (c)) (附註(c))	
Fees 袍金	200	200	200	200	235	235	235	1,505
Other remuneration 其他酬金								
Salaries and allowances 薪金及津貼	2,133	4,656	2,466	2,117	-	-	-	11,372
Discretionary bonus (Note (a)) 酌情花紅(附註(a))	8,000	8,000	1,728	1,408	-	-	-	19,136
Contributions to retirement benefits scheme 退休福利計劃供款	17	36	173	176	-	-	-	402
Total remuneration 酬金總額	10,350	12,892	4,567	3,901	235	235	235	32,415

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

9. Directors' and Chief Executive's Emoluments (continued)

For the year ended 30 September 2017

9. 董事及最高行政人員之酬金 (續)

截至2017年9月30日止年度

	Executive directors 執行董事				Independent non-executive directors 獨立非執行董事			Total 總計
	Daisy Yeung 楊瓊詩 HK\$'000 千港元 (Notes (b), (d)) (附註(b)·(d))	Chan Shek Wah 陳錫華 HK\$'000 千港元 (Note (b)) (附註(b))	Choi Suk Hing, Louisa 蔡淑卿 HK\$'000 千港元 (Note (b)) (附註(b))	Pearl Chan 陳佩斯 HK\$'000 千港元 (Note (b)) (附註(b))	Chu Kar Wing 朱嘉榮 HK\$'000 千港元 (Note (c)) (附註(c))	Poon Yan Wai 潘仁偉 HK\$'000 千港元 (Note (c)) (附註(c))	Wan Choi Ha 溫彩霞 HK\$'000 千港元 (Note (c)) (附註(c))	
Fees 袍金	150	150	150	150	220	220	220	1,260
Other remuneration 其他酬金								
Salaries and allowances 薪金及津貼	2,049	4,477	2,283	1,968	-	-	-	10,777
Discretionary bonus (Note (a)) 酌情花紅(附註(a))	6,000	6,000	1,291	954	-	-	-	14,245
Contributions to retirement benefits scheme 退休福利計劃供款	17	18	160	146	-	-	-	341
Total remuneration 酬金總額	8,216	10,645	3,884	3,218	220	220	220	26,623

Notes:

- Discretionary bonus is determined as regard to the Group's operating results, individual performance and comparable market statistics.
- The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and its subsidiaries. There was no arrangement under which a director waived or agreed to waive any remuneration during the year.
- The non-executive directors' emoluments shown above were for their services as directors of the Company and its subsidiaries. There was no arrangement under which a director waived or agreed to waive any remuneration during the year.
- Ms. Daisy Yeung is also the Chief Executive of the Company and her emoluments disclosed above include those for services rendered by her as Chief Executive. No apportionment has been made as it is impracticable to apportion this amount among her services to the Company and its subsidiaries.

附註：

- 酌情花紅乃視乎本集團經營業績、個人表現及市場統計可比較數字而定。
- 上表所列執行董事的酬金為彼等與本公司及其附屬公司管理事宜相關服務的報酬。於本年度內，董事概無根據任何安排放棄或同意放棄領取任何酬金。
- 上表所列非執行董事的酬金乃為彼等擔任本公司及其附屬公司董事的報酬。於本年度內，董事概無根據任何安排放棄或同意放棄領取任何酬金。
- 楊瓊詩女士亦為本公司最高行政人員以及上表所披露之酬金包括彼作為最高行政人員所提供之服務而獲得之酬金。由於無法將彼向本公司及其附屬公司提供服務所得酬金進行按比例分開，故並無作出任何分攤。

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For the year ended 30 September 2018 截至2018年9月30日止年度

10. Employees' Remuneration

The five individuals with the highest emoluments in the Group included four (2017: three) directors of the Company for the year ended 30 September 2018, details of whose emoluments are included in the disclosures in note 9 above. The emoluments of the remaining one (2017: two) individual for the year were as follows:

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Salaries, allowances and benefits in kind 薪金、津貼及實物福利	285	771
Bonus 花紅	3,694	10,474
Contributions to retirement benefits scheme 退休福利計劃供款	23	36
	4,002	11,281

The remunerations were within the following bands:

酬金介乎下列範圍：

	Number of employees 僱員人數	
	2018	2017
HK\$3,500,001 to HK\$4,000,000 3,500,001港元至4,000,000港元	–	1
HK\$4,000,001 to HK\$4,500,000 4,000,001港元至4,500,000港元	1	–
HK\$7,000,001 to HK\$7,500,000 7,000,001港元至7,500,000港元	–	1

During the year, no remuneration has been paid by the Group to any of the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

於本年度，本集團並無支付酬金予任何董事或五名最高薪酬人士，作為彼等加入本集團或加入本集團時之獎勵或作為彼等離職之補償。

10. 僱員酬金

於截至2018年9月30日止年度，本集團之五名最高薪酬人士包括本公司四名（2017年：三名）董事，彼等之酬金詳情於上文附註9披露。於本年度，其餘一名（2017年：兩名）人士之酬金如下：

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綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

11. Profit Before Taxation

11. 除稅前溢利

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Profit before taxation has been arrived at after charging: 除稅前溢利已扣除：		
Included in other expenses: 包含於其他支出：		
Auditor's remuneration 核數師酬金	2,200	1,830
Depreciation of property and equipment 物業及設備之折舊	1,872	1,738
Net exchange loss 匯兌虧損淨額	51	7
Operating lease rentals in respect of 下列各項之經營租賃租金		
– rented premises – 租賃物業	16,453	13,629
– equipment – 設備	11,916	8,590

12. Taxation

12. 稅項

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Current year: 本年度：		
Hong Kong Profits Tax 香港利得稅	110,931	134,509
PRC Enterprise Income Tax 中國企業所得稅	52	78
Overprovision in prior year: 過往年度超額撥備：		
Hong Kong 香港	(130)	(117)
	110,853	134,470

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profits for both years.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate for the PRC subsidiaries is 25%.

於兩個年度，香港利得稅乃就估計應課稅溢利按16.5%之稅率計算。

根據中華人民共和國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，中國附屬公司之稅率為25%。

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綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

12. Taxation (continued)

The taxation for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Profit before taxation 除稅前溢利	660,048	793,655
Taxation at income tax rate of 16.5% (2017: 16.5%) 按16.5% (2017年：16.5%)之所得稅稅率計算之稅項	108,908	130,953
Tax effect of expenses not deductible for tax purpose 就稅務而言不可扣減支出之稅務影響	905	62
Tax effect of income not taxable for tax purpose 就稅務而言毋須課稅收入之稅務影響	(2,040)	(800)
Overprovision in respect of prior years 過往年度超額撥備	(130)	(117)
Utilisation of tax losses previously not recognised 運用過往未有確認之稅項虧損	(51)	-
Tax effect of tax losses not recognised 未有確認稅項虧損之稅務影響	3,379	4,649
Tax effect of share of loss (profit) of an associate 分佔一間聯營公司虧損(溢利)之稅務影響	356	(85)
Others 其他	(474)	(192)
Taxation charge for the year 本年度稅項開支	110,853	134,470

As at 30 September 2018, the Group had unused estimated tax losses of approximately HK\$124,206,000 (2017: HK\$104,036,000) available for offset against future profits of the respective companies in which the losses arose. No deferred tax asset has been recognised in respect of such tax losses due to unpredictability of future profit streams. The unused tax losses can be carried forward indefinitely with no expiry date but subject to the approval of the Hong Kong Inland Revenue Department.

12. 稅項 (續)

本年度稅項與綜合損益及其他全面收益表所載除稅前溢利對賬如下：

於2018年9月30日，本集團可用作抵銷產生有關虧損之相關公司之未來溢利之未動用估計稅項虧損約為124,206,000港元(2017年：104,036,000港元)。由於未來溢利流量不可預測，並無就該等稅項虧損確認遞延稅項資產。未使用之稅項虧損並無屆滿日期而可無限期結轉，惟須待香港稅務局批准後，方始作實。

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13. Dividends

13. 股息

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Recognised as distribution: 確認作分派：		
Interim dividend paid: HK\$0.0221 per share (2017: HK\$0.0138 per share) 已付中期股息：每股0.0221港元(2017年：每股0.0138港元)	148,973	93,022
Final dividend paid in respect of 2017: HK\$0.0152 per share (2017: HK\$0.0128 per share in respect of 2016) 就2017年已付之末期股息：每股0.0152港元 (2017年：就2016年每股派付0.0128港元)	102,461	86,283
	251,434	179,305

The directors recommended payment of a final dividend of HK0.64 cents per share amounting to approximately HK\$43,141,000 in aggregate in respect of the year ended 30 September 2018 (2017: HK1.52 cents, approximately HK\$102,461,000 in aggregate), which is subject to approval of the shareholders at the forthcoming annual general meeting of the Company.

董事建議派付截至2018年9月30日止年度之末期股息每股0.64港仙，合計約為43,141,000港元(2017年：每股1.52港仙，合共約為102,461,000港元)，惟有待股東於本公司之應屆股東週年大會上批准方可作實。

14. Earnings Per Share

The calculation of the basic earnings per share attributable to owners of the Company is based on the following data:

14. 每股盈利

本公司擁有人應佔每股基本盈利乃根據下列數據計算：

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Earnings 盈利		
Earnings for the purpose of basic earnings per share 用於計算每股基本盈利之盈利	549,195	659,185

	2018 '000 千股	2017 '000 千股
Number of shares 股份數目		
Weighted average number of ordinary shares for the purposes of basic earnings per share 用於計算每股基本盈利之普通股加權平均數	6,740,846	6,616,587
Basic earnings per share 每股基本盈利	HK8.15 cents 8.15港仙	HK9.96 cents 9.96港仙

No diluted earnings per share for the years ended 30 September 2018 and 30 September 2017 were presented as there were no potential ordinary shares outstanding during the years.

由於本公司在截至2018年9月30日及2017年9月30日止年度均無任何潛在攤薄普通股，因此並無呈列該等年度之每股攤薄盈利。

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15. Property and Equipment

15. 物業及設備

	Leasehold improvements 物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Computer and other equipment 電腦及其他設備 HK\$'000 千港元	Motor vehicle 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST 成本						
At 1 October 2016 於2016年10月1日	12,503	1,948	6,273	15,077	673	36,474
Additions 添置	2,130	196	245	435	-	3,006
At 30 September 2017 於2017年9月30日	14,633	2,144	6,518	15,512	673	39,480
Additions 添置	200	-	48	3,898	-	4,146
Disposals 出售	-	-	-	(34)	-	(34)
At 30 September 2018 於2018年9月30日	14,833	2,144	6,566	19,376	673	43,592
ACCUMULATED DEPRECIATION 累計折舊						
At 1 October 2016 於2016年10月1日	11,216	1,816	6,080	13,254	258	32,624
Provided for the year 本年度撥備	686	85	260	572	135	1,738
At 30 September 2017 於2017年9月30日	11,902	1,901	6,340	13,826	393	34,362
Provided for the year 本年度撥備	828	79	224	606	135	1,872
Eliminated on disposals 出售時抵銷	-	-	-	(29)	-	(29)
At 30 September 2018 於2018年9月30日	12,730	1,980	6,564	14,403	528	36,205
CARRYING VALUES 賬面值						
At 30 September 2018 於2018年9月30日	2,103	164	2	4,973	145	7,387
At 30 September 2017 於2017年9月30日	2,731	243	178	1,686	280	5,118

All the above items of property and equipment are depreciated on a straight-line basis at the rate of 20% per annum, except that leasehold improvements are depreciated over the shorter of the lease terms or 5 years.

所有上述之物業及設備項目均以直線法按20%之年率予以折舊，惟物業裝修按租期或5年（以較短者為準）予以折舊。

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16. Intangible Assets

16. 無形資產

	HK\$'000 千港元
COST 成本	
At 1 October 2016, 30 September 2017 and 30 September 2018 於2016年10月1日、2017年9月30日及2018年9月30日	9,802
AMORTISATION AND IMPAIRMENT 攤銷及減值	
At 1 October 2016, 30 September 2017 and 30 September 2018 於2016年10月1日、2017年9月30日及2018年9月30日	9,802
CARRYING VALUES 賬面值	
At 30 September 2018 於2018年9月30日	–
At 30 September 2017 於2017年9月30日	–
Trading rights are amortised over 10 years from the effective day of the merger of the Stock Exchange, the Hong Kong Futures Exchange and the Hong Kong Securities Clearing Company Limited in year 2000.	
交易權自2000年聯交所、香港期交所及香港中央結算有限公司之合併生效日期起按10年予以攤銷。	

17. Interest in an associate

17. 於一間聯營公司之權益

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Cost of investment in an unlisted associate 於非上市聯營公司之投資成本	1	1
Share of post-acquisition (loss) profit and other comprehensive (expense) income 應佔收購後(虧損)溢利及其他全面(開支)收益	(1)	1,487
	–	1,488
Amount due from an associate (Note 1) 應收一間聯營公司款項(附註1)	5,987	5,987
Less: Loss allocated in excess of cost of investment 減：已分配虧損超過投資成本	(672)	–
	5,315	5,987

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17. Interest in an associate (continued)

As at 30 September 2017 and 30 September 2018, the Group had interest in the following associate:

17. 於一間聯營公司之權益(續)

於2017年9月30日及2018年9月30日，本集團於下列聯營公司擁有權益：

Name of entity 實體名稱	Form of business structure 業務結構形式	Place of incorporation 註冊成立地點	Class of share held 所持股份類型	Proportion of nominal value of issued capital held by the Group 本集團所持有已發行股本面值之比例		Principal activity 主要業務
				2018 (Note 2) (附註2)	2017 (Note 2) (附註2)	
Boom High Investment Limited ("Boom High") 高茂投資有限公司(「高茂」)	Incorporated 註冊成立	BVI 英屬處女群島	Ordinary shares 普通股	28%	28%	Trading in securities and investment in funds 證券買賣及基金投資

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
The Group's share of (loss) profit 本集團應佔(虧損)溢利	(2,160)	513
The Group's share of total comprehensive (expense) income 本集團應佔全面(開支)收益總額	(2,160)	513
Aggregate carrying amount of the Group's interest in the associate 本集團於聯營公司權益之賬面總值	—	1,488

Notes:

- (1) The amount due from an associate is unsecured, non-interest bearing and has no fixed term of repayment.
- (2) The Group is able to exercise significant influence over Boom High because it has more than 20% voting rights in its financial and operating policy decisions.

附註：

- (1) 應收一間聯營公司款項為無抵押、免息及並無固定還款期。
- (2) 由於本集團於高茂之財務及營運決策中擁有超過20%之投票權，故本集團可對高茂行使重大影響力。

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18. Interest in a joint venture

Details of the Group's investment in a joint venture are as follows:

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Cost of investment in a joint venture 於一間合營企業之投資成本	–	549
Share of post-acquisition loss and other comprehensive expense 應佔收購後虧損及其他全面開支	–	(77)
	–	472

18. 於一間合營企業之權益

本集團於一間合營企業之投資之詳情如下：

Name of entity 實體名稱	Form of business structure 業務結構形式	Place of incorporation 註冊成立地點	Class of share held 所持股份類型	Proportion of nominal value of issued capital held by the Group 本集團所持有已發行之股本面值之比例		Principal activity 主要業務
				2018	2017	
Emperor Prestige Credit Limited ("EPCL") (formerly known as Emperor Shiyong Finance Limited) 英皇卓越信貸有限公司 (「英皇卓越信貸」)(前稱英皇世盈財務有限公司)	Incorporated 註冊成立	Hong Kong 香港	Ordinary share 普通股	N/A 不適用	55%	Money lending 貸款

Note: As at 30 September 2017, the Group held 55 units of shares, representing 55% interests in the joint venture. The shares provided the Group with the share of returns from the joint venture.

Pursuant to the contractual agreement, unanimous consent of the parties sharing control is required for all the key financing and operating decisions in the joint venture. As of 30 September 2017, the Group held 55% of the shares of the joint venture and the other 45% shares were held by a third party. The arrangement of sharing of control was contractually agreed by both parties. As such, the interest of the Group in EPCL was classified as a joint venture.

附註： 於2017年9月30日，本集團持有55股股份，相當於合營企業之55%權益。該等股份讓本集團分享來自合營企業之回報。

根據合約協議，合營企業之所有主要財務及營運決定須分享控制權之各方一致同意。於2017年9月30日，本集團持有合營企業股份之55%，而其他45%股份由第三方持有。分享控制權之安排乃由雙方以合約形式議定。因此，本集團於英皇卓越信貸之權益乃分類為合營企業。

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18. Interest in a joint venture (continued)

18. 於一間合營企業之權益(續)

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
The Group's share of loss 本集團應佔虧損	-	(22)
The Group's share of total comprehensive expense 本集團應佔全面開支總額	-	(22)
Aggregate carrying amount of the Group's interest in the joint venture 本集團於合營企業權益之賬面總值	-	472

On 22 March 2018, such contractual agreement was terminated and this third party has withdrawn its capital investment from EPCL at its carrying amount (the "Date of Withdrawal"). Thus, the directors of the Company considered it ceased to have joint control over EPCL at the Date of Withdrawal and consider there was a deemed disposal of the interest in a joint venture with no gain or loss resulting. Effective from the Date of Withdrawal, the Group became the sole owner of EPCL that its assets and liabilities, income, expenses and cash flows have been consolidated. On the same date, the name of the Company was changed from Emperor Shiyong Finance Limited to Emperor Prestige Credit Limited. The following table shows the assets acquired and liabilities recognised at the date of the deemed acquisition:

於2018年3月22日，該合約協議終止，而該第三方已按賬面值從英皇卓越信貸撤回其資本投資（「撤回日期」）。因此，本公司董事認為其於撤回日期已不再對英皇卓越信貸擁有共同控制權，並認為此為視作出售合營企業之權益及並無產生收益或虧損。自撤回日期起，本集團已成為英皇卓越信貸的唯一擁有人，其資產及負債、收入、開支及現金流量已綜合入賬。於同日，該公司名稱由英皇世盈財務有限公司更改為英皇卓越信貸有限公司。下表呈列於視作收購日期之所收購資產及已確認負債：

Assets acquired and liabilities recognised at the date of the deemed acquisition

於視作收購日期之所收購資產及已確認負債

	HK\$'000 千港元
Bank balances 銀行結餘	472
Accrued charges 應計費用	(8)
Net assets acquired at the date of deemed acquisition 於視作收購日期之所收購淨資產	464

	HK\$'000 千港元
Bank balances acquired 所收購銀行結餘	472
Less: consideration transferred 減：已轉讓代價	-
Net cash inflows on deemed acquisition of a subsidiary 視作收購一間附屬公司之淨現金流入	472

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18. Interest in a joint venture (continued)

Net cash inflows on the deemed acquisition of the subsidiary have been disclosed in the consolidated statement of cash flows.

19. Other Assets

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Statutory and other deposits 法定及其他按金	9,320	13,309

Statutory and other deposits represent deposits with various exchanges and clearing houses. They are non-interest bearing.

18. 於一間合營企業之權益(續)

視作收購該附屬公司之淨現金流入已於綜合現金流量表披露。

19. 其他資產

法定及其他按金指存於不同交易所及結算所之按金。該等按金為免息。

20. Loans and Advances

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Fixed-rate loans receivable 應收固定利率貸款	2,524,430	1,791,466
Variable-rate loans receivable 應收浮息貸款	19,150	24,167
	2,543,580	1,815,633
Less: Individually assessed impairment allowances 減：個別評估之減值撥備	(33,634)	(31,472)
	2,509,946	1,784,161
Analysed as: 分析為：		
Current 流動部分	2,230,649	1,612,581
Non-current 非流動部分	279,297	171,580
	2,509,946	1,784,161

20. 貸款及墊款

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20. Loans and Advances (continued)

The carrying amounts of the Group's fixed-rate and variable-rate loans receivable together with their remaining contractual maturity dates are as follows:

20. 貸款及墊款 (續)

本集團之應收固定利率及浮息貸款之賬面值連同剩餘合約到期日呈列如下：

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Fixed-rate loans receivable: 應收固定利率貸款：		
Within one year 一年內	2,034,038	1,593,567
In more than one year but no more than five years 一年後但五年內	90,384	63,587
Over five years 五年後	180,267	92,833
	2,304,689	1,749,987
Past due but not impaired 已逾期但未減值	186,107	10,007
	2,490,796	1,759,994
Variable-rate loans receivable: 應收浮息貸款：		
Within one year 一年內	10,504	9,007
In more than one year but no more than five years 一年後但五年內	1,875	2,619
Over five years 五年後	6,771	12,541
	19,150	24,167

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20. Loans and Advances (continued)

Note: As at 30 September 2018, included in the fixed-rate loans receivable were balances of approximately HK\$186,107,000 (2017: HK\$10,007,000) which had been past due but not impaired. Taking into account the creditworthiness of the borrowers, collateral value and executable subsequent settlement arrangements, the executive directors of the Company considered that no allowance for impairment was necessary as at 30 September 2018 (2017: HK\$nil).

The effective interest rates of the Group's loans receivable are as follows:

	2018	2017
Effective interest rates: 實際利率：		
Fixed-rate loans receivable 應收固定利率貸款	0.19% per month to 3.83% per month 每月0.19%至3.83%	0.42% per month to 3.99% per month 每月0.42%至3.99%
Variable-rate loans receivable 應收浮息貸款	Prime rate per annum to prime rate + 1% per annum 每年最優惠利率至每年最優惠利率+1%	Prime rate per annum to prime rate + 3% per annum 每年最優惠利率至每年最優惠利率+3%

As at 30 September 2018, 119 (2017: 89) secured loans with the aggregate amount of approximately HK\$785,358,000 (2017: HK\$798,016,000) were secured by first legal charges in respect of respective properties located in Hong Kong. The collateral for each individual loan is sufficient to cover the loan amount on an individual basis. They were advanced to various independent borrowers and will be due for repayment within 1 to 30 years (2017: 1 to 30 years). The remaining balance of the loans receivable amounting to approximately HK\$1,724,588,000 (2017: HK\$986,145,000) were provided to independent third parties of the Group, of which the loan amount of approximately HK\$886,388,000 (2017: HK\$474,869,000) were with second or third legal charges in respect of properties located in Hong Kong and will be due for repayment within 1 to 30 years (2017: 1 to 30 years) from the respective loans' date of advance.

As at 30 September 2018 and 30 September 2017, each of the fixed-rate and variable-rate secured loans receivable represented less than 10% of the gross loans and advances balance.

20. 貸款及墊款 (續)

附註：於2018年9月30日，應收固定利率貸款當中有約186,107,000港元（2017年：10,007,000港元）結餘經已逾期但不作減值。經考慮借入人之信譽度、抵押品價值及可實行其後結算安排，本公司執行董事認為，於2018年9月30日無需作出減值撥備（2017年：零港元）。

本集團應收貸款之實際利率如下：

於2018年9月30日，119項（2017年：89項）總額約785,358,000港元（2017年：798,016,000港元）之有抵押貸款乃以香港各物業之第一法定押記作抵押。各個別貸款的抵押品足以擔保各項貸款數額。該等貸款乃墊付予多名獨立借款人，並將於1至30年（2017年：1至30年）內到期償還。應收貸款餘額約1,724,588,000港元（2017年：986,145,000港元）乃為給予本集團之獨立第三方，其中約886,388,000港元（2017年：474,869,000港元）之貸款乃以香港物業之第二或第三法定押記為擔保，並將於由各有關貸款之墊付日期起計1至30年（2017年：1至30年）內到期償還。

於2018年9月30日及2017年9月30日，各項應收固定利率及浮息有抵押貸款均少於貸款及墊款結餘總額之10%。

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20. Loans and Advances (continued)

As at 30 September 2018, included in the gross amount of loans and advances of approximately HK\$2,543,580,000 (2017: HK\$1,815,633,000) were the impaired loans of approximately HK\$33,634,000 (2017: HK\$31,472,000). Details of movements in the allowances for impairment are as follows:

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Balance at the beginning of the year 年初之結餘	31,472	30,971
Provision for the year 年內撥備	2,196	501
Amounts recovered during the year 年內收回之金額	(34)	–
Balance at the end of the year 年末之結餘	33,634	31,472

To minimise the Group's exposure to credit risk, the Group has established credit policies to ensure all loans and advances are subject to credit risk assessment and ongoing monitoring, including evaluation of customers' credit ratings, financial background and repayment abilities. The Group has a policy for assessing the impairment allowances for loans and advances on an individual basis. The assessment is based on a close monitoring and evaluation of the collectability of individual account and on management's judgement, including the current creditworthiness of the borrowers, collateral value and the past collection history of each individual borrower. Taking into account the above, the executive directors of the Company have made accumulated allowances for impairment of approximately HK\$33,634,000 (2017: HK\$31,472,000) as at 30 September 2018. The Group had commenced legal proceedings against the borrowers of these impaired loans of the loan amounts totalling approximately HK\$30,971,000 as at 30 September 2018 (2017: HK\$30,971,000) for recovery. As at the reporting date of the consolidated financial statements, the legal proceedings are still in progress.

The carrying amounts of the Group's loans and advances approximate their fair value.

20. 貸款及墊款(續)

於2018年9月30日，貸款及墊款之總額約2,543,580,000港元(2017年：1,815,633,000港元)中包括減值貸款約33,634,000港元(2017年：31,472,000港元)。減值撥備變動之詳情如下：

為減輕信貸風險，本集團已制定信貸政策，以確保所有貸款及墊款均受信貸風險評估及持續監控(包括評估客戶之信貸評級、財務背景及償還能力)所規限。本集團設有按個別基準評估貸款及墊款減值撥備之政策。有關評估乃基於緊密監督、對個別賬目可收回性之估算以及管理層之判斷(包括各名個別借款人之現有信譽、抵押品價值及過往還款記錄)。經考慮上述各項，本公司執行董事已於2018年9月30日作出約33,634,000港元(2017年：31,472,000港元)之累計減值撥備。本集團已向該等減值貸款中於2018年9月30日總額約30,971,000港元(2017年：30,971,000港元)之貸款的借款人展開法律訴訟以收回貸款。於該等綜合財務報表呈報日期，法律訴訟仍在進行中。

本集團之貸款及墊款之賬面值與其公平值相若。

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21. Accounts Receivable

21. 應收賬款

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Accounts receivable from the business of dealing in securities: 來自證券買賣業務之應收賬款：		
Clearing houses, dealers, brokers and cash clients 結算所、交易商、經紀及現金客戶	98,292	115,122
Secured margin loans 有抵押孖展貸款	5,499,963	4,863,029
IPO margin loans 首次公開招股孖展貸款	—	108
Accounts receivable from the business of dealing in futures contracts: 來自期貨合約買賣業務之應收賬款：		
Clearing houses and brokers 結算所及經紀	131,819	175,998
Accounts receivable from the business of corporate finance 來自企業融資業務之應收賬款	575	4,040
	5,730,649	5,158,297
Less: Individually assessed impairment allowances 減：個別評估之減值撥備	(206,416)	(3,000)
	5,524,233	5,155,297

The settlement terms of accounts receivable, except for secured margin loans and IPO margin loans, arising from the business of dealing in securities are two days after trade date, and of accounts receivable arising from the business of dealing in futures contracts are one day after trade date.

Normal settlement terms of accounts receivable from the business of corporate finance are determined in accordance with the contractual terms. The Group seeks to maintain tight control over its outstanding accounts receivable from the business of corporate finance in order to minimise the credit risk.

As at 30 September 2018, the total market value of securities pledged as collateral in respect of the secured loans to margin clients was approximately HK\$26,749,000,000 (2017: HK\$28,270,000,000). 86% (2017: 88%) of the loans were secured by sufficient collateral on an individual basis. Management has assessed the market value of the pledged securities of each individual customer who has shortfall as at the year end.

證券買賣業務所產生之應收賬款(有抵押孖展貸款及首次公開招股孖展貸款除外)之結算期限為交易日後兩日，而期貨合約買賣業務所產生之應收賬款之結算期限為交易日後一日。

來自企業融資業務之應收賬款的正常結算期乃根據合約條款釐定。為降低信貸風險，本集團力求對其尚未償還來自企業融資業務之應收賬款保持嚴密監控。

於2018年9月30日，就提供予孖展客戶之有抵押貸款而作為抵押品予以抵押之證券之市值總額約為26,749,000,000港元(2017年：28,270,000,000港元)。貸款之86%(2017年：88%)按個別基準以足夠抵押品作抵押。管理層已於年末評估各個別出現差額之客戶所抵押證券之市值。

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21. Accounts Receivable (continued)

Details of impairment allowances in respect of the secured loans to margin clients are as follows:

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Balance at the beginning of the year 年初之結餘	3,000	-
Provision for the year 年內撥備	203,416	3,000
Balance at the end of the year 年末之結餘	206,416	3,000

No further impairment allowance is considered necessary for the remaining margin loans based on the Group's evaluation of their collectability. The loans to margin clients bear variable interest at commercial rates and are repayable on demand. No collateral was pledged for other accounts receivable.

As at 30 September 2018, accounts receivable from foreign brokers denominated in Australian dollar, Renminbi, Singapore dollar and United States dollar were approximately HK\$232,000 (2017: HK\$230,000), HK\$722,000 (2017: HK\$52,000), HK\$146,000 (2017: HK\$4,000) and HK\$86,692,000 (2017: HK\$148,482,000) respectively.

As at 30 September 2018 and 30 September 2017, no individual account represented more than 10% of the total balance of accounts receivable.

No ageing analysis of secured margin loans and IPO margin loans is disclosed as in the opinion of the executive directors of the Company, the ageing analysis does not give additional value in view of the nature of this business.

21. 應收賬款 (續)

有關提供予孖展客戶之有抵押貸款之減值撥備詳情如下：

基於本集團對其可收回性之評估，其認為概無必要就餘下孖展貸款作出進一步減值撥備。提供予孖展客戶之貸款按浮動商業利率計息並須於要求時償還。其他應收賬款並無抵押品。

於2018年9月30日，應收境外經紀賬款以澳元、人民幣、新加坡元及美元計值，分別約為232,000港元（2017年：230,000港元）、722,000港元（2017年：52,000港元）、146,000港元（2017年：4,000港元）及86,692,000港元（2017年：148,482,000港元）。

於2018年9月30日及2017年9月30日，概無個別賬項佔應收賬款結餘總額10%以上。

本公司執行董事認為，因業務性質關係，賬齡分析之附加價值不大，故並無披露有抵押孖展貸款及首次公開招股孖展貸款之賬齡分析。

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21. Accounts Receivable (continued)

The ageing analysis of the remaining of the accounts receivable are as follows:

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Past due: 逾期：		
0 – 30 days 0 – 30日	403	4,212
31 – 60 days 31 – 60日	105	567
61 – 90 days 61 – 90日	309	85
Over 90 days 超過90日	285	331
Accounts receivable which were past due but not impaired 已逾期但不作減值之應收賬款	1,102	5,195
Accounts receivable which were neither past due nor impaired 無逾期亦不作減值之應收賬款	229,584	289,965
	230,686	295,160

To minimise the Group's exposure to credit risk, the Group has a policy for reviewing impairment allowances for accounts receivable without sufficient collateral and those with default or delinquency in interest or principal payment. The assessment is based on an evaluation of the collectability and ageing analysis of the accounts and on management's judgement including the current creditworthiness, collateral value and the past collection history of each customer. Management had set up the credit limits for each individual customer which are subject to regular reviews by the management. Any extension of credit beyond these approval limits has to be approved by relevant level of management on an individual basis according to the exceeded amount. In determining the allowances for impaired loans to margin clients, the management of the Group also takes into account shortfall by comparing the market value of securities pledged as collateral and the outstanding balance of loan to margin clients individually. Impairments are made for those clients with shortfall as at the year end and with no settlement or executable settlement plan and arrangement after the year end. Subsequent to the year end, the Group has commenced legal proceedings against the borrowers of these impaired loans of the loan amounts totalling approximately HK\$325,110,000 as at 30 September 2018 (2017: HK\$nil) for recovery. As at the reporting date of the consolidated financial statements, the legal proceedings are still in progress.

21. 應收賬款 (續)

餘下應收賬款之賬齡分析如下：

為減低本集團信貸風險，本集團就無足夠抵押品及因拖欠或逾期繳付利息或本金付款之應收賬款訂有檢討減值撥備之政策。有關評估乃基於對可收回性之估算及賬目之賬齡分析以及管理層之判斷（包括每名客戶之現有信譽、抵押品價值及過往還款記錄）。管理層針對各個別客戶設定將由管理層定期檢討的信貸限額。任何超逾此等信貸核准限額之額度須個別地經相應級別的管理層批准。於釐定孖展客戶涉及之減值貸款的撥備時，本集團管理層亦通過將已質押證券（作為抵押品）之市值與各保證金客戶所獲貸款之未償還結餘作比較而考慮短欠之情況。已就於年末出現短欠之情況而於年結日後並無結清或可執行的結清計劃及安排之該等客戶作出減值。於年結日後，本集團已向該等減值貸款中於2018年9月30日總額約325,110,000港元（2017年：零港元）之貸款的借款人展開法律訴訟以收回貸款。於該等綜合財務報表呈報日期，法律訴訟仍在進行中。

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22. Pledged Bank Deposits – General Accounts

22. 已抵押銀行存款 – 一般賬戶

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Pledged bank deposits 已抵押銀行存款	160,000	160,000

The deposits of HK\$160,000,000 (2017: HK\$160,000,000) with a bank were to secure the banking facilities granted to the Group to the extent of HK\$530,000,000 (2017: HK\$530,000,000), of which HK\$nil was utilised as at 30 September 2018 (2017: HK\$315,000,000). The pledged bank deposits will be released upon the expiry of banking facilities.

銀行存款160,000,000港元(2017年: 160,000,000港元)已作為本集團獲授銀行融資最多530,000,000港元(2017年: 530,000,000港元)之抵押,其中零港元已於2018年9月30日獲動用(2017年: 315,000,000港元)。該等已抵押銀行存款將於有關銀行融資屆滿時獲解除。

23. Bank Balances and Cash

23. 銀行結餘及現金

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Bank balances 銀行結餘		
– segregated accounts (Note) – 獨立賬戶(附註)	1,642,300	1,854,475
– general accounts and cash – 一般賬戶及現金	883,041	514,129
	2,525,341	2,368,604

Note: The Group receives and holds money deposited by clients and other institutions in the course of the conduct of the regulated activities. These clients' money are maintained in one or more segregated bank accounts and bear interest at commercial rates. The Group has recognised the corresponding accounts payable to respective clients and other institutions. However, the Group currently does not have an enforceable right to offset those payables with the deposits placed.

附註: 在進行受規管業務過程中,本集團收取及持有客戶及其他機構存放之款項。該等客戶款項存置於一個或多個獨立銀行賬戶內及按商業利率計息。本集團已確認應付予有關客戶及其他機構之相關賬款。然而,本集團現時並無以所存放之按金抵銷該等應付賬款之可強制執行權。

As at 30 September 2018, bank balances and cash denominated in Australian dollar, Canadian dollar, Japanese Yen, United States dollar, Renminbi and Singapore dollar, are approximately HK\$90,000 (2017: HK\$nil), HK\$2,065,000 (2017: HK\$nil), HK\$10,000 (2017: HK\$5,000), HK\$261,942,000 (2017: HK\$299,082,000), HK\$27,249,000 (2017: HK\$28,235,000) and HK\$2,417,000 (2017: HK\$10,969,000) respectively.

於2018年9月30日,以澳元、加拿大元、日圓、美元、人民幣及新加坡元計值之銀行結餘及現金分別約為90,000港元(2017年: 零港元)、2,065,000港元(2017年: 零港元)、10,000港元(2017年: 5,000港元)、261,942,000港元(2017年: 299,082,000港元)、27,249,000港元(2017年: 28,235,000港元)及2,417,000港元(2017年: 10,969,000港元)。

The general accounts and cash comprise cash held by the Group and bank deposits bearing interest at commercial rates with original maturity of three months or less.

一般賬戶及現金包括本集團持有之現金及按商業利率計息且原到期日為三個月或以內之銀行存款。

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24. Accounts Payable

24. 應付賬款

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Accounts payable from the business of dealing in securities: 來自證券買賣業務之應付賬款：		
Clearing houses and brokers 結算所及經紀	802	129,749
Margin and cash clients 孖展及現金客戶	1,591,776	1,736,756
Accounts payable from the business of dealing in futures contracts: 來自期貨合約買賣業務之應付賬款：		
Margin clients 孖展客戶	243,056	348,408
	1,835,634	2,214,913

The settlement terms of accounts payable, except for margin clients, arising from the business of dealing in securities are two days after trade date and accounts payable arising from the business of dealing in futures contracts are one day after trade date. No ageing analysis is disclosed as in the opinion of the executive directors of the Company, the ageing analysis does not give additional value in view of the nature of this business.

Accounts payable to margin and cash clients arising from the business of dealing in securities bear variable interest at commercial rates, and are repayable on demand subsequent to settlement date.

Included in accounts payable, amounts of approximately HK\$1,642,300,000 and HK\$1,854,475,000 as at 30 September 2018 and 30 September 2017 respectively were payable to clients and other institutions in respect of the segregated bank balances received and held for clients and other institutions in the course of conducting the regulated activities. However, the Group currently does not have an enforceable right to offset these accounts payable with the deposits placed.

As at 30 September 2018, accounts payable denominated in Australian dollar, Japanese Yen, United States dollar and Renminbi were approximately HK\$84,000 (2017: HK\$84,000), HK\$10,000 (2017: HK\$5,000), HK\$261,401,000 (2017: HK\$356,589,000) and HK\$19,012,000 (2017: HK\$13,633,000) respectively.

證券買賣業務所產生之應付賬款(孖展客戶除外)之結算期限為交易日後兩日，而期貨合約買賣業務所產生之應付賬款之結算期限為交易日後一日。由於本公司執行董事認為，鑑於此項業務之性質，賬齡分析並無帶來額外價值，故並無披露任何賬齡分析。

因證券買賣業務而產生之應付孖展及現金客戶之款項乃按浮動商業利率計息，並須於結算日後按要求償還。

就在進行受規管業務過程中為客戶及其他機構收取及持有之獨立銀行結餘而言，於2018年9月30日及2017年9月30日之應付賬款包括須向客戶及其他機構支付之款項分別約為1,642,300,000港元及1,854,475,000港元。然而，本集團現時並無以所存放之按金抵銷該等應付賬款之可強制執行權。

於2018年9月30日，以澳元、日圓、美元及人民幣計值之應付賬款分別約為84,000港元(2017年：84,000港元)、10,000港元(2017年：5,000港元)、261,401,000港元(2017年：356,589,000港元)及19,012,000港元(2017年：13,633,000港元)。

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25. Available-for-sale Investment

The Group holds 15% equity interest in Emperor Investment Fund Limited (“EIFL”). EIFL had no business operations and had net liabilities as at 30 September 2017 and 2018.

In the opinion of the executive directors of the Company, the equity interests held by the Group in EIFL are with a primary objective for capital appreciation and recognised as an available-for-sale investment.

The executive directors of the Company consider the fair value of the EIFL as at 30 September 2017 and 2018 are approximated to zero with reference to the net liabilities of EIFL.

26. Short-term Bank Borrowings

As at 30 September 2018, included in the short-term bank borrowings of HK\$460,225,000 (2017: HK\$328,511,000) were bank borrowings of HK\$300,000,000 (2017: HK\$ nil) which were secured by charges over client securities with market value of HK\$1,113,000,000. As at 30 September 2017, short-term bank borrowings of HK\$315,000,000 were secured by bank deposits of the Group (note 22). The remaining balance represented unsecured bank borrowings. All of these bank borrowings carried interest with a range of HIBOR+1.3% p.a. to HIBOR+2.3% p.a. (2017: HIBOR+1.3% p.a. to HIBOR+2.3% p.a.).

25. 可供出售投資

本集團持有英皇投資基金有限公司(「英皇投資基金」) 15%股權。英皇投資基金於2017年及2018年9月30日並無業務營運及錄得負債淨額。

本公司執行董事認為，本集團於英皇投資基金所持有之股權主要目的為尋求資本升值，並確認為可供出售投資。

本公司執行董事認為，參考英皇投資基金之負債淨額，英皇投資基金於2017年及2018年9月30日之公平值接近於零。

26. 短期銀行借款

於2018年9月30日，短期銀行借款460,225,000港元(2017年：328,511,000港元)中包括銀行借款300,000,000港元(2017年：零港元)，由市值1,113,000,000港元之客戶證券押記作抵押。於2017年9月30日，短期銀行借款315,000,000港元由本集團之銀行存款作抵押(附註22)。餘下之餘額指無抵押銀行借款。所有該等銀行借款的年息率介乎香港銀行同業拆息加1.3%至香港銀行同業拆息加2.3%之間(2017年：香港銀行同業拆息加1.3%至香港銀行同業拆息加2.3%之間)。

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
The carrying amounts of the above borrowings are repayable: 須於以下期間償還之上述借款之賬面值：		
Within one year 一年內	460,225	328,511
The carrying amounts of bank loans that contain a repayment on demand clause (shown under current liabilities) but repayable: 載有須按要求償還條款但須於以下期間償還之銀行貸款(列入流動負債)之賬面值：		
Within one year 一年內	460,225	328,511
Amounts due within one year shown under current liabilities 須於一年內償還列入流動負債之金額	460,225	328,511

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27. Bonds Issued

27. 已發行債券

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Current 流動		
Corporate bonds – Placing 公司債券 – 配售	969,859	–
Non-current 非流動		
Corporate bonds – Placing 公司債券 – 配售	1,815,181	1,589,114

During the year ended 30 September 2017, the Company has issued (i) two tranches of the corporate bonds under the placing agreement dated 15 March 2016 for bonds issuing with an aggregate principal amount of up to HK\$1,200 million (the “1st Placing Agreement”); and (ii) one corporate bond under the placing agreement dated 14 November 2016 for bonds issuing with an aggregate principal amount of up to HK\$400 million (the “2nd Placing Agreement”), in principal amount totalling approximately HK\$611.7 million and US\$2.1 million (equivalent to approximately HK\$16.3 million).

During the current year, the Company has issued (i) four tranches of the corporate bonds under the placing agreement dated 16 January 2018 for bonds issuing with an aggregate principal amount of up to HK\$800 million (the “3rd Placing Agreement”); and (ii) four tranches of the corporate bonds under the placing agreement dated 11 April 2018 for bonds issuing with an aggregate principal amount of up to HK\$400 million (the “4th Placing Agreement”), in principal amount totalling approximately HK\$1,190.5 million and US\$1.2 million (equivalent to approximately HK\$9.4 million).

As at 30 September 2018, the current portion of outstanding corporate bonds balance of approximately HK\$969.9 million (2017: nil) represented eight (2017: nil) tranches of the corporate bonds issued under the 1st Placing Agreement, including an aggregate principal amount of Hong Kong Dollars bonds of approximately HK\$909.5 million (2017: nil) and an aggregate principal amount of U.S. Dollars bonds of US\$8 million (2017: nil) (equivalent to approximately HK\$62.0 million (2017: nil)).

於截至2017年9月30日止年度，本公司已(i)根據日期為2016年3月15日之配售協議（「第一配售協議」）就發行本金額合共最多為1,200,000,000港元債券發行兩批公司債券；及(ii)根據日期為2016年11月14日之配售協議（「第二配售協議」）就發行本金額合共最多為400,000,000港元債券發行公司債券，本金額合共約為611,700,000港元及2,100,000美元（相當於約16,300,000港元）。

於本年度，本公司已(i)根據日期為2018年1月16日之配售協議（「第三配售協議」）就發行本金額合共最多為800,000,000港元債券發行四批公司債券；及(ii)根據日期為2018年4月11日之配售協議（「第四配售協議」）就發行本金額合共最多為400,000,000港元債券發行四批公司債券，本金額合共約為1,190,500,000港元及1,200,000美元（相當於約9,400,000港元）。

於2018年9月30日，未償還公司債券結餘之流動部分之約969,900,000港元（2017年：無）指根據第一配售協議發行之八批（2017年：無）公司債券（包括本金總額約909,500,000港元（2017年：無）之港元債券及本金總額8,000,000美元（2017年：無）（相當於約62,000,000港元（2017年：無））之美元債券。

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27. Bonds Issued (continued)

As at 30 September 2018, the non-current portion of outstanding corporate bonds balances of approximately HK\$1,815.2 million (2017: HK\$1,589.1 million) represented (i) the two (2017: ten) tranches of the corporate bonds issued under the 1st Placing Agreement; (ii) a corporate bond issued under the 2nd Placing Agreement; (iii) the four tranches of the corporate bonds issued under the 3rd Placing Agreement; and (iv) the four tranches of the corporate bonds issued under the 4th Placing Agreement, including an aggregate principal amount of Hong Kong Dollars bonds of approximately HK\$1,802.2 million (2017: 1,521.2 million) and an aggregate principal amount of U.S. Dollars bonds of US\$3.3 million (2017: US\$10.1 million) (equivalent to approximately HK\$25.6 million (2017: HK\$78.3 million)).

Except for the bonds denominated in Hong Kong Dollars and U.S. Dollars issued under the 1st Placing Agreement, which carry a fixed annual interest rate of 5.25% and 4.5% respectively, the remaining bonds denominated in Hong Kong Dollars and U.S. Dollars issued carry a fixed annual interest rate of 5% and 4.75% respectively. All the above bonds are with a maturity period of 3 years from the issue date, and the interest will be paid annually in arrears with the first interest payment date on the first anniversary date after bond issuance.

Pursuant to the bond instrument of bonds placing abovementioned, the Group may, at any time, before the maturity date of the bonds, redeem the bonds by giving not less than 10 business days written notice at 100% of the principal amount of such bonds together with payment of interest accrued thereon up to the date of redemption. The directors considered that such early redemption option of the bonds was not separated from the bonds since the economic characteristics and risks of such early redemption option were closely related to the economic characteristics and risks of the bonds. Subject to the conditions of the bond instrument, the bondholder(s) shall not have the right to request the Company to redeem the bonds prior to the maturity date of the bonds.

27. 已發行債券(續)

於2018年9月30日，未償還公司債券結餘之非流動部分約1,815,200,000港元(2017年：1,589,100,000港元)指(i)根據第一配售協議發行之兩批(2017年：十批)公司債券；(ii)根據第二配售協議發行之公司債券；(iii)根據第三配售協議發行之四批公司債券；及(iv)根據第四配售協議發行之四批公司債券(包括本金總額約1,802,200,000港元(2017年：1,521,200,000港元)之港元債券及本金總額3,300,000美元(2017年：10,100,000美元)(相當於約25,600,000港元(2017年：78,300,000港元))之美元債券。

除根據第一配售協議發行之以港元及美元計值之債券(分別按固定年利率5.25%及4.5%計息)外，以港元及美元計值之餘下債券分別按固定年利率5%及4.75%計息。所有上述債券之屆滿期為自發行日期起計三年，而利息將按年支付，首個付息日為債券發行後第一個週年日。

根據上述債券配售之債券文據，本集團可於債券到期日前隨時透過發出不少於10個營業日之書面通知按有關債券本金額之100%連同截至贖回日期應計之利息款項贖回債券。董事認為，提前贖回債券選擇權並無與債券分離，此乃由於有關提前贖回選擇權的經濟特徵及風險與債券的經濟特徵及風險乃緊密相關。在債券文據之條件之規限下，債券持有人將無權要求本公司於債券到期日前贖回債券。

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27. Bonds Issued (continued)

Subsequent to the year end but before the reporting date, the Company entered into a placing agreement dated 15 October 2018 for bonds issuing with an aggregate principal amount of up to HK\$500 million (the “5th Placing Agreement”) and that the Company has issued two tranches of the corporate bonds under the 5th Placing Agreement in principal amount totalling approximately HK\$252.8 million during this period. The bonds issued carry a fixed annual interest rate of 5.25%, with a maturity period of 3 years from the issue date, and the interest will be paid annually in arrears with the first interest payment date on the first anniversary date after bond issuance.

27. 已發行債券 (續)

於年結日後但在呈報日期前，本公司就發行本金總額最多為500,000,000港元之債券訂立日期為2018年10月15日之配售協議(「第五配售協議」)，而本公司於此期間根據第五配售協議發行兩批本金額合共約為252,800,000港元之公司債券。債券按固定年利率5.25%計息，屆滿期為自發行日期起計三年，而利息將按年支付，首個付息日為債券發行後第一個週年日。

28. Share Capital

28. 股本

	Number of ordinary shares of HK\$0.01 each 每股面值0.01港元之普通股數目		Nominal value of ordinary shares 普通股面值	
	2018	2017	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Authorised: 法定：				
At beginning of year 年初	500,000,000,000	500,000,000,000	5,000,000	5,000,000
At end of year 年終	500,000,000,000	500,000,000,000	5,000,000	5,000,000
Issued and fully paid: 已發行及繳足：				
At beginning of year 年初	6,740,845,724	6,127,945,724	67,408	61,279
Issue of shares 發行股份	—	612,900,000	—	6,129
At end of year 年終	6,740,845,724	6,740,845,724	67,408	67,408

On 1 December 2016, the Company announced a subscription of 612,900,000 new shares at the subscription price of HK\$0.66 per subscription share (the “Subscription”) by an independent corporate. The Subscription was completed on 14 December 2016 with 612,900,000 subscription shares being issued. After deducting the expenses in connection with the Subscription, the net proceeds raised were approximately HK\$404.5 million.

於2016年12月1日，本公司宣佈一家獨立企業按認購價每股認購股份0.66港元認購612,900,000股新股份(「認購事項」)。認購事項於2016年12月14日完成，發行612,900,000股認購股份。扣除認購事項的相關開支後，所籌集之所得款項淨額約為404,500,000港元。

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28. Share Capital (continued)

The net proceeds raised from the Subscription were used for expansion of the money lending businesses of the Group, which include commercial and personal lending as well as margin and IPO financing, and repayment of outstanding loans.

The directors of the Company considered the net proceeds raised have been utilised in accordance to the planned use and there is no unutilised balance as at 30 September 2018 and 2017.

29. Share Options

The share option scheme adopted by the Company on 20 September 2007 (which became effective on 27 September 2007 and was then amended on 13 August 2013) (“2007 Share Option Scheme”) has expired automatically in September 2017 upon expiry of the 10-year period. All issued share options under 2007 Share Option Scheme were lapsed on 10 December 2015. Following the expiry of the 2007 Share Option Scheme, no further share options can be granted thereunder.

In order to ensure the continuity of a share option scheme for the Company to provide incentives or rewards to participants (including the Directors and eligible employees of the Group), the shareholders of the Company passed an ordinary resolution at the annual general meeting of the Company held on 26 January 2017 to approve the adoption of a new share option scheme of the Company (“2017 Share Option Scheme”). During the year, no share options were granted under the 2007 Share Option Scheme and the 2017 Share Option Scheme.

28. 股本 (續)

由認購事項所籌得之所得款項淨額已用於擴展本集團之貸款業務，包括商業及個人貸款以及孖展及首次公開招股融資及償還未償貸款。

本公司董事認為，籌得之所得款項淨額乃根據計劃用途使用，且於2018年及2017年9月30日並無未動用餘額。

29. 購股權

本公司於2007年9月20日採納之購股權計劃（其於2007年9月27日生效以及其隨後於2013年8月13日經修訂）（「2007年購股權計劃」）在十年期間屆滿後於2017年9月自動屆滿。所有根據2007年購股權計劃發行之購股權已於2015年12月10日失效。於2007年購股權計劃屆滿後，概無根據該計劃進一步授出任何購股權。

為確保本公司購股權計劃繼續向參與者（包括董事及本集團合資格僱員）提供獎勵或回報，本公司股東已於2017年1月26日舉行之本公司股東週年大會上通過一項普通決議案，批准採納本公司一項新購股權計劃（「2017年購股權計劃」）。於本年度，概無根據2007年購股權計劃及2017年購股權計劃授出任何購股權。

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29. Share Options (continued)

A summary of the 2017 Share Option Scheme is set out as follows:

1. Purpose of the 2017 Share Option Scheme

To enable the Group to attract, retain and motivate talented eligible participants to strive for future developments and expansion of the Group.

2. Eligibility

Eligible participants include employees (whether full-time or part time, including Non-executive Directors) and such other eligible participants.

3. Shares available for issue under the 2017 Share Option Scheme

(i) Total number of shares: 674,084,572 shares as at 11 December 2018 (i.e. the date of this Annual Report).

(ii) Percentage of the issued shares that it represents: 10% as at 11 December 2018.

4. Maximum entitlement of each eligible participant under the 2017 Share Option Scheme

(i) in aggregate not to exceed 1% of the shares in issue in any 12-month period unless approved by the shareholders; and

(ii) options granted to substantial shareholders or Independent Non-executive Directors or their respective associates in any 12-month period exceeding the higher of 0.1% of the shares in issue and with an aggregate value in excess of HK\$5,000,000 must be approved by the shareholders of the Company.

5. Period within which the shares must be taken up under an option

At any time from the date of grant of the option to such a date determined by the Board but in any event no exceeding 10 years from the date of grant.

6. Minimum period for which an option must be held before it can be exercised

No minimum period unless otherwise determined by the Board.

29. 購股權 (續)

2017年購股權計劃之概要載列如下：

1. 2017年購股權計劃之目的

讓本集團能夠吸引、挽留及激勵卓越之合資格參與者為本集團之日後發展及擴張而努力。

2. 合資格人士

合資格參與者包括僱員（不論全職或兼職，包括非執行董事）及有關其他合資格參與者。

3. 2017年購股權計劃項下可供發行股份

(i) 股份總數：於2018年12月11日（即本年報日期）為674,084,572股股份。

(ii) 佔已發行股份百分比：於2018年12月11日為10%。

4. 根據2017年購股權計劃每名合資格參與者享有之最大配額

(i) 除非獲得股東批准，合共不得超過於任何十二個月期間已發行股份之1%；及

(ii) 於任何十二個月期間授予主要股東或獨立非執行董事或彼等各自的聯繫人的購股權若超過已發行股份的0.1%及總價值超過5,000,000港元，必須獲本公司股東批准。

5. 須認購購股權下股份之期間

自購股權授出日期起至董事會釐定之有關日期止期間內任何時間，惟無論如何不超過授出日期起計10年。

6. 於可行使購股權之前須持有購股權的最短期間

除非董事會另行決定，否則概無最短期間。

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29. Share Options (continued)

7. (i) **Price** payable on application or acceptance of the option: HK\$1.00;
- (ii) The period within which **payments or calls** must or may be made: Within 28 days from the date of grant;
- (iii) Period within which **loans** for such purposes of the payments or calls must be **repaid**: Not applicable.

8. Basis for determining the exercise price:

The exercise price is determined by the Board (subject to adjustment) and will not be less than the highest of (i) the closing price of the share as stated in the daily quotation sheet of the Stock Exchange on the offer date; (ii) the average closing price of the shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the offer date; and (iii) the nominal value of a share.

9. The remaining life of the 2017 Share Option Scheme:

Approximately 8 years (expiring on 26 January 2027).

During the years ended 30 September 2017 and 2018, no option was granted, exercised, cancelled or remained outstanding under the 2017 Share Option Scheme and no share-based payment expenses have been recognised in both current and prior years.

30. Retirement Benefits Scheme

The Group participates in both a defined contribution scheme which is registered under the Hong Kong Occupational Retirement Schemes Ordinance (the "ORSO Scheme") and a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Hong Kong Mandatory Provident Funds Scheme Ordinance in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of independent trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying within the ORSO Scheme or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1 December 2000 are required to join the MPF Scheme.

The ORSO Scheme is funded by monthly contributions from both employees and the Group at rates ranging from 5% to 7% of the employee's basic salary, depending on the length of service with the Group.

For members of the MPF Scheme, the Group contributes 5% of relevant payroll costs to the Scheme with maximum cap at HK\$1,500, of which contribution is matched by the employee.

29. 購股權 (續)

7. (ii) 於申請或接納購股權時應付之價格：1.00港元；
- (ii) 必須或可能作出付款或通知付款的期限：自授出日期起計28日內；
- (iii) 必須償還就付款或通知付款目的貸款的期限：不適用。

8. 行使價之釐定基準：

行使價由董事會釐定（可予調整），並將不低於(i)股份於要約日期於聯交所每日報價表所示之收市價；(ii)股份於緊接要約日期前五個營業日於聯交所每日報價表所示之平均收市價；及(iii)一股股份之面值（以最高者為準）。

9. 2017年購股權計劃之餘下年期：

約8年（於2027年1月26日屆滿）。

於截至2017年及2018年9月30日止年度，概無購股權為根據2017年購股權計劃授出、行使、註銷或仍未行使，以及並無於本年度及以往年度確認以股份支付之開支。

30. 退休福利計劃

本集團同時參與根據香港職業退休計劃條例註冊之定額供款計劃（「職業退休計劃」）及於2000年12月根據香港強制性公積金計劃條例設立之強制性公積金計劃（「強積金計劃」）。該等計劃之資產與本集團之資產分開，並以獨立託管人管理之基金形式持有。於強積金計劃設立前屬職業退休計劃成員之僱員均可選擇繼續參加職業退休計劃或轉為參加強積金計劃，惟於2000年12月1日或以後所有本集團之新入職僱員均須參加強積金計劃。

職業退休計劃每月由僱員及本集團按僱員基本薪金5%至7%之比率根據僱員於本集團之服務時長供款。

就強積金計劃之成員而言，本集團按相關薪金成本之5%向該計劃供股，最高上限為1,500港元，供款與僱員一致。

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30. Retirement Benefits Scheme (continued)

The retirement benefit costs charged to the profit or loss represent contributions payable to the funds by the Group at rates specified in the rules of the schemes. Where there are employees who leave the ORSO Scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

At 30 September 2017 and 30 September 2018, no forfeited contributions arose upon employees leaving the ORSO Scheme.

31. Reconciliation of Liabilities arising from Financing Activities

The table below details changes in the Group's loans and borrowings arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

30. 退休福利計劃(續)

於損益中扣除之退休福利成本乃本集團按有關計劃規則指定之比率須應付該等基金之供款。倘若有僱員於獲悉數授予供款前退出職業退休計劃，則本集團應付供款乃減去被沒收供款額。

於2017年9月30日及2018年9月30日，並無因僱員退出職業退休計劃而產生之被沒收供款。

31. 融資活動產生的負債的對賬

下表詳述本集團融資活動產生的貸款及借款變動，包括現金及非現金變動。融資活動產生的負債為相關現金流量或相關的未來現金流量將在本集團的綜合現金流量表中分類為融資活動現金流量的負債。

	Dividend payable (included in other creditors) 應付股息 (計入其他應付賬款) HK\$'000 千港元	Bond interest payable (included in other creditors) 應付債券利息 (計入其他應付賬款) HK\$'000 千港元	Short-term bank borrowings 短期銀行借款 HK\$'000 千港元	Bonds issued 已發行債券 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 October 2017 於2017年10月1日	–	44,086	328,511	1,589,114	1,961,711
Financing cash flows 融資現金流量	(251,434)	(82,386)	131,714	1,188,602	986,496
Interest on bonds issued 已發行債券之利息	–	122,783	–	–	122,783
Dividend declared 已宣派股息	251,434	–	–	–	251,434
Other changes 其他變動	–	(2,725)	–	7,324	4,599
At 30 September 2018 於2018年9月30日	–	81,758	460,225	2,785,040	3,327,023

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32. Related Party Transactions

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following significant transactions with related parties:

32. 關連人士交易

(a) 除於該等財務報表其他部分所詳述之交易外，本集團與關連人士進行下列重大交易：

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
(i) Corporate finance advisory services fee income from related companies (notes 3 & 6) 向關連公司收取之企業融資顧問服務費收入(附註3及6)	2,320	1,730
(ii) Sharing of information system and administrative expenses paid and payable to related companies (notes 2 & 6) 就分佔資訊系統及行政服務而已付及應付予關連公司之費用(附註2及6)	16,697	13,850
Management fee to a related company (notes 2 & 6) 給予一間關連公司之管理費(附註2及6)	301	288
(iii) Operating lease rentals expenses to related companies (notes 3 & 6) 向關連公司支付經營租賃租金(附註3及6)	11,847	8,478
(iv) Commission and brokerage income from 向下列收取佣金及經紀費收入		
– a related company (notes 3 & 6) 一間關連公司(附註3及6)	55	57
– directors of the Company (notes 1 & 3) 本公司之董事(附註1及3)	235	–
(v) Interest income from directors of the Company (notes 1 & 3) 向本公司董事收取之利息收入(附註1及3)	1,485	–
(vi) Placing and underwriting commission expenses to a director of the Company and associates (notes 1 & 3) 向本公司一名董事及聯繫人支付配售及包銷佣金支出(附註1及3)	270	460
(vii) Printing, advertising and promotion expenses to related companies (notes 2 & 6) 向關連公司支付印刷、廣告及宣傳費用(附註2及6)	2,790	1,162
(viii) Accounts payable to margin and cash clients arising from business of dealing in securities by 來自證券買賣業務之應付孖展及現金客戶之應付賬款		
– an associate (notes 2 & 4) 一間聯營公司(附註2及4)	5,620	4,570
– directors of the Company (notes 1 & 2) 本公司之董事(附註1及2)	742	–
	6,362	4,570
(ix) Rental and other deposits paid to related companies (notes 5 & 6) 向關連公司支付租金及其他按金(附註5及6)	4,133	2,824

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

32. Related Party Transactions (continued)

(a) (continued)

Notes:

- (1) For the transactions with the director(s) of the Company, the directors include a director who is one of the eligible beneficiaries of the AY Trust, a trust set up by Dr. Albert Yeung who is the deemed controlling shareholder of the Company.
 - (2) These transactions are connected transactions exempted from reporting, announcement and independent shareholders' approval requirements under Rule 14A.33 of the Listing Rules.
 - (3) These or some of these transactions are disclosable continuing connected transactions (as defined under Chapter 14A of the Listing Rules) of the Company of which details have been set out in the section headed "Continuing Connected Transactions" under "Directors' Interests in Transactions, Arrangements or Contracts of Significance and Connected Transactions" of the Directors' Report. The directors confirmed that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.
 - (4) The associate company of the Group is disclosed in note 17 to the consolidated financial statements.
 - (5) This amount represents refundable rental deposits paid for the continuing connected transactions as set out in item 1 of the section headed "Continuing Connected Transactions" under "Directors' Interests in Transactions, Arrangements or Contracts of Significance and Connected Transactions" of the Director's Report.
 - (6) The related companies are controlled by the AY Trust.
- (b) The compensation to directors and key management personnel was disclosed in notes 9 and 10.

32. 關連人士交易 (續)

(a) (續)

附註：

- (1) 就該等與本公司董事進行之交易而言，董事包括一名董事，其為AY Trust(由楊博士設立之信託，而楊博士被視為本公司之控股股東)合資格受益人之一。
 - (2) 依照上市規則第14A.33條，該等交易屬關連交易，獲豁免遵守匯報、公告及獨立股東批准之規定。
 - (3) 該等交易或某些交易屬本公司之須予披露持續關連交易(定義見上市規則第14A章)，詳情載於董事會報告內「董事於重要交易、安排或合約之權益及關連交易」下「持續關連交易」一節內。董事確認本公司已根據上市規則第14A章遵守披露規定。
 - (4) 該聯營公司為綜合財務報表附註17所披露之本集團聯營公司。
 - (5) 該金額指就董事會報告「董事於重要交易、安排或合約之權益及關連交易」下「持續關連交易」一節內項目1所載持續關連交易支付之可退回租賃按金。
 - (6) 該等關連公司由AY Trust所控制。
- (b) 董事及主要管理人員之酬金於附註9及10內披露。

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綜合財務報表附註

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33. Operating Lease Commitments

At the end of each of the reporting periods, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of office premises and hired equipment which fall due as follows:

	2018		2017	
	Rental premises 租用物業 HK\$'000 千港元	Hired equipment 租用設備 HK\$'000 千港元	Rental premises 租賃物業 HK\$'000 千港元	Hired equipment 租用設備 HK\$'000 千港元
Within one year 一年內	13,860	1,589	8,664	451
In the second to fifth years inclusive 第二至第五年(包括首尾兩年)	9,962	1,891	7,330	857
	23,822	3,480	15,994	1,308

For office premises and hired equipment, leases are mainly negotiated and rentals are fixed for an average term of two years.

33. 經營租賃承擔

於各報告期末，本集團有根據辦公物業及租用設備之不可撤回經營租賃而日後支付最低租賃款項之承擔，款項到期應付之情況如下：

就辦公物業及租用設備而言，租約主要經磋商後訂定，租金乃固定，平均租約期為兩年。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

34. Summary Financial Information of the Company

34. 本公司財務資料概要

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Non-current asset 非流動資產		
Investment in a subsidiary 於一間附屬公司之投資	219,003	219,003
Current assets 流動資產		
Amounts due from subsidiaries 應收附屬公司之款項	3,874,195	3,782,476
Subordinated loan due from a subsidiary 應收一間附屬公司之後償貸款	2,150,000	1,050,000
Other assets 其他資產	196	196
Bank balances and cash 銀行結餘及現金	17,301	26,535
	6,041,692	4,859,207
Current liabilities 流動負債		
Other creditors and accrued charges 其他應付賬款及應計費用	81,640	44,333
Tax liabilities 稅項負債	6,076	15,944
Bonds issued 已發行債券	953,479	–
	1,041,195	60,277
Net current assets 流動資產淨值	5,000,497	4,798,930
Total assets less current liabilities 資產總值減流動負債	5,219,500	5,017,933
Non-current liabilities 非流動負債		
Bonds issued 已發行債券	1,815,181	1,577,542
Net assets 資產淨值	3,404,319	3,440,391
Capital and reserves 資本及儲備		
Share capital 股本	67,408	67,408
Reserves 儲備	3,336,911	3,372,983
Total equity (Note) 權益總額(附註)	3,404,319	3,440,391

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

34. Summary Financial Information of the Company (continued)

Note:

34. 本公司財務資料概要 (續)

附註：

	Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 October 2016 於2016年10月1日	61,279	2,786,238	101,953	130,472	3,079,942
Profit and total comprehensive income for the year 年度溢利及全面收益總額	-	-	-	135,240	135,240
Dividend recognised as distribution 確認作分派之股息	-	-	-	(179,305)	(179,305)
Issue of shares 發行股份	6,129	398,385	-	-	404,514
At 30 September 2017 於2017年9月30日	67,408	3,184,623	101,953	86,407	3,440,391
Profit and total comprehensive income for the year 年度溢利及全面收益總額	-	-	-	215,362	215,362
Dividend recognised as distribution 確認作分派之股息	-	-	-	(251,434)	(251,434)
At 30 September 2018 於2018年9月30日	67,408	3,184,623	101,953	50,335	3,404,319

Special reserve represents the difference between nominal value of the ordinary shares of the subsidiaries of the Company in issue and the nominal value of the shares issued by the Company for acquisition of a subsidiary pursuant to a group reorganisation on 2 April 2007.

特別儲備指本公司附屬公司已發行普通股之面值與本公司根據於2007年4月2日之集團重組就收購一間附屬公司而發行之股份面值間之差額。

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綜合財務報表附註

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35. Principal Subsidiaries

Details of the principal subsidiaries of the Company as at 30 September 2017 and 2018 are as follows:

35. 主要附屬公司

於2017年及2018年9月30日，本公司主要附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 營業地點	Issued and fully paid capital 已發行及 繳足資本	Proportion of nominal value of issued share capital held by the Company 本公司持有之已發行 股本面值比例		Principal activities 主要業務
			30.9.2018 %	30.9.2017 %	
Emperor Asset Management Limited 英皇資產管理有限公司	Hong Kong 香港	HK\$7,000,000 7,000,000港元	100	100	Provision of asset management services 提供資產管理服務
Emperor Capital Limited 英皇融資有限公司	Hong Kong 香港	HK\$10,000,000 10,000,000港元	100	100	Provision of corporate finance advisory services 提供企業融資顧問服務
Emperor Capital (China) Limited 英皇證券中國業務有限公司	Hong Kong 香港	HK\$100,000 100,000港元	100	100	Provision of promotion and marketing services in the PRC 於中國提供宣傳及市場推廣服務
Emperor Finance Limited 英皇財務有限公司	Hong Kong 香港	HK\$2 2港元	100	100	Provision of money lending services 提供貸款服務
Emperor Futures Limited 英皇期貨有限公司	Hong Kong 香港	HK\$50,000,000 50,000,000港元	100	100	Provision of futures brokerage services 提供期貨經紀服務
Emperor Prestige Credit Limited (formerly known as Emperor Shiyong Finance Limited) 英皇卓越信貸有限公司 (前稱英皇世盈財務有限公司)	Hong Kong 香港	HK\$1,000,000 1,000,000港元	100	N/A (Note 18) 不適用(附註18)	Provision of money lending services 提供貸款服務
Emperor Securities Limited 英皇證券(香港)有限公司	Hong Kong 香港	HK\$900,000,000 900,000,000港元	100	100	Provision of securities brokerage services and margin financing services 提供證券經紀服務及孖展融資服務
Emperor Wealth Management Limited 英皇財富管理有限公司	Hong Kong 香港	HK\$6,500,000 6,500,000港元	100	100	Provision of insurance and other brokerage services 提供保險及其他經紀服務
英証管理諮詢(上海)有限公司#	People's Republic of China 中華人民共和國	HK\$1,000,000 1,000,000港元	100	100	Business development in the PRC 於中國進行業務發展
英皇投資諮詢(北京)有限公司#	People's Republic of China 中華人民共和國	HK\$1,000,000 1,000,000港元	100	100	Business development in the PRC 於中國進行業務發展
英皇投資諮詢(深圳)有限公司#	People's Republic of China 中華人民共和國	HK\$500,000 500,000港元	100	100	Business development in the PRC 於中國進行業務發展

The subsidiary is a wholly foreign owned enterprise

該附屬公司乃外商獨資企業

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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35. Principal Subsidiaries (continued)

The above table lists the subsidiaries of the Company which, in the opinion of the executive directors, principally affected the results or net assets of the Group.

To give details of all subsidiaries would, in the opinion of the executive directors, result in particulars of excessive length.

None of the subsidiaries had any debt securities outstanding at the end of the year, or at any time during the year.

36. 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 shareholders through the optimisation of the debt and equity balance. The capital structure of the Group consists of debts, which include short-term bank borrowings, bonds issued as disclosed in respective notes, and equity attributable to owners of the Company, comprising issued share capital and reserves as set out on the consolidated statement of financial position, consolidated statement of changes in equity and respective notes. The Group's overall strategy remains unchanged from the prior year.

The management reviews the capital structure by considering the cost of capital and the risks associated with the share capital. In view of this, the Group manages its overall capital structure through the drawdown and repayment of bank borrowings, payment of dividends and issue of share capital.

Several subsidiaries of the Group (the "Regulated Subsidiaries") are registered with Securities and Futures Commission ("SFC") for the business they operate in. The Regulated Subsidiaries are subject to liquid capital requirements under Securities and Futures (Financial Resources) Rules ("SF(FR)R") adopted by the SFC. Under the SF(FR)R, the Regulated Subsidiaries must maintain their liquid capital in excess of HK\$3 million or 5% of their total adjusted liabilities, whichever is higher. The required information is filed with SFC on a monthly basis.

Another subsidiary of the Group is a member of the Professional Insurance Brokers Association Limited and is required to maintain a minimum net assets value of HK\$100,000 at all times.

35. 主要附屬公司(續)

上表載列執行董事認為主要影響本集團業績或資產淨值之本公司附屬公司。

執行董事認為，詳細載列所有附屬公司會導致篇幅過於冗長。

於本年度末或本年度內之任何時間，該等附屬公司概無任何未償還之債務證券。

36. 資本風險管理

本集團管理其資本，以確保本集團之實體將能夠繼續按持續經營基準經營，同時透過優化債務及權益結餘將給予股東之回報最大化。本集團之資本架構包括債務(包括短期銀行借款、已發行債券(誠如各附註所披露)及本公司擁有人應佔權益(包括綜合財務狀況表、綜合權益變動表及各自附註所載之已發行股本及儲備))。本集團之整體策略自上年起維持不變。

管理層透過考慮資本成本及股本相關風險檢討資本架構。有鑑於此，本集團透過提取及償還銀行借款、支付股息及發行股本管理其整體資本架構。

本集團若干附屬公司(「受規管附屬公司」)就彼等營運之業務向證券及期貨事務監察委員會(「證監會」)領牌。受規管附屬公司須遵守證監會所採納之證券及期貨(財政資源)規則(「SF(FR)R」)之流動資本規定。根據SF(FR)R，受規管附屬公司須維持彼等之流動資金超過3,000,000港元或彼等之經調整負債總額之5%(以較高者為準)。所規定資料按月向證監會提交。

本集團之另一間附屬公司為專業保險經紀協會之成員，並須於所有時間內維持最低資產淨值100,000港元。

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37. Financial Instruments

Categories of financial instruments

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Financial assets 金融資產		
Loans and receivables (including bank balances and cash) 貸款及應收賬款(包括銀行結餘及現金)	10,752,408	9,494,224
Available-for-sale investment 可供出售投資	-	-
Financial liabilities 金融負債		
Amortised cost 攤銷成本	5,169,869	4,187,288

Financial risk management objectives and policies

The Group's major financial instruments include available-for-sale investment, other debtors and deposits, accounts receivable, loans and advances, amount due from an associate, bank balances and cash, pledged bank deposits, accounts payable, short-term bank borrowings, bonds issued and other creditors. Details of these financial instruments are disclosed in respective notes. The risks associated with 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.

Market risk

Currency risk

Currency risk is the risk of loss due to adverse movements in foreign exchange rates relating to receivable from and payable to foreign brokers and foreign currency deposits with banks. The management monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arises.

37. 金融工具

金融工具之類別

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Financial assets 金融資產		
Loans and receivables (including bank balances and cash) 貸款及應收賬款(包括銀行結餘及現金)	10,752,408	9,494,224
Available-for-sale investment 可供出售投資	-	-
Financial liabilities 金融負債		
Amortised cost 攤銷成本	5,169,869	4,187,288

金融風險管理目標及政策

本集團主要金融工具包括可供出售投資、其他應收賬款及存款、應收賬款、貸款及墊款、應收一間聯營公司之款項、銀行結餘及現金、已抵押銀行存款、應付賬款、短期銀行借款、已發行債券及其他應付賬款。該等金融工具之詳情披露於各自之附註。與該等金融工具有關之風險及如何減輕該等風險之政策載列如下。管理層管理及監察該等風險，以確保適時以有效方式採取適當措施。

市場風險

貨幣風險

貨幣風險為因與應收及應付予境外經紀之賬款及外幣銀行存款有關之外匯匯率不利變動所致之虧損風險。管理層監察外匯風險，並於必要時考慮對沖重大外匯風險。

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37. Financial Instruments (continued)

Financial risk management objectives and policies (continued)

Market risk (continued)

Currency risk (continued)

It is the Group's policy for each operating entity to operate in local currencies as far as possible to minimise currency risks. Most of the Group's principal businesses are conducted and recorded in Hong Kong dollar, the functional currency of respective group entities, except for certain receivables from and payable to foreign brokers and bank deposits which are denominated in Australian dollar, Canadian dollar, United States dollar, Renminbi, Japanese Yen and Singapore dollar (see notes 21, 23 and 24 for details). The executive directors of the Company considered that the effect of currency risk is insignificant as the Group has minimal exposure in Australian dollar, Renminbi, Japanese Yen and Singapore dollar and there is the linked exchange rate system of Hong Kong dollar against United States dollar. Accordingly, no sensitivity analysis in relation to foreign currency exposure has been carried out by the management.

Cash flow interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate accounts receivable, bank balances, loans and advances, accounts payable and bank borrowings.

The Group's cash flow interest rate risk is mainly relating to the fluctuation of best lending rate arising from the Group's accounts receivable and loans and advances, market savings interest rate arising from the Group's bank balances and accounts payable and Hong Kong Interbank Offered Rate arising from Group's short-term bank borrowings. The Group's exposure to interest rates on financial assets and financial liabilities are detailed below.

37. 金融工具(續)

金融風險管理目標及政策(續)

市場風險(續)

貨幣風險(續)

本集團就各個經營實體採取之政策為盡可能以當地貨幣經營，將外幣風險最小化。本集團之大多數主要業務以港元(各自集團實體之功能貨幣)進行及入賬，惟若干應收及應付境外經紀之賬款及銀行存款以澳元、加拿大元、美元、人民幣、日圓及新加坡元計值除外(詳情見附註21、23及24)。本公司執行董事認為，由於本集團以澳元、人民幣、日圓及新加坡元進行之交易較少以及港元與美元掛鈎之匯率制度，外幣風險並無造成重大影響，因此，管理層並無就外幣風險進行任何敏感度分析。

現金流量利率風險

本集團面臨與浮動利率應收賬款、銀行結餘、貸款及墊款、應付賬款及銀行借款有關之現金流量利率風險。

本集團之現金流量利率風險主要有關本集團之應收賬款及貸款及墊款所產生之最優惠貸款利率、本集團銀行結餘及應付賬款所產生之市場儲蓄利率及本集團短期銀行借款所產生之香港銀行同業拆息波動。本集團所面臨之金融資產及金融負債之利率風險詳述如下。

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37. Financial Instruments (continued)

Financial risk management objectives and policies (continued)

Cash flow interest rate risk (continued)

Financial instruments bearing variable interest rates in nature

37. 金融工具 (續)

金融風險管理目標及政策 (續)

現金流量利率風險 (續)

具有浮動利率性質之金融工具

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Assets 資產		
Accounts receivable 應收賬款	5,312,777	4,777,691
Loans and advances 貸款及墊款	19,150	24,167
Bank balances 銀行結餘	285,344	515,985
Liabilities 負債		
Accounts payable 應付賬款	1,491,919	1,659,520
Short-term bank borrowings 短期銀行借款	460,225	328,511

Interest rate sensitivity

The sensitivity analysis below has been determined based on the exposure to interest rates at the end of the reporting period and it is assumed that the amount of the above assets and liabilities at the end of the reporting period was in existence for the whole year and all other variables were held constant throughout the respective year. A 50 basis point (2017: 50 basis point) change represents management's assessment of the reasonably possible change in interest rates in respect of variable rate accounts receivable, loans and advances, bank balances, accounts payable and short-term bank borrowings.

利率敏感度

下文之敏感度分析乃根據於報告期末之利率風險予以釐定，並假設於報告期末上述資產及負債金額於全年一直存在及所有其他變量於各自年度一直維持不變。50個基點（2017年：50個基點）變動指管理層就浮動利率之應收賬款、貸款及墊款、銀行結餘、應付賬款及短期銀行借款對利率合理可能變動之評估。

	2018 Change in basis points 基點變動		2017 Change in basis points 基點變動	
	+50 HK\$'000 千港元	-50 HK\$'000 千港元	+50 HK\$'000 千港元	-50 HK\$'000 千港元
Increase (decrease) in profit after tax for the year 本年度除稅後溢利增加(減少)	15,302	(15,302)	13,902	(13,902)

In management's opinion, the sensitivity analysis is unrepresentative of the market interest rate risk as the year end exposure does not reflect the exposure during the year.

管理層認為，由於年末所面對之風險並不反映年內所面對之風險，故市場利率風險之敏感度分析不具代表性。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

37. Financial Instruments (continued)

Financial risk management objectives and policies (continued)

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations as at 30 September 2018 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. In order to minimise the credit risk, the management of the Group has a delegated team to compile the credit and risk management policies, to approve credit limits and to determine any debt recovery action on those delinquent receivables. In addition, the Group reviews the recoverable amount of each individual receivable at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the executive directors of the Company consider that the Group's credit risk is significantly reduced.

The Group's concentration of credit risk by geographical locations is mainly in Hong Kong. The Group has no significant concentration of credit risk by any single debtor as the exposure is spread over a number of individual and institutional customers, except for the loans and advances and accounts receivable as disclosed in notes 20 and 21.

Details of analysis of the credit risk exposure of loans and advances and accounts receivable are disclosed in notes 20 and 21.

Bank balances are placed in various authorised institutions and the executive directors of the Company consider the credit risk for such instruments is minimal.

Liquidity risk

Internally generated cash flow, bank borrowings and bonds issued are the sources of funds to finance the operations of the Group. The majority of the Group's banking facilities are subject to floating rate and are renewable annually. The Group's liquidity risk management includes making available standby banking facilities and diversifying the funding sources. The Group regularly reviews the major funding positions to ensure adequate financial resources are available to meet their respective financial obligations.

As at 30 September 2018, the Group has available unutilised banking facilities of approximately HK\$2,279 million (2017: HK\$2,090 million).

The amounts disclosed in the table below are the contractual undiscounted cash flows. The table includes both interest and principal cash flows.

37. 金融工具 (續)

金融風險管理目標及政策 (續)

信貸風險

倘若對方未能履行彼等之責任，於2018年9月30日本集團就各類已確認金融資產所面臨之最大信貸風險為綜合財務狀況表所載之該等資產之賬面值。為將信貸風險最小化，本集團管理層委派一支團隊，負責編撰信貸及風險管理政策，以批准信貸限額及釐定對該等拖欠應收賬款採取任何收賬行動。此外，本集團於報告期末檢討各個別應收賬款之可收回金額，以確保就無法收回款項作出足夠減值虧損準備。就此而言，本公司執行董事認為本集團之信貸風險獲大幅降低。

本集團按地域劃分之集中信貸風險主要為香港。本集團並無於任何單一應收賬款重大集中信貸風險，此乃由於風險分散多個個人及機構客戶，惟附註20及21披之貸款及墊款及應收賬款除外。

貸款及墊款及應收賬款所面臨之信貸風險分析詳情於附註20及21披露。

銀行結餘乃存放於不同獲授權機構，而本公司執行董事認為該等工具之信貸風險甚微。

流動資金風險

內部產生現金流量、銀行借款及已發行債券為撥付本集團經營所需之資金來源。本集團之大多數銀行融資為受浮動利率所規限並於每年予以重續。本集團之流動資金風險管理包括取得可動用之備用銀行融資及將資金來源多樣化。本集團定期檢討主要資金狀況，以確保可獲得足夠財政資源，以應付彼等各自之財務責任。

於2018年9月30日，本集團有可動用而尚未使用之銀行融資約2,279,000,000港元(2017年：2,090,000,000港元)。

下表披露之金額為合約未貼現現金流量。該表包括利息及本金現金流量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

37. Financial Instruments (continued)

Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Liquidity table

37. 金融工具(續)

金融風險管理目標及政策(續)

流動資金風險(續)

流動資金表

	Repayable on demand or less than 3 months 須按要求或三個月內償還 HK\$'000 千港元	Over 3 months to 1 year 三個月以上至一年 HK\$'000 千港元	Over 1 year to 5 years 一年以上至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
30 September 2018 2018年9月30日				
Accounts payable 應付賬款	1,835,634	–	–	1,835,634
Other creditors (excluding bonds interest) 其他應付賬款(不包括債券利息)	7,212	–	–	7,212
Bonds issued (including bonds interest) 已發行債券(包括債券利息)	31,847	1,031,470	1,979,632	3,042,949
Short-term bank borrowings (note) 短期銀行借款(附註)	460,225	–	–	460,225
	2,334,918	1,031,470	1,979,632	5,346,020
30 September 2017 2017年9月30日				
Accounts payable 應付賬款	2,214,913	–	–	2,214,913
Other creditors (excluding bonds interest) 其他應付賬款(不包括債券利息)	10,664	–	–	10,664
Bonds issued (including bonds interest) 已發行債券(包括債券利息)	31,847	50,539	1,713,707	1,796,093
Short-term bank borrowings (note) 短期銀行借款(附註)	328,511	–	–	328,511
	2,585,935	50,539	1,713,707	4,350,181

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

37. Financial Instruments (continued)

Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Liquidity table (continued)

Note: Bank borrowings with a repayment on demand clause are included in the 'repayable on demand or less than 3 months' time band in the maturity analysis. As at 30 September 2018, the aggregate undiscounted principal amounts of these bank borrowings amounted to HK\$460,225,000 (2017: HK\$328,511,000). Taking into account the Group's financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the aggregate principal and interest cash outflows will amount to HK\$461,102,000 (2017: HK\$328,663,000).

Fair value

Except as detailed in the following table, the executive directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values:

37. 金融工具 (續)

金融風險管理目標及政策 (續)

流動資金風險 (續)

流動資金表 (續)

附註：載有須按要求償還條款之銀行借款乃計入到期分析之「須按要求或三個月內償還」時間組別。於2018年9月30日，該等銀行借款之未貼現本金總額為460,225,000港元（2017年：328,511,000港元）。經考慮本集團之財務狀況，董事認為銀行不大可能行使酌情權要求立即償還。董事相信該等銀行借款將會根據貸款協議所載的計劃還款日期償還。屆時，本金及利息之現金流出總額將為461,102,000港元（2017年：328,663,000港元）。

公平值

除於下表詳述者外，本公司執行董事認為於綜合財務報表內按攤銷成本入賬之金融資產及金融負債之賬面值與彼等公平值相若：

	Carrying amount 賬面值 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元
As at 30 September 2018 於2018年9月30日		
Bond issued 已發行債券	2,785,040	2,781,215
As at 30 September 2017 於2017年9月30日		
Bond issued 已發行債券	1,589,114	1,594,969

This liabilities are classified under Level 2 in the fair value hierarchy.

此等負債於公平值層級內歸類為第二級。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

37. Financial Instruments (continued)

Financial assets and financial liabilities offsetting

The disclosures set out in the tables below include financial assets and financial liabilities that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments that are either:

- offset in the Group's consolidated statement of financial position; or
- not offset in the consolidated statement of financial position as the offsetting criteria are not met.

Under the agreement of continuous net settlement made between the Group and Hong Kong Securities Clearing Company Limited ("HKSCC") and brokers, the Group has a legally enforceable right to set off the money obligations receivable and payable with HKSCC and brokers on the same settlement date and the Group intends to settle on a net basis.

In addition, the Group has a legally enforceable right to set off the accounts receivable and payable with brokerage clients that are due to be settled on the same date and the Group intends to settle these balances on a net basis.

Except for balances which are due to be settled on the same date which are being offset, amounts due from/to HKSCC, dealers, brokers and brokerage clients that are not to be settled on the same date, financial collateral including cash and securities received by the Group, deposit placed with HKSCC and brokers do not meet the criteria for offsetting in the consolidated statement of financial position since the right of set-off of the recognised amounts is only enforceable following an event of default.

37. 金融工具 (續)

金融資產及金融負債抵銷

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，涵蓋：

- 於本集團綜合財務狀況表內抵銷之類似金融工具；或
- 因不符合抵銷標準而並無於綜合財務狀況表內抵銷之類似金融工具。

根據本集團與香港中央結算有限公司（「香港結算」）及經紀人間作出之持續淨額結算協議，本集團擁有合法可強制執行權利，以在相同結算日與香港結算及經紀人抵銷應收及應付貨幣責任，而本集團有意按淨額基準結算。

此外，本集團擁有合法可強制執行權利，以與經紀業務客戶抵銷於相同日期須予以結算之應收及應付賬款，而本集團有意按淨額基準結算此等結餘。

除於相同日期須予以結算且被抵銷之結餘外，應收／應付香港結算、交易商、經紀人及經紀業務客戶且並無於相同日期予以結算之款項、金融抵押品（包括本集團所收取之現金及證券）、存放於香港結算及經紀人之按金並不符合於綜合財務狀況表內抵銷之標準，此乃由於已確認金額之抵銷權利僅於發生違約事件後方可強制執行。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

37. Financial Instruments (continued)

Financial assets and financial liabilities offsetting (continued)

As at 30 September 2018

37. 金融工具 (續)

金融資產及金融負債抵銷 (續)

於2018年9月30日

	Gross amounts of recognised financial assets set off in the statement of financial position 於財務狀況表內抵銷之已確認金融資產之總額 HK\$'000 千港元	Gross amounts of recognised financial liabilities set off in the statement of financial position 於財務狀況表內抵銷之已確認金融負債之總額 HK\$'000 千港元	Net amounts of financial assets presented in the statement of financial position 於財務狀況表內呈列之金融資產之淨額 HK\$'000 千港元	Related amounts not set off in the statement of financial position 並無於財務狀況表內抵銷之相關款項		Net amount 淨額 HK\$'000 千港元
				Financial instruments 金融工具 HK\$'000 千港元	Collateral received 已收抵押品 HK\$'000 千港元	
Financial assets 金融資產						
Amount due from clearing house, dealers, brokers and brokerage clients 應收結算所、交易商、經紀人及經紀業務客戶之款項	5,683,090	(158,857)	5,524,233	(29,534)	(5,206,461)	288,238
Deposit placed with clearing house 存放於結算所之按金	9,320	–	9,320	–	–	9,320

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

37. Financial Instruments (continued)

Financial assets and financial liabilities offsetting (continued)

As at 30 September 2018 (continued)

37. 金融工具 (續)

金融資產及金融負債抵銷 (續)

於2018年9月30日 (續)

	Gross amounts of recognised financial liabilities set off in the statement of financial position	Gross amounts of recognised financial liabilities 已確認金融負債之總額	Net amounts of financial liabilities presented in the statement of financial position 於財務狀況表內呈列之金融負債之淨額	Related amounts not set off in the statement of financial position 並無於財務狀況表內抵銷之相關款項	Financial instruments 金融工具	Collateral pledged 已收抵押品	Net amount 淨額
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	Financial instruments 金融工具	Collateral pledged 已收抵押品	Net amount 淨額	HK\$'000 千港元
Financial liabilities 金融負債							
Amount due to clearing house, brokers and brokerage clients 應付結算所、經紀人及經紀業務客戶之款項	1,994,491	(158,857)	1,835,634	(29,534)	–	1,806,100	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

37. Financial Instruments (continued)

Financial assets and financial liabilities offsetting (continued)

As at 30 September 2017

37. 金融工具 (續)

金融資產及金融負債抵銷 (續)

於2017年9月30日

	Gross amounts of recognised financial assets set off in the statement of financial position 於財務狀況表內抵銷之已確認金融資產之總額 HK\$'000 千港元	Gross amounts of recognised financial liabilities set off in the statement of financial position 於財務狀況表內抵銷之已確認金融負債之總額 HK\$'000 千港元	Net amounts of financial assets presented in the statement of financial position 於財務狀況表內呈列之金融資產之淨額 HK\$'000 千港元	Related amounts not set off in the statement of financial position 並無於財務狀況表內抵銷之相關款項		Net amount 淨額 HK\$'000 千港元
				Financial instruments 金融工具 HK\$'000 千港元	Collateral received 已收抵押品 HK\$'000 千港元	
Financial assets 金融資產						
Amount due from clearing house, dealers, brokers and brokerage clients 應收結算所、交易商、經紀人及經紀業務客戶之款項	5,365,625	(210,328)	5,155,297	(54,748)	(4,716,008)	384,541
Deposit placed with clearing house 存放於結算所之按金	13,309	–	13,309	–	–	13,309

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2018 截至2018年9月30日止年度

37. Financial Instruments (continued)

Financial assets and financial liabilities offsetting (continued)

As at 30 September 2017 (continued)

37. 金融工具(續)

金融資產及金融負債抵銷(續)

於2017年9月30日(續)

	Gross amounts of recognised financial liabilities set off in the statement of financial position	Gross amounts of recognised financial liabilities 已確認金融負債之總額	Net amounts of financial liabilities presented in the statement of financial position 於財務狀況表內呈列之金融負債之淨額	Related amounts not set off in the statement of financial position 並無於財務狀況表內抵銷之相關款項	Financial instruments 金融工具	Collateral pledged 已收抵押品	Net amount 淨額
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	Financial instruments 金融工具	Collateral pledged 已收抵押品	Net amount 淨額	HK\$'000 千港元

Financial liabilities

金融負債

Amount due to clearing house, brokers and brokerage clients 應付結算所、經紀人及經紀業務客戶之款項	2,425,241	(210,328)	2,214,913	(54,748)	–	2,160,165
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38. Reclassification

Certain comparative figures have been reclassified to conform to the current year presentation.

38. 重新分類

若干比較數字已重新分類以配合本年度之呈列。

FINANCIAL SUMMARY

財務概要

	Year ended 30 September 截至9月30日止年度				
	2014	2015	2016	2017	2018
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
RESULT 業績					
Revenue 收入	546,408	835,077	986,215	1,241,000	1,314,270
Profit before taxation 除稅前溢利	269,127	519,634	634,264	793,655	660,048
Taxation 稅項	(48,332)	(89,383)	(108,643)	(134,470)	(110,853)
Profit for the year 年度溢利	220,795	430,251	525,621	659,185	549,195
	As at 30 September 截至9月30日止年度				
	2014	2015	2016	2017	2018
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
ASSETS AND LIABILITIES 資產及負債					
Total assets 資產總值	4,350,961	6,600,478	8,164,009	9,516,344	10,771,667
Total liabilities 負債總額	(2,780,827)	(2,961,574)	(3,914,293)	(4,382,234)	(5,339,796)
Net assets 淨資產	1,570,134	3,638,904	4,249,716	5,134,110	5,431,871



英皇證券集團有限公司
Emperor Capital Group Limited