

Cocoon Holdings Limited

中國天弓控股有限公司

(formerly known as Huge China Holdings Limited)

(前稱為匯嘉中國控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號：428)

2018

ANNUAL REPORT 年報

This annual report, in both English and Chinese versions, is available on the Company's website at www.huge-china.com.hk (the "Company Website").

Shareholders who have chosen or have been deemed consented to receive the corporate communications of the Company (the "Corporate Communications") via the Company Website and who for any reason have difficulty in receiving or gaining access to the annual report posted on the Company Website will promptly upon request be sent the annual report in printed form free of charge.

Shareholders may at any time change their choice of the means of receipt (either in printed form or via the Company Website) and/or language(s) (either English only or Chinese only or both languages) of Corporate Communications.

Shareholders may send their request to receive the annual report in printed form, and/or to change their choice of the means of receipt and/or language(s) of Corporate Communications by notice in writing to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or by sending an email to the branch share registrar of the Company in Hong Kong at cocoon.ecom@computershare.com.hk.

Shareholders who have chosen to receive printed copy of the Corporate Communications in either English or Chinese version will receive both English and Chinese versions of this annual report since both languages are bound together into one booklet.

本年報的中、英文本已登載於本公司網站 www.huge-china.com.hk (「本公司網站」)。

已選擇或被視為同意透過本公司網站收取本公司的公司通訊(「公司通訊」)的股東，如因任何理由在收取或下載於本公司網站登載的年報有任何困難，只要提出要求，均可立刻獲免費發送本年報的印刷本。

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股東可以書面通知本公司的香港股份過戶登記分處，香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17M樓，或以電郵致本公司的香港股份過戶登記分處(電郵地址為 cocoon.ecom@computershare.com.hk)提出收取本年報印刷本的要求，及／或更改其選擇收取公司通訊的方式及／或語言版本。

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Wu Ming Gai (*Chairman*)
Chan Carman Wing Yan

Non-executive Directors

William Keith Jacobsen
Chen Albert
Wong Chung Yan Sammy

Independent Non-executive Directors

Chan Man Yi
Leung Yin Ting
Jiang Qian

AUDIT COMMITTEE

Chan Man Yi (*Chairman*)
Leung Yin Ting
Wong Chung Yan Sammy

NOMINATION COMMITTEE

Chan Man Yi (*Chairman*)
Wong Chung Yan Sammy
Jiang Qian

REMUNERATION COMMITTEE

Jiang Qian (*Chairman*)
Wong Chung Yan Sammy
Chan Man Yi
Leung Yin Ting

INVESTMENT COMMITTEE

Chan Carman Wing Yan (*Chairman*)
William Keith Jacobsen

BANKERS

OCBC Wing Hang Bank Limited
Bank of China (Hong Kong) Limited
Bank of Communications Co., Limited
Hang Seng Bank Limited
The Hongkong and Shanghai Banking Corporation Limited

董事會

執行董事

胡銘佳(*主席*)
陳詠欣

非執行董事

葉偉其
陳雅博
黃中仁

獨立非執行董事

陳敏儀
梁燕婷
蔣謙

審核委員會

陳敏儀(*主席*)
梁燕婷
黃中仁

提名委員會

陳敏儀(*主席*)
黃中仁
蔣謙

薪酬委員會

蔣謙(*主席*)
黃中仁
陳敏儀
梁燕婷

投資委員會

陳詠欣(*主席*)
葉偉其

往來銀行

華僑永亨銀行有限公司
中國銀行(香港)有限公司
交通銀行股份有限公司
恒生銀行有限公司
香港上海匯豐銀行有限公司

AUDITOR

World Link CPA Limited
Certified Public Accountants
5th Floor, Far East Consortium Building
121 Des Voeux Road Central
Hong Kong

COMPANY SECRETARY

Au Yeung Ming Yin Gordon

REGISTERED OFFICE

Cayman Corporate Centre
27 Hospital Road, George Town
Grand Cayman KY1-9008
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1601, 16th Floor
South Tower, Concordia Plaza
1 Science Museum Road
Tsim Sha Tsui, Kowloon
Hong Kong

PRINCIPAL REGISTRAR

Walker Corporate Limited
Cayman Corporate Centre
27 Hospital Road, George Town
Grand Cayman KY1-9008
Cayman Islands

HONG KONG BRANCH REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

STOCK CODE

The Stock Exchange of Hong Kong Limited: 428

核數師

華普天健(香港)會計師事務所有限公司
執業會計師
香港
中環德輔道中121號
遠東發展大廈5樓

公司秘書

歐陽銘賢

註冊辦事處

Cayman Corporate Centre
27 Hospital Road, George Town
Grand Cayman KY1-9008
Cayman Islands

香港主要營業地點

香港
九龍尖沙咀
科學館道1號
康宏廣場南座
16樓1601室

主要股份過戶登記處

Walker Corporate Limited
Cayman Corporate Centre
27 Hospital Road, George Town
Grand Cayman KY1-9008
Cayman Islands

香港股份過戶登記分處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712至1716室

股份代號

香港聯合交易所有限公司：428

CHAIRMAN'S STATEMENT

主席報告

The Board of Directors of Cocoon Holdings Limited (the "Board") takes pleasure in presenting the audited consolidated results of the Group for the year ended 31 December 2018.

BUSINESS REVIEW

For the year ended 31 December 2018, the Group recorded a revenue of HK\$10,812,000 as compared to HK\$10,570,000 in the prior year, representing an increase of 2.3%. The increment in revenue was mainly due to increase of interest income during the year. The Group recorded a realised loss of HK\$45,350,000 (2017: HK\$84,437,000) and fair value loss of HK\$10,817,000 (2017: HK\$108,461,000) on listed securities. The Group recorded a realised loss of HK\$10,770,000 (2017: nil) and an unrealised loss of HK\$3,681,000 (2017: HK\$14,328,000) on unlisted securities during the year. During the year, impairment losses of various loan notes of approximately HK\$4,992,000 and deposits of approximately HK\$351,000 were recognised. With the impact of unfavourable performance of certain publicly traded securities held by the Group and fair value loss of certain unlisted securities during the year, the Group recorded loss attributable to owners of the Company was HK\$69,782,000 as compared to a loss of HK\$205,508,000 in prior year.

As at 31 December 2018, the net assets of the Group were approximately HK\$135,391,000 (2017: HK\$174,734,000). The net assets significantly decreased 22.5% when compared last year is mainly due to the decrease in fair value of the listed shares. The financial assets at fair value through profit or loss decreased from HK\$201,399,000 as at 31 December 2017 to HK\$85,069,000 as at 31 December 2018 and the financial assets at fair value through other comprehensive income of approximately HK\$35,176,000 (2017: nil) was recognised during the year.

CHANGE OF COMPANY NAME

On 29 June 2018, the English name of the Company had been changed from "Huge China Holdings Limited" to "Cocoon Holdings Limited" and the dual foreign name in Chinese of the Company has been changed from "匯嘉中國控股有限公司" to "中國天弓控股有限公司" and both the new English and Chinese names of the Company had been registered in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) with effect from 17 July 2018.

中國天弓控股有限公司之董事會(「董事會」)欣然提呈本集團截至二零一八年十二月三十一日止年度之經審核綜合業績。

業務回顧

於截至二零一八年十二月三十一日止年度內，本集團錄得收入為10,812,000港元，而去年則為10,570,000港元，增加2.3%。收入增加乃主要由於本年度之利息收入增加所致。本集團之上市證券錄得已變現虧損45,350,000港元(二零一七年：84,437,000港元)以及公允值虧損10,817,000港元(二零一七年：108,461,000港元)。本集團於年內錄得非上市證券的已變現虧損10,770,000港元(二零一七年：無)及未變現虧損3,681,000港元(二零一七年：14,328,000港元)。於本年度內確認多項貸款票據的減值虧損約4,992,000港元及按金約351,000港元。於本年度內，受本集團所持有的若干公開交易證券表現欠佳及若干非上市證券的公允值虧損之影響，本集團錄得本公司擁有人應佔虧損為69,782,000港元，而於去年則為虧損205,508,000港元。

於二零一八年十二月三十一日，本集團的資產淨值約為135,391,000港元(二零一七年：174,734,000港元)。資產淨值較去年大幅下降22.5%，主要乃由於上市股份之公允值下降所致。按公允值於損益賬列賬的金融資產由二零一七年十二月三十一日之201,399,000港元減少至二零一八年十二月三十一日之85,069,000港元而按公允值於其他全面收益列賬之金融資產約35,176,000港元(二零一七年：無)於本年度內確認。

更改公司名稱

於二零一八年六月二十九日，本公司之英文名稱已經由「Huge China Holdings Limited」更改為「Cocoon Holdings Limited」，而本公司之中文雙重外國名稱已經由「匯嘉中國控股有限公司」更改為「中國天弓控股有限公司」，本公司之新英文及中文名稱已根據香港法例第622章香港《公司條例》第16部於香港註冊，自二零一八年七月十七日起生效。

PROSPECTS AND FUTURE PLANS

The external environment is of high relevance to the economy and financial market in Hong Kong. In term of the slow growth projections of Hong Kong and China, the Group expects it is full of challenges in 2019. Looking ahead to 2019, the Company will stay in focus to invest in trading securities, private equity funds and private enterprises with potential prospect. Our approach will keep timely and appropriate investment strategies in response to the volatile market, in order to enhance our investment portfolio and achieve net asset appreciation. The Board will pay close attention to the macro trends and keep seeking opportunities to invest in China, Hong Kong and overseas. The Company will continue to implement its risk management policy with an aim to achieve stable returns on investments for our shareholders.

DIVIDEND

The Board does not recommend the payment of any dividend for the years ended 31 December 2018 and 2017.

APPRECIATION

Lastly, I would like to thank our dedicated employees for their invaluable contributions and enthusiasm in their work. Their zeal in discharging duties and responsibilities will ensure the success of our Group.

Wu Ming Gai
Chairman

Hong Kong, 28 March, 2019

展望及未來計劃

外部環境與香港的經濟及金融市場高度相關。鑒於香港及中國增速放緩，本集團預期二零一九年將充滿挑戰。展望二零一九年，本公司將保持專注投資於具潛力及前景的交易證券、私募基金及私營企業。我們的策略為因應市場波動採取適時及恰當的投資策略，從而提升投資組合及實現淨資產增值。董事會將會密切注視宏觀趨勢，並繼續尋找於中國、香港及海外投資的機會。本公司將繼續實施其風險管理政策，務求為股東取得穩定的投資回報。

股息

董事會不建議就截至二零一八年及二零一七年十二月三十一日止年度派付股息。

致意

最後，本人謹此感謝旗下專心致志的員工在工作時的寶貴貢獻及熱誠。他們履行職責及責任時的熱忱將能確保本集團的成功。

主席
胡銘佳

香港，二零一九年三月二十八日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

For the year ended 31 December 2018, the Group recorded a revenue of HK\$10,812,000 as compared to HK\$10,570,000 in the prior year, representing an increase of 2.3%. The increment in revenue was mainly due to increase of interest income during the year. The Group recorded a realised loss of HK\$45,350,000 (2017: HK\$84,437,000) and fair value loss of HK\$10,817,000 (2017: HK\$108,461,000) on listed securities. The Group recorded a realised loss of HK\$10,770,000 (2017: nil) and an unrealised loss of HK\$3,681,000 (2017: HK\$14,328,000) on unlisted securities during the year. During the year, impairment losses of various loan notes of approximately HK\$4,992,000 and deposits of approximately HK\$351,000 were recognised. With the impact of unfavourable performance of certain publicly traded securities held by the Group and fair value loss of certain unlisted securities during the year, the Group recorded loss attributable to owners of the Company was HK\$69,782,000 as compared to a loss of HK\$205,508,000 in prior year.

As at 31 December 2018, the net assets of the Group were approximately HK\$135,391,000 (2017: HK\$174,734,000). The net assets significantly decreased 22.5% when compared to the prior year is mainly due to the decrease in fair value of the listed shares. The financial assets at fair value through profit or loss decreased from HK\$201,399,000 as at 31 December 2017 to HK\$85,069,000 as at 31 December 2018 and the financial assets at fair value through other comprehensive income of HK\$35,176,000 (2017: nil) was recognised during the year.

PROSPECTS AND FUTURE PLANS

The growth momentum of Hong Kong economy has slowed since the beginning of 2018. Hong Kong GDP growth reached 3.7% and 2.9% year-on-year in real terms in the first three quarters of 2018 and the third quarter of 2018 respectively.

China posted GDP growth of 6.6% for 2018, slightly above the target set by officials last year of 6.5%. It is the weakest showing for China in nearly three decades. Growth in the last quarter of the year slowed to 6.4%

During the financial year, the macroeconomic and geopolitical environment were full of turbulence due to outbreak of several unexpected events. The president of the United States of America (the "US") announced to place tariff on imports from China. As worries over the US-China trade war and China's slowing economy and rising interest rates pushed the market down from an all-time high, Hong Kong stocks dropped 13.6% during 2018, the worst performance in seven years.

業務回顧

於截至二零一八年十二月三十一日止年度內，本集團錄得收入為10,812,000港元，而去年則為10,570,000港元，增加2.3%。收入增加乃主要由於本年度之利息收入增加所致。本集團之上市證券錄得已變現虧損45,350,000港元(二零一七年：84,437,000港元)以及公允值虧損10,817,000港元(二零一七年：108,461,000港元)。本集團於年內錄得非上市證券的已變現虧損10,770,000港元(二零一七年：無)及未變現虧損3,681,000港元(二零一七年：14,328,000港元)。於本年度內確認多項貸款票據的減值虧損約4,992,000港元及按金約351,000港元。於本年度內，受本集團所持有的若干公開交易證券表現欠佳及若干非上市證券的公允值虧損之影響，本集團錄得本公司擁有人應佔虧損為69,782,000港元，而於去年則為虧損205,508,000港元。

於二零一八年十二月三十一日，本集團的資產淨值約為135,391,000港元(二零一七年：174,734,000港元)。資產淨值較去年大幅下降22.5%，主要乃由於上市股份之公允值下降所致。按公允值於損益賬列賬的金融資產由二零一七年十二月三十一日之201,399,000港元減少至二零一八年十二月三十一日之85,069,000港元，於本年度內確認按公允值於其他全面收益列賬之金融資產35,176,000港元(二零一七年：無)。

展望及未來計劃

香港經濟的增長勢頭自二零一八年初起已有所放緩，於二零一八年前三季度及第三季度，香港本地生產總值的實質同比增幅分別達3.7%及2.9%。

中國國內生產總值於二零一八年增長6.6%，略高於去年所設的官方目標6.5%，為中國近三十年來的最低。年內第四季度的增長放緩至6.4%。

於本財政年度，多項意外事件發生，宏觀經濟及地緣政治環境充滿動盪。美利堅合眾國(「美國」)總統宣佈對中國徵收進口關稅。對中美貿易戰的擔憂、中國經濟放緩及利率上升使市場自最高點滑落。港股於二零一八年下跌13.6%，為七年來最差表現。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The growth of Hong Kong's economy is now projected by the Hong Kong government to slow to between 2% and 3% in 2019. China sets lower GDP target between 6% and 6.5% for 2019.

The external environment is of high relevance to the economy and financial market in Hong Kong. In term of the slow growth projections of Hong Kong and China, the Group expects it is full of challenges in 2019. Looking ahead to 2019, the Company will stay in focus to invest in trading securities, private equity funds and private enterprises with potential prospect. Our approach will keep timely and appropriate investment strategies in response to the volatile market, in order to enhance our investment portfolio and achieve net asset appreciation. The Board will pay close attention to the macro trends and keep seeking opportunities to invest in China, Hong Kong and overseas. The Company will continue to implement its risk management policy with an aim to achieve stable returns on investments for our shareholders.

FINANCIAL REVIEW

Liquidity, financial resources and capital structure

As at 31 December 2018, the Group had available funds of HK\$4,779,000 which were mainly placed in banks as general working capital. Bank balances held by the Group were mainly denominated in Hong Kong dollars.

The Group had shareholders' funds of HK\$135,391,000 at 31 December 2018 compared to HK\$174,734,000 at 31 December 2017, representing a decrease of approximately 22.5%.

As at 31 December 2018, the Group had borrowings of HK\$57,654,000 (2017: HK\$44,224,000). The gearing ratio for the Group was 42.6% (2017: 25.3%) which represents the ratio of the Group's borrowings to the net asset value of the Group.

The Group did not have any capital expenditure commitment as at 31 December 2018.

Save as the placing of new shares mentioned under the heading of "Fund raising activities" below, there was no significant change in the Group's capital structure for the year ended 31 December 2018.

目前，香港政府預測香港經濟增長於二零一九年將減緩至2%至3%，中國二零一九年國內生產總值目標下調至6%至6.5%。

外部環境與香港的經濟及金融市場高度相關。鑒於香港及中國增長預測放緩，本集團預期二零一九年將充滿挑戰。展望二零一九年，本公司將保持專注投資於具潛力及前景的交易證券、私募基金及私營企業。我們的策略為因應市場波動採取適時及恰當的投資策略，從而提升投資組合及實現淨資產增值。董事會將會密切注視宏觀趨勢，並繼續尋找於中國、香港及海外投資的機會。本公司將繼續實施其風險管理政策，務求為股東取得穩定的投資回報。

財務回顧

流動資金、財政資源及資本結構

於二零一八年十二月三十一日，本集團有可供動用資金為4,779,000港元，主要存放於銀行作一般營運資金。本集團持有之銀行結餘主要乃以港元定值。

本集團於二零一八年十二月三十一日之股東資金為135,391,000港元，而於二零一七年十二月三十一日為174,734,000港元，減少約22.5%。

於二零一八年十二月三十一日，本集團借款為57,654,000港元(二零一七年：44,224,000港元)。本集團之槓桿比率(即本集團借款對本集團資產淨值之比率)為42.6%(二零一七年：25.3%)。

於二零一八年十二月三十一日，本集團並無任何資本開支承擔。

除下文「集資活動」所述配售新股份外，本集團資本結構於截至二零一八年十二月三十一日止年度並無重大變動。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INVESTMENT REVIEW

The Company held eighteen investments as of 31 December 2018, comprising eight equity securities listed in Hong Kong, two unlisted convertible bonds in Hong Kong, one private equity fund in the Cayman Islands, three loan notes issued by a private entity in Bermuda and two loan notes issued by private entities in China, one item of interests in a private entity in Hong Kong and one item of interests in a private entity in Anguilla.

Pursuant to the requirements stipulated in Rule 21.12 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"), the Company discloses its ten largest investments and all individual investments with value exceeding 5% of the Company's gross assets with brief description of the investee companies are provided in the notes 21 to 23 to the consolidated financial statements of this annual report.

Significant investments held and their performance

For the year ended 31 December 2018, the Group recorded revenue of HK\$10,812,000 as compared to HK\$10,570,000 in the prior year, representing an increase of approximately 2.3%. The increment in revenue was due to increase of interest income from unlisted investments during the year.

With the impact of unfavourable performance of certain publicly traded securities held by the Group and fair value loss of certain unlisted securities during the year, the Group recorded a realised loss of HK\$45,350,000 (2017: HK\$84,437,000) and an unrealised loss of HK\$10,817,000 (2017: HK\$108,461,000) on listed securities. The Group recorded a realised loss of HK\$10,770,000 (2017: nil) and an unrealised loss of HK\$3,681,000 (2017: HK\$14,328,000) on unlisted convertible bond/private equity fund during the year. During the year, impairment losses of various loan notes of approximately HK\$4,992,000 and deposits of approximately HK\$351,000 were recognised.

As at 31 December 2018, the Group held trading securities of HK\$31,812,000 (2017: HK\$90,326,000). The decrease was mainly due to the net realised loss on disposal of trading securities of HK\$45,350,000 and fair value loss on trading securities of HK\$10,817,000.

As at 31 December 2018, the Group's unlisted investments (comprised of convertible bonds designated at fair value through profit or loss and loans and receivables) were HK\$144,460,000 (2017: HK\$117,619,000). Other receivables, deposits and prepayments was HK\$15,764,000 (2017: HK\$7,945,000).

投資回顧

於二零一八年十二月三十一日，本公司持有十八項投資，包括八項香港上市權益證券，兩項香港非上市可轉換債券、一項開曼群島私募基金、三項由一間百慕達私人實體發行的貸款票據、兩項由中國私人實體發行的貸款票據、一項香港私人實體權益及一項安圭拉私人實體權益。

根據香港聯合交易所有限公司證券上市規則（「上市規則」）第21.12條訂明的規定，本公司在本年報綜合財務報表附註21至23披露其十項最大投資及所有個別價值超過本公司總資產5%的投資，連同所投資公司的資料。

所持重要投資及表現

於截至二零一八年十二月三十一日止年度內，本集團錄得收入為10,812,000港元，而去年則為10,570,000港元，增加約2.3%。收入增加乃由於本年度的非上市投資利息收入增加所致。

於本年度內，受本集團所持有的若干公開交易證券表現欠佳及若干非上市證券的公允值虧損之影響，本集團之上市證券錄得已變現虧損45,350,000港元（二零一七年：84,437,000港元）以及未變現虧損10,817,000港元（二零一七年：108,461,000港元）。本集團於本年度內就非上市可轉換債券／私募基金錄得已變現虧損10,770,000港元（二零一七年：零）及未變現虧損3,681,000港元（二零一七年：14,328,000港元）。於本年度內確認多項貸款票據的減值虧損約4,992,000港元及按金約351,000港元。

於二零一八年十二月三十一日，本集團持有交易證券為31,812,000港元（二零一七年：90,326,000港元）。減少乃主要由於出售交易證券的已變現虧損淨額為45,350,000港元以及交易證券的公允值虧損為10,817,000港元。

於二零一八年十二月三十一日，本集團的非上市投資（為指定為按公允值於損益賬列賬的可轉換債券以及貸款和應收款項）為144,460,000港元（二零一七年：117,619,000港元）。其他應收款、按金及預付款項為15,764,000港元（二零一七年：7,945,000港元）。

Fund raising activities

Placing of 14,000,000 ordinary Shares under general mandate of the Company (the “Placing A”)

On 11 May 2018, the Company and Tiger Securities Asset Management Company Limited (the “Placing Agent A”) entered into a placing agreement (the “Placing Agreement A”), pursuant to which the Company has appointed the Placing Agent A to procure, on a best efforts basis, not less than six placees who were professional investors (has the same meaning as ascribed thereto in Part 1 of Schedule 1 to the SFO and any rules made thereunder) (the “Professional Investors”) to subscribe for up to 14,000,000 ordinary Shares at a price of HK\$0.79 per Share (the “Placing Shares A”), representing (i) approximately 16.3% of the existing issued share capital of the Company as at the date of the Placing Agreement A; and (ii) approximately 14.0% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares A. The closing price of the Shares as quoted on the Stock Exchange on 11 May 2018, being the date of the Placing Agreement A, was HK\$0.81 per Share. The maximum net proceeds from the Placing A amounted to approximately HK\$10,730,000 which was intended to be utilised for repayment of short term loan and payment of interest in the aggregate amount of approximately HK\$8,800,000 and the remaining balance was intended to use for investment on listed securities. The net price per Placing Share A was approximately HK\$0.77. Details of the Placing A were set out in the announcements of the Company dated 11 May 2018 and 29 May 2018.

集資活動

根據本公司一般授權配售14,000,000股普通股 (「配售事項A」)

於二零一八年五月十一日，本公司與泰嘉證券資產管理有限公司(「配售代理A」)訂立配售協議(「配售協議A」)，據此，本公司已委任配售代理A，按盡力基準促成不少於六名身為專業投資者(具有《證券及期貨條例》附表1第1部及據此所制訂之任何規則所賦予的相同涵義)(「專業投資者」)的承配人認購最多14,000,000股普通股，有關價格為每股股份0.79港元(「配售股份A」)，相當於(i)本公司於配售協議A當日之現有已發行股本的約16.3%；及(ii)本公司經配發及發行配售股份A擴大後已發行股本的約14.0%。股份於二零一八年五月十一日(配售協議A當日)在聯交所所報之收市價為每股股份0.81港元。來自配售事項A的所得款項淨額最高為約10,730,000港元，擬用作償還短期貸款及支付利息，為數合共約8,800,000港元，而餘額則擬用作投資上市證券。每股配售股份A的淨價為約0.77港元。配售事項A的詳情載於本公司日期為二零一八年五月十一日及二零一八年五月二十九日的公告。

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Placing of 19,980,000 ordinary Shares under general mandate of the Company (the “Placing B”)

On 21 September 2018, the Company and Hong Kong Wealthy Trade Limited (the “Placing Agent B”) entered into a placing agreement (the “Placing Agreement B”), pursuant to which the Company has appointed the Placing Agent B to procure, on a best efforts basis, not less than six placees who were Professional Investors to subscribe for up to 19,980,000 ordinary Shares at a price of HK\$1 per Share (the “Placing Shares B”), representing (i) approximately 20.0% of the existing issued share capital of the Company as at the date of the Placing Agreement B; and (ii) approximately 16.7% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares B. The closing price of the Shares as quoted on the Stock Exchange on 21 September 2018, being the date of the Placing Agreement B, was HK\$0.495 per Share. The maximum net proceeds from the Placing B amounted to approximately HK\$19,730,000 which was intended to be utilised for investment in the listed and/or unlisted securities in the aggregate amount of approximately HK\$10,000,000 and the remaining balance was intended to use for repayment of the Group’s payables and as the Group’s general working capital. The net price per Placing Share B was approximately HK\$0.99. Details of the Placing B were set out in the announcements of the Company dated 21 September 2018 and 12 October 2018.

根據本公司一般授權配售19,980,000股普通股 (「配售事項B」)

於二零一八年九月二十一日，本公司與香港富貿有限公司(「配售代理B」)訂立配售協議(「配售協議B」)，據此，本公司已委任配售代理B，按盡力基準促成不少於六名身為專業投資者的承配人認購最多19,980,000股普通股，有關價格為每股股份1港元(「配售股份B」)，相當於(i)本公司於配售協議B當日之現有已發行股本的約20.0%；及(ii)本公司經配發及發行配售股份B擴大後已發行股本的約16.7%。股份於二零一八年九月二十一日(配售協議B當日)在聯交所所報之收市價為每股股份0.495港元。來自配售事項B的所得款項淨額最高為約19,730,000港元，擬用作投資於上市及／或非上市證券，為數合共約10,000,000港元，而餘額則擬用作償還本集團之應付款項及作為本集團之一般營運資金。每股配售股份B的淨價為約0.99港元。配售事項B的詳情載於本公司日期為二零一八年九月二十一日及二零一八年十月十二日的公告。

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As at 31 December 2018, the net proceeds of the placings had been utilised as follows:

於二零一八年十二月三十一日，配售所得款項淨額已應用如下：

Date of announcement 公告日期	Event 事項	Net proceeds raised 籌集所得款項淨額	Intended use of net proceeds 所得款項淨額擬定用途	Actual use of proceeds 所得款項實際用途
11 May 2018 (completed on 29 May 2018)	Placing of 14,000,000 ordinary Shares under general mandate of the Company	Approximately HK\$10,730,000	(i) Approximately HK\$8,800,000 for repayment of short term loan and payment of interest (ii) Approximately HK\$1,930,000 will be used for investment on listed securities	Approximately HK\$8,600,000 was used for repayment of short term loan and payment of interest Approximately HK\$2,130,000 was used for investment on listed securities
二零一八年五月十一日 (於二零一八年五月二十九日完成)	根據本公司一般授權配售 14,000,000股普通股	約10,730,000 港元	(i) 約8,800,000港元用於償還短期貸款及支付利息 (ii) 約1,930,000港元用於投資上市證券	約8,600,000港元用於償還短期貸款及支付利息 約2,130,000港元用於投資上市證券
21 September 2018 (completed on 12 October 2018)	Placing of 19,980,000 ordinary Shares under general mandate of the Company	Approximately HK\$19,730,000	(i) Approximately HK\$10,000,000 for investment in the listed and/or unlisted securities (ii) Approximately HK\$9,730,000 will be used for repayment of the Group's payables and as the Group's general working capital	Approximately HK\$10,000,000 was used for investment in the unlisted securities Approximately HK\$5,030,000 was used for repayment of the Group's payable and operation expenses and the remaining balance of approximately HK\$4.7 million was maintained at the Group's bank account and will be utilised as intended
二零一八年九月二十一日 (於二零一八年十月十二日完成)	根據本公司一般授權配售 19,980,000股普通股	約19,730,000 港元	(i) 約10,000,000港元用於投資上市及／或非上市證券 (ii) 約9,730,000港元將用於償還本集團應付款項及作為本集團一般營運資金	約10,000,000港元用於投資非上市證券 約5,030,000港元用於償還本集團應付款項及經營開支，而餘額約4.7百萬港元存於本集團銀行賬戶，並將按擬定用途使用

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EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2018, the Group employed a total of 4 full-time employees, including the executive directors of the Company. Employees' remuneration are fixed and determined with reference to the market remuneration.

The remuneration policy of the Company for non-executive directors is to ensure that they are sufficiently compensated for their efforts and time dedicated to the Company and that for the employees, including the executive directors and senior management, is to ensure that the remuneration offered is appropriate for the duties and in line with market practice. The remuneration policy is to ensure that the pay levels are competitive and effective in attracting, retaining and motivating employees. No director, or any of his associates, or executive is involved in deciding his own remuneration.

The key components of the Company's remuneration package include basic salary plus other allowances, discretionary cash bonus and mandatory provident fund. As a long-term incentive plan and with the aim at motivating employees in the continued pursuit of the Company's goal and objectives.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Board recognizes its responsibility to ensure the Company maintains a sound and effective risk management and internal control systems. The Group's risk management and internal control systems are designed and established to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, and key risks that may impact on the Group's performance are appropriately identified and managed. Review of the Group's risk management and internal controls covering major financial, operational and compliance controls, as well as risk management functions. The risk management and internal control systems can only provide reasonable and not absolute assurance against material misstatement or loss, as they are designed to manage, rather than eliminate the risk of failure to achieve business objectives.

僱員及薪酬政策

於二零一八年十二月三十一日，本集團共有4名全職職員，包括本公司執行董事。僱員酬金為固定金額，乃參照市場標準釐定。

本公司非執行董事之酬金政策為，確保彼等之努力及對本公司投入的時間會得到足夠補償，而僱員（包括執行董事及高級管理層）之薪酬政策則為，確保所提供之酬金與有關職務匹配，並與市場慣例一致。薪酬政策確保有關薪金水平具競爭力，能有效吸引、留住及推動僱員。董事或其任何聯繫人士或行政人員，均不得參與訂定其本身的酬金。

本公司薪酬組合之主要組成部分包括底薪加其他津貼、酌情現金花紅及強制性公積金。作為長期激勵計劃，為推動僱員不斷追求本公司的目標及目的。

風險管理及內部監控系統

董事會承認其有責任確保本公司維持健全及有效的風險管理及內部監控系統。本集團風險管理及內部監控系統的設計及建立旨在確保保障資產免被不當使用或處置、依循及遵從有關規則及規例、根據相關會計準則及規管報告要求維持可靠的財務及會計記錄，以及適當辨認及管理可能會影響到本集團表現的關鍵風險。對本集團風險管理及內部監控的檢討涵蓋主要財務監控、運作監控及合規監控以及風險管理職能。風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

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The Group's risk management framework includes risk identification, risk assessment, risk treatment and monitoring and reviewing of the effectiveness of the measures. This risk management framework is guided by the three-tier risk management approach. At the first line of defense, business units are responsible for identifying, assessing and monitoring risks associated with each business or deal. The management, as the second line of defense, defines rule sets and models, provides technical support, develops new systems and oversees portfolio management. It ensures that risks are within the acceptable range and that the first line of defense is effective. As the final line of defense, the Audit Committee of the Company, with the professional advices and opinions from the external professional consultant by whom internal audit work of the Group was conducted on annual basis, ensures that the first and second lines of defense are effective through constant inspection and monitoring.

In addition to the review of risk management and internal controls undertaken by the external professional consultants, the external auditor also assessed the adequacy and effectiveness of certain key risk management and internal controls as part of their statutory audits. Where appropriate, the external auditor's recommendations are adopted and enhancements to the risk management and internal controls will be made.

EXPOSURES TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

The Group has no significant exposures to fluctuations in foreign exchange rates and, therefore, did not employ any financial instruments to hedge such exposures.

CONTINGENT LIABILITIES

As at 31 December 2018, the Group had no significant contingent liabilities.

PLEDGE OF ASSETS

As at 31 December 2018, no asset was pledged by the Group.

本集團的風險管理框架包括風險識別、風險評估、風險處理，以及監察及檢討措施是否有效。該風險管理框架由三層風險管理方法指導。在第一道防線，業務單位負責識別、評估及監察與每個業務或交易相關的風險。管理層作為第二道防線，界定規則及模型、提供技術支援、開發新系統，以及監督組合管理。其確保風險在可接受的範圍以內以及第一道防線是有效的。作為最後一道防線，憑藉由每年進行本集團內部審核工作的外部專業顧問提供的專業建議及意見，本公司審核委員會通過不斷的檢查及監察確保第一及第二道防線有效。

除了由外部專業顧問所進行的風險管理及內部監控檢討外，外聘核數師亦評估若干主要風險管理及內部監控是否足夠有效，作為其法定審計的一部分。在適當情況下，會採納外聘核數師的建議，並提升風險管理及內部監控。

匯率波動風險及相關對沖措施

本集團無重大外幣匯率波動風險，因此並無採用任何金融工具對沖該等風險。

或然負債

於二零一八年十二月三十一日，本集團並無任何重大或然負債。

資產抵押

於二零一八年十二月三十一日，本集團並無抵押資產。

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SUBSEQUENT EVENT

Change of Domicile

At the extraordinary general meeting held on 11 March 2019, the special resolutions in relation to (i) the Change of Domicile and the Adoption of the Memorandum of Continuance and the New Bye-laws (“Change of Domicile”), and (ii) the capital reorganisation (the “Capital Reorganisation”) comprising, inter alia, the capital reduction (“Capital Reduction”) and the share subdivision (“Share Subdivision”) were duly passed by way of poll. Details of the Change of Domicile and Capital Reorganisation are as follows:

(1) Change of Domicile

To change the domicile of the Company from the Cayman Islands to Bermuda by way of de-registration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda. The continuation of the Company in Bermuda does not create a new legal entity or prejudice or affect the continuity of the Company. The Company will continue to maintain a principal place of business in Hong Kong. In connection with the Change of Domicile, the Company will adopt the Memorandum of Continuance and the New Bye-laws in compliance with the laws of Bermuda to replace, respectively, the existing memorandum of association and the articles of association of the Company, which will take effect immediately after the Change of Domicile becoming effective.

其後事項

更改註冊地點

於二零一九年三月十一日舉行之股東特別大會提呈的特別決議案已透過投票表決獲正式通過，其內容有關(i)更改註冊地點及採納存續大綱及新細則(「更改註冊地點」)，以及(ii)股本重組(「股本重組」)，(除其他外)包括股本削減(「股本削減」)及股份拆細(「股份拆細」)。更改註冊地點及股本重組的詳情如下：

(1) 更改註冊地點

透過撤銷其於開曼群島之註冊轉而根據百慕達法律作為獲豁免公司繼續存續方式，將本公司之註冊地點由開曼群島更改為百慕達。本公司於百慕達之存續不會構成新法定實體或損害或影響本公司之存續性。本公司將繼續以香港為主要營業地點。因應更改註冊地點，本公司將根據百慕達法律採納存續大綱及新細則，分別取代本公司現有組織章程大綱及組織章程細則，於更改註冊地點生效後立即生效。

(2) Capital Reorganisation

Following the Change of Domicile becoming effective, the Capital Reorganisation will be implemented as follows:

- (i) Reduction of Share Premium — the entire amount standing to the credit of the share premium account of the Company be reduced to nil and the credit arising from such reduction be transferred to an existing account of the Company designated as the contributed surplus account of the Company. Thereafter, approximately HK\$184.5 million standing to the credit of the contributed surplus account of the Company be applied in full towards offsetting the entire amount of the accumulated losses of the Company as permitted under the New Bye-laws and the Companies Act. As at the date of this report, the Company has a credit balance of HK\$200.4 million in its share premium account;
- (ii) Capital Reduction — the par value of each of the issued existing Shares to be reduced from HK\$1.00 to HK\$0.10 per issued existing Share by the cancellation of the paid up share capital of the Company to the extent of HK\$0.90 per issued existing Share by way of a reduction of capital, such that the par value of the issued existing Shares will be reduced to HK\$0.10 each. The credit arising from the Capital Reduction will be transferred to the contributed surplus account of the Company within the meaning of the Companies Act and be applied for such purposes as permitted by all applicable laws and the Memorandum of Continuance and the New Bye-laws of the Company and as the Board considers appropriate; and
- (iii) Share sub-division — immediately following the Capital Reduction, each of the authorised but unissued existing Shares with par value of HK\$1.00 each be subdivided into 10 new Shares with par value of HK\$0.10 each.

The Change of Domicile and the Capital Reorganisation are conditional upon satisfaction of the respective conditions. Therefore, the Change of Domicile and the Capital Reorganisation may or may not proceed.

Details of the Change of Domicile and Capital Reorganisation were set out in the Company's announcements dated 23 January 2019, 25 January 2019, 1 February 2019 and 11 March 2019.

Investment manager

On 28 February 2019, the Company entered into the renewal agreement with Tiger Securities Asset Management Company Limited to renew the investment management services period from 28 February 2019 to 31 August 2019.

(2) 股本重組

更改註冊地點生效後，資本重組將實施如下：

- (i) 削減股份溢價 — 本公司股份溢價賬之全部進賬金額削減至零，並將有關削減所產生之進賬轉撥至指定為本公司實繳盈餘賬之本公司現有賬戶。其後，根據新細則及公司法准許，本公司實繳盈餘賬之進賬金額約184.5百萬港元用於悉數對銷本公司的全部累計虧損金額。於本報告日期，本公司之股份溢價賬有進賬結餘200.4百萬港元；
- (ii) 股本削減 — 藉削減股本方式，註銷本公司實繳股本每股已發行現有股份0.90港元，將每股已發行現有股份面值由每股1.00港元削減至0.10港元，據此已發行現有股份面值將減至每股0.10港元。股本削減所產生之進賬將轉撥至公司法定義之本公司實繳盈餘賬，並應用於所有適用法律及存續大綱及本公司新細則允許及董事會認為適當的用途；及
- (iii) 股份拆細 — 緊隨股本削減，每股面值1.00港元法定但未發行現有股份將拆細為10股每股面值0.10港元的新股份。

更改註冊地點及股本重組須待滿足各自條件後方可作實。因此，更改註冊地點及股本重組不一定會進行。

更改註冊地點及股本重組的詳情載於本公司日期為二零一九年一月二十三日、二零一九年一月二十五日、二零一九年二月一日及二零一九年三月十一日的公告。

投資管理人

於二零一九年二月二十八日，本公司與泰嘉證券資產管理有限公司訂立重續協議，重續投資管理服務期間由二零一九年二月二十八日至二零一九年八月三十一日。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

1. Background

This Environmental, Social and Governance (“ESG”) report (the “ESG Report”) has been prepared under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) (the “Listing Rules”). It sets out the Group’s actions and performance on sustainability issues in a transparent and open manner with the intention of increasing stakeholders’ confidence in and understanding of the Group.

The Company was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on the Stock Exchange.

The principal activities of the Group are investments in securities listed on recognised stock exchanges and unlisted investments with potential for earning growth and capital appreciation. The Group mainly invests Hong Kong listed companies and unlisted companies including but not limited to real estate property, financial and electronic payment service providers. This ESG Report covers the Group’s overall performance in two subject areas, namely, Environmental and Social of the business operations in Hong Kong from 1 January 2018 to 31 December 2018 (the “Period under Review”), unless otherwise stated.

On 23 July 2018, the Board of the Company announced that the English name of the Company has been changed from “Huge China Holdings Limited” to “Cocoon Holdings Limited” and the dual foreign name in Chinese of the Company has been changed from “匯嘉中國控股有限公司” to “中國天弓控股有限公司” with effect from 29 June 2018.

2. Stakeholder Engagement and Materiality

To identify the most significant aspects for the Group to report on this ESG Report, key stakeholders including investors, shareholders and employees have been involved in regular engagement sessions. For instance, investors could voice out their concern and view on the Group’s policies, annual reports, financial statements, circulars, announcements and notices via email address provided on the Company’s website, or through Annual General Meeting. In addition, the Company also set up a whistleblowing hotline to enable the stakeholders to discuss and review areas of attention which could help the business of the Group to meet its potential growth and be prepared for future challenges.

3. Stakeholders’ Feedback

The Group welcomes stakeholders’ feedback on the approach and performance of ESG via the email address of cs@cocoon.holdings.

1. 背景資料

本環境、社會及管治（「環境、社會及管治」）報告（「環境、社會及管治報告」）乃根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）編製。其以透明及公開的方式載列本集團在可持續發展議題上的行動和表現，旨在加強權益人對本集團的信心和了解。

本公司為一家在開曼群島註冊成立之獲豁免有限公司，其股份在聯交所上市。

本集團之主要業務為投資在認可證券交易所上市之證券及具盈利增長與資本增值潛力之非上市投資項目。本集團主要投資於香港上市公司及非上市公司，包括（但不限於）房地產、金融及電子付款服務供應商。除另有說明者外，本環境、社會及管治報告涵蓋本集團香港業務營運於二零一八年一月一日至二零一八年十二月三十一日（「回顧期間」）在兩大類主要範疇的整體表現，即環境與社會。

於二零一八年七月二十三日，本公司董事會宣佈，本公司之英文名稱已經由「Huge China Holdings Limited」更改為「Cocoon Holdings Limited」，而本公司之中文雙重外國名稱已經由「匯嘉中國控股有限公司」更改為「中國天弓控股有限公司」，自二零一八年六月二十九日起生效。

2. 權益人參與及重要性

為識別本集團在本環境、社會及管治報告內報告的最重大方面，主要權益人（包括投資者、股東及僱員）已定期參與。例如，投資者可以通過本公司網站上提供的電郵地址或在股東週年大會上表達彼等對本集團政策、年報、財務報表、通函、公告及通告的關注及看法。此外，本公司亦設立了舉報熱線，讓權益人可討論及檢討關注事宜，有助本集團業務滿足其潛在增長的需要以及為未來的挑戰做好準備。

3. 權益人意見

本集團歡迎權益人就其環境、社會及管治方針及表現提出意見，其可以發送至電郵地址 cs@cocoon.holdings。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

4 The Group's Sustainability Mission and Vision

Mission

The Group is focusing to unlock the value of emerging companies both in China and Hong Kong by directly invest in emerging private and listed companies in Hong Kong, with the emphasis on those focusing on high growth from the domestic market.

Vision on ESG

Sound corporate governance attracts investment, protects rights of shareholders and stakeholders and enhances shareholder's value. The Group is committed to accounting for its shareholders with a highly transparent and open attitude. The Group also holds a high standard in business ethics and invests in sustainable businesses. The Group is committed to improve quality of the communities and the environment, whilst providing long-term returns to its stakeholders.

The table underneath showed aspects on the ESG Guide to be assessed and those ESG issues were determined to be material to the Group.

ESG Aspects as set forth in ESG Guide	《環境、社會及管治報告指引》內所載的環境、社會及管治層面	Material ESG issues for the Group	對本集團而言屬於重大的環境、社會及管治議題
(A) Environmental	(A) 環境		
A1 Emissions	A1 排放物	Emission from town gas or Vehicle	煤氣或汽車尾氣排放
A2 Use of Resources	A2 資源使用	Use of energy and paper	使用能源及紙張
A3 Environment and Natural Resources	A3 環境及天然資源	Air pollution	空氣污染
(B) Social	(B) 社會		
B1 Employment	B1 僱傭	Labour practices	勞工常規
B2 Health and Safety	B2 健康與安全	Workplace health and safety	工作地點健康與安全
B3 Development and Training	B3 發展及培訓	Employee development and training	僱員發展及培訓
B4 Labour Standards	B4 勞工準則	Anti-child and forced labour	反童工及強制勞工
B5 Supply Chain Management	B5 供應鏈管理	Supply chain management	供應鏈管理
B6 Product Responsibility	B6 產品責任	Product responsibility	產品責任
B7 Anti-corruption	B7 反貪污	Anti-corruption, fraud prevention and anti-money laundering	反貪污、防止欺詐及反洗黑錢
B8 Community Investment	B8 社區投資	Community programs, employee volunteering and donation	社區活動、僱員義工服務及捐款

4. 本集團的可持續發展使命及願景

使命

本集團專注於通過直接投資於香港新興的私人及上市公司來釋放中國及香港新興公司的價值，主要著重於當地市場的高增長公司。

有關環境、社會及管治的願景

良好的公司管治吸引投資、保障股東及權益人的權利，並提高股東價值。本集團致力以高度透明及開放的態度向股東負責。本集團在商業道德上亦秉持高標準，並投資於可持續發展的業務。本集團致力於改善社區及環境質素，同時為其權益人提供長期回報。

下表列示《環境、社會及管治報告指引》內需要評估的層面以及確定為對本集團而言屬於重大的環境、社會及管治議題。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

A. Environmental

The Group considers environmental protection an essential component of sustainable and responsible business. The Group strives to negative impacts on the environment and to seek environmental-friendly methods of operation.

Type of emission sources that the Group involved during the Period under Review was mainly electricity and paper. The Group's business did not involve in production-related air, water, and land pollutions which are regulated under Hong Kong laws and regulations. There were no water consumption and packaging materials involved in the Group's business operation. During the Period under Review, the total floor area coverage of the Group was 115.8m² (2017: 115.8m²).

A1.1. Emissions Data from Gaseous Fuel Consumption

Since the Company did not have neither town fuel and town gas consumption nor motor vehicle during the Period under Review, therefore no emissions data applied.

A. 環境

本集團視環境保護為可持續及負責任的企業的必要組成部分。本集團致力於減少對環境造成負面影響，並尋求環保的經營方式。

於回顧期間，本集團所涉及的排放來源類別主要為電及紙張。本集團業務並不涉及受香港法律及法規所規管之生產相關空氣、水質及土地污染。本集團的業務經營中沒有涉及耗水及包裝材料。於回顧期間，本集團使用面積為115.8平方米(二零一七年：115.8平方米)。

A1.1 氣體燃料消耗的排放數據

由於本公司於回顧期間並無民用燃料或煤氣消耗，亦無車輛，故並無適用的排放數據。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

A1.2.Greenhouse Gas Emission

A1.2溫室氣體排放

		KPI 關鍵績效指標			% increase/ (decrease) 增加／(減少)%
		2018 二零一八年	2017 二零一七年	Unit 單位	
Scope 1	範圍1				
Direct Emission	直接排放	N/A 不適用	N/A 不適用	Tonnes 噸	—
Scope 2	範圍2				
Indirect					
Emission	間接排放	3.63	5.69	Tonnes 噸	(36%)
Scope 3	範圍3				
Other indirect					
Emission	其他間接排放	1.73	1.59	Tonnes 噸	9%
Total	合計	5.36	7.28	Tonnes 噸	(27%)

During the Period under Review, there was 5.36 tonnes (2017: 7.28 tonnes) of carbon dioxide equivalent greenhouse gases (mainly carbon dioxide, methane and nitrous oxide) emitted from the Group's operation. The annual emission intensity of the Group during the Period under Review was 0.05 tCO₂e/m² (2017: 0.06 tCO₂e/m²). The decrease of annual emission intensity was mainly due to the efficient energy control during the Period under Review.

於回顧期間，本集團之經營業務排放了5.36噸（二零一七年：7.28噸）的二氧化碳當量溫室氣體（主要為二氧化碳、甲烷及氧化亞氮）。本集團的年度排放密度為每平方米0.05噸二氧化碳當量（二零一七年：每平方米0.06噸二氧化碳當量）。年度排放密度下降主要是由於本集團於回顧期間進行有效的能源控制。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

A1.3 Non-hazardous Waste

The Group generated no hazardous waste in its operation. Non-hazardous waste from the Group's operation was mainly office paper but the management of the Group believed that the impact of non-hazardous waste arose from the waste paper is insignificant.

Office Paper

The Group practices paper saving initiatives, such as encouraging employees to use duplex printing for internal documents and adopt environmental-friendly photocopier. The Group strives to tackle the paper wastage problems in offices by establishing a paperless office. Hence, the Group advocates electronic storage and communication, such as receiving fax by email instead of printing, and delivering reports to shareholders in electronic copies.

Apart from reducing paper waste at source, paper recycling also contributes to conserving resources such as forests, energy and water. To efficiently recycle used paper, waste segregation and collection are particularly important. The Group provides ample facilities and procedures for paper waste collection so as to enhance recycling efficiency.

A2.1 Use of resource – Electricity

During the Period under Review, the electricity consumption of the Group was 6,723kWh (2017: 10,514kWh). The decrease of electricity consumption was mainly the result of the Group encouraged its staff to adopt energy saving measures (such as switching off unnecessary lighting and electronic appliances) through reminders and emails.

A1.3無害廢棄物

本集團在經營中不產生有害廢棄物。本集團經營業務產生的無害廢棄物主要為辦公室用紙，然而，本集團管理層相信，源自廢紙的無害廢棄物影響並不重大。

辦公室用紙

本集團採取節省用紙措施，例如鼓勵僱員列印內部文件時採用雙面列印，並採用環保複印機。本集團致力於通過建立無紙化辦公室來應對辦公室的紙張浪費問題。因此，本集團提倡電子存儲及通訊，例如透過電郵而非印刷接收傳真，以及以電子副本向股東送遞報告。

除了從源頭減少紙張浪費，紙張回收亦有助於保護樹林、能源及水等資源。為了有效地回收廢紙，廢物分類及收集尤其重要。本集團提供充足的廢紙收集設施及程序，以提高回收效率。

A2.1資源使用：電力

於回顧期間，本集團的用電量為6,723千瓦時（二零一七年：10,514千瓦時）。用電量減少主要是由於本集團透過提醒及電郵鼓勵其員工採取節能措施（例如關掉不必要的照明及電器）。

A3 Environmental and Natural Resources

The air pollution is mainly produced by photocopiers, stale air drawn in from outside through poorly located fresh air inlets and bacteria that enter the office.

In order to improve the indoor air quality, a range of air pollution emission measures have been implemented by the Group and they were:

- Ensure air inlets are away from any source of pollutants and sufficient ventilation systems;
- Clean all air units regularly (e.g. air inlets, air outlets and filters); and
- Perform regular maintenance on carpet and furniture upholstery.

There was no non-compliance case noted in relation to environmental laws and regulations for the Period under Review.

B. Social

B1. Employment and Labour Practices

The Group offers competitive remuneration, promotional opportunity, compensation and benefit packages to attract and retain talents. The Group possesses a Remuneration Committee, which regularly reviews its remuneration policy. The Remuneration Committee ensures packages offered by the Group are appealing to employees and in line with the market trend. The Group had a total number of 4 employees as of 31 December 2018 and 2017, in which 100% was Chinese full time staff.

A3 環境及天然資源

空氣污染主要由複印機、從外面通過位置欠佳的新鮮空氣入口抽進來的污濁空氣以及進入辦公室的細菌產生。

為改善室內空氣質素，本集團已經實行多項空氣污染排放措施，分別為：

- 確保進氣口遠離任何污染物來源及設有足夠的通風系統；
- 定期清潔所有空調機(例如進氣口、出氣口及過濾器)；及
- 定期進行地毯及傢俱裝飾保養。

於回顧期間並無有關環境法律及規例的不合規個案。

B. 社會

B1 僱傭及勞工常規

本集團提供有競爭力的薪酬、晉升機會、補償及福利待遇，以吸引及挽留人才。本集團設有薪酬委員會，定期檢討其薪酬政策。薪酬委員會確保本集團所提供的薪酬待遇對僱員具有吸引力，並符合市場趨勢。截至二零一八年及二零一七年十二月三十一日，本集團共有4名職員，其中100%為中國籍全職員工。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

(a) Employee's Age and Gender Distribution

(a) 僱員年齡及性別分佈

Age Group	年齡組別	2018 二零一八年		2017 二零一七年	
		Male 男	Female 女	Male 男	Female 女
0-15	0至15歲	0%	0%	0%	0%
16-18	16至18歲	0%	0%	0%	0%
19-30	19至30歲	0%	25%	0%	25%
31-45	31至45歲	50%	0%	50%	0%
46-60	46至60歲	25%	0%	25%	0%
= 61/>61	61歲或以上	0%	0%	0%	0%
Total	合計	75%	25%	75%	25%

By gender	按性別	2018 二零一八年		2017 二零一七年	
		Male 男	Female 女	Male 男	Female 女
Under employment	受僱	75%	25%	75%	25%

Employees are entitled to discretionary cash bonus and mandatory provident fund. Additional fringe benefits include office insurance, employee compensation insurance, directors' and officers' liability insurance. Various types of paid leave are also offered on top of statutory requirement including annual leave, sick leave, maternity leave, paternity leave, compensation leave, compassionate leave and wedding leave. Employees working overtime are entitled to overtime allowance and compensation by time off. The Group may also at its sole discretion, to grant share options to employees as a long-term incentive aiming to motivate employees pursuing Group's goal and objectives, Employees including directors can subscribe shares of the Company based on their performance and contribution to the Group.

The Group committed to ensure safe and healthy working environment for its employees and to inspire and strengthens workforce regardless of their age, gender and ethnical backgrounds.

僱員可享有酌情現金花紅及強制性公積金。其他附帶福利包括辦公室保險、僱員補償保險、董事及高級人員責任保險。除了法定要求外，亦提供各種類型的有薪假期(包括年假、病假、產假、侍产假、補假、恩恤假及婚假)。加班僱員有權獲得加班津貼及補假補償。本集團亦可按其全權酌情決定向僱員授予購股權作為長期激勵，旨在鼓勵僱員追求本集團的目標。僱員(包括董事)可根據其表現及對本集團的貢獻認購本公司股份。

本集團致力為其僱員確保安全及健康的工作環境，並且激發及強化員工隊伍，不論其年齡、性別及種族背景如何。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

(b) Turnover Rate by Age Group and Gender

(b) 按年齡組別及性別劃分流失率

Age Group	年齡組別	2018 二零一八年		2017 二零一七年	
		Male 男	Female 女	Male 男	Female 女
0-15	0至15歲	0%	0%	0%	0%
16-18	16至18歲	0%	0%	0%	0%
19-30	19至30歲	0%	0%	0%	0%
31-45	31至45歲	0%	0%	50%	50%
46-60	46至60歲	0%	0%	0%	0%
= 61/>61	61歲或以上	0%	0%	0%	0%
Total	合計	0%	0%	50%	50%

By gender	按性別	2018 二零一八年		2017 二零一七年	
		Male 男	Female 女	Male 男	Female 女
Resigned staff	辭職員工	0%	0%	50%	50%

The Group will continue to provide a well-structured and caring environment to its employees to raise their sense of belonging and work efficiency at the Group.

本集團將繼續為其僱員提供架構良好及互相關懷的環境，以提高其在本集團的歸屬感及工作效率。

B2 Employee Health and Safety

The Group regularly provides notices to remind employees on health and safety measures at work, such as guidelines on using electronic appliances.

During the Period under Review, the Group had no non-compliance case regarding violation of relevant laws and regulations on occupational health and safety.

B2 僱員健康與安全

本集團定期發出通知，提醒僱員有關工作健康與安全的措施，例如有關使用電子設備的指引。

於回顧期間，本集團並無有關違反有關職業健康與安全的相關法律及規例的不合規個案。

(a) Occupational Health and Safety Data

(a) 職業健康與安全數據

Health and Safety	健康與安全	2018 二零一八年		2017 二零一七年	
		Male 男	Female 女	Male 男	Female 女
Number of work-related fatalities	因工作關係死亡數字	0%	0%	0%	0%
Lost days due to work injury	因工傷而損失的工作日數	0%	0%	0%	0%

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

B3 Development and Training

The package offered by the Group in relation to development and training includes training covering topics of business operations, policy and procedures of the Group, statutory and regulatory obligations of being a director. Ongoing trainings, briefings and seminars would also be provided to staff after the induction to refresh their professional knowledge and skills. During the Period under Review, a total of 90 hours (2017: 83 hours) of training courses was conducted whilst the average training hour per employee was 22.5 hours (2017: 20 hours).

In addition to above, the Group also encourages and supports employees' personal development through attending external trainings and special early leave would be granted for training purpose. Thus, various types of suitable seminars or training courses will be recommended to employees via email and they can choose either registered personally or through the Company.

The Group also provides communication channel to its employees. Notices, emails, team briefings serve as the major channels of communication among the management and frontline staff. Performance appraisals and annual surveys also provided platforms for the management and frontline staff to evaluate their performances and voice out their expectations to the Group's future development. During the Period under Review, the Group organized a Winter Solstice Dinner to appraise their past contribution and raise employees' sense of belongings.

B4 Labour Standard

No child or forced labour were employed in the Group's operations during the Period under Review which was in compliance with the Employment Ordinance, Chapter 57 of the Laws of Hong Kong in terms of employment management.

The Group lists specific requirements on advertisement to hire the most suitable candidate. All resume, original identification card, original certificate should be first checked by human resources (HR) department during interview. HR department also contacts candidate's preceded employer for reference.

B3 發展及培訓

本集團就發展及培訓給予的就任須知培訓涵蓋本集團業務運作、政策及程序以及擔任董事的法定及規管義務等課題。在就任後亦會提供持續培訓、簡報及研討會，以重溫其專業知識及技能。於回顧期間，共進行了90小時(二零一七年：83小時)的培訓課程。每名僱員的平均培訓時數為22.5小時(二零一七年：20小時)。

除上文所述者外，本集團亦通過出席外部培訓鼓勵及支持僱員的個人發展，並允許因培訓特別提前下班。因此，本集團將通過電郵向僱員推薦各種類型的合適研討會或培訓課程，其可以選擇自行或通過本公司登記。

本集團亦為其僱員提供溝通渠道。通告、電郵及小組簡報為管理層與前線員工之間的主要溝通渠道。表現評估及年度回顧亦為管理層及前線員工提供平台，以評估其表現，並表達其對本集團未來發展的期望。於回顧期間，本集團組織了冬至晚宴，以酬謝其過去貢獻以及提高僱員的歸屬感。

B4 勞工準則

於回顧期間，本集團的經營業務並無僱用童工或強制勞工。本集團的僱傭管理符合香港法例第57章《僱傭條例》。

本集團在廣告內列出具體要求以招聘最合適人選。所有履歷表、身份證正本及證書正本應首先在面試時由人力資源部檢查。人力資源部亦會聯絡應徵者的前僱主以作參考。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Equal opportunities are given to employees in respect of recruitment, training and development, job advancement, and compensation and benefits. The employees are not discriminated against or deprived of such opportunities on the basis of gender, ethnic background, religion, race, sexual orientation, age, marital status, family status, retirement, disability, pregnancy or any other discrimination prohibited by applicable law. The Group also appreciates the importance of cultural diversity in the development of the Group, and employs employees in a wide range of ages, genders, and ethnicities.

In particular, the Group adopted a Board Diversity function under which the Board composition includes members from with different skills, industry knowledge and experience, education, background and other qualities without discrimination.

During the Period under Review, the Group had no non-compliance case regarding violation of relevant child labour and forced labour laws.

B5 Supply Chain Management

The Group has policy in place on obtaining quotations from more than one supplier for procurement of all equipment and products.

B6 Product Responsibility

As stated in the Group's Employee Manual, insider information is prohibited to disclose to third party, and so consumer data and privacy matters relating to services are protected. The Group's business operation did not involve in any product or service related complaints.

During the Period under Review, the Group had no non-compliance case regarding violations of relevant laws and regulations on product responsibility and data privacy during the Period under Review.

本集團就招聘、培訓及發展、工作晉升以及薪酬及福利方面給予員工平等機會。本集團不會基於性別、種族背景、宗教、種族、性取向、年齡、婚姻狀況、家庭崗位、退休、殘疾、懷孕或適用法律禁止的任何其他歧視而歧視僱員或剝奪僱員平等機會。本集團亦明白文化多元化在本集團發展中的重要性，並僱用不同年齡、性別及種族的僱員。

尤其是，本集團已設立了董事會多元化職能。組成董事會所包括的成員擁有不同的技能、行業知識及經驗、教育、背景及其他特質，沒有歧視。

於回顧期間，本集團並無有關違反有關童工或強制勞工法律的不合規個案。

B5 供應鏈管理

本集團訂有政策，在採購各項設備及產品時須從多於一個供應商取得報價。

B6 產品責任

誠如本集團的僱員手冊內所述，禁止向第三者披露內幕消息，因此，與服務相關的消費者數據及私隱事宜受到保護。本集團的業務經營不涉及任何產品或服務相關投訴。

於回顧期間，本集團並無有關違反有關產品責任及資料私隱的相關法律及規例的不合規個案。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

B7 Anti-corruption

The Group commits to managing all business without undue influence and has regarded honesty, integrity, and fairness as its core values. All directors and employees are required to strictly follow the Group's policy to prevent potential bribery, extortion, fraud and money laundering. Employees are regularly reminded about anti-corruption policies through memos. Whistle-blowing procedures on misconduct and malpractice (including corruption) are also established in the Group's policy. When suspicious case is received, the Group would undergo investigation procedures with secured protection on complainant's confidentiality.

B8 Community Investment

To maintain a high standard of corporate governance, the Group acknowledged the importance of enhancing its transparency to the community. The community is regularly informed of updated news and directions of the Group through circulars, announcements and annual reports posted on the Company's website. The Group is currently planning its direction on focus area of community engagement and types of resources to be contributed.

Future Directions from the Group

Future direction would be discussed with Company's stakeholders in the next reporting period.

Conclusion

The Group has conducted the ESG report in accordance with the Environmental, Social, Governmental Reporting Guide (Appendix 27 of the Listing Rules), all the information available for the reporting period are included in this report. The Group is committed to continue the ESG reporting on a regular basis and to improve on policies and procedures to the management, measurement and monitoring system of the ESG related strategies that will facilitate a more sustainable business growth.

B7 反貪污

本集團致力於管理各項業務而不受不當影響，並視誠實、誠信及公平為其核心價值。所有董事及僱員均須嚴格遵守本集團的政策，以防止潛在的賄賂、勒索、欺詐及洗黑錢活動。本集團通過備忘錄定期提醒僱員注意反貪污政策。本集團政策亦訂有關於失當行為及不當手法(包括貪污)的舉報程序。當收到可疑個案時，本集團會進行調查程序，投訴人的保密身份會得到保護。

B8 社區投資

為了保持高標準的企業管治，本集團承認增加其透明度對社區的重要性。本集團通過在本公司網站上發佈的通函、公佈及年報，定期告知社區本集團的最新消息及方向。本集團目前正在計劃其有關社區參與焦點領域的方向以及將要貢獻的資源類型。

本集團的未來方向

未來方向將在下一個報告期內與本公司的權益人進行討論。

總結

本集團已經根據《上市規則》附錄二十七《環境、社會及管治報告指引》進行環境、社會及管治報告，所有於報告期內可得資料均載於本報告內。本集團致力於定期繼續進行環境、社會及管治報告，並改進與環境、社會及管治相關策略的管理、計量及監察系統的政策及程序，這將可促進更可持續的業務增長。

The Directors submit their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2018.

PRINCIPAL ACTIVITIES

The principal activities of the Company and its subsidiaries during the year are investments in securities listed on recognised stock exchanges and unlisted investments with a potential for earnings growth and capital appreciation. The activities of the subsidiaries are set out in note 38 to the consolidated financial statements.

The Group's revenue for the year comprised interest earned from bank deposits, loans and receivables and convertible bonds.

BUSINESS REVIEW

A fair review of the business of the Company and a discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position are provided in the "Chairman's Statement" and "Management Discussion & Analysis" from pages 4 to 5 and pages 6 to 15 of this annual report respectively. The outlook of the Company's business is discussed in the "Chairman Statement" from pages 4 to 5 of this annual report. Description of the principal risks and uncertainties facing the Company can be found throughout this annual report particularly in note 6 to the consolidated financial statements. Particulars of important events affecting the Company that have occurred since the end of the financial year 2018, can be found in note 39 to the consolidated financial statements and in the section headed "Management Discussion and Analysis". Environmental policies and performance are discussed in the "Environmental, Social and Governance Report" from pages 16 to 26 of this annual report.

董事謹此提呈董事會報告，連同本集團截至二零一八年十二月三十一日止年度之經審核綜合財務報表。

主要業務

本公司及其附屬公司於年內之主要業務為投資於在認可證券交易所上市之證券及具盈利增長與資本增值潛力之非上市投資項目。附屬公司之業務載於綜合財務報表附註38。

本集團於年內之收入包括銀行存款、貸款和應收款項及可轉換債券所獲得之利息。

業務審視

對本公司業務的中肯審視以及本集團於本年度內之表現以及其業績及財務狀況之相關重大因素的討論及分析，分別在本年報第4至5頁「主席報告」及第6至15頁「管理層討論及分析」提供。本公司業務前景在本年報第4至5頁「主席報告」討論。對本公司面對的主要風險及不明朗因素的描述載於本年報多處，尤其是綜合財務報表附註6。在二零一八財政年度終結後發生的、對本公司有影響的重大事件的詳情，載於綜合財務報表附註39及「管理層討論及分析」一節。環境政策及表現在本年報第16至26頁之「環境、社會及管治報告」內討論。

REPORT OF THE DIRECTORS

董事會報告

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group's investments are partially carried out by the Company's subsidiaries established in the British Virgin Islands while the Company itself was incorporated in the Cayman Islands with its shares listed on the Main Board of The Stock Exchange of Hong Kong Limited. Our establishment and operations accordingly shall comply with relevant laws and regulations in the Cayman Islands, the British Virgin Islands and Hong Kong.

During the year ended 31 December 2018 and up to the date of this annual report, we have complied in material respects with the relevant rules, laws and regulations in the Cayman Islands, the British Virgin Islands and Hong Kong that have a significant impact on the Group.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

As the Group principally engages in investments in listed and unlisted securities, no specific customers or suppliers will be involved in the operation of business. The investee companies and the investment manager are good working partners creating value for the Group. The Group also values the knowledge and skills of its employees, and continues to provide favourable career development opportunities for its employees.

RESULTS AND APPROPRIATIONS

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 73.

The directors do not recommend the payment of any dividend for the year ended 31 December 2018.

RESERVES

Movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 75 and note 33 to the consolidated financial statements respectively.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group and the Company are set out in note 18 to the consolidated financial statements.

遵守有關法律及規例

本集團之投資部分由本公司於英屬處女群島成立之附屬公司進行，而本公司本身則於開曼群島註冊成立，其股份在香港聯合交易所有限公司主板上市。因此，本集團之成立及經營業務須遵守開曼群島、英屬處女群島及香港的有關法律及規例。

於截至二零一八年十二月三十一日止年度內及截至本年報日期為止，本集團已於重大方面遵守開曼群島、英屬處女群島及香港對本集團有重大影響的有關規則、法律及規例。

與僱員、顧客及供應商的重要關係

由於本集團之主要業務為投資於上市及非上市證券，因此概無在業務營運中牽涉特定顧客或供應商。被投資公司及投資管理人為良好工作夥伴，為本集團創造價值。本集團重視僱員的知識及技能並繼續為僱員提供有利的事業發展機會。

業績及分配

本集團於本年度之業績載於第73頁之綜合損益及其他全面收益表。

董事不建議就截至二零一八年十二月三十一日止年度派付股息。

儲備

有關本集團及本公司之儲備於本年度之變動情況分別載於第75頁之綜合權益變動表及綜合財務報表附註33。

物業、廠房及設備

有關本集團及本公司物業、廠房及設備之變動詳情載於綜合財務報表附註18。

SHARE CAPITAL

Details of the movements in share capital of the Company are set out in note 31 to the consolidated financial statements and under the heading of “Fund raising activities” in the section headed “Management Discussion and Analysis”.

DISTRIBUTABLE RESERVES

Distributable reserve of the Company at 31 December 2018, according to the Companies Law of the Cayman Islands, amounted to HK\$8,058,000.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company’s Memorandum and Articles of Association or applicable laws of the Cayman Islands.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 166.

PURCHASE, SALE OR REDEMPTION OF LISTED SHARES

The Company did not redeem any of its listed shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company’s listed shares during the year.

SHARE OPTION SCHEME

The Company does not have share option scheme.

EQUITY-LINKED AGREEMENTS

No equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issues shares were entered into during the year or subsisted at the end of the year.

股本

有關本公司股本之變動詳情載於綜合財務報表附註31及「管理層討論及分析」一節中的「集資活動」。

可供分派儲備

根據開曼群島《公司法》，本公司於二零一八年十二月三十一日之可供分派儲備為8,058,000港元。

優先購買權

本公司之公司組織章程大綱及細則或開曼群島適用法例均無載列有關優先購買權之規定。

五年財務概要

本集團最近五個財政年度之業績及資產負債概要載於第166頁。

購回、出售或贖回上市股份

本公司概無於年內贖回其任何上市股份。本公司或其任何附屬公司概無於年內購回或出售任何本公司上市股份。

購股權計劃

本公司並無任何購股權計劃。

股票掛鈎協議

本公司在本年度中並無訂立，於年末亦不存在將或可能導致本公司發行股份或要求本公司訂立任何將或可能導致本公司發行股份之協議的股票掛鈎協議。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS

The directors during the year and up to the date of this report were:

Wu Ming Gai
Chan Carman Wing Yan (appointed on 25 February 2019)
Wong Chung Yan Sammy
William Keith Jacobsen
Chen Albert (appointed on 1 August 2018)
Chan Man Yi (appointed on 21 August 2018)
Leung Yin Ting (appointed on 14 December 2018)
Jiang Qian (appointed on 14 December 2018)
Chau Wai Hing (resigned on 18 February 2019)
Mak Hing Keung Thomas (resigned on 26 November 2018)
Wong Ching Wan (retired on 28 June 2018)
Law Siu Hung Paul (retired on 28 June 2018)
Sio Chan In Devin (resigned on 14 December 2018)
Hui Man Ho Ivan (retired on 28 June 2018)

Pursuant to the Articles of Association, Mr. William Keith Jacobsen, Mr. Wu Ming Gai and Mr. Wong Chung Yan Sammy, being the longest in office, shall retire by rotation at the forthcoming annual general meeting of the Company. Mr. Chen Albert, Ms. Chan Man Yi, Ms. Leung Yin Ting, Mr. Jiang Qian and Ms. Chan Carman Wing Yan, the newly appointed directors will retire at the forthcoming annual general meeting of the Company. The above retiring directors, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

Mr. William Keith Jacobsen, Mr. Chen Albert and Mr. Wong Chung Yan Sammy are non-executive directors.

Ms. Chan Man Yi, Mr. Jiang Qian and Ms. Leung Yin Ting are independent non-executive directors.

The Company has received annual confirmation from each of the independent non-executive directors as regards their independence of the Company and considers that each of the independent non-executive directors is independent of the Company.

DIRECTORS' SERVICE CONTRACTS

None of the directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with any member of the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

董事

年內及截至本報告刊發日期在任之董事如下：

胡銘佳
陳詠欣(於二零一九年二月二十五日獲委任)
黃中仁
葉偉其
陳雅博(於二零一八年八月一日獲委任)
陳敏儀(於二零一八年八月二十一日獲委任)
梁燕婷(於二零一八年十二月十四日獲委任)
蔣謙(於二零一八年十二月十四日獲委任)
周偉興(於二零一九年二月十八日辭任)
麥興強(於二零一八年十一月二十六日辭任)
王青雲(於二零一八年六月二十八日退任)
羅少雄(於二零一八年六月二十八日退任)
蕭震然(於二零一八年十二月十四日辭任)
許文浩(於二零一八年六月二十八日退任)

根據組織章程細則，葉偉其先生、胡銘佳先生及黃中仁先生(自最近一次當選後任職最長的董事)須於本公司來屆股東週年大會上輪值退任。新委任董事陳雅博先生、陳敏儀女士、梁燕婷女士、蔣謙先生及陳詠欣女士將會在本公司來屆股東週年大會上退任。上述退任董事均符合資格，並願意在本公司來屆股東週年大會上膺選連任。

葉偉其先生、陳雅博先生及黃中仁先生為非執行董事。

陳敏儀女士、蔣謙先生及梁燕婷女士均為獨立非執行董事。

本公司已收到各獨立非執行董事就彼等對本公司之獨立性而作出之年度確認，而本公司亦認為各獨立非執行董事對本公司均為獨立。

董事之服務合約

有意在即將舉行之股東週年大會上膺選連任之董事概無與本公司任何成員公司訂立任何該等公司不作補償(法定賠償除外)則不可於一年內終止之服務合約。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Mr. Wu Ming Gai's interest in contracts of significance in relation to the Group's business are set out in note 36 to the consolidated financial statements.

Save as disclosed above, no transactions, arrangements or other contracts of significance in relation to the Group's business to which the Company, or its subsidiaries was a party and in which a director of the Company or his connected entities had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

PERMITTED INDEMNITY PROVISION

The Articles of Association of the Company provides that every director shall be indemnified out of the funds of the Company against all liability incurred by him as such director in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted.

The Company has taken out insurance against the liabilities and costs associated with defending any proceedings which may be brought against the directors and officers of the Company and its subsidiaries.

董事在交易、安排或合約中的權益

胡銘佳先生於就本集團的業務而言屬重大的合約中具有的權益的詳情，載於綜合財務報表附註36。

除上文所披露者外，於本年度終結或於本年度的任何時間概無就本集團的業務而言屬重大；由本公司或其附屬公司訂立；及本公司董事或其有關連實體在其中有直接或間接的擁有重大權益的交易、安排或其他合約。

獲准許的彌償條文

本公司組織章程細則規定，每名董事（作為董事）在獲判勝訴或獲判無罪的民事或刑事法律程序中進行辯護所招致的任何法律責任，均須從本公司的資金中撥付彌償。

本公司已經就在可能針對本公司及其附屬公司的董事及高級人員提起的任何法律程序中進行辯護有關的法律責任及費用購買保險。

REPORT OF THE DIRECTORS

董事會報告

BIOGRAPHICAL DETAILS OF DIRECTORS

Brief biographical details of directors are set out below:

Executive Directors:

Mr. Wu Ming Gai, aged 43, joined the Company in July 2015. He was re-designated from a non-executive director to an executive director of the Company effective from 1 March 2016 and appointed as the chairman of the board of directors of the Company in February 2019. He is also a director of each subsidiary of our Company except Studio V Limited. Mr. Wu is one of the directors and responsible officers of Tiger Securities Asset Management Company Limited (“Tiger Securities”) (as the investment manager of the Company since 1 March 2016). Mr. Wu is currently licensed under the Securities and Futures Commission (“SFC”) to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (assets management) regulated activities accredited to Tiger Securities. He has obtained the Honor Diploma of Accounting from the Hong Kong Shue Yan University in July 1999. He has over 12 years of management experience in fund accounting and asset management. He was the chief operating officer of Tiger Securities from 2007 to 2012 responsible for the overall operation of fund management. Since 2013, he has been the director of the same company responsible for the general management of regulated activities.

Ms. Chan Carman Wing Yan, aged 39, was appointed as an executive director of the Company, and the chairman and a member of investment committee of the Company on 25 February 2019. She is one of the responsible officers of Bradbury Asset Management (Hong Kong) Limited (“BAM”). Ms. Chan is currently a licensed person to carry out type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”). Ms. Chan holds a Master of Business Administration Degree from the University of Wales, Newport, United Kingdom. She has previous work experiences in Hong Kong, Canada and Europe. She is experienced in dealing in securities, fund management, corporate management, corporate finance and managing investment companies listed under Chapter 21 of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Before joining BAM as a responsible officer in 2016, Miss Chan acted as a type 4 (Advising on Securities) and type 9 (Asset Management) responsible officer, executive director and chief operating officer of Iridium Capital Limited, a SFC licensed corporation since 2015. From 2011 to 2015, Ms. Chan worked for CU Investment Management Limited, which was the investment manager of National Investments Fund Limited (stock code: 1227), a company listed on the Stock Exchange. Miss Chan was an independent non-executive director of Zhi Cheng Holdings Limited (stock code: 8130), a company listed on GEM of the Stock Exchange, during the period from July 2015 to November 2017.

董事履歷

各董事之履歷載列如下：

執行董事：

胡銘佳先生，現年43歲，於二零一五年七月加入本公司。由二零一六年三月一日起，胡先生由本公司非執行董事調任為執行董事，並於二零一九年二月獲委任為本公司董事會主席。彼亦為除Studio V Limited之外本公司各附屬公司的董事。胡先生為泰嘉證券資產管理有限公司（「泰嘉證券」）（由二零一六年三月一日起擔任本公司投資管理人）其中一名董事及負責人員。胡先生目前於香港證券及期貨事務監察委員會（「證監會」）持牌可以隸屬泰嘉證券的身分進行第1類（證券交易）、第4類（就證券提供意見）及第9類（提供資產管理）受規管活動。胡先生於一九九九年七月取得香港樹仁大學之會計學榮譽文憑。其在基金會計及資產管理方面擁有超過12年管理經驗。由二零零七年至二零一二年，胡先生為泰嘉證券營運總監，負責基金管理之整體營運。由二零一三年起，胡先生為該公司董事，負責受規管活動之一般管理。

陳詠欣女士，39歲，於二零一九年二月二十五日獲委任為本公司執行董事，兼本公司投資委員會主席及成員。彼為源盛資產管理（香港）有限公司（「源盛資產管理」）的負責人員之一。陳女士現為可從事香港法例第571章證券及期貨條例（「證券及期貨條例」）下第9類（提供資產管理）受規管活動的持牌人士。陳女士持有英國威爾士新港大學工商管理碩士學位。彼曾在香港、加拿大及歐洲工作。彼於證券交易、基金管理、企業管理、企業融資及根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）第二十一章上市的投資公司管理方面擁有豐富經驗。陳女士在二零一六年加入源盛資產管理擔任負責人員前，曾擔任泓達資產管理有限公司（自二零一五年起持證監會牌照之公司）之第4類（就證券提供意見）及第9類（提供資產管理）負責人員、執行董事兼營運總監。陳女士於二零一一年至二零一五年曾任職富聯投資管理有限公司，該公司曾為國盛投資基金有限公司（於聯交所上市之公司，股份代號：1227）的投資經理。於二零一五年七月至二零一七年十一月期間，陳女士曾為智城控股有限公司（於聯交所GEM上市之公司，股份代號：8130）之獨立非執行董事。

Non-executive Directors:

Mr. William Keith Jacobsen, aged 52, is a non-executive Director and member of investment committee of the Company since 17 November 2014. Mr. Jacobsen is the chief executive officer of a licensed corporation to advise on corporate finance matters. He obtained a Bachelor of Laws degree from the University of Hong Kong and a Master of Business Administration from the University of British Columbia. Mr. Jacobsen has more than 25 years of experience in corporate finance and business development. He was an executive director of Auto Italia Holdings Limited (formerly known as Wo Kee Hong (Holdings) Limited (stock code: 720) for the period from 1 January 2012 to 17 October 2015. He was a non-executive director of Ping An Securities Group (Holdings) Limited (formerly known as Madex International (Holdings) Limited) (stock code: 231) for the period from 12 August 2015 to 30 September 2016. He was also an independent non-executive director of King Stone Energy Group Limited (stock code: 663), Qingdao Holdings International Limited (formerly known as Hycomm Wireless Limited) (stock code: 499), Hongda Financial Holding Limited (formerly known as Perception Digital Holdings Limited) (stock code: 1822), China Financial Leasing Group Limited (stock code: 2312) and Sustainable Forest Holdings Limited (stock code: 723) for the period from 26 September 2008 to 30th September 2011, from 20 June 2008 to 27 September 2014, from 7 January 2013 to 29 August 2014, from 1 February 2013 to 30 April 2015 and from 4 January 2013 to 29 December 2017 respectively. Mr. Jacobsen is an independent non-executive director and the member of audit committee, remuneration committee and nomination committee of abc Multiactive Limited (stock code: 8131). He is an independent non-executive director and chairman of remuneration committee, a member of audit committee and nomination committee of KK Culture Holdings Limited (stock code: 550).

Mr. Chen Albert, aged 31, was appointed as a non-executive director of the Company on 1 August 2018. He holds a Bachelor of Arts degree in Economics and Computer Science of University of Michigan in the United States of America. Mr. Chen is currently the head of blockchain department of a technology company in crypto-currency industry. He is also founder and chief consultant of a consultancy company, which provides advisory services on start-ups on physical product design, engineering and production. Mr. Chen has over 7 years' experience in his entrepreneurship. Mr. Chen is a son of Mr. Chen Chien Yeh, a substantial shareholder of the Company.

非執行董事：

葉偉其先生，現年52歲，自二零一四年十一月十七日起擔任本公司非執行董事及投資委員會成員。葉先生為一家就機構融資事宜提供意見之持牌法團的行政總裁。他取得香港大學法律學士學位及加拿大英屬哥倫比亞大學工商管理碩士學位。葉先生在企業融資及業務發展方面擁有逾25年經驗。於二零一二年一月一日至二零一五年十月十七日期間，葉先生擔任意達利控股有限公司(前稱和記行(集團)有限公司，股份代號：720)執行董事。於二零一五年八月十二日至二零一六年九月三十日期間，其為平安證券集團(控股)有限公司(前稱為盛明國際(控股)有限公司)(股份代號：231)非執行董事。他亦分別於二零零八年九月二十六日至二零一一年九月三十日期間、二零零八年六月二十日至二零一四年九月二十七日期間、二零一三年一月七日至二零一四年八月二十九日期間、二零一三年二月一日至二零一五年四月三十日期間及二零一三年一月四日至二零一七年十二月二十九日期間擔任金山能源集團有限公司(股份代號：663)、青島控股國際有限公司(前稱為華脈無線通信有限公司)(股份代號：499)、弘達金融控股有限公司(前稱為幻音數碼控股有限公司)(股份代號：1822)、中國金融租賃集團有限公司(股份代號：2312)及永保林業控股有限公司(股份代號：723)之獨立非執行董事。葉先生為辰罡科技有限公司(股份代號：8131)之獨立非執行董事及審核委員會、薪酬委員會與提名委員會成員。其為KK文化控股有限公司(股份代號：550)之獨立非執行董事、薪酬委員會主席、審核委員會成員及提名委員會成員。

陳雅博先生，31歲，於二零一八年八月一日獲委任為本公司非執行董事。彼持有美利堅合眾國密歇根大學頒發的經濟學及電腦科學文學士學位。陳先生目前為加密貨幣行業一家科技公司的區塊鏈部門主管。陳先生亦為一家顧問公司的創辦人及首席顧問，該公司就實體產品的設計、工程技術及生產為初創企業提供諮詢服務。陳先生有超過七年之創業經驗。陳先生為本公司主要股東陳建業的兒子。

REPORT OF THE DIRECTORS

董事會報告

Mr. Wong Chung Yan Sammy, aged 54, was appointed as an independent non-executive director of the Company on 23 March 2018, and re-designated as a non-executive director on 14 December 2018. He is currently a member of each of the audit committee, nomination committee and remuneration committee of the Company. Mr. Wong holds a Bachelor's degree in Social Science from the Chinese University of Hong Kong. He has over 28 years of financial planning & modeling, investment analysis & execution and project & liquidity management experience in banking and commercial industry. Mr. Wong had held senior management positions in various subsidiaries of certain companies listed in Hong Kong. He is now also a director of a private securities company in Hong Kong. Mr. Wong is currently a director of a subsidiary of the Company.

Independent Non-executive Directors:

Ms. Chan Man Yi, aged 54, was appointed as an independent non-executive director of the Company on 21 August 2018. She is currently the chairman and a member of each of the audit committee and the nomination committee of the Company and a member of the remuneration committee of the Company. Ms. Chan was graduated from the Hong Kong Polytechnic University with a Master's degree in professional accounting and has over 25 years of experience in pension and provident fund industry. Ms. Chan is a member of Hong Kong Institute of Certified Public Accountants. Ms. Chan was the company secretary of Glory Mark Hi-Tech (Holdings) Limited (stock code: 8159) from 4 December 2012 to 10 January 2019 and she is currently an independent non-executive director of Orient Securities International Holdings Limited (stock code: 8001), both companies are listed on the GEM of the Stock Exchange.

Ms. Leung Yin Ting, aged 37, was appointed as an independent non-executive director of the Company on 14 December 2018. She is currently a member of each of the audit committee and remuneration committee of the Company. Ms. Leung is a barrister in Hong Kong and was called to the Bar of Hong Kong in 2013. She is currently an associate member of Hong Kong Institute of Certified Public Accountants ("HKICPA") and has achieved the specialist qualification in insolvency of HKICPA in 2016. Ms. Leung obtained a Bachelor degree of Laws from University of Warwick, the United Kingdom in 2004, and Postgraduate Certificate in Laws from the University of Hong Kong in 2006. Before pursuing her career in Law, she has more than four years' audit experience in the Big Four accounting firms in Hong Kong.

黃中仁先生，54歲，於二零一八年三月二十三日獲委任為本公司獨立非執行董事，並於二零一八年十二月十四日獲調任為非執行董事。彼現為本公司審核委員會、提名委員會及薪酬委員會成員。黃先生持有香港中文大學社會科學學士學位。彼於財務策劃及模型、投資分析及執行，以及銀行及商業領域的項目及流動資金管理方面，累積超過28年經驗。黃先生曾於若干香港上市公司的多家附屬公司擔任高級管理職位。彼目前亦為香港一家私人證券公司之董事。黃先生目前為本公司一家附屬公司的董事。

獨立非執行董事：

陳敏儀女士，54歲，於二零一八年八月二十一日獲委任為本公司獨立非執行董事。彼現為本公司審核委員會及提名委員會主席及成員，亦為本公司薪酬委員會成員。陳女士畢業於香港理工大學，獲授專業會計碩士學位，於退休金及公積金行業累積逾25年經驗。陳女士為香港會計師公會會員。自二零一二年十二月四日至二零一九年一月十日陳女士為輝煌科技(控股)有限公司(股份代號：8159)之公司秘書；彼現任東方滙財證券國際控股有限公司(股份代號：8001)之獨立非執行董事，該兩家公司均在聯交所GEM上市。

梁燕婷女士，37歲，於二零一八年十二月十四日獲委任本公司獨立非執行董事。彼現為本公司審核委員會及薪酬委員會成員。梁女士為香港大律師，於二零一三年取得香港大律師資格。彼現時為香港會計師公會(「香港會計師公會」)之會員，並於二零一六年獲得香港會計師公會的破產重整專項資格。梁女士於二零零四年自英國華威大學獲得法學士學位，並於二零零六年自香港大學獲得法學專業證書。投身法律事業之前，彼於香港四大會計師事務所擁有逾四年審計經驗。

Mr. Jiang Qian, aged 40, was appointed as an independent non-executive director of the Company on 14 December 2018. He is currently the chairman and a member of remuneration committee of the Company and a member of the nomination committee of the Company. From September 2007 to November 2009, Mr. Jiang worked at an attorney at Davis Polk & Wardwell LLP, where he was involved in the public offering and bond issuance. From January 2010 to November 2011, he worked as a counsel at King & Wood Law Firm (金杜律師事務所), where his practice focuses on capital market and public offerings. From January 2012 to January 2015, he served as a managing director at Bank of New York Mellon, where he was responsible for the management of its legal affairs. From February 2015 to December 2015, Mr. Jiang served as a managing director at China Commodity Merchant Trading Group Limited, a subsidiary of Elion Resources Group (億利資源集團), a company mainly engaged in ecological restoration and clean energy, where he was responsible for its investment and financing in Hong Kong. From December 2015 to June 2018, he served as co-head of the legal department at China Great Wall AMC (International) Holdings Company Limited (中國長城資產(國際)控股有限公司) (formerly known as Great Wall Pan Asia International Investment Company Limited (長城環亞國際投資有限公司)), a company mainly engaged in property investment and financial business, where he was responsible for the management of its legal affairs in Hong Kong. Since November 2018, he has been serving as a partner at Addleshaw Goddard (Hong Kong) LLP, where his practice focuses on debt capital markets and special situation transactions such as restructuring. Mr. Jiang obtained his bachelor's degree in economic law from East China University of Political Science and Law (華東政法大學) in the PRC in July 1999, and his master of laws degree from Northwestern University in the United States in June 2007. Mr. Jiang obtained the legal professional qualification certificate in the PRC in February 2000 and was admitted and licensed to practise as an attorney and counselor in the state of New York of the United States in July 2008. Mr. Jiang is currently an independent non-executive director of China Gingko Education Group Company Limited (stock code: 1851),

蔣謙先生，40歲，於二零一八年十二月十四日獲委任為本公司獨立非執行董事。彼現為本公司薪酬委員會主席及成員，亦為本公司提名委員會成員。自二零零七年九月至二零零九年十一月，蔣先生於達維律師事務所擔任律師，參與公開發售及債券發行。自二零一零年一月至二零一一年十一月，彼於金杜律師事務所擔任法律顧問，專注於資本市場及公開發售事務。自二零一二年一月至二零一五年一月，彼於紐約梅隆銀行擔任董事總經理，負責管理法律事務。自二零一五年二月至二零一五年十二月，蔣先生於China Commodity Merchant Trading Group Limited (為億利資源集團的附屬公司，主要從事生態修復及清潔能源業務)擔任董事總經理，負責該公司於香港的投資及融資。自二零一五年十二月至二零一八年六月，彼於中國長城資產(國際)控股有限公司(前稱長城環亞國際投資有限公司，主要從事物業投資及金融業務)擔任法務部聯席主管，負責管理其香港法律事務。自二零一八年十一月起，彼為安勝格道(香港)有限法律責任合夥律師行之合夥人，主要負責債務資本市場及重組等特殊情況交易。蔣先生於一九九九年七月從中國華東政法大學獲得經濟法學士學位，並於二零零七年六月從美國西北大學獲得法律碩士學位。蔣先生於二零零零年二月於中國取得法律專業資格證書，並於二零零八年七月獲美國紐約州接納並頒授律師及法律顧問執業資格。蔣先生目前為中國銀杏教育集團有限公司(股份代號：1851)的獨立非執行董事。

REPORT OF THE DIRECTORS

董事會報告

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

As at 31 December 2018, none of the directors or the chief executive of the Company had, nor were they taken to or deemed to have under Part XV of the SFO, any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) or any interests which are required to be entered into the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of the Listed Issuers (the "Model Code") in the Listing Rules.

At no time during the year ended 31 December 2018 was the Company or any of its subsidiaries, a party to any arrangements to enable the directors or chief executives of the Company (including their spouse and 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 corporates.

董事及最高行政人員於本公司或任何相聯法團之股份、相關股份及債權證之權益及淡倉

於二零一八年十二月三十一日，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（具證券及期貨條例第XV部之涵義）之股份、相關股份或債權證中擁有或根據證券及期貨條例第XV部被當作或視為擁有，或本公司根據證券及期貨條例第352條置存之股東名冊所記錄，或根據上市規則之上市發行人董事進行證券交易之標準守則（「標準守則」）而須另行知會本公司及聯交所之任何權益或淡倉。

於截至二零一八年十二月三十一日止年度，本公司或其任何附屬公司概無參與任何安排，致使本公司董事或最高行政人員（包括其配偶及未滿18歲之子女）可透過收購本公司或任何其他法團的股份或債券而獲益。

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

As at 31 December 2018, the Company had been notified of the following substantial shareholders' interests and short position, being 5% or more of the Company's shares and underlying shares which are required to be recorded in the register of interests in shares and short positions maintained under Section 336 of the SFO:

主要股東於本公司之股份及相關股份之權益及淡倉

於二零一八年十二月三十一日，按證券及期貨條例第336條須置存之股份權益及淡倉登記冊顯示，本公司獲知會以下主要股東擁有本公司股份及相關股份佔5%或以上之權益及淡倉：

Name of shareholders 股東姓名／名稱	Capacity/Nature of Interests 身份／權益性質	Number of ordinary shares held 所持有普通股數目	Percentage of total issued shares of the Company as at 31 December 2018
			佔本公司於 二零一八年 十二月三十一日之 已發行股份總數百分比
Chen Chien Yeh 陳建業	Beneficial owner/ Beneficial interest 實益擁有人／實益權益	4,632,000 (L)	3.86%
	Interest in controlled corporation/ Corporate interest 受控制法團權益／法團權益	20,644,930 (L) (Note 1) (附註1)	17.22%
EverCare Finance Company Limited 永安心財務有限公司	Beneficial owner/ Beneficial interest 實益擁有人／實益權益	20,644,930 (L) (Note 1) (附註1)	17.22%
Kor Sing Mung Michael	Beneficial owner/ Beneficial interest 實益擁有人／實益權益	16,844,930 (L)	14.05%

REPORT OF THE DIRECTORS

董事會報告

Name of shareholders 股東姓名／名稱	Capacity/Nature of Interests 身份／權益性質	Number of ordinary shares held 所持有普通股數目	Percentage of total issued shares of the Company as at 31 December 2018 佔本公司於 二零一八年 十二月三十一日之 已發行股份總數百分比
Ip Siu Hang 葉小行	Interest in controlled corporation/ Corporate interest 受控制法團權益／法團權益	14,806,000 (L) (Note 2) (附註2)	12.35%
HF Long China Asset Management Ltd. 匯福長華資產管理有限公司	Beneficial owner/ Beneficial interest 實益擁有人／實益權益	14,806,000 (L) (Note 2) (附註2)	12.35%
Twu Kai Ting 涂凱婷	Beneficial owner/ Beneficial interest 實益擁有人／實益權益	6,240,000 (L)	5.20%
Solution Smart Holdings Limited	Beneficial owner/ Beneficial interest 實益擁有人／實益權益	5,174,000 (L) (Note 3) (附註3)	4.31%
SW Venture Asia Limited	Interest in controlled corporation/ Corporate interest 受控制法團權益／法團權益	5,174,000 (L) (Note 3) (附註3)	4.31%
Yeung Shing Wai 楊成偉	Interest in controlled corporation/ Corporate interest 受控制法團權益／法團權益	5,174,000 (L) (Note 3) (附註3)	4.31%

(L) — Long Position
(S) — Short Position

(L) — 好倉
(S) — 淡倉

Notes:

附註：

1. EverCare Finance Company Limited, a company incorporated in Hong Kong, is wholly owned by Mr. Chen Chien Yeh. Accordingly, Mr. Chen Chien Yeh is deemed to be interested in the Shares held by EverCare Finance Company Limited.
2. HF Long China Asset Management Ltd., a company incorporated in Hong Kong, is wholly owned by Mr. Ip Siu Hang. Accordingly, Mr. Ip Siu Hang is deemed to be interested in the Shares held by HF Long China Asset Management Ltd.

1. 永安心財務有限公司乃一家於香港註冊成立之公司，由陳建業先生全資擁有。因此，陳建業先生被視為於永安心有限公司所持有之股份中擁有權益。
2. 匯福長華資產管理有限公司乃一家於香港註冊成立之公司，由葉小行先生全資擁有。因此，葉小行先生被視為於匯福長華資產管理有限公司所持有之股份中擁有權益。

3. Solution Smart Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, is wholly owned by SW Venture Asia Limited. SW Venture Asia Limited, a company incorporated in the British Virgin Islands with limited liability, is wholly and beneficially owned by Mr. Yeung Shing Wai. Accordingly, Mr. Yeung Shing Wai and SW Venture Asia Limited are deemed to be interested in the Shares held by Solution Smart Holdings Limited under the SFO.

Save as disclosed above, as at 31 December 2018, the Company has not been notified of any other interests or short positions in the shares and underlying shares of the Company which had been recorded in the register required to be kept under Section 336 of the SFO.

MANAGEMENT CONTRACTS

Details of significant management contracts in relation to the Company's business are set out in note 36 to the consolidated financial statements.

Save as disclosed above, no other contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

MAJOR CUSTOMERS AND SUPPLIERS

The Group is an investment holding company. In the opinion of the directors, it is therefore of no value to disclose details of the Group's customers and suppliers.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Significant related party transactions entered by the Group during the year ended 31 December 2018 which also constitute connected transactions or continuing connected transactions under the Listing Rules, are disclosed in note 36(a) to the consolidated financial statements.

During the year, the above-mentioned connected transactions or continuing connected transactions are constituted exempted transactions under chapter 14A of the Listing Rules which are carried out and disclosed in compliance with the relevant requirement under Chapter 14A of the Listing Rules.

AUDIT COMMITTEE

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed risk management, internal controls and financial reporting matters including a review of the annual results for the year ended 31 December 2018.

3. Solution Smart Holdings Limited乃一家於英屬處女群島註冊成立之有限公司，由SW Venture Asia Limited全資擁有。SW Venture Asia Limited乃一家於英屬處女群島註冊成立之有限公司，由楊成偉先生全資實益擁有。因此，根據《證券及期貨條例》，楊成偉先生及SW Venture Asia Limited被視為於Solution Smart Holdings Limited所持有之股份中擁有權益。

除上文所披露者外，於二零一八年十二月三十一日，本公司概無接獲任何通知指有任何其他人士擁有須記錄於根據證券及期貨條例第336條所存置登記冊的本公司股份及相關股份的任何其他權益或淡倉。

管理合約

與本公司業務有關之重大管理合約之詳情載於綜合財務報表附註36。

除上文所披露者外，於年內並無訂立或存在任何其他有關本公司業務之整體或任何重要部分之管理及行政工作之合約。

主要客戶及供應商

本集團為一間投資控股公司，故此，董事認為毋須披露本集團客戶及供應商之詳情。

關連交易及持續關連交易

本集團於截至二零一八年十二月三十一日止年度所訂立而構成上市規則下之關連交易或持續關連交易之重大關聯方交易在綜合財務報表附註36(a)中披露。

於本年度內，上述關連交易或持續關連交易構成《上市規則》第十四A章所指之獲豁免交易，其已遵從《上市規則》第十四A章之有關規定進行及披露。

審核委員會

審核委員會已與管理層一同審閱本集團採用之會計原則及慣例，並曾就風險管理、內部監控及財務匯報等事宜進行討論，當中包括審閱截至二零一八年十二月三十一日止年度之全年業績。

REPORT OF THE DIRECTORS

董事會報告

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there is sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

AUDITOR

On 19 May 2015, BDO Limited resigned as auditor of the Company and Elite Partners CPA Limited ("Elite Partners") was appointed by the Directors to fill such casual vacancy.

Elite Partners, who acted as auditor of the Company for the financial years of 2015 and 2016, resigned and World Link CPA Limited was appointed as auditor of the Company on 6 January 2017.

The financial statements of the Group for the years ended 31 December 2016, 2017 and 2018 have been audited by World Link CPA Limited. A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint World Link CPA Limited as the auditor of the Company.

By order of the Board
Cocoon Holdings Limited
Wu Ming Gai
Chairman

Hong Kong, 28 March 2019

公眾持股量

根據本公司可供公開且董事亦知悉之資料計算，於本報告刊發日期，本公司均維持上市規則所規定不少於本公司已發行股份25%之足夠公眾持股量。

核數師

於二零一五年五月十九日，香港立信德豪會計師事務所有限公司辭任本公司核數師，開元信德會計師事務所有限公司（「開元信德」）獲董事委任以填補有關臨時空缺。

在二零一五及二零一六財政年度擔任本公司核數師之開元信德辭任，而華普天健(香港)會計師事務所有限公司於二零一七年一月六日獲委任為本公司核數師。

本集團截至二零一六年、二零一七年及二零一八年十二月三十一日止年度之財務報表由華普天健(香港)會計師事務所有限公司審核。在本公司應屆股東週年大會上將會提呈決議案，以續聘華普天健(香港)會計師事務所有限公司為本公司核數師。

承董事會命
中國天弓控股有限公司
主席
胡銘佳

香港，二零一九年三月二十八日

CORPORATE GOVERNANCE

Maintaining high standards of corporate governance in everything we do.

Sound corporate governance practices are crucial to the smooth, effective and transparent operation of a company and its ability to attract investment, protect rights of shareholders and stakeholders, and enhance shareholder value. The Company is committed to high standards of corporate governance with a view to being transparent, open and accountable to our shareholders.

The Company adopted all the code provisions in the Corporate Governance Code (the “Code”) contained in appendix 14 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited as its own code on corporate governance practices.

The Company had met the relevant code provisions set out in the Code during the year, except the deviation from code provision A.2.1 of the Code provides that the roles and responsibilities of chairman and chief executive officer should be separated and code provision A.5.1 that the composition of the nomination committee should be comprised a majority of independent non-executive directors. Details of such deviations are set out in the section “Chairman and Chief Executive Officer” and the sub-section “Composition” under the section of “Board of Directors” in this report.

企業管治

在本集團進行一切活動時均維持高水平的企業管治。

穩健的企業管治常規對公司的順暢、有效及具透明度的運作，以及其吸引投資、保障股東及持份者權利及提升股東價值的能力十分關鍵。本公司致力維持高水平的企業管治，以對其股東透明、公開及問責。

本公司已採納香港聯合交易所有限公司證券上市規則附錄十四所載的《企業管治守則》(「該守則」)內所有守則條文，作為其本身的企業管治常規守則。

於本年度內，本公司已遵守該守則所載的有關守則條文，惟偏離該守則之守則條文第A.2.1條(其規定主席與行政總裁的角色及責任應有區分)及守則條文A.5.1條(其規定提名委員會的組成須由獨立非執行董事佔大多數)除外。有關偏離詳情，載於本報告內「主席及行政總裁」一節及「董事會」一節項下的「組成」分節。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS

Composition

The Board of Directors of the Company (the “Board”) currently comprises two executive directors. Mr. Wu Ming Gai acts as Chairman of the Board and Ms. Chan Carman Wing Yan. The Company has three non-executive directors, Mr. Chen Albert, Mr. William Keith Jacobsen and Mr. Wong Chung Yan Sammy. The Company has three independent non-executive directors, Ms. Chan Man Yi, Ms. Leung Yin Ting and Mr. Jiang Qian, representing more than one-third of the Board. Ms. Leung Yin Ting has appropriate professional accounting experience and expertise.

All directors have distinguished themselves in their field of expertise, and have exhibited high standards of personal and professional ethics and integrity. The biographical details of each director are disclosed on pages 32 to 35 of this Annual Report.

Each independent non-executive director has pursuant to Rule 3.13 of the Listing Rules, confirmed that he/she is independent of the Company and the Company also considers that they are independent.

Following the retirement of Mr. Law Siu Hung Paul (“Mr. Law”) and Mr. Wong Ching Wan (“Mr. Wong”) as directors of the Company at the conclusion of the annual general meeting held on 28 June 2018, Mr. Law also retired as member of audit committee (“Audit Committee”) and nomination committee (“Nomination Committee”) of the Company and Mr. Wong also retired as the chairman and a member of Audit Committee and remuneration committee (“Remuneration Committee”) of the Company and a member of Nomination Committee.

Accordingly, the number of the INED fell short of the minimum number required under Rule 3.10(1) and Rule 3.10A of the Listing Rules and no INED had appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules. The required composition of the Audit Committee, Remuneration Committee and Nomination Committee of the Company did not meet the requirements under Rule 3.21 and Rule 3.25 of the Listing Rules and code provision A.5.1 of the Code respectively.

董事會

組成

本公司董事會(「董事會」)目前包括兩名執行董事：胡銘佳先生(擔任董事會主席)及陳詠欣女士。本公司共有三名非執行董事：陳雅博先生、葉偉其先生及黃中仁先生。本公司共有三名獨立非執行董事：陳敏儀女士、梁燕婷女士及蔣謙先生，佔董事會成員人數超過三分之一。梁燕婷女士具有適當專業會計經驗及專業知識。

全體董事在本身的專業範圍均為傑出人士，展現出高水準的個人及專業道德及品格。各董事的履歷在本年度報告第32至35頁披露。

每名獨立非執行董事，均已根據上市規則第3.13條確認其獨立於本公司，而本公司亦認為彼等確屬獨立人士。

於羅少雄先生(「羅先生」)及王青雲先生(「王先生」)於二零一八年六月二十八日舉行之股東週年大會結束時退任本公司董事後，羅先生亦已經退任本公司審核委員會(「審核委員會」)及提名委員會(「提名委員會」)之成員，而王先生亦已經退任本公司審核委員會及薪酬委員會(「薪酬委員會」)之主席及成員以及提名委員會之成員。

因此，獨立非執行董事人數低於上市規則第3.10(1)條及第3.10A條規定之最低數目，且並無獨立非執行董事具備上市規則第3.10(2)條規定之適當的專業資格或會計或相關的財務管理專長。審核委員會、薪酬委員會及提名委員會所需組成人數分別並未符合上市規則第3.21條及第3.25條以及該守則的守則條文第A.5.1條之規定。

On 21 August 2018, the Company has appointed Ms. Chan Man Yi, a member of Hong Kong Institute of Certified Public Accountants, as an INED, a member of Remuneration Committee and the chairman and a member of each of Nomination Committee and Audit Committee, and Mr. Wong Chung Yan Sammy was appointed as the chairman and a member of Remuneration Committee and a member of Nomination Committee. Accordingly, the Company has already complied with the Listing Rules and code provision as mentioned in the above paragraph since 21 August 2018, upon the aforesaid appointments of Ms. Chan Man Yi and Mr. Wong Chung Yan Sammy.

There is no relationship (including financial, business, family or other material relationship) between members of the Board.

Pursuant to the articles of association of the Company, the directors shall hold office subject to retirement by rotation at the annual general meeting of the Company at least once every three years and eligible for re-election.

The term of office of each of non-executive directors (including independent non-executive directors) is for a period of three years, subject to retirement by rotation.

Responsibilities of the Board and Management

The Board, headed by the Chairman, is responsible for providing high-level guidance and effective oversight of the management of the Company, formulation and approval of the Group's development and business strategies and policies, approval of annual budgets, financial results and business plans, recommendation of dividend, and supervision of management in accordance with the provisions set out in the Company's articles of association.

As the position of chief executive officer being vacant, currently the executive directors are responsible for day-to-day management of the Company's operations. They conduct regular meetings with the management of the subsidiaries of the Company, at which operational issues and financial performance are evaluated.

The Company views well-developed and timely reporting systems and internal controls are essential, and the Board plays a key role in the implementation and monitoring of internal controls and risk management.

於二零一八年八月二十一日，本公司委任陳敏儀女士(其為香港會計師公會會員)為獨立非執行董事、薪酬委員會之成員以及提名委員會及審核委員會各自之主席兼成員，而黃中仁先生已經獲委任為薪酬委員會之主席兼成員以及提名委員會之成員。因此，於上文所述委任陳敏儀女士及黃中仁先生後，本公司已經由二零一八年八月二十一日起符合上一段內所述之上市規則及守則條文。

董事會成員之間並不存有任何關係(包括財務、業務、家屬或其他重大的關係)。

根據本公司組織章程細則，董事須在本公司股東週年大會上輪值退任，至少每三年一次，屆時將符合資格膺選連任。

各非執行董事(包括獨立非執行董事)的委任為期三年，並須受輪值退任所規限。

董事會與管理層的責任

董事會由主席帶領，負責根據本公司組織章程細則內所載規定對本公司管理層提供高層次指導及有效監督，訂定及批准本集團的發展及業務策略及政策，批准週年預算、財務業績及業務計劃，建議股息，以及監督管理層。

由於行政總裁位置現正懸空，因此，目前由執行董事負責本公司經營的日常管理。彼等與本公司之附屬公司的管理層定期舉行會議，會上評估經營事宜及財務表現。

本公司視發展成熟及適時的報告制度及內部監控為必要，而董事會在實行及監察內部監控及風險管理方面扮演重要角色。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board has established procedure to enable directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expenses.

Matters specifically decided by the Board and those reserved for the management, such as daily management, administration and operation of the Company, etc. with respective level of authorities with regard to key corporate strategy, policy and contractual commitments, are reviewed by the Board. The management shall report back to the Board.

The articles of association of the Company contain description of responsibilities and operation procedures of the Board. The Board holds regular meeting and listens to the operating reports of the Company and makes policies. Significant operating policies of the Company have to be discussed and passed by the Board. Board meetings include regular meetings as defined in the Code and other meetings when necessary. The Board of Directors meets formally at least four times a year.

Besides regular and other meetings, the Board obtains adequate information through working meetings, presided by the Chairman in a timely manner, to monitor objectives and strategies of the management, financial conditions and operating results of the Company and provisions of significant agreements.

During 2018, the Board held four regular Board meetings at approximately quarterly interval and other Board meetings which were convened when deemed necessary. Due notice and Board papers of regular Board meetings were given to all directors prior to the meeting in accordance with the Company's articles of association and the Code. Details of individual attendance of directors at regular Board meetings in 2018 are set out below:

董事會已訂有程序，讓董事按合理要求，可在適當的情況下尋求獨立專業意見，費用由本公司支付。

董事會檢討特別保留予董事會決定的事項，例如本公司之日常管理、行政及運作等，以及授予管理層的職能之有關授權水平，當中考慮到主要企業策略、政策以及合約承諾。管理層須向董事會匯報。

本公司組織章程細則載有董事會責任及運作程序的描述。董事會定期舉行會議，聽取本公司的營運報告，並制定政策。本公司的重大經營政策須經董事會討論及通過。董事會會議包括定期會議（定義見該守則）及其他會議（如需要）。董事會每年正式召開至少四次會議。

除定期及其他會議外，董事會亦透過由主席適時主持的工作會議取得足夠資料，以監察管理層目標及策略、本公司財務狀況及經營業績，以及重大協議的條文。

於二零一八年，董事會曾舉行四次定期董事會會議，大約每季一次，以及於認為有需要時召開了其他董事會會議。定期董事會會議之適當通知及董事會文件已根據本公司組織章程細則及該守則在會議前送交全體董事。二零一八年之定期董事會會議的董事個別的出席詳情列載如下：

The change of Directors during the year and up to the date of this report and their attendance of the Board meetings in 2018:

董事於年內及直至本報告日期的變動以及彼等於二零一八年出席董事會會議的詳情：

No. of regular Board Meeting attended/
No. of regular Board Meeting held
出席定期董事會會議次數/
舉行定期董事會會議次數

Executive Directors

執行董事

Mr. Wu Ming Gai (appointed as the Chairman on 18 February 2019) 胡銘佳先生(於二零一九年二月十八日獲委任為主席)	4/4
Ms. Chan Carman Wing Yan (appointed on 25 February 2019) 陳詠欣女士(於二零一九年二月二十五日獲委任)	N/A 不適用
Mr. Chau Wai Hing (resigned as executive Director and Chairman on 18 February 2019) 周偉興先生(於二零一九年二月十八日辭任執行董事及主席)	4/4

Non-executive Directors

非執行董事

Mr. Mak Hing Keung Thomas (resigned on 26 November 2018) 麥興強先生(於二零一八年十一月二十六日辭任)	3/3
Mr. William Keith Jacobsen 葉偉其先生	3/4
Mr. Hui Man Ho Ivan (retired on 28 June 2018) 許文浩先生(於二零一八年六月二十八日退任)	1/2
Mr. Wong Chung Yan Sammy (appointed on 23 March 2018 and re-designated from independent non-executive Director on 14 December 2018) 黃中仁先生(於二零一八年三月二十三日獲委任為獨立非執行董事，並於二零一八年十二月十四日獲調任)	3/3
Mr. Chen Albert (appointed on 1 August 2018) 陳雅博先生(於二零一八年八月一日獲委任)	1/2

Independent Non-executive Directors

獨立非執行董事

Mr. Wong Ching Wan (retired on 28 June 2018) 王青雲先生(於二零一八年六月二十八日退任)	2/2
Mr. Law Siu Hung Paul (retired on 28 June 2018) 羅少雄先生(於二零一八年六月二十八日退任)	2/2
Mr. Sio Chan In Devin (resigned on 14 December 2018) 蕭震然先生(於二零一八年十二月十四日辭任)	3/3
Ms. Chan Man Yi (appointed on 21 August 2018) 陳敏儀女士(於二零一八年八月二十一日獲委任)	1/1
Ms. Leung Yin Ting (appointed on 14 December 2018) 梁燕婷女士(於二零一八年十二月十四日獲委任)	N/A 不適用
Mr. Jiang Qian (appointed on 14 December 2018) 蔣謙先生(於二零一八年十二月十四日獲委任)	N/A 不適用

CORPORATE GOVERNANCE REPORT

企業管治報告

Chairman and Chief Executive Officer

The role of the Chairman (assumed by an executive director, Mr. Wu Ming Gai, appointed as the Chairman on 18 February 2019 and Mr. Chau Wai Hing resigned on 18 February 2019) is separated from that of the chief executive officer. Such division of responsibilities allows a balance of power between the Board and the management of the Group, and ensures their independence and accountability.

The office of the chief executive officer of the Company was vacant since 26 May 2015. The executive directors of the Company will continue to oversee the day-to-day management of the business and operations of the Group until the appointment of a new chief executive officer.

The Chairman is the leader of the Board and he oversees the Board so that it acts in the best interests of the Group. The Chairman is responsible for deciding the agenda of each Board meeting, taking into account, where appropriate, matters proposed by other directors for inclusion in the agenda. The Chairman has overall responsibility for providing leadership, vision and direction in the development of the business of the Company. During the year, the Chairman had met the independent non-executive directors of the Company without the presence of the other executive directors and non-executive directors of the Company.

Currently, the executive directors are responsible for the day-to-day management of the business of the Group, attends to formulation and successful implementation of policies, and assumes full accountability to the Board for all operations of the Group. Working with the management team of subsidiaries of the Company, they ensure smooth operations and development of the Group. They maintain continuing dialogue with the Chairman and all directors to keep them fully informed of all major business developments and issues. They are also responsible for building and maintaining an effective management team to support them.

The Board considers that there are adequate balance of power and safeguards in place and will review and monitor this situation periodically and will ensure that present structure would not impair the balance of power of the Company.

主席及行政總裁

主席(由執行董事胡銘佳先生(於二零一九年二月十八日獲委任為主席)擔任，而周偉興先生於二零一九年二月十八日辭任)與行政總裁的角色互有區分。有關分工使董事會與本集團管理層權力平衡，並確保彼等的獨立性及問責。

自二零一五年五月二十六日以來，本公司行政總裁之職位一直懸空。在委任新行政總裁前，本公司之執行董事將繼續監督本集團業務及營運的日常管理。

主席為董事會領導人，其監督董事會，使其以本集團最佳利益行事。主席負責在考慮到(如適用)其他董事提出以包括在議程的事宜後，決定每次董事會會議議程。主席在領導、遠景及本公司業務發展方向各方面肩負整體責任。於本年度內，主席曾與本公司獨立非執行董事舉行沒有本公司其他執行董事及非執行董事出席的會議。

執行董事目前負責本集團業務的日常管理，處理政策的訂定及成功實行，並就本集團一切營運對董事會承擔全部問責責任。其與本公司附屬公司的管理團隊一起工作，確保本集團暢順的運作及發展。其維持與主席及全體董事對話，讓彼等清楚知道所有主要業務發展及事宜。其亦負責建立及維繫有效的管理團隊，以為其提供支持。

董事會認為已具備足夠的權力平衡及保障措施，董事會將會定期檢視及監察有關情況，並將會確保目前的結構不會損害本公司的權力平衡。

Responsibilities of Directors

In the course of discharging their duties, the directors act in good faith, with due diligence and care, and in the best interests of the Company and its shareholders. Their responsibilities include:

- Attending regular board meetings focusing on business strategy, operational issues and financial performance.
- Active participation on the boards of subsidiaries of the Company.
- Approval of annual budgets for each operating company covering strategy, financial and business performance, key risks and opportunities.
- Monitoring the quality, timeliness, relevance and reliability of internal and external reporting.
- Monitoring and managing potential conflicts of interest of management, Board members and shareholders, including misuse of corporate assets and abuse in related party transaction.
- Ensuring processes are in place to maintain the overall integrity of the Company, including financial statements, relationships with other stakeholders, and compliance with all laws and ethics.

To enable the Company's directors to meet their obligations, an appropriate organisational structure is in place with clearly defined responsibilities and limits of authority.

Board Committees

A number of Board Committees, including Audit Committee, Investment Committee, Nomination Committee and Remuneration Committee, have been established by the Board of Directors to strengthen its functions and to enhance its expertise. These committees have been formed with specific written terms of reference which deal clearly with the committees' authority and duties.

董事責任

在履行職責的過程中，董事真誠地、盡了應盡的努力及謹慎，及以本公司及其股東的最佳利益行事。其責任包括：

- 出席定期董事會會議，專注於業務策略、營運事宜及財務表現。
- 積極參與本公司附屬公司的董事會。
- 為每家經營公司審批週年預算，涵蓋策略、財務及業務表現，主要風險及機會。
- 監察內部及外部報告的素質、適時性、相關性及可靠性。
- 監察及管理管理層、董事會成員與股東之間可能出現的利益衝突，包括誤用企業資產及濫用關聯方交易。
- 確保訂有程序維持本公司的整體行事持正，包括財務報表，與其他持份者關係，以及遵守所有法律及操守規定。

為讓本公司董事可履行其義務，現已有合適的組織架構，清楚界定責任及權限。

董事會委員會

董事會已設立多個董事會委員會，包括審核委員會、投資委員會、提名委員會及薪酬委員會，以加強其職能及提升其專業能力。設立該等委員會，其特定成文權責範圍清楚說明委員會的權限及職責。

CORPORATE GOVERNANCE REPORT

企業管治報告

Investment Committee

The Board has established an Investment Committee, as at the date of this report, the Investment Committee comprising one executive director, namely Ms. Chan Carman Wing Yan (Chairman) and one non-executive director, namely Mr. William Keith Jacobsen.

The terms of reference of the Investment Committee have been approved and adopted by the Board.

The Investment Committee considers, evaluates, reviews and recommends to the Board the proposed major investments, acquisitions and disposals, conducts post-investment evaluation with investment manager of the investment projects, reviews and considers the overall strategic direction and business developments of the Company.

Remuneration Committee

The Board has established a Remuneration Committee, as at the date of this report, the Remuneration Committee comprising, one non-executive director, namely Mr. Wong Chung Yan Sammy and three independent non-executive directors, namely Mr. Jiang Qian (Chairman), Ms. Chan Man Yi and Ms. Leung Yin Ting.

The terms of reference of the Remuneration Committee have been reviewed with reference to the Code which is available on the Company's website.

The Remuneration Committee's responsibilities are to review and consider Company's policy for remuneration of directors and employees, to determine remuneration packages of individual executive directors and employees including benefits in kind, pension rights (under code provision B.1.2(c)(i) was adopted) and compensation payments, and to recommend to the Board of Directors on remuneration of independent non-executive directors.

Set out below is the summary of work of the Remuneration Committee done in 2018:

- reviewed the remuneration policy for 2018/2019;
- determined the remuneration of executive directors and employees; and
- reviewed and made recommendation of the fee of the non-executive directors (including independent non-executive directors).

投資委員會

董事會已成立投資委員會，於本報告日期，投資委員會由一名執行董事陳詠欣女士(主席)以及一名非執行董事葉偉其先生組成。

投資委員會的權責範圍已獲得董事會批准及採納。

投資委員會考慮、評估、檢討及向董事會推薦建議主要投資、收購及出售事項，與投資經理對投資項目進行投資後評估，並檢討及考慮本公司的整體策略方向及業務發展。

薪酬委員會

董事會已成立薪酬委員會，於本報告日期，薪酬委員會由一名非執行董事黃中仁先生以及三名獨立非執行董事蔣謙先生(主席)、陳敏儀女士及梁燕婷女士組成。

薪酬委員會的權責範圍已參考該守則進行檢討，其載於本公司網站。

薪酬委員會的責任為檢討及考慮本公司有關董事及僱員薪酬的政策，決定個別執行董事及僱員的薪酬組合(包括實物利益、退休金權利(採納守則條文B.1.2(c)(i))及補償付款)，以及向董事會建議獨立非執行董事的薪酬。

以下列載薪酬委員會於二零一八年工作的概要：

- 檢討二零一八/二零一九年度的薪酬政策；
- 釐定執行董事及僱員的薪酬；及
- 檢討非執行董事(包括獨立非執行董事)的袍金及提出建議。

The remuneration of the members of the senior management (including all executive directors of the Company) by band for the year ended 31 December 2018 is set out below:

於截至二零一八年十二月三十一日止年度內，高級管理層成員(包括本公司全體執行董事)之薪酬等級載列如下：

Remuneration bands (HK\$) 薪酬等級(港元)	Number of person(s) 人數
0 to 1,000,000 0至1,000,000	2

Further particulars regarding all Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in note 15 to the consolidated financial statements on pages 133 to 136.

此外，有關各董事之薪酬及五名最高薪人士之詳情(根據《上市規則》附錄十六須予披露者)，載於第133至136頁之綜合財務報表附註15內。

The Remuneration Committee held four meetings during 2018. Details of individual attendance of its members are set out in the table below:

於二零一八年，薪酬委員會曾舉行四次會議。其成員的個別出席詳情載於下表：

The change of members of the Remuneration Committee during the year and up to the date of this report and their attendance of the Remuneration Committee meetings in 2018:

薪酬委員會於年內及直至本報告日期的成員變動以及彼等於二零一八年出席薪酬委員會會議的詳情：

Names 姓名	No. of meeting attended/ No. of meeting held 出席會議次數/ 舉行會議次數
Mr. Jiang Qian (<i>Chairman</i>) (appointed on 14 December 2018) 蔣謙先生(主席)(於二零一八年十二月十四日獲委任)	N/A 不適用
Mr. Wong Chung Yan Sammy (appointed on 21 August 2018) 黃中仁先生(於二零一八年八月二十一日獲委任)	1/1
Ms. Chan Man Yi (appointed on 21 August 2018) 陳敏儀女士(於二零一八年八月二十一日獲委任)	1/1
Ms. Leung Yin Ting (appointed on 14 December 2018) 梁燕婷女士(於二零一八年十二月十四日獲委任)	N/A 不適用
Mr. Sio Chan In Devin (resigned on 14 December 2018) 蕭震然先生(於二零一八年十二月十四日辭任)	3/3
Mr. Wong Ching Wan (retired on 28 June 2018) 王青雲先生(於二零一八年六月二十八日退任)	1/1
Mr. Mak Hing Keung Thomas (resigned on 26 November 2018) 麥興強先生(於二零一八年十一月二十六日辭任)	3/3

CORPORATE GOVERNANCE REPORT

企業管治報告

Audit Committee

As at the date of this report, the Company's Audit Committee is composed of one non-executive director, namely Mr. Wong Chung Yan Sammy, two independent non-executive directors, namely, Ms. Chan Man Yi (Chairman) and Ms. Leung Yin Ting. It reports directly to the Board of Directors and reviews matters within the scope of audit, such as financial statements and internal controls, to protect the interests of the Company's shareholders.

The Audit Committee meets regularly with the Company's external auditor, at least twice a year, to discuss audit process and accounting issues, and reviews effectiveness of internal controls and risk evaluation. Written terms of reference, which describes the authority and duties of the Audit Committee are regularly reviewed and updated by the Board. The terms of reference is available on the Company's website.

Details of non-compliance with rule 3.21 are set out in the sub-section of "Composition" under the section of "Board of Directors" in this report.

Set out below is the summary of work done in 2018:

- review of the consolidated and condensed financial statements for the year ended 31 December 2017 and for the six months ended 30 June 2018 respectively;
- review of effectiveness of the risk management and internal control systems;
- review of internal audit function;
- review of continuing connected transactions and annual caps;
- review of implementation of policy for employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters;
- review of independent auditor's report and management letter (if any); and
- consideration and approval of 2018 audit fees and audit work, review of engagement letter and make recommendation to the Board on the appointment, re-appointment and resignation of auditor.

審核委員會

於本報告日期，本公司審核委員會成員包括一名非執行董事黃中仁先生以及兩名獨立非執行董事陳敏儀女士(主席)及梁燕婷女士組成。其直接向董事會匯報，並檢討審核範圍以內的事宜，例如財務報表及內部監控，以保障本公司股東的權益。

審核委員會與本公司外聘核數師定期舉行會議，至少每年兩次，以討論審核程序及會計事宜，並檢討內部監控及風險評估是否有效。其成文權責範圍描述審核委員會的權限及職責，並由董事會定期檢討及更新。權責範圍載於本公司網站。

未有遵守第3.21條的詳情載於本報告「董事會」一節下「組成」分節。

以下列載於二零一八年的工作概要：

- 分別審閱截至二零一七年十二月三十一日止年度以及截至二零一八年六月三十日止六個月的綜合及簡明財務報表；
- 檢討風險管理及內部監控系統是否有效；
- 檢討內部審核功能；
- 覆核持續關連交易及年度上限；
- 檢討本公司僱員可就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注的政策的情況；
- 審閱獨立核數師報告及管理建議書(如有)；及
- 考慮及批准二零一八年核數費用及審核工作、審閱委聘函，以及就核數師的委任、重新委任及辭任向董事會提供建議。

As at 31 December 2018, the arrangement for employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters was in place. No reporting has been received by Audit Committee during the year.

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

The change of members of the Audit Committee during the year and up to the date of this report and their attendance of Audit Committee meetings in 2018:

Names 姓名	No. of meeting attended/ No. of meeting held 出席會議次數/ 舉行會議次數
Ms. Chan Man Yi (<i>Chairman</i>) (appointed on 21 August 2018) 陳敏儀女士(主席)(於二零一八年八月二十一日獲委任)	2/2
Mr. Wong Chung Yan Sammy (appointed on 26 November 2018) 黃中仁先生(於二零一八年十一月二十六日獲委任)	1/1
Ms. Leung Yin Ting (appointed on 14 December 2018) 梁燕婷女士(於二零一八年十二月十四日獲委任)	N/A 不適用
Mr. Wong Ching Wan (retired on 28 June 2018) 王青雲先生(於二零一八年六月二十八日退任)	1/1
Mr. Law Siu Hung Paul (retired on 28 June 2018) 羅少雄先生(於二零一八年六月二十八日退任)	1/1
Mr. Sio Chan In Devin (resigned on 14 December 2018) 蕭震然先生(於二零一八年十二月十四日辭任)	2/2
Mr. Mak Hing Keung Thomas (resigned on 26 November 2018) 麥興強先生(於二零一八年十一月二十六日辭任)	2/2

於二零一八年十二月三十一日已訂有關於本公司僱員可就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注的安排。於本年度內，審核委員會並無收到任何有關舉報。

年內，審核委員會曾舉行三次會議。其成員的個別出席詳情載於下表：

審核委員會於年內及直至本報告日期的成員變動以及彼等於二零一八年出席審核委員會會議的詳情：

CORPORATE GOVERNANCE REPORT

企業管治報告

Nomination Committee

The Board has established a nomination committee on 1 April 2012 which currently comprises one non-executive director, Mr. Wong Chung Yan Sammy, two independent non-executive directors, Ms. Chan Man Yi (Chairman) and Mr. Jiang Qian.

The terms of reference of the Nomination Committee have been reviewed with reference to the Code which is available on the Company's website.

The Nomination Committee's responsibilities are to review and consider the structure, size and composition of the Board regularly and make recommendation on any proposed changes to the Board to complement the Company's corporate strategy. Its duties include making recommendation to the Board on the selection of individuals nominated for directorships, the appointment or re- appointment of Directors and succession planning for Directors and assessing the independence of independent non-executive Directors. The Nomination Committee is provided with sufficient resources to perform its duties.

Set out below is the summary of work of the Nomination Committee done in 2018:

- made recommendation to the Board on matters relating to, inter alia, nomination of candidates to the Board and re-election of retiring Directors;
- reviewed the board diversity policy;
- reviewed the terms of reference of the Nomination Committee;
- conducted an annual review of the independence of the independent non-executive directors; and
- reviewed the Board composition and structure.

According to the articles of association of the Company, the Board has the power from time to time and at any time to appoint any person as a director either to fill a casual vacancy or as an addition to the Board.

提名委員會

董事會已於二零一二年四月一日成立提名委員會，目前由一名非執行董事黃中仁先生以及兩名獨立非執行董事陳敏儀女士(主席)及蔣謙先生組成。

提名委員會的權責範圍已參考該守則進行檢討，其載於本公司網站。

提名委員會的責任為定期檢討及考慮董事會的架構、人數及組成，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議。其職責包括挑選提名有關人士出任董事而就此向董事會提供意見；就董事委任或重新委任以及董事繼任計劃向董事會提出建議；及評核獨立非執行董事的獨立性。本公司向提名委員會提供充足資源以履行其職責。

以下列載提名委員會於二零一八年工作的概要：

- 就(其中包括)董事會人選提名及退任董事重選向董事會提出建議；
- 檢討董事會多元化政策；
- 審閱提名委員會的權責範圍；
- 就獨立非執行董事的獨立性進行週年覆核；及
- 檢討董事會的組成及架構。

根據本公司組織章程細則，董事會有權在任何時間並不時委任任何人出任董事，以填補某臨時空缺或增加現有董事的名額。

The Nomination Committee also nominated and the Board recommended Mr. Wu Ming Gai, Mr. Wong Chung Yan Sammy and Mr. William Keith Jacobsen to retire by rotation and, being eligible, to offer themselves for re-election by shareholders of the Company at the forthcoming 2019 annual general meeting. Mr. Chen Albert, Ms. Chan Man Yi, Ms. Leung Yin Ting, Mr. Jiang Qian and Ms. Chan Carman Wing Yan, the newly appointed directors, will retire and being eligible, offer themselves for re-election at the forthcoming 2019 annual general meeting.

In considering the appointment of Mr. Chen Albert, Ms. Chan Man Yi, Ms. Leung Yin Ting, Mr. Jiang Qian and Ms. Chan Carman Wing Yan as new directors during the year of 2018 and first quarter of 2019, the Nomination Committee assessed the relevant candidates on criteria such as integrity, independent mindedness, experience, skill and ability to commit time and effort to carry out their duties and responsibilities effectively etc., and made recommendation to the Board for approval. The Board would consider the Nomination Committee's recommendations and approved the appointments.

NOMINATION POLICY

The secretary of the Company shall call a meeting of the Nomination Committee, and invite nominations of candidates from the Director(s) for consideration by the Nomination Committee. The Nomination Committee may also put forward candidates who are not nominated by the Director(s). The factors which would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate for director include, inter alia, reputation for integrity, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, willingness to devote adequate time to discharge duties as the Director, diversity of the Board, and such other perspectives appropriate to the Company's business. The Nomination Committee shall make recommendations for the Board's consideration and approval.

The Nomination Committee held three meetings during the year. Details of individual attendance of its members are set out in the table below:

提名委員會亦提名(而董事會已推薦)胡銘佳先生、黃中仁先生及葉偉其先生於來屆股東週年大會上輪值告退。所有上述董事均符合資格，並願意在來屆二零一九年股東週年大會上由本公司股東重選。新委任之董事陳雅博先生、陳敏儀女士、梁燕婷女士、蔣謙先生及陳詠欣女士將會在來屆二零一九年股東週年大會上退任，彼等均符合資格，並願意在大會上膺選連任。

在考慮委任陳雅博先生、陳敏儀女士、梁燕婷女士、蔣謙先生及陳詠欣女士擔任二零一八年全年及二零一九年第一季度的新董事時，提名委員會根據誠信、獨立思考、經驗、技能、能否投入時間及精力有效履行其職責及責任等準則評估有關人選，向董事提出建議，以供其批准。董事會會考慮提名委員會的建議並批准有關委任。

提名政策

本公司秘書須召開提名委員會會議，並邀請董事提名人選，以供提名委員會考慮。提名委員會亦可提名並非由董事提名的人選。提名委員會於評估建議董事人選的適合性時，用作參考的因素包括(除其他因素外)誠信聲譽、專業資格、技能、與本公司業務及公司策略相關的知識及經驗、願意投入充足時間履行董事的職責、董事會成員多元化以及對本公司業務而言屬適當的其他因素。提名委員會須作出建議供董事會考慮及批准。

年內，提名委員會曾舉行三次會議。其成員的個別出席詳情載於下表：

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The change of members of the Nomination Committee during the year and up to the date of this report and their attendance of Nomination Committee meetings in 2018:

提名委員會於年內及直至本報告日期的成員變動以及彼等於二零一八年出席提名委員會會議的詳情：

Names 姓名	No. of meeting attended/ No. of meeting held 出席會議次數/ 舉行會議次數
Ms. Chan Man Yi (<i>Chairman</i>) (appointed on 21 August 2018) 陳敏儀女士(主席)(於二零一八年八月二十一日獲委任)	2/2
Mr. Wong Chung Yan Sammy (appointed on 21 August 2018) 黃中仁先生(於二零一八年八月二十一日獲委任)	1/2
Mr. Jiang Qian (appointed on 14 December 2018) 蔣謙先生(於二零一八年十二月十四日獲委任)	N/A 不適用
Mr. Chau Wai Hing (resigned on 14 December 2018) 周偉興先生(於二零一八年十二月十四日辭任)	3/3
Mr. Law Siu Hung Paul (retired on 28 June 2018) 羅少雄先生(於二零一八年六月二十八日退任)	1/1
Mr. Wong Ching Wan (retired on 28 June 2018) 王青雲先生(於二零一八年六月二十八日退任)	1/1

Board Diversity Policy

The Company has formulated the board diversity policy in August 2013 aiming at setting out the approach on diversity of the Board of the Company.

The Board recognises the importance of having a diverse Board in enhancing the board effectiveness and corporate governance. A diverse Board will include and make good use of differences in the skills, industry knowledge and experience, education, background and other qualities, etc. of Directors and does not discriminate on the ground of race, age, gender or religious belief. These differences will be taken into account in determining the optimum composition of the Board and when possible should be balanced appropriately.

The Nomination Committee has responsibility for identifying and nominating for approval by the Board, candidates for appointment to the Board. It takes responsibility in assessing the appropriate mix of experience, expertise, skills and diversity required on the Board and assessing the extent to which the required skills are represented on the Board and reviewing effectiveness of the Board.

董事會成員多元化政策

本公司已經於二零一三年八月制訂董事會成員多元化政策，以載列本公司董事會成員多元化之取向。

董事會理解到董事會成員多元化對提升董事會效能及企業管治的重要性。董事會成員多元化包括董事有不同的技能、行業知識及經驗、教育、背景及其他特質等，並加以運用，而不會基於種族、年齡、性別或宗教信仰作出歧視。在決定董事會的最佳組成時會考慮這些差異，如果可能，亦會在這些差異之間作出適當平衡。

提名委員會負責物色可委任加入董事會的人士，並提名有關人士供董事會批准。其負責評估董事會所需經驗、專長、技能及多元化方面合適的組合，評估董事會具備所需技能的情況，以及檢討董事會的效能。

The Nomination Committee is also responsible for reviewing and reporting to the Board in relation to Board diversity.

Board appointments will be based on merit and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates to join the Board will be, in part, dependent on the pool of candidates with the necessary knowledge, experience, skills, educational background and other qualities. The final decision will be based on merit and contribution the chosen candidate will bring to the Board.

The Board considers that Board diversity, including gender diversity, is a vital asset to the business.

At present, the Nomination Committee has not set any measurable objectives to implement the board diversity policy. However, it will consider and review the board diversity policy and setting of any measurable objectives from time to time.

Directors' Induction and Training

On appointment to the Board, each newly appointed director receives a comprehensive induction package covering business operations, policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a director to ensure that he/she is sufficiently aware of his/her responsibilities under the Listing Rules and other relevant regulatory requirements.

Director's training is an ongoing process. During the year, directors received from the Company updates on changes and development to the legislative and regulatory environments in which the Company operates. Directors participated in continuous professional development such as attending seminars to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. The Company had received record of the trainings from each director relating to development and refreshment of their knowledge and skills.

提名委員會亦負責就董事會成員多元化進行檢討及向董事會匯報。

在妥為考慮到董事會成員多元化的好處後，董事會委任乃用人唯才，有關人選會根據客觀準則考慮。

挑選人選加入董事會部分須視乎是否有具備所需知識、經驗、技能、教育背景及其他特質的人選而定。最終決定會以各人選的可取之處以及所選人選將為董事會帶來之貢獻為基礎。

董事會認為，董事會成員多元化(包括性別多元化)是本業務的重要資產。

目前，提名委員會尚未為董事會成員多元化政策而訂立任何可計量目標。然而，其將不時考慮及檢討董事會成員多元化政策及任何可計量目標之訂立。

董事就任須知及培訓

在受委任加入董事會時，每名新委任的董事均獲得全面的就任須知套裝，涵蓋本公司之業務運作、政策及程序，以及作為董事之一般、法定及監管責任，以確保董事充分知悉本身在《上市規則》及其他有關監管規定下的職責。

董事培訓乃持續過程。於本年度內，董事獲本公司提供有關本公司經營業務所在之立法及監管環境的變動及發展的更新資料。董事參與持續專業發展，如參加研討會以發展並提升其知識與技能，確保其具備充分知識以對董事會作出恰當的貢獻。本公司已經收到各董事有關發展及更新其知識及技能之培訓記錄。

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Directors	Reading regulatory updates	Attending expert briefings/ seminars/conferences relevant to the business or	Directors' duties 出席有關業務或 董事職責之 專家簡介會/ 研討會/會議
董事	閱讀監管更新資料		
Executive Directors			
執行董事			
Mr. Chau Wai Hing (resigned on 18 February 2019) 周偉興先生(於二零一九年二月十八日辭任)	✓		✓
Mr. Wu Ming Gai 胡銘佳先生	✓		✓
Ms. Chan Carman Wing Yan (appointed on 25 February 2019) 陳詠欣女士(於二零一九年二月二十五日獲委任)	N/A 不適用		N/A 不適用
Non-executive Directors			
非執行董事			
Mr. Wong Chung Yan Sammy (appointed on 23 March 2018 and re-designed from independent non-executive director on 14 December 2018)	✓		✓
黃中仁先生(於二零一八年三月二十三日獲委任為獨立非執行 董事並於二零一八年十二月十四日獲調任)			
Mr. Mak Hing Keung Thomas (resigned on 26 November 2018) 麥興強先生(於二零一八年十一月二十六日辭任)	✓		✓
Mr. William Keith Jacobsen 葉偉其先生	✓		✓
Mr. Hui Man Ho Ivan (retired on 28 June 2018) 許文浩先生(於二零一八年六月二十八日退任)	✓		✓
Mr. Chen Albert (appointed on 1 August 2018) 陳雅博先生(於二零一八年八月一日獲委任)	✓		✓
Independent Non-Executive Directors			
獨立非執行董事			
Mr. Law Siu Hung Paul (retired on 28 June 2018) 羅少雄先生(於二零一八年六月二十八日退任)	✓		✓
Mr. Wong Ching Wan (retired on 28 June 2018) 王青雲先生(於二零一八年六月二十八日退任)	✓		✓
Mr. Sio Chan In Devin (resigned on 14 December 2018) 蕭震然先生(於二零一八年十二月十四日辭任)	✓		✓
Ms. Chan Man Yi (appointed on 21 August 2018) 陳敏儀女士(於二零一八年八月二十一日獲委任)	✓		✓
Ms. Leung Yin Ting (appointed on 14 December 2018) 梁燕婷女士(於二零一八年十二月十四日獲委任)	✓		✓
Mr. Jiang Qian (appointed on 14 December 2018) 蔣謙先生(於二零一八年十二月十四日獲委任)	✓		✓

Corporate Governance Functions

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

- to develop and review the Company's policy and practices on corporate governance; and
- to review and monitor the training and continuous professional development of Directors, the Company's policies and practices on compliance with legal and regulatory requirements, the code of conduct and compliance manual applicable to employees and Directors and the Company's compliance with the Code.

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

- review of the policy and practices adopted by the Company and training for Directors, etc.
- review of usage of annual caps on the continuing connected transactions of the Group
- review of compliance with the Code and disclosure of Corporate Governance Report
- review of the effectiveness of the risk management and internal control systems of the Company

COMPANY SECRETARY

The company secretary is appointed a representative from an external secretarial services provider as the company secretary of the Company. The primary contact person of the Company with the company secretary is Mr. Wu Ming Gai, the executive Director. The role of the company secretary is to ensure effective information flows and communication among Directors, as well as between shareholders and management of the Company. The company secretary is also responsible for advising the Board on governance matters. All Directors have access to the advice and services of the company secretary. During the Year, the company secretary has taken no less than 15 hours of relevant professional trainings to update his skills and knowledge.

企業管治職能

董事會負責履行該守則所規定之企業管治職能。董事會有關企業管治之主要角色及職能如下：

- 制定及檢討本公司的企業管治政策及常規；及
- 檢討及監察董事的培訓及持續專業發展；本公司在遵守法律及監管規定方面的政策及常規；僱員及董事的操守準則及合規手冊；及本公司遵守該守則的情況。

於二零一八年，董事會已考慮以下企業管治事宜：

- 檢討本公司所採納之政策及常規以及董事培訓等
- 檢討本集團持續關連交易運用年度上限之情況
- 檢討遵守該守則的情況及在《企業管治報告》內的披露
- 檢討本公司風險管理及內部監控制度的效能

公司秘書

本公司之公司秘書由自外部秘書服務供應商委聘的代表出任。本公司與公司秘書的主要聯絡人為執行董事胡銘佳先生。公司秘書的職責為確保董事間以及股東與本公司管理層之間有效的信息傳遞及溝通。公司秘書亦負責就管治事項向董事會提出建議。全體董事均可獲得公司秘書的建議及服務。於年內，公司秘書已接受不少於15個小時的相關專業培訓，提升其技術及知識。

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MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by the directors. Having made specific enquiry of all directors, the Company confirmed that in respect of the year ended 31 December 2018, all directors have complied with the required standard set out in the Model Code.

The Company has also established written guidelines regarding securities transactions on no less exacting terms of the Model Code for specific individual who may have access to inside information in relation to the securities of the Company.

EXTERNAL AUDITOR

On 19 May 2015, BDO Limited resigned as auditor of the Company and Elite Partners CPA Limited (“Elite Partners”) was appointed by the Directors to fill the casual vacancy so arising. On 6 January 2017, Elite Partners resigned as auditor of the Company and World Link CPA Limited, Certified Public Accountants (“World Link”) was appointed by the Directors to fill the casual vacancy so arising.

Save as disclosed above, there has been no other change in auditor of the Company in any of the preceding three years.

The Audit Committee reviews engagement letter and report from the external auditor of the Company, World Link, confirms their independence, approves their appointment, discusses the scope of their audit, approves their fees, and the scope and appropriate fees for any non-audit services requested to be provided by them.

World Link provided annual audit services in respect of the Company’s consolidated financial statements prepared under International Financial Reporting Standards for the year ended 31 December 2018. The consolidated financial statements are prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance and the Listing Rules.

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載之《標準守則》，作為董事進行證券交易之操守指引。經向所有董事作出特定查詢後，本公司確認，於截至二零一八年十二月三十一日止年度內，所有董事均已經符合《標準守則》所載的規定標準。

本公司亦已就可能接觸到有關本公司證券的內幕消息的特定個人訂立有關證券交易的書面指引，其條款不比《標準守則》所訂標準為低。

外聘核數師

於二零一五年五月十九日，香港立信德豪會計師事務所有限公司辭任本公司核數師，開元信德會計師事務所有限公司（「開元信德」）獲董事委任以填補因此產生之臨時空缺。於二零一七年一月六日，開元信德辭任本公司核數師，華普天健（香港）會計師事務所有限公司（「華普天健」）獲董事委任以填補因此產生之臨時空缺。

於過去三年內，除上文所披露者外，本公司核數師並無任何其他變動。

審核委員會審閱委任函及由本公司的外聘核數師華普天健所發出的報告，確定其獨立性，批准其委任，討論其審核範圍，批准其費用，以及要求彼等提供的任何非核數服務的範圍及合適費用。

華普天健就本公司根據國際財務報告準則編製的截至二零一八年十二月三十一日止年度綜合財務報表提供週年審核服務。綜合財務報表亦根據香港《公司條例》及《上市規則》的披露規定而編製。

During the year, remuneration paid to the Company's auditors, World Link and other World Link network firms, is as follows:

Services rendered:	HK\$
Audit services	295,000
Non-audit services	
— Review of interim financial information	60,000
— Risk assessment and internal control review	100,000
— Services in relation to the environmental, social and governance reporting	50,000
— Taxation services	5,000

於本年度內，支付予本公司核數師華普天健及其他華普天健網絡內的事務所之酬金如下：

所提供服務：	港元
核數服務	295,000
非核數服務	
— 審閱中期財務資料	60,000
— 風險評估及內部監控檢討	100,000
— 有關環境、社會及管治報告之服務	50,000
— 稅務服務	5,000

RISK MANAGEMENT AND INTERNAL CONTROL

It is the responsibility of the Board to ensure that the Company maintains sound and effective risk management and internal control systems to safeguard the Shareholders' investment and the Group's assets at all times. The Company has adopted a series of risk management and internal control policies and procedures designed to provide reasonable assurance for achieving objectives including effective and efficient operations, reliable financial reporting and compliance with applicable laws and regulations.

Details of the Risk Management and Internal Control Systems are set out in the section headed "Risk Management and Internal Control Systems" of the "Management Discussion and Analysis" on page 12 to 13 of this annual report.

The Group has not established an internal audit, but has engaged an external professional consultant to perform the work of internal audit function and during the year, the external professional consultant had reviewed and assessed the Group's risk management and internal control systems and reported to the Audit Committee. The review covered several parts of the systems including risk management, and operational, financial and compliance controls.

The Board, and through the Audit Committee, has conducted a review of the effectiveness of the Group's risk management and internal control systems for the year ended 31 December 2018 covering all material financial, operational and compliance functions, is of the view that the effectiveness of the risk management and internal control systems of the Group are considered as effective and adequate. Such review also included consideration of the adequacy of resources, staff qualifications and experience and training programmes and budget of the Company's accounting, internal audit (if any) and financial reporting functions.

風險管理及內部監控

董事會有責任確保本公司維持健全及有效的風險管理及內部監控系統，以時刻保障股東的投資及本集團的資產。本公司已經採納一系列風險管理及內部監控政策及程序，其設計乃為就達成有關有效及有效率的運作、可靠的財務報告及遵從適用的法律及規例等目標提供合理保證。

風險管理及內部監控系統之詳情載於本年報第12至13頁「管理層討論及分析」內「風險管理及內部監控系統」一節。

本集團並未成立內部審核，但委聘外部專業顧問履行內部審核功能的工作，在本年度內，外部專業顧問已檢討及評估本集團的風險管理及內部監控系統，並向審核委員會報告。檢討涵蓋系統的幾個部分，包括風險管理以及運作監控、財務監控及合規監控。

於截至二零一八年十二月三十一日止年度內，董事會本身及透過審核委員會已檢討本集團的風險管理及內部監控系統是否有效，其涵蓋所有重大財務、運作及合規職能，並且認為，本集團的風險管理及內部監控系統為有效及足夠。該檢討亦包括考慮資源、員工資歷及經驗是否足夠，以及考慮員工所接受有關本公司在會計、內部審核(如有)及財務匯報職能方面的培訓課程及有關預算。

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DISSEMINATION OF INSIDE INFORMATION

The Company is committed to a consistent practice of timely, accurate and sufficiently detailed disclosure of material information about the Group. The Company has adopted a Policy on Disclosure of Inside Information which sets out the obligations, guidelines and procedures for handling and dissemination of inside information. With these guidelines and procedures, the Group has management controls in place to ensure that potential inside information can be promptly identified, assessed and escalated for the attention of the Board to decide about the need for disclosure.

GOING CONCERN

The Directors, having made appropriate enquiries, consider that the Company has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the consolidated financial statements.

SHAREHOLDER COMMUNICATION

The objective of shareholder communication is to provide our shareholders with detailed information about the Company so that they can exercise their rights as shareholders in an informed manner. The Company has adopted a shareholders' communication policy.

The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives. These include annual general meeting, annual report, interim report, various notices, announcements and circulars.

At the annual general meeting held on 28 June 2018 ("2018 AGM"), a separate resolution was proposed by the Chairman in respect of each separate issue, including re-election of retiring Directors. The Chairman of the Board and the Chairmen and members of Audit Committee, Nomination Committee, and Remuneration Committee and representatives of World Link attended the 2018 AGM to answer questions of shareholders. Procedure for conducting a poll were explained by the Chairman at the 2018 AGM.

At an extraordinary general meeting held on 28 June 2018 (the "2018 EGM"), a resolution was proposed by the chairman in respect of the change of the English name of the Company from "Huge China Holdings Limited" to "Cocoon Holdings Limited" and the change of the dual foreign name in Chinese of the Company from "匯嘉中國控股有限公司" to "中國天弓控股有限公司" and to authorise the Board or a committee thereof to do all such acts as they consider necessary to give effect to the change of Company names and to attend to necessary registration and/or filing. Certain directors attended the meeting and answered the question of the Shareholders.

發佈內幕消息

本公司致力貫徹及時、準確及充足地詳細披露本集團之重大消息。本公司已採納內幕消息披露政策，當中載有處理及發佈內幕消息之責任、指引及程序。在該等指引及程序之基礎下，本集團已設有管理監控，確保可即時識別、評估及上報潛在內幕消息以供董事會決定是否需要作出披露。

持續經營

董事經作出適當查詢後認為，本公司擁有足夠資源在可見將來繼續經營，因此，在編製綜合財務報表時採納持續經營基準實屬合適。

與股東的溝通

與股東的溝通旨在向本公司股東提供有關本公司的詳細資料，使彼等能在知情情況下行使彼等身為股東的權利。本公司已經採納了股東通訊政策。

本公司使用多種溝通工具，以確保其股東得悉主要業務活動的最新資料。其包括股東週年大會、年度報告、中期報告、各項通告、公告及通函。

在二零一八年六月二十八日舉行之股東週年大會（「二零一八年股東週年大會」）上，主席就每項獨立的事宜（包括重選退任董事）個別提出決議案。董事會主席以及審核委員會、提名委員會及薪酬委員會主席及成員及華普天健之代表出席了二零一八年股東週年大會，回答股東提問。於二零一八年股東週年大會上，主席已解釋以投票方式進行表決的程序。

於二零一八年六月二十八日舉行之股東特別大會（「二零一八年股東特別大會」），主席提呈一項決議案，內容有關將本公司英文名稱由「Huge China Holdings Limited」更改為「Cocoon Holdings Limited」，以及將本公司之中文雙重外國名稱由「匯嘉中國控股有限公司」更改為「中國天弓控股有限公司」，並授權董事會或委員會為使更改本公司名稱生效而作出其認為有需要或一切有關作為以及進行必要登記及／或存檔。若干董事出席會議並回答股東的問題。

Attendance of individual Directors at general meeting(s) in 2018:

個別董事於二零一八年股東大會的出席情況：

	2018 EGM 二零一八年 股東特別大會	2018 AGM 二零一八年 股東週年大會
Executive Directors		
執行董事		
Mr. Chau Wai Hing (<i>Chairman</i>) 周偉興先生(主席)	✓	✓
Mr. Wu Ming Gai 胡銘佳先生	✓	✓
Ms. Chan Carman Wing Yan 陳詠欣女士	N/A 不適用	N/A 不適用
Non-Executive Directors		
非執行董事		
Mr. Wong Chung Yan Sammy 黃中仁先生	✓	✓
Mr. Mak Hing Keung Thomas 麥興強先生	✓	✓
Mr. William Keith Jacobsen 葉偉其先生	✓	✓
Mr. Hui Man Ho Ivan 許文浩先生	✓	✓
Mr. Chen Albert 陳雅博先生	N/A 不適用	N/A 不適用
Independent Non-executive Directors		
獨立非執行董事		
Mr. Wong Ching Wan 王青雲先生	✓	✓
Mr. Sio Chan In Devin 蕭震然先生	✓	✓
Mr. Law Siu Hung Paul 羅少雄先生	✓	✓
Ms. Chan Man Yi 陳敏儀女士	N/A 不適用	N/A 不適用
Ms. Leung Yin Ting 梁燕婷女士	N/A 不適用	N/A 不適用
Mr. Jian Qian 蔣謙先生	N/A 不適用	N/A 不適用

The forthcoming annual general meeting of the Company will be held on 28 June 2019 which will be conducted by way of poll.

本公司的來屆股東週年大會將於二零一九年六月二十八日舉行，並將以投票表決方式進行。

SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. An annual general meeting of the Company shall be held in each year as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting ("EGM"). Set out below are procedures by which shareholders may (a) convene an EGM; (b) put forward enquires to the Board; and (c) put forward proposals at general meetings. The procedures are subject to the Company's articles of association and applicable legislation and regulation.

(a) Procedures for shareholders to convene EGM

Any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an EGM to be called by the Board for the transaction of any business specified in such requisition.

The written requisition must state the business to be transacted at the meeting, signed by the requisitionist(s) and deposited at the Company's principal place of business in Hong Kong for the attention of the Board or the company secretary of the Company, and may consist of several documents in like form, each signed by one or more requisitionist(s). The requisition will be verified with the Company's branch share registrars in Hong Kong and upon their confirmation that the requisition is proper and in order, the company secretary of the Company will ask the Board to convene an EGM by serving sufficient notice in accordance with the requirements under the articles of association of the Company and the Listing Rules to all the registered shareholders. On the contrary, if the requisition has been verified as invalid, the requisitionist(s) will be advised of this outcome and accordingly, an EGM will not be convened as requested.

If within twenty-one (21) days from the date of the deposit of the requisition the Board fails to proceed to convene such meeting, the requisitionist(s) or any of them representing more than one-half of the total voting rights of all of them, may convene a meeting in the same manner, but any meeting so convened shall not be held after the expiration of three months after the expiration of this said twenty-one days.

股東權利及投資者關係

本公司股東大會為股東與董事會提供溝通機會。本公司每年均在董事會可能決定下舉行股東週年大會。股東週年大會以外的所有其他大會，均稱為股東特別大會（「股東特別大會」）。以下載列股東可(a)召開股東特別大會；(b)向董事會提出查詢；及(c)在股東大會提出建議的程序。程序受本公司組織章程細則以及適用法律及法規所規限。

(a) 股東召開股東特別大會的程序

在存放請求書當日持有不少於十分之一的公司已繳足資本，而且該資本在該請求書存放當日附有在公司大會上表決的權利的任何一名或多名股東，有權隨時藉向本公司董事會或公司秘書發出請求書的方式，要求董事會召開股東特別大會，以處理該請求書內所指明的任何事務。

請求書必須述明會議上處理的事務，並由請求人簽署及存放於本公司的香港主要營業地點，註明本公司董事會或公司秘書收；請求書可包含數份同樣格式的文件，而每份文件均由一名或多於一名請求人簽署。本公司的香港股份過戶登記分處會核實有關請求書，於其確認請求書屬妥善及有效後，本公司之公司秘書將請董事會藉根據本公司組織章程細則及《上市規則》之規定向全體登記股東送達足夠通知而召開股東特別大會。相反，倘若請求書核實為無效，則請求人將會獲通知此結果，而股東特別大會亦因而不會按要求的召開。

如董事會在該請求書存放日期起計二十一(21)天內，未有妥為安排會議，則該等請求人或佔全體請求人一半以上總表決權的請求人，可自行召開會議，但如此召開的會議不得在上述二十一天屆滿起計3個月屆滿後舉行。

The notice period to be given to all the registered shareholders for consideration of the proposal raised by the requisitionist(s) concerned at the EGM varies according to the nature of the proposal as set out in the Company's articles of association and the Code.

(b) Procedures for putting enquiries to the Board

Shareholders may, at any time, direct enquiries to the Board. All enquiries shall be in writing and sent by post to the principal place of business of the Company in Hong Kong or by email to cs@cocoon.holdings for the attention of the Board.

(c) Procedures for putting forward proposals at general meetings

To put forward proposals at a general meeting of the Company, a shareholder should lodge a written request, duly signed by the shareholder concerned, setting out the proposals at the Company's principal place of business in Hong Kong for the attention of the Board and the company secretary of the Company. The request will be verified with the Company's branch share registrars in Hong Kong and upon their confirmation that the request is proper and in order, the company secretary of the Company will pass the request to the Board. Whether a proposal will be put to a general meeting will be decided by the Board in its discretion, unless the proposal put forward by a shareholder is (i) pursuant to a requisition by a shareholder to convene an EGM referred to above or (ii) forms part of ordinary business to be considered at an annual general meeting as described in article 44 of the articles of association of the Company.

The procedures for shareholders of the Company to propose a person for election as director is available on the Company's website.

股東特別大會供全體登記股東考慮有關請求人所提出建議須給予的通知期因建議性質而異，詳情載於本公司組織章程細則及該守則。

(b) 向董事會提出查詢的程序

股東可隨時向董事會提出直接查詢。所有查詢須以書面作出，並郵寄往本公司之香港主要營業地點或以電郵發送至 cs@cocoon.holdings，註明董事會收。

(c) 在股東大會提出建議的程序

如欲在本公司股東大會提出建議，股東應送交書面要求，其由有關股東妥為簽署，載列有關建議，並交回本公司之香港主要營業地點，註明本公司董事會及公司秘書收。本公司的香港股份過戶登記分處會核實有關要求，於其確認要求屬妥善及有效後，本公司之公司秘書會將要求交給董事會。建議會否提呈股東大會，將由董事會酌情決定，除非股東提出的建議(i)乃根據上述股東請求召開股東特別大會而作出或(ii)構成本公司組織章程細則第44條內所述在股東週年大會上考慮的普通事務的一部分，則作別論。

本公司股東提名他人參選董事的程序載於本公司網站。

CORPORATE GOVERNANCE REPORT

企業管治報告

Constitutional documents

There was no change in the memorandum and articles of association of the Company during the year.

The updated memorandum and articles of association of the Company is available on the Company's website.

DIRECTORS' RESPONSIBILITIES IN PREPARING THE CONSOLIDATED FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S RESPONSIBILITIES

The Directors acknowledge that it is their responsibilities in preparing the consolidated financial statements. The statement of the Independent Auditor about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on page 65 to 72.

憲章文件

於本年度內，本公司之組織章程大綱及細則並無任何變動。

本公司組織章程大綱及細則之最新版本載於本公司網站。

董事編製綜合財務報表的責任及獨立核數師的責任

董事承認他們有編製綜合財務報表的責任。獨立核數師就他們有關綜合財務報表申報責任作出的聲明，載於第65至72頁的獨立核數師報告內。

World Link CPA Limited

TO THE MEMBERS OF
COCOON HOLDINGS LIMITED
(FORMERLY KNOWN AS HUGE CHINA HOLDINGS LIMITED)
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Cocoon Holdings Limited and its subsidiaries (collectively referred to as the "Group") set out on pages 73 to 166, which comprise the consolidated statement of financial position as at 31 December 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 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by International Accounting Standards Board (the "IASB") 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 ("HKSAAs") issued by the Hong Kong Institute of Certified Public Accountants (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.

華普天健 (香港)會計師事務所有限公司

致中國天弓控股有限公司
(前稱為匯嘉中國控股有限公司)
(於開曼群島註冊成立之有限公司)
全體股東

意見

我們已審核列載於第73至166頁中國天弓控股有限公司及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於二零一八年十二月三十一日的綜合財務狀況表，截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，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國際會計準則委員會(「國際會計準則委員會」)頒布的《國際財務報告準則》(「國際財務報告準則」)真實而公平地反映 貴集團於二零一八年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為編製。

意見的基礎

我們已根據香港會計師公會(「香港會計師公會」)頒布的《香港審計準則》(「香港審計準則」)進行審計工作。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的責任」部分中作進一步詳述。根據香港會計師公會頒布的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於 貴集團，並已遵循守則履行其他道德責任。我們相信，我們所獲得的審計憑證能充足及恰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 judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters we identified are:

1. Valuation of unlisted financial assets at fair value through profit or loss ("FVTPL") and unlisted financial assets at fair value through other comprehensive income ("FVTOCI")
2. Impairment and recoverability of the Group's loan notes

Key Audit Matter

關鍵審計事項

Valuation of unlisted financial assets at FVTPL and unlisted financial assets at FVTOCI

Refer to significant accounting policies in note 4, critical judgement and estimates in note 5, relevant disclosures in notes 7, 22 and 23 to the consolidated financial statements

The Group had unlisted financial assets at FVTPL and unlisted financial assets at FVTOCI of approximately HK\$53,257,000 and HK\$35,176,000 respectively were measured at fair value as at 31 December 2018. The fair values were assessed by the management based on valuations performed by two independent companies of professional valuers ("Valuers") engaged by the Group.

於二零一八年十二月三十一日，貴集團按公允值於損益賬列賬的非上市金融資產及按公允值於其他全面收益列賬的非上市金融資產分別約為53,257,000港元及35,176,000港元，均按公允值計量。公允值乃由管理層基於貴集團委聘的兩間獨立專業估值公司（「估值師」）所作估值進行評估。

The valuations of the unlisted financial assets at FVTPL and unlisted financial assets at FVTOCI involved significant judgement and estimates, including the determination of valuation methodology and the selection of different inputs to the valuation models.

按公允值於損益賬列賬的非上市金融資產及按公允值於其他全面收益列賬的非上市金融資產的估值涉及重大判斷及估計，包括確定估值方法及選擇估值模型的不同輸入值。

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，而我們不會對這些事項提供單獨意見。我們識別到的關鍵審計事項為：

1. 按公允值於損益賬列賬（「按公允值於損益賬列賬」）之非上市金融資產及按公允值於其他全面收益列賬（「按公允值於其他全面收益列賬」）之非上市金融資產的估值
2. 本集團貸款票據的減值及可回收性

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

按公允值於損益賬列賬的非上市金融資產及按公允值於其他全面收益列賬的非上市金融資產的估值

敬請參閱附註4內的主要會計政策，附註5內的關鍵判斷和估計以及其在綜合財務報表附註7、22及23內的相關披露

Our procedures in relation to this matter included:

我們有關此事項的程序包括：

- Evaluating the expertise and independence of the Valuers;
- 評估估值師的專長及獨立性；
- Checking the accuracy of the historical data used in the valuation model;
- 檢查估值模型中使用的歷史數據的準確性；
- Challenging the appropriateness of the key assumptions applied in the valuation model, with reference to historical performance of each investee and our understanding of their respective businesses and industries;
- 挑戰估值模型中所應用關鍵假設的適當性，當中參考各名被投資方的歷史表現以及我們對其各自業務及行業的理解；

Key Audit Matter

關鍵審計事項

We identified the valuation of unlisted financial assets at FVTPL and unlisted financial assets at FVTOCI as a key audit matter as they accounted for approximately 45% of total Group's assets (by value) as at 31 December 2018 and were significant to the Group's capital and financial performance due to a higher degree of complexity, and the significance of management's judgements and unobservable inputs involves in the valuations. The valuations of these unlisted financial instruments involve the application of unobservable inputs such as price to book ratios, discount rates, credit spread and volatility. With different valuation techniques, inputs and assumptions applied, the valuation results can vary significantly.

我們將按公允值於損益賬列賬的非上市金融資產及按公允值於全面其他收益列賬的非上市金融資產的估值識別為關鍵審計事項，原因為其於二零一八年十二月三十一日約佔貴集團總資產的45%（按價值計），並因其較高的複雜性而對貴集團的資本及財務表現較為重要，以及估值涉及管理層的重大判斷及不可觀察輸入值。該等非上市金融工具的估值涉及應用不可觀察輸入值，如市淨率、折現率、信用利差及波動等。採用不同的估值技巧、輸入值及假設可導致估值結果產生顯著差異。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- We engaged a valuation specialist to assist us to review the appropriateness of the valuation approach and methodology, the accuracy of the calculations in the valuation model and the market data used on a sample basis, and the reasonableness of the components comprising the discount rate; and
- 我們委聘了估值專家協助我們審視估值方法及方法的合適性，估值模型中的計算及市場數據（以抽樣方式）的準確性，以及折現率組成部分的合理性；及
- Reviewing the appropriateness of the disclosure in the consolidated financial statements.
- 審視綜合財務報表內披露的合適性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matter

關鍵審計事項

Impairment and recoverability of the Group's loan notes

Refer to significant accounting policies in note 4, critical judgement and estimates in note 5 and its relevant disclosures in note 21 to the consolidated financial statements.

We identified the impairment and recoverability of loan notes as a key audit matter due to the significant degree of management's judgement in assessing their expected credit losses ("ECL").

我們將貸款票據的減值及可收回性識別為關鍵審計事項，乃由於管理層於評估其預期信貸虧損（「預期信貸虧損」）時涉及重大判斷。

As at 31 December 2018, the Group had subscribed five tranches of loan notes designated at amortised costs with gross carrying value of approximately HK\$61,019,000 ("Loan Notes") and provision for impairment of HK\$4,992,000. Provision is made for lifetime ECL on Loan Notes.

於二零一八年十二月三十一日，貴集團認購五項指定為按攤銷成本計量的貸款票據，總賬面值約為61,019,000港元（「貸款票據」），減值撥備為4,992,000港元。撥備乃就貸款票據的全期預期信貸虧損作出。

In assessing the ECL as well as recoverability of the Loan Notes, management applied judgement in assessing the ECL of each issuer of Loan Notes individually based on respective credit risk characteristics and the likelihood of recovery, taking into account the nature of these issuers, their geographical locations and industries, and applying ECL rates to respective gross carrying amounts of Loan Notes. The ECL rates are determined based on historical credit losses experienced and were adjusted to reflect current and forward-looking information such as macroeconomic factors affecting the ability of Loan Notes' issuers to redeem their Loan Notes upon maturity.

於評估預期信貸虧損及貸款票據的可收回性時，管理層運用判斷，基於貸款票據各發行人各自的信貸風險特徵及收回款項的可能性，並考慮該等發行人的性質、地理位置及所處行業評估其預期信貸虧損，並對貸款票據各自的總賬面值應用預期信貸虧損率。預期信貸虧損率乃基於過往信貸虧損釐定，並經調整反映當前及前瞻性資料，如影響貸款票據發行人於到期時贖回其貸款票據之能力的宏觀經濟因素。

We have identified impairment and recoverability of the Loan Notes as a key audit matter due to considerable amount of judgment and estimation being required in conducting recoverability and ECL assessment as mentioned in the foregoing paragraph.

我們將貸款票據的減值及可收回性識別為關鍵審計事項，原因為誠如上一段內所述，進行可收回性及預期信貸虧損評估需要大量判斷及估計。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

貴集團貸款票據的減值及可收回性

敬請參閱附註4內的主要會計政策，附註5內的關鍵判斷和估計以及其在綜合財務報表附註21內的相關披露。

Our procedures in relation to this matter included:

我們有關此事項的程序包括：

- evaluating the design, implementation and operating effectiveness of key internal controls over credit control, debt collection and estimate of ECL;
- 評估對信貸控制、收取債務及估計預期信貸虧損的關鍵內部控制設計、實施及運作有效性；
- assessing the reasonableness of the Group's ECL models by examining the model inputs used by management to form such judgements, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information including the economic variables and assumptions used in each of the economic scenarios and their probability weightings and assessing whether there was an indication of management bias when recognising loss allowances; and
- 透過檢討管理層形成有關判斷所用的模型輸入數據評估貴集團預期信貸虧損模型的合理性，包括測試過往違約數據的準確度、評估過往虧損率有否就目前的經濟狀況及前瞻性資料（包括經濟可變因素以及各經濟情況下所用假設及其機率比重）適當地作出調整及評估是否有跡象顯示管理層確認虧損撥備的偏見；及
- inspected settlements after the financial year end relating to the Loan Notes as at 31 December 2018.
- 於財政年度結束後檢查2018年12月31日的貸款票據償還情況。

OTHER INFORMATION

The directors are responsible for the Other Information. The Other Information comprises all the information included in the Company's annual report other than the consolidated financial statements and our auditor's report thereon.

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

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

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

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

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

The audit committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

其他信息

董事需對其他資料承擔責任。其他資料包括 貴公司除綜合財務報表及我們的核數師報告以外所有年報內的資料。

我們對綜合財務報表的意見並不涵蓋其他資料及我們亦不對該等其他信息發表任何形式的核證結論。

就我們對綜合財務報表的審計，我們的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸，或者似乎存在重大錯誤陳述。基於我們已對其他資料執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們須要報告該事實。我們就此並沒有任何事項須要報告。

董事及審核委員會就綜合財務報表須承擔的責任

董事須負責根據國際會計準則委員會頒布的《國際財務報告準則》及香港《公司條例》的披露規定擬備真實而意見公允的綜合財務報表，並負責董事認為就編製綜合財務報表而言屬必要的有關內部監控，致使綜合財務報表不存在欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並披露(如適用)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，或別無其他實際可行的方案。

審核委員會協助董事履行監督 貴集團財務報告流程的職責。

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. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 judgment and maintain professional skepticism throughout the audit. We also:

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

核數師就審計綜合財務報表承擔的責任

我們的目標為合理保證整體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，並發出載有我們意見的核數師報告。我們僅向整體股東報告，除此之外本報告別無其他目的。我們概不就本報告的內容對任何其他人士負責或承擔責任。

合理保證屬於高層次的保證，但不能保證按照《香港審計準則》進行的審計總能發現存在的重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果它們個別或整體在合理預期情況下可能影響綜合財務報表使用者根據該等財務報表所作出的經濟決定，則被視為重大錯誤陳述。

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：

- 識別和評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，設計及執行審計程序以應對這些風險，以及獲取充足和恰當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕內部監控，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但不會就對貴集團內部監控成效發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 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問。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資料披露。假若有關的披露不足，則修訂我們的意見。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具持續經營的能力。
- 評估綜合財務報表的整體列報方式、架構和內容，包括披露，以及綜合財務報表是否公平地列報相關交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、恰當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們須為審計意見承擔全部責任。

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

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

除其他事項外，我們就審核工作的計劃範圍、時間安排及重大審計發現等，包括我們在審計中識別出內部監控的任何重大缺陷，與審核委員會進行溝通。

我們還向審核委員會提交聲明，說明我們已遵守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。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

從與審核委員會溝通的事項中，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。除非法律或法規不允許公開披露這些事項，或在極端罕見的情況下，我們認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則我們會在核數師報告中描述此等事項。

World Link CPA Limited
Certified Public Accountants
Lo Ka Ki
Audit Engagement Director
Practising Certificate Number P06633

5/F, Far East Consortium Building,
121 Des Voeux Road Central, Hong Kong

Hong Kong, 28 March 2019

華普天健(香港)會計師事務所有限公司
執業會計師
盧家麒
審計項目董事
執業證書編號P06633

香港中環德輔道中121號
遠東發展大廈5樓

香港，二零一九年三月二十八日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December
截至十二月三十一日止年度

		Note	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
		附註		
Gross proceeds from disposals of trading securities	出售交易證券的所得款項總額		123,228	66,938
Revenue	收入	9	10,812	10,570
Other revenue	其他收入	10	410	5,109
Other gains and losses	其他收益及虧損	11	(75,961)	(207,264)
			(64,739)	(191,585)
Other operating expenses	其他經營開支		(9,552)	(10,627)
Finance costs	財務費用	12	(4,167)	(3,296)
Loss before tax	除稅前虧損	13	(78,458)	(205,508)
Income tax	所得稅	14	—	—
Loss for the year	年度虧損		(78,458)	(205,508)
Other comprehensive income, net of tax:	其他全面收益(扣除稅款):			
<i>Item that will not be reclassified to profit or loss:</i>	將不會重新分類至損益的項目:			
— Fair value gain of financial assets at fair value through other comprehensive income ("FVTOCI")	— 按公允值於其他全面收益列賬(「按公允值於其他全面收益列賬」)之金融資產的公允值收益		8,676	—
Loss and total comprehensive income for the year attributable to owners of the Company	本公司擁有人應佔年內虧損及全面收益總額		(69,782)	(205,508)
Loss per share	每股虧損			
Basic	基本	16	(HK\$0.80港元)	(HK\$2.39港元)
Diluted	攤薄		(HK\$0.80港元)	(HK\$2.39港元)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December
於十二月三十一日

		Note 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	19	29
Goodwill	商譽	19	—	—
Loan notes	貸款票據	21	45,610	—
			45,629	29
Current assets	流動資產			
Other receivables, deposits and prepayments	其他應收款、按金及預付款項	20	15,764	7,945
Loan notes	貸款票據	21	10,417	6,546
Financial assets at fair value through profit or loss ("FVTPL")	按公允值於損益賬列賬 （「按公允值於損益賬列賬」） 之金融資產	22	85,069	201,399
Financial assets at FVTOCI	按公允值於其他全面收益列賬 之金融資產	23	35,176	—
Due from securities brokers	應收證券經紀款項	24	12	461
Bank balances	銀行結餘		4,779	3,888
			151,217	220,239
Current liabilities	流動負債			
Due to securities brokers	應付證券經紀款項	25	5,190	1,814
Other payables and accruals	其他應付款及應計費用	26	3,801	1,310
Shareholder's loan	股東貸款	27	31,710	—
Convertible bonds	可轉換債券	28	—	12,564
Promissory notes	承付票	29	834	9,626
			41,535	25,314
Net current assets	流動資產淨值		109,682	194,925
Total assets less current liabilities	總資產減流動負債		155,311	194,954
Non-current liabilities	非流動負債			
Promissory notes	承付票	29	19,920	20,220
Net assets	資產淨值		135,391	174,734
Capital and reserves	資本及儲備			
Share capital	股本	31	119,909	85,929
Reserves	儲備	33	15,482	88,805
Total equity	總權益		135,391	174,734
Net asset value per share	每股資產淨值	34	HK\$1.13 港元	HK\$2.03 港元

Approved and authorised for issue by the Board of Directors on 28 March 2019.

由董事會於二零一九年三月二十八日批准及授權刊發。

Wu Ming Gai
胡銘佳
Director
董事

Chan Carman Wing Yan
陳詠欣
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Share capital	Share premium (Note 33(b)(i))	Convertible bonds equity reserve (Note 33(b)(ii))	Financial assets at FVTOCI reserve (Note 33(b)(iii)) 按公允值 於其他全面 收益列賬之 金融資產 的儲備 (附註33(b)(iii))	Retained profits/ (accumulated losses) 保留溢利/ (累計虧損)	Total reserve	Total
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	可轉換債券 權益儲備 HK\$'000 千港元	金融資產 的儲備 HK\$'000 千港元	保留溢利/ (累計虧損) HK\$'000 千港元	總儲備 HK\$'000 千港元	總額 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	85,929	203,918	171	—	(115,284)	88,805	174,734
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	—	—	—	8,676	(78,458)	(69,782)	(69,782)
Issue of shares on placement (note 31)	配售時發行股份(附註31)	33,980	(3,541)	—	—	—	(3,541)	30,439
Redemption of convertible bonds (note 28)	贖回可轉換債券(附註28)	—	—	(171)	—	171	—	—
Changes in equity for the year	本年度權益變動	33,980	(3,541)	(171)	8,676	(78,287)	(73,323)	(39,343)
At 31 December 2018	於二零一八年十二月三十一日	119,909	200,377	—	8,676	(193,571)	15,482	135,391

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Share capital	Share premium	Convertible bonds equity reserve	Retained profits/ (accumulated losses)	Total reserve	Total
		(Note 33(b)(i))	(Note 33(b)(i))	(Note 33(b)(ii))	(Note 33(b)(ii))		
		股本	股份溢價	可轉換債券權益儲備	保留溢利/ (累計虧損)	總儲備	總額
		(附註33(b)(i))	(附註33(b)(i))	(附註33(b)(ii))	(附註33(b)(ii))		
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2017	於二零一七年一月一日	85,929	203,918	240	90,155	294,313	380,242
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	—	—	—	(205,508)	(205,508)	(205,508)
Redemption of convertible bonds (note 28)	贖回可轉換債券(附註28)	—	—	(69)	69	—	—
Changes in equity for the year	本年度權益變動	—	—	(69)	(205,439)	(205,508)	(205,508)
At 31 December 2017	於二零一七年十二月三十一日	85,929	203,918	171	(115,284)	88,805	174,734

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2018
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		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cash flows from operating activities	經營活動之現金流量		
Loss before tax	除稅前虧損	(78,458)	(205,508)
Adjustments for:	調整：		
Interest income	利息收入	(10,812)	(10,570)
Finance costs	財務成本	4,167	3,296
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14	18
Fair value losses on trading securities	交易證券之公允價值虧損	10,817	108,461
Fair value losses on convertible bonds designated at financial assets at FVTPL	指定為按公允價值於損益賬列賬之金融資產的可轉換債券的公允價值虧損	14,073	14,328
Fair value losses on private equity fund designated at financial assets at FVTPL	指定為按公允價值於損益賬列賬之金融資產的私募基金公允價值虧損	5,459	—
Gain on disposals of convertible bonds designated at financial assets at FVTPL	出售指定為按公允價值於損益賬列賬之金融資產的可轉換債券的收益	(5,081)	—
Impairment losses on goodwill	商譽減值虧損	—	38
Impairment losses on loan notes	貸款票據減值虧損	4,992	—
Impairment losses on deposits	按金減值虧損	351	—
Other payables written back	撇銷其他應付款	(120)	(5,108)
Operating loss before working capital changes	未計營運資金變動前之經營虧損	(54,598)	(95,045)
Decrease in trading securities	交易證券減少	28,696	84,109
Decrease in other receivables, deposits and prepayments	其他應收款、按金及預付款項減少	1,830	436
Decrease/(increase) in amounts due from securities brokers	應收證券經紀款項減少/(增加)	449	(204)
Increase/(decrease) in amounts due to securities brokers	應付證券經紀款項增加/(減少)	3,376	(10,009)
Increase in other payables and accruals	其他應付款及應計費用增加	2,423	962
Cash used in operations	經營所用之現金	(17,824)	(19,751)
Interest received/(paid)	收取/(支付)利息	2,808	(1,242)
Net cash used in operating activities	經營活動所用之現金淨額	(15,016)	(20,993)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

	Note 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cash flows from investing activities	投資活動之現金流量		
Interest received	已收利息	2	1
Purchases of property, plant and equipment	購買物業、廠房及設備	(4)	—
Purchases of unlisted equity investments designated at financial assets at FVTOCI	購買指定為按公允值於其他全面收益列賬之金融資產的非上市股權投資	35(a)(iii) (8,000)	—
Subscription of loan notes	認購貸款票據	35(a)(i) (5,500)	(3,000)
Deposit paid for potential investment	支付潛在投資按金	(10,000)	—
Net cash used in investing activities	投資活動所用之現金淨額	(23,502)	(2,999)
Cash flows from financing activities	融資活動的現金流量		
Increase in shareholder's loan	股東貸款增加	27 30,000	—
Proceeds from issue of promissory notes	發行承付票的所得款項	—	27,220
Redemption of promissory notes	贖回承付票	(8,530)	—
Proceeds from issue of shares on placement, net of expenses	配售時發行股份的所得款項，扣除有關費用後	31 30,439	—
Redemption of convertible bonds	贖回可轉換債券	(12,500)	(5,000)
Net cash from financing activities	融資活動之現金淨額	39,409	22,220
Net increase/(decrease) in cash and cash equivalents	現金及現金等額之增加／(減少)淨額	891	(1,772)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等額	3,888	5,660
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等額	4,779	3,888
Analysis of the balances of cash and cash equivalents	現金及現金等額結餘分析		
Bank balances	銀行結餘	4,779	3,888

1. GENERAL

Cocoon Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its registered office is Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands. The principal place of business of the Company is Unit 1601, 16th Floor, South Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong. The principal activities of the Company are investments in securities listed on recognised stock exchanges and unlisted investments with a potential for earnings growth and capital appreciation.

The investment objective of the Company is to achieve an enhanced earnings stream and capital appreciation from its investments.

The Company has adopted the following investment policies:

- (i) the Company may, at its sole discretion, invest in any securities, listed or unlisted, including warrants, money market instruments, bank deposits, currency investments, commodities, options, convertible securities, futures contracts and precious metals or any other forms of investments in securities which would enable the Company to achieve good income or capital appreciation.
- (ii) the Company may, for hedging purposes only, buy, write or sell warrants, covered warrants, options or traded options on its underlying investments. The Company may also buy or sell futures contracts on stock indices or shares (if any) as a means to hedge against adverse price movements of its investments.
- (iii) in order to hedge against interest rate risks, the Company may enter into forward interest rate agreements, interest rates and US treasury bond futures contracts and interest rate swaps. The Company may also, for hedging purpose only, purchase and write (sell) put or call options or options on futures on interest rates. The Company will only engage in transactions in options and futures which are traded on a recognized securities or futures exchange.

1. 一般資料

中國天弓控股有限公司(「本公司」)於開曼群島註冊成立為獲豁免有限公司，其股份在香港聯合交易所有限公司(「聯交所」)上市。其註冊辦事處之地址為Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands。本公司之主要營業地點為香港九龍尖沙咀科學館道1號康宏廣場南座16樓1601室。本公司的主要業務活動為投資於在認可證券交易所上市之證券及具有盈利增長及資本增值潛力的非上市投資。

本公司投資目標為增加盈利流及其投資的資本增值。

本公司已採納以下投資政策：

- (i) 本公司可全權酌情投資於任何上市或非上市證券，包括認股權證、貨幣市場工具、銀行存款、貨幣投資、商品、期權、可轉換證券、期貨合約及貴金屬或任何其他形式之證券投資，使本公司能賺取理想收入或實現資本增值；
- (ii) 僅就對沖目的而言，本公司可購買、出售或沽售認股權證、備兌認股權證、期權或其相關投資之交易期權。本公司亦可買賣股票指數之期貨合約或股份(如有)，作為其投資價格不利變動之對沖工具；
- (iii) 為對沖利率風險，本公司可訂立遠期利率協議、利率及美國國庫債券期貨合約及利率掉期合約。僅就對沖目的而言，本公司亦可購買及出售(沽售)認沽或認購期權或利率期貨期權。本公司僅會進行於認可證券或期貨交易所買賣之期權及期貨交易；及

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1. GENERAL (Continued)

- (iv) cash pending investment, reinvestment or distribution will be placed in bank deposits in any currency, obligations of the United States or Hong Kong governments, their respective agencies or instrumentalities, or securities and other instruments denominated in any currency issued by various governments or international development agencies.

The Company may not:

- (i) either on its own or in conjunction with any connected person, take legal, or effective, management control of any company or other entity in which it invests or controls more than 30% (or such other percentage as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) of the voting rights in such company or other entity; and
- (ii) invest in any company or other entity if as a result, more than 20% of the Company's net asset value as at the date of such investment would be invested in any one such company or other entity.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs"), which in collective term includes all applicable International Financial Reporting Standards, International Accounting Standards ("IASs") and Interpretations issued by the International Accounting Standards Board (the "IASB") and accounting principles generally accepted in Hong Kong. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are discussed below.

The IASB has issued certain new and revised IFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for current and prior accounting periods reflected in these consolidated financial statements.

1. 一般資料(續)

- (iv) 有待投資、再投資或分派之現金將存放於任何貨幣之銀行存款、美國或香港政府、其各自部門或機關之責任，或由多個政府或國際發展部門所發行以任何貨幣為單位之證券及其他工具。

本公司不得：

- (i) 單獨或聯同任何關連人士取得其投資或控制投票權30%(或收購守則可能不時訂定為觸發強制性全面要約之水平之其他百分比)以上之任何公司或其他實體之法定或有效的管理控制權；及
- (ii) 投資任何公司或其他實體，以致本公司於作出該項投資日期之資產淨值超過20%為投資於任何一間有關公司或其他實體。

2. 編製基準

綜合財務報表是按照國際財務報告準則(「國際財務報告準則」)(此乃國際會計準則理事會(「國際會計準則理事會」)發出的所有適用的個別國際財務報告準則、國際會計準則(「國際會計準則」)和詮釋的統稱)及香港公認會計原則編製。綜合財務報表亦符合聯交所《證券上市規則》(「上市規則」)適用披露條文的規定及香港《公司條例》(第622章)的披露規定。本集團所採用的主要會計政策在下文討論。

國際會計準則理事會已經頒佈若干新制訂和經修訂的國際財務報告準則，並於本集團的本會計期間首次生效或可供提前採用。附註3提供首次應用該等發展所導致的任何會計政策變動的資料，該等變動為於本會計期間及過往會計期間與本集團有關而已在綜合財務報表內反映。

3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

(a) Application of new and revised IFRSs

The IASB has issued a number of new and revised IFRSs that are first effective for annual periods beginning on or after 1 January 2018. Of these, the following developments are relevant to the Group's consolidated financial statements:

- (i) IFRS 9 Financial Instruments; and
- (ii) IFRS 15 Revenue from Contracts with Customers

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

IFRS 9 Financial instruments

IFRS 9 replaces the provisions of IAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting.

The Group has applied IFRS 9 in accordance with the transition provisions set out in IFRS 9, i.e. applied the classification and measurement requirements retrospectively to instruments that have not been derecognised as at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 January 2018.

The application of IFRS 9 did not affect the classification and measurement of the Group's financial assets that were designated at FVTPL and loans and receivables as at 1 January 2018 which are continue to be measured at FVTPL and amortised cost after initial application. As a result, restatement of the opening retained profits, other components of equity and comparative information is not required.

The adoption of IFRS 9 resulted in the following changes to the Group's accounting policies.

3. 採用新制訂和經修訂的國際財務報告準則

(a) 應用新制訂和經修訂的國際財務報告準則

國際會計準則理事會已頒佈多項新訂及經修訂國際財務報告準則，自二零一八年一月一日或之後開始的年度期間首次生效。其中，以下準則與本集團綜合財務報表相關：

- (i) 國際財務報告準則第9號金融工具；及
- (ii) 國際財務報告準則第15號客戶合約收益

本集團並無應用任何於本會計期間尚未生效的新訂準則或詮釋。

國際財務報告準則第9號金融工具

國際財務報告準則第9號取代國際會計準則第39號有關確認、分類及計量金融資產與金融負債、終止確認金融工具、金融資產減值以及對沖會計處理方法的條文。

本集團已根據國際財務報告準則第9號所載過渡條文應用國際財務報告準則第9號，即對二零一八年一月一日(首次應用日期)尚未終止確認的工具追溯性應用分類及計量要求，但並未對二零一八年一月一日已終止確認的工具應用有關要求。

應用國際財務報告準則第9號並不影響二零一八年一月一日本集團指定按公允值於損益賬列賬之金融資產以及貸款及應收款項的分類及計量，其於首次應用後繼續按公允值於損益賬列賬及攤餘成本計量。因此，無需重列期初保留溢利、權益的其他部分及比較資料。

採納國際財務報告準則第9號導致本集團會計政策有如下變動。

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3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised IFRSs (Continued)

IFRS 9 Financial instruments (Continued)

(a) Classification

From 1 January 2018, the Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at FVTOCI or FVTPL, and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVTOCI.

The Group reclassifies financial assets when and only when its business model for managing those assets changes.

3. 採用新制訂和經修訂的國際財務報告準則(續)

(a) 應用新制訂和經修訂的國際財務報告準則(續)

國際財務報告準則第9號金融工具(續)

(a) 分類

自二零一八年一月一日起，本集團將其金融資產分為以下計量類別：

- 其後按公允值於其他全面收益列賬或按公允值於損益賬列賬計量的金融資產，及
- 按攤餘成本計量的金融資產。

分類取決於本集團管理金融資產的業務模式及現金流量合約條款。

按公允值計量的資產收益及虧損將計入損益或其他全面收益。並非持作買賣的權益工具投資將取決於本集團於初始確認時是否不可撤回地選擇按公允值於其他全面收益列賬將股權投資入賬。

本集團僅於其管理該等資產的業務模式變動時方會重新分類金融資產。

3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised IFRSs (Continued)

IFRS 9 Financial instruments (Continued)

(b) Measurement

At initial recognition, the Group measures financial assets at its fair value plus, in the case of financial assets not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial assets. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses), together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

3. 採用新制訂和經修訂的國際財務報告準則(續)

(a) 應用新制訂和經修訂的國際財務報告準則(續)

國際財務報告準則第9號金融工具(續)

(b) 計量

於初始確認時，本集團按其公允值計量金融資產，倘並非按公允值於損益賬列賬的金融資產，則按其公允值加收購金融資產直接應佔的交易成本計量。按公允值於損益賬列賬的金融資產交易成本於損益支銷。

帶有嵌入式衍生工具的金融資產於釐定其現金流量是否僅為支付本金與利息時應整體考慮。

債務工具的其後計量取決於本集團管理資產的業務模式及資產的現金流量特徵。本集團將其債務工具分為三個計量類別：

- **攤餘成本：**持作收取合約現金流量且有關現金流量僅支付本金與利息的資產按攤餘成本計量。該等金融資產的利息收入使用實際利率法計入其他收益。任何終止確認產生的收益或虧損直接於損益確認，連同匯兌收益及虧損於其他收益/(虧損)呈列。減值虧損於損益表作為單獨項目呈列。

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3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised IFRSs (Continued)

IFRS 9 Financial instruments (Continued)

(b) Measurement (Continued)

- **FVTOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment losses are presented as separate line item in the statement of profit or loss.
- **FVTPL:** Assets that do not meet the criteria for amortised cost or FVTOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

3. 採用新制訂和經修訂的國際財務報告準則(續)

(a) 應用新制訂和經修訂的國際財務報告準則(續)

國際財務報告準則第9號金融工具(續)

(b) 計量(續)

- 按公允值於其他全面收益列賬：持作收取合約現金流量及出售金融資產，且該資產之現金流量僅支付本金與利息的資產按公允值於其他全面收益列賬。賬面值變動計入其他全面收益，惟確認於損益賬確認的減值收益或虧損、利息收入以及匯兌收益及虧損除外。倘金融資產終止確認，先前於其他全面收益確認的累計收益或虧損由權益重新分類至損益，並於其他收益／(虧損)確認。該等金融資產的利息收入使用實際利率法計入其他收益。匯兌收益及虧損於其他收益／(虧損)呈列，而減值虧損於損益表作為單獨項目呈列。
- 按公允值於損益賬列賬：不符合條件按攤餘成本或按公允值於其他全面收益列賬的資產按公允值於損益賬列賬計量。其後按公允值於損益賬列賬計量的債務投資收益或虧損於損益確認，並於其產生期間的其他收益／(虧損)呈列淨額。

3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised IFRSs (Continued)

IFRS 9 Financial instruments (Continued)

(b) Measurement (Continued)

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVTPL are recognised in other income or administrative and other operating expenses in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

3. 採用新制訂和經修訂的國際財務報告準則(續)

(a) 應用新制訂和經修訂的國際財務報告準則(續)

國際財務報告準則第9號金融工具(續)

(b) 計量(續)

本集團其後按公允值計量所有股權投資。倘本集團管理層已選擇於其他全面收益呈列股權投資的公允值收益及虧損，則於終止確認該投資後不會將公允值收益及虧損重新分類至損益。該等投資的股息於本集團收取付款的權利確立時繼續於損益確認為其他收益。

按公允值於損益賬列賬的金融資產公允值變動於損益表的其他收益或行政及其他營運開支確認(如適用)。按公允值於其他全面收益列賬計量的股權投資減值虧損(及減值虧損撥回)不與公允值的其他變動分開呈報。

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3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised IFRSs (Continued)

IFRS 9 Financial instruments (Continued)

(c) Impairment

From 1 January 2018, the Group assesses on a forward looking basis the expected credit losses associated with its financial assets carried at amortised cost and FVTOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the Group's receivables. There is no significant change in accumulated impairment loss at the date of initial adoption of IFRS 9 as compared with that recognised under IAS 39.

The measurement categories for all financial liabilities of the Group remain the same and the carrying amounts for all financial liabilities of the Group as at 1 January 2018 have not been significantly impacted by the initial application of IFRS 9.

3. 採用新制訂和經修訂的國際財務報告準則(續)

(a) 應用新制訂和經修訂的國際財務報告準則(續)

國際財務報告準則第9號金融工具(續)

(c) 減值

自二零一八年一月一日起，本集團根據前瞻性基準評估其按攤餘成本及按公允值於其他全面收益列賬的金融資產的相關預期信貸虧損。所採用的減值方法取決於信貸風險是否大幅增加。

本集團應用國際財務報告準則第9號允許的簡化方法，要求自本集團初步確認應收款項起確認預期年期虧損。首次採納國際財務報告準則第9號當日的累計減值虧損與根據國際會計準則第39號所確認者相比並無明顯變動。

本集團所有金融負債的計量類別維持不變，本集團所有金融負債於二零一八年一月一日的賬面值並無受到首次應用國際財務報告準則第9號的重大影響。

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3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised IFRSs (Continued)

IFRS 9 Financial instruments (Continued)

(c) Impairment (Continued)

The following table and the accompanying notes below explain the original measurement categories under IAS 39 and the new measurement categories under IFRS 9 for each class of the Group's financial assets as at 1 January 2018.

Financial assets	Note	Classification under IAS 39	Classification under IFRS 9	Carrying amount under IAS 39	Carrying amount under IFRS 9
金融資產	附註	國際會計準則第39號項下的分類	國際財務報告準則第9號項下的分類	國際會計準則第39號項下的賬面值 HK\$'000 千港元	國際財務報告準則第9號項下的賬面值 HK\$'000 千港元
Other receivables, deposits and prepayments 其他應收款、按金及預付款項	(a)	Loans and receivables 貸款及應收款項	Amortised cost 攤餘成本	7,945	7,945
Loans and receivables 貸款及應收款項	(a)	Loans and receivables 貸款及應收款項	Amortised cost 攤餘成本	6,546	6,546
Financial assets at fair value through profit or loss 按公允值於損益賬列賬的金融資產	(b)	FVTPL	FVTPL	201,399	201,399
Due from securities brokers 應收證券經紀款項	(a)	Loans and receivables 貸款及應收款項	Amortised cost 攤餘成本	461	461

(a) These balances were classified as loans and receivables under IAS 39 and are now classified at amortised cost.

(b) Financial assets at FVTPL included equity securities held for trading and derivative financial assets (except for those designated as hedging instruments in cash flow hedges) are required to be held as FVTPL as under IFRS 9. There was no impact on the amounts recognised in relation to these assets from the adoption of IFRS9.

3. 採用新制訂和經修訂的國際財務報告準則(續)

(a) 應用新制訂和經修訂的國際財務報告準則(續)

國際財務報告準則第9號金融工具(續)

(c) 減值(續)

下表及下文隨附附註說明本集團金融資產於二零一八年一月一日在國際會計準則第39號項下的原有計量類別以及在國際財務報告準則第9號項下的新計量類別。

(a) 該等結餘根據國際會計準則第39號分類為貸款及應收款項，現分類為按攤餘成本計量。

(b) 按公允值於損益賬列賬的金融資產包括持作交易的權益證券及衍生金融資產(指定為對沖現金流量的對沖工具除外)，根據國際財務報告準則第9號須作為按公允值於損益賬列賬持有。採納國際財務報告準則第9號對就該等資產確認的金額並無影響。

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3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised IFRSs (Continued)

IFRS 15 Revenue from Contracts with Customers

IFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaced IAS 18 Revenue, IAS 11 Construction Contracts and related interpretations.

The Group has applied IFRS 15 retrospectively with the cumulative effect of initially applying this standard recognised at the date of initial application, 1 January 2018. Any difference, if any, at the date of initial application is recognised in the opening retained profits (or other components of equity, as appropriate) and comparative information has not been restated. The initial adoption of IFRS 15 did not have impact on the Group's opening retained profits and how the Group recognises its revenue.

3. 採用新制訂和經修訂的國際財務報告準則(續)

(a) 應用新制訂和經修訂的國際財務報告準則(續)

國際財務報告準則第15號客戶合約收入

國際財務報告準則第15號為釐定是否確認收入、所確認的金額及確認時間設立了全面的框架，取代國際會計準則第18號收入、國際會計準則第11號建築合約及相關詮釋。

本集團已追溯性應用國際財務報告準則第15號，首次應用該準則的累計影響於首次應用日期二零一八年一月一日確認。於首次應用日期如有任何差異，則於期初保留溢利或權益的其他部分(倘適用)確認，且並無重列比較資料。首次採納國際財務報告準則第15號對本集團期初保留溢利及本集團確認其收入的方式並無影響。

3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

(b) New and revised IFRSs in issue but not yet effective

The Group has not early applied new and revised IFRSs that have been issued but are not yet effective for the financial year beginning 1 January 2018. These new and revised IFRSs include the following which may be relevant to the Group.

		Effective for accounting periods beginning on or after 於下列日期或之後開始 的會計期間生效
IFRS 16 國際財務報告準則第16號	Leases 「租賃」	1 January 2019 二零一九年一月一日
IFRIC 23 國際財務報告詮釋公告第23號	Uncertainty over Income Tax Treatments 「所得稅不確定性的會計處理」	1 January 2019 二零一九年一月一日
Amendments to IAS 28 國際會計準則第28號(修訂)	Long-term Interests in Associates and Joint Ventures 「於聯營公司及合營企業的長期權益」	1 January 2019 二零一九年一月一日
Amendments to IFRSs 國際財務報告準則(修訂)	Annual Improvement to IFRS Standards 2015–2017 Cycle 「國際財務報告準則二零一五年至二零一七年週期的 年度改進」	1 January 2019 二零一九年一月一日

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far the Group has identified some aspects of IFRS 16 which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. While the assessment has been substantially completed for IFRS 16, the actual impacts upon the initial adoption of the standards may differ as the assessment completed to date is based on the information currently available to the Group, and further impacts may be identified before the standards are initially applied in the Group's interim financial report for the six months ending 30 June 2019. The Group may also change its accounting policy elections, including the transition options, until the standards are initially applied in that interim financial report.

3. 採用新制訂和經修訂的國際財務報告準則(續)

(b) 已頒佈但尚未生效的新制訂和經修訂的國際財務報告準則

本集團並無提早採用已頒佈但於二零一八年一月一日開始的財政年度尚未生效的新制訂和經修訂的國際財務報告準則。該等新制訂和經修訂的國際財務報告準則包括以下各項可能與本集團有關。

本集團正在評估該等修訂及新訂準則於首次應用期間預期產生的影響。目前為止本集團已發現國際財務報告準則第16號的部分方面可能會對綜合財務報表造成重大影響。預期影響的進一步詳情於下文載述。儘管對國際財務報告準則第16號的評估已大致完成，但因截至目前完成的評估乃基於本集團現時可得的資料作出，首次採納該等準則產生的實際影響可能有所不同，而進一步影響或會於本集團就截至二零一九年六月三十日止六個月的中期財務報告首次應用該等準則之前釐定。本集團亦可能變更其選用的會計政策，包括過渡選擇，直至於中期財務報告中首次應用該等準則。

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3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

(b) New and revised IFRSs in issue but not yet effective (Continued)

IFRS 16 Leases

IFRS 16 replaces IAS 17 Leases and related interpretations. The new standard introduces a single accounting model for lessees. For lessees the distinction between operating and finance leases is removed and lessees will recognise right-of-use assets and lease liabilities for all leases (with optional exemptions for short-term leases and leases of low value assets). IFRS 16 carries forward the accounting requirements for lessors in IAS 17 substantially unchanged. Lessors will therefore continue to classify leases as operating or financing leases.

IFRS 16 is effective for annual periods beginning on or after 1 January 2019. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

3. 採用新制訂和經修訂的國際財務報告準則(續)

(b) 已頒佈但尚未生效的新制訂和經修訂的國際財務報告準則(續)

國際財務報告準則第16號「租賃」

國際財務報告準則第16號取代國際會計準則第17號「租賃」及其相關詮釋。新準則就承租人引入單一會計模式。就承租人而言，經營和融資租賃的區分已經移除，而承租人須就所有租賃確認使用權資產及租賃負債(短期租賃及低價值資產的租賃可獲選擇性豁免)。國際財務報告準則第16號沿用國際會計準則第17號有關出租人的會計要求而並無重大更改。因此，出租人將繼續將租賃分類為經營租賃或融資租賃。

國際財務報告準則第16號於二零一九年一月一日或以後開始的年度期間生效。本集團擬採用簡化過渡方法，而將不會重列首次採用前一年的比較金額。

3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

(b) New and revised IFRSs in issue but not yet effective (Continued)

IFRS 16 Leases (Continued)

Based on a preliminary assessment, the standard will affect primarily the accounting for the Group's operating leases. The Group's office property leases are currently classified as operating leases and where applicable the lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term. Under IFRS 16 the Group may need to recognise and measure a liability at the present value of the future minimum lease payments and recognise a corresponding right-of-use asset for these leases. The interest expense on the lease liability and depreciation on the right-of-use asset will be recognised in profit or loss. The Group's assets and liabilities will increase and the timing of expense recognition will also be impacted as a result.

The Group's future minimum lease payments under non-cancellable operating leases for its office property amounted to approximately HK\$280,000 as at 31 December 2018. These leases are not expected to be recognised as lease liabilities, with corresponding right-of-use assets, once IFRS 16 is adopted as it would be regarded as low value assets under optional exemptions of IFRS 16.

The Group expects that the initial adoption of IFRS 16 will not have material impact to the Group. However, the expected changes in accounting policies as described above could have an impact on the Group's consolidated financial statements from 2019 onwards.

3. 採用新制訂和經修訂的國際財務報告準則(續)

(b) 已頒佈但尚未生效的新制訂和經修訂的國際財務報告準則(續)

國際財務報告準則第16號「租賃」(續)

根據初步評估，該準則將主要影響本集團經營租賃的會計處理。本集團的辦公室物業租賃目前分類為經營租賃，在適用的情況下，租賃付款額(扣除從出租人所獲得的任何優惠)在租賃期內按照直線法確認為開支。根據國際財務報告準則第16號，本集團可能須就該等租賃按未來最低租賃付款額的現值確認及計量負債，並確認相應的使用權資產。租賃負債的利息開支及使用權資產的折舊將會在損益內確認。本集團的資產及負債將會因而有所增加，而確認開支的時間亦將會受到影響。

於二零一八年十二月三十一日，本集團辦公室物業的不可撤銷經營租賃的未來最低租賃付款額約為280,000港元。預期一旦採用國際財務報告準則第16號，該等租賃將不會確認為租賃負債以及相應的使用權資產，原因為該等租賃根據國際財務報告準則第16號可選豁免視為低值資產。

本集團預期首次採納國際財務報告準則第16號將不會對本集團造成重大影響。然而，上述會計政策的預期變動可能對本集團自二零一九年起的綜合財務報表造成影響。

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3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

(b) New and revised IFRSs in issue but not yet effective (Continued)

IFRIC 23 Uncertainty over Income Tax Treatments

The interpretation of IAS 12 Income Taxes sets out how to apply that standard when there is uncertainty about income tax treatments. Entities are required to determine whether uncertain tax treatments should be assessed separately or as a group depending on which approach will better predict the resolution of the uncertainties. Entities will have to assess whether it is probable that a tax authority will accept an uncertain tax treatment. If yes, the accounting treatment will be consistent with the entity's income tax filings. If not, however, entities are required to account for the effects of the uncertainty using either the most likely outcome or expected value method depending on which method is expected to better predict its resolution.

The Group is unable to estimate the impact of the interpretation on the consolidated financial statements until a more detailed assessment has been completed.

4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at FVTPL and financial assets at FVTOCI.

The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

3. 採用新制訂和經修訂的國際財務報告準則(續)

(b) 已頒佈但尚未生效的新制訂和經修訂的國際財務報告準則(續)

國際財務報告詮釋公告第23號「所得稅不確定性的會計處理」

國際會計準則第12號「所得稅」的詮釋載列，在所得稅處理存在不確定性時如何應用該準則。實體須決定具有不確定性的稅務處理應單獨還是作為一個組合進行評估，這要視乎哪種方法能夠更好地預測對不確定性的消除情況。實體將須評估稅務機關是否很可能會接受具有不確定性的稅務處理。如果是，則會計處理將與實體的所得稅申報一致。然而，如果不是，則實體需要使用最有可能的結果或預期價值法去核算不確定性的影響，這要視預期哪種方法能夠更好地預測對不確定性的消除情況。

直至完成更為詳細的評估前，本集團無法估計詮釋對綜合財務報表的影響。

4. 主要會計政策

綜合財務報表按照歷史成本法編製，並就按公允值於損益賬列賬的金融資產及按公允值於其他全面收益列賬之金融資產的重估而作出修訂。

編製符合國際財務報告準則的財務報表需要使用若干關鍵會計估計。這亦需要管理層在應用本集團的會計政策過程中行使其判斷。涉及較高的判斷力或複雜性的範疇，或涉及對綜合財務報表作出重大假設和估計的範疇，在附註5中披露。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill and any accumulated foreign currency translation reserve relating to that subsidiary.

All intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

4. 主要會計政策(續)

編製本綜合財務報表採用的主要會計政策載於下文。

(a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止的財務報表。附屬公司指本集團對其擁有控制權的實體。當本集團通過參與某實體而承擔可變回報的風險或享有可變回報，並且有能力運用對該實體的權力影響該等回報，本集團即控制該實體。當本集團擁有現有權利，使本集團目前有能力主導相關活動(即對實體的回報產生重大影響的活動)，本集團對該實體擁有權力。

在評估是否擁有控制權時，本集團考慮其潛在投票權以及其他方所持有的潛在投票權。只有在持有人有實際能力行使有關權利時，方考慮潛在投票權。

附屬公司在控制權轉移至本集團之日綜合入賬。附屬公司在控制權終止之日起停止綜合入賬。

如果出售附屬公司導致失去控制權，該收益或虧損為(i)出售代價的公允值加該附屬公司任何剩餘投資的公允值；與(ii)本公司應佔該附屬公司淨資產加任何剩餘商譽及有關該附屬公司的任何累計匯兌儲備兩者之間的差額。

所有集團內公司之間的交易、結餘及未變現溢利予以對銷。未變現虧損亦予以抵消，除非交易提供證據顯示所轉移資產出現減值，則作別論。附屬公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Consolidation (Continued)

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the noncontrolling shareholders and owners of the Company.

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

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

4. 主要會計政策(續)

(a) 綜合賬目(續)

非控制性權益指附屬公司不直接或間接歸屬於本公司的權益。非控制性權益在權益內在綜合財務狀況表及綜合權益變動表內列報。非控制性權益，在綜合損益表及綜合損益及其他全面收益表內分別按年度損益及全面收益總額分配予非控股股東與本公司擁有人的形式列報。

損益及其他全面收益的各組成部分會歸屬於本公司擁有人及非控制性權益，即使此舉引致非控制性權益結餘為負數。

本公司將附屬公司中不導致喪失控制權的擁有權權益變動作為權益交易(即與擁有人以擁有人身份進行交易)核算。控制性權益和非控制性權益的賬面金額應予調整以反映附屬公司中相關權益的變動。調整的非控制性權益的金額與收取或支付的對價的公允值之間任何差額直接於權益確認並歸屬於本公司的擁有人。

在本公司的財務狀況表內，除非於附屬公司的投資分類為持有待售(或包括在分類為持有待售的處置組)，否則以成本減去減值虧損列值。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong Dollars ("HK\$"), which is the Company's functional and presentation currency.

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

4. 主要會計政策(續)

(b) 外幣折算

(i) 功能和列報貨幣

本集團每個主體的財務報表所列項目均以該主體經營所在的主要經濟環境的貨幣計量(「功能貨幣」)。綜合財務報表以港元(「港元」)列報，港元為本公司的功能貨幣及列報貨幣。

(ii) 各實體財務報表內的交易及結餘

外幣交易在初始確認時採用交易日期的現行匯率換算為功能貨幣。外幣計值的貨幣資產和負債以各報告期末的匯率折算。因此項折算政策而產生的收益和虧損在損益中確認。

以公允值計量的以外幣計價的非貨幣性項目應按公允值確定日的匯率折算。

當非貨幣性項目的收益或虧損在其他全面收益中確認，該收益或虧損的任何匯兌組成部分在其他全面收益中確認。當非貨幣性項目的收益或虧損在損益中確認，該收益或虧損的任何匯兌組成部分在損益中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Foreign currency translation (Continued)

(iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

4. 主要會計政策(續)

(b) 外幣折算(續)

(iii) 綜合賬目折算

其功能貨幣與本公司的列報貨幣不同的所有本集團內的主體的業績和財務狀況按如下方法換算為本公司的列報貨幣：

- 每份列報的財務狀況表內的資產和負債按該財務狀況表日期的收市匯率換算；
- 收益和費用按該期間平均匯率換算（除非此匯率並不代表交易日期現行匯率的累計影響的合理約數；在此情況下，收支項目按交易日期的匯率換算）；及
- 所有由此產生的匯兌差額在其他全面收益中確認，並在外幣折算儲備中累積。

綜合賬目時，將作為對境外實體淨投資的一部分的貨幣項目折算產生的匯兌差額，在其他全面收益中確認，並在外幣折算儲備中累計。當出售境外業務時，有關匯兌差額會作為處置收益或虧損的一部分重新分類至綜合損益。

購買境外主體產生的商譽及公允值調整視為該境外主體的資產和負債，並按期末匯率換算。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Property, plant and equipment

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

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Leasehold improvements	Over the term of the lease but not exceeding 5 years
Office equipment	20%
Furniture and fixtures	20%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

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

(d) Operating leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term. Where applicable, contingent rentals are recognised as expenses in the period in which they are incurred.

4. 主要會計政策(續)

(c) 物業、廠房及設備

在綜合財務狀況表內，物業、廠房及設備以成本減去後續累計折舊及後續累計減值虧損(如有)計量。

後續成本只有在很可能為本集團帶來與該項目有關的未來經濟利益，而該項目的成本能可靠計量時，才包括在資產的賬面值或確認為一項單獨資產(按適用)。所有其他維修費用在產生的期間內於損益內確認。

物業、廠房及設備的折舊採用直線法在估計使用壽命內按足夠撇銷其成本的年率減其剩餘價值計算。主要年率如下：

租賃物業裝修	租期，但不超過5年
辦公室設備	20%
傢俬及裝置	20%

資產的剩餘價值、使用壽命及折舊法在每個報告期末進行檢討，及在適當時調整。

一項物業、廠房及設備於出售時或預期繼續使用該項資產將不再產生未來經濟利益時終止確認。終止確認物業、廠房及設備的任何收益或虧損乃銷售所得款項淨額與相關資產賬面值之間的差額，並於損益確認。

(d) 經營租賃

實質上並無將與資產所有權相關的幾乎全部風險和回報轉移到本集團的租賃，作為經營租賃進行會計處理。租賃付款額(扣除出租人提供的任何優惠)按直線法在租賃期內確認為開支。如若適用，則或然租金於其產生的期間內確認為開支。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the 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 (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

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

4. 主要會計政策(續)

(e) 確認及終止確認金融工具

當本集團實體成為契約的合約條文訂約方時，於綜合財務狀況表確認金融資產及金融負債。

金融資產及金融負債初始按公允值計量。收購或發行金融資產及金融負債(按公允值於損益賬列賬的金融資產及金融負債除外)直接應佔的交易成本於初始確認時計入或自金融資產或金融負債(倘適用)的公允值扣減。收購按公允值於損益賬列賬的金融資產或金融負債直接應佔的交易成本即時於損益確認。

本集團僅於資產現金流量的合約權利屆滿時，或金融資產及該資產所有權的絕大部分風險與回報轉移至另一實體後終止確認金融資產。倘本集團並無轉移亦無保留所有權的絕大部分風險與回報，並繼續控制已轉移資產，則本集團確認其於該資產的保留權益，並就其可能須支付的款項確認相關負債。倘本集團保留已轉移金融資產所有權的絕大部分風險與回報，則本集團繼續確認金融資產，亦就已收取之所得款項確認有抵押借貸。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Recognition and derecognition of financial instruments (Continued)

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

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

4. 主要會計政策(續)

(e) 確認及終止確認金融工具(續)

本集團於並僅於本集團責任獲解除、註銷或屆滿時終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價之間的差額(包括任何轉讓的非現金資產或承擔的非現金負債)於損益確認。

倘有法定權利抵銷已確認金額，且擬按淨額基準結算或擬同時變現資產並結算負債，則金融資產與金融負債互相抵銷，淨額於資產負債表呈報。法定權利不得取決於未來事件而定，且須在一般業務過程中以及於有關公司或交易對手出現拖欠還款、無償還能力或破產時可強制執行。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial assets

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. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Debt investments

Debt investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represents solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.
- FVTOCI — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- FVTPL if the investment does not meet the criteria for being measured at amortised cost or FVTOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

4. 主要會計政策(續)

(f) 金融資產

所有以常規方式購買或出售的金融資產按交易日基準確認或終止確認。常規方式購買或出售指要求在市場規則或慣例規定的時間內交付資產的金融資產買賣。所有已確認金融資產其後悉數按攤餘成本或公允值計量，取決於金融資產的分類。

債務工具

本集團持有的債務工具分為以下兩個計量類別：

- 攤餘成本。倘投資持作收取合約現金流量，且其僅為支付本金及利息。投資利息收入使用實際利率法計算。
- 按公允值於其他全面收益列賬 — 可撥回。倘投資的合約現金流量其中包括僅為支付本金及利息的部分，且持有投資的業務模式旨在同時實現收取合約現金流量與出售。公允值變動於其他全面收益確認，惟預期信貸虧損、利息收入(使用實際利率法計算)及匯兌收益及虧損於損益確認。終止確認投資後，其他全面收益累計的金額由權益撥回至損益。
- 按公允值於損益賬列賬。倘投資不符合按攤餘成本或按公允值於其他全面收益列賬(可撥回)的要求。投資(包括利息)公允值變動於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial assets (Continued)

Equity investments

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVTOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVTOCI, are recognised in profit or loss as other income.

Policy prior to 1 January 2018

Investments in securities held for trading were classified as financial assets measured at FVTPL. Any attributable transaction costs were recognised in profit or loss as incurred. At the end of each reporting period the fair value was remeasured, with any resultant gain or loss being recognised in profit or loss.

Dated debt securities that the group had the positive ability and intention to hold to maturity were classified as held-to-maturity securities. Held-to-maturity securities were stated at amortised cost.

4. 主要會計政策(續)

(f) 金融資產(續)

股權投資

股權證券投資分類為按公允值於損益賬列賬，除非該股權投資並非持作買賣，且於初步確認投資時本集團選擇將該投資指定為按公允值於其他全面收益列賬(不可撥回)，則公允值的其後變動於其他全面收益確認。有關選擇乃按各項工具基準作出，僅於投資符合發行人對股權的定義時作出。倘作出有關選擇，於其他全面收益累計的金額保留於公允值儲備(不可撥回)，直至該投資出售為止。於出售時，公允值儲備(不可撥回)累計的金額轉撥至保留盈利，且不可透過損益撥回。股權證券投資的股息(不論分為按公允值於損益賬列賬或按公允值於其他全面收益列賬)於損益確認為其他收益。

二零一八年一月一日之前的政策

持作交易的證券投資分類為按公允值於損益賬列賬的金融資產。任何應佔交易成本均於產生時於損益確認。公允值於各報告期間末重新計量，導致的任何收益或虧損於損益確認。

本集團有明確能力及意願持有至到期之定期債務證券分類為持至到期證券。持至到期證券按攤餘成本呈列。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial assets (Continued)

Policy prior to 1 January 2018 (Continued)

Investments which did not fall into any of the above categories were classified as available-for-sale financial assets. At the end of each reporting period the fair value was remeasured, with any resultant gain or loss being recognised in other comprehensive income and accumulated separately in equity in the fair value reserve (recycling). Dividend income from equity investments and interest income from debt securities calculated using the effective interest method were recognised in profit or loss respectively. Foreign exchange gains and losses arising from debt securities were also recognised in profit or loss. When the investments were derecognised or impaired, the cumulative gain or loss recognised in equity was reclassified to profit or loss.

(g) Other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Other receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

(h) Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents. Cash and cash equivalents are assessed for expected credit losses ("ECL").

4. 主要會計政策(續)

(f) 金融資產(續)

二零一八年一月一日之前的政策(續)

不屬於上述任何類別的投資分類為可供出售金融資產。公允值於各報告期間末重新計量，導致的任何收益或虧損於其他全面收益確認，並於公允值儲備(不可撥回)中的權益單獨累計。股權投資的股息收入及債務證券的利息收入使用實際利率法計算，分別於損益確認。債務證券產生的匯兌收益及虧損亦於損益確認。終止確認投資或投資減值後，於權益確認的累計收益或虧損重新分類至損益。

(g) 其他應收款

集團有無條件權利收取代價時確認應收款項。倘於代價支付到期前僅須待時間過去，則收取代價的權利為無條件。倘於集團有無條件權利收取代價前確認收入，則該金額呈列為合約資產。

其他應收款按攤餘成本以實際利率法扣除信貸虧損撥備後列賬。

(h) 現金及現金等額

就現金流量表而言，現金及現金等額為銀行及手頭現金、存放在銀行或其他財務機構的通知存款，及期限短、流動性強、易於轉換為已知金額現金、價值變動風險很小的投資。作為本集團現金管理一項組成部分的按要求隨時付還的銀行透支，亦為現金及現金等額的組成部分。現金及現金等額須進行預期信貸虧損(「預期信貸虧損」)評估。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Financial liabilities and equity instruments

Financial liabilities 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 under IFRSs. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(j) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(k) Convertible bonds

Convertible bonds which entitle the holder to convert the loans into a fixed number of equity instruments at a fixed conversion price are regarded as compound instruments consisting of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The difference between the proceeds of issue of the convertible bonds and the fair value assigned to the liability component, representing the embedded option for the holder to convert the loans into equity of the Group, is included in equity as convertible bonds equity reserve. The liability component is carried as a liability at amortised cost using the effective interest method until extinguished on conversion or redemption.

Transaction costs are apportioned between the liability and equity components of the convertible bonds based on their relative carrying amounts at the date of issue. The portion related to the equity component is charged directly to equity.

4. 主要會計政策(續)

(i) 金融負債及權益工具

由集團實體發行的金融負債及權益工具根據合約安排實質及金融負債與權益工具在國際財務報告準則中的定義分類為金融負債或權益。具體金融負債及權益工具所採納的會計政策載列如下。

(j) 借款

借款按公允值並扣除產生的交易費用為初始確認。借款其後利用實際利率法按攤餘成本計量。

除非本集團可無條件將負債的結算遞延至報告期末後最少12個月，否則借款分類為流動負債。

(k) 可轉換債券

賦予持有人權利可按固定轉換價將貸款轉換為固定數目的權益工具的可轉換債券被視為由負債及權益組成部分組成的複合工具。在發行日，負債部分的公允值根據類似不可轉換債項的當前市場利率估計。發行可轉換債券的所得款項與分配予負債部分的公允值兩者之間的差額(相當於持有人將貸款轉換為本集團權益的嵌入期權)，包括在權益內的可轉換債券權益儲備。負債部分使用實際利率法以攤餘成本列為負債，直至轉換或贖回而終絕為止。

交易成本根據可轉換債券的負債及權益組成部分在發行日的相對賬面金額進行分攤。與權益組成部分相關的部分直接扣自權益。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Other payables

Other payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(m) Equity instruments

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

(n) Revenue recognition

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

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

Dividend income is recognised when the shareholders' rights to receive payment are established.

Policy prior to 1 January 2018

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

4. 主要會計政策(續)

(l) 其他應付款

其他應付款初始按公允價值確認，其後利用實際利率法按攤餘成本計量，除非折現的影響不大，在該情況下，其按成本列值。

(m) 權益工具

權益工具指能證明於實體減除其所有負債後的資產中擁有剩餘權益的任何合約。本公司發行之權益工具按已收所得款項扣除直接發行成本列賬。

(n) 收入確認

產品或服務的控制權按本集團預期有權收取之協定代價金額(代表第三方收取的金額除外)轉移至客戶時確認收入。收入不包括增值稅或其他銷售稅項，且已扣除任何交易折讓。

利息收入於產生時使用實際利率法確認。就按攤餘成本或按公允價值於其他全面收益列賬(可撥回)計量且並無信貸減值的金融資產而言，對資產的總賬面值應用實際利率法。就信貸減值的金融資產而言，對資產的攤餘成本(即總賬面值減虧損撥備)應用實際利率法。

股息收入於股東收取付款的權利確立時確認。

二零一八年一月一日之前的政策

於收入金額能夠可靠計量時確認收入；於本集團各項活動滿足特定條件且未來經濟利益可能流入本集團時確認收入。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

(iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits, and when the Group recognises restructuring costs and involves the payment of termination benefits.

4. 主要會計政策(續)

(o) 僱員福利

(i) 僱員假期權益

僱員所享有的年假及長期服務假期權益在假期累計至僱員時確認。因僱員提供服務而產生的年假及長期服務假期估計負債，就截至報告期末止作出準備。

僱員的病假和產假權益在休假前不作確認。

(ii) 退休金義務

本集團就所有僱員向界定供款退休計劃供款。本集團及僱員對計劃的供款按僱員基本薪金的某一百分比計算。扣自損益的退休福利計劃成本為本集團應付基金的供款。

(iii) 辭退福利

辭退福利在下列兩者孰早日確定：本集團不能撤回提供此等福利時；及本集團確認涉及支付辭退福利的重組成本時。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

(q) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss 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.

4. 主要會計政策(續)

(p) 借款成本

可直接歸屬於符合條件的資產(指需要經過相當長時間才能達到可使用或可銷售狀態的資產)的購置、建造或生產的借款成本，直至該資產實質上已達到可使用或可銷售狀態之前均計入該資產的成本一部份。專門借款在發生符合條件的資產的支出之前用作暫時性投資而取得的投資收益，應從符合資本化條件的借款成本中扣除。

就於一般情況及用作取得符合條件的資產而言，合資格資本化的借款成本金額乃按用於該資產的支出资本化率計算。資本化率乃為取得符合條件的資產的專門借款以外於期間內尚未償還的本集團借款適用的加權平均借款成本。

所有其他借款成本應在其發生的期間於損益確認。

(q) 稅項

所得稅指當期稅項和遞延稅項的總和。

當期應付稅項是根據當年應納稅所得額計算得出。應納稅所得額與在損益內確認的利潤不同，因為應納稅所得額不包括計入在其他年度內的應稅收益或可抵稅支出等項目，也不包括不應稅或不可抵扣的項目。本集團的當期稅項負債按截至報告期期末止已執行或實質上已執行的稅率計算。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Taxation (Continued)

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities 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.

4. 主要會計政策(續)

(q) 稅項(續)

遞延稅項基於綜合財務報表中資產和負債的賬面金額與用於計算應納稅所得額時相應計稅基礎之間的差異進行確認。一般情況下，所有應納稅暫時性差異產生的遞延稅項負債均予確認。遞延稅項資產只在很可能取得能利用該可抵扣暫時性差異、未利用稅務虧損或未利用稅務抵減來抵扣的應納稅所得額的限度內予以確認。如果暫時性差異是由商譽或在某一既不影響應納稅所得額也不影響會計利潤的非企業綜合交易中的其他資產和負債的初始確認下產生的，則不確認該等資產和負債。

附屬公司的投資產生的應納稅暫時性差異應確認遞延稅項負債，除非本集團能夠控制這些暫時性差異的轉回，且該暫時性差異在可預見的未來很可能不會轉回。

遞延稅項資產的賬面金額會在每一報告期末進行覆核，並於不再很可能獲得足夠的應納稅所得額來抵扣所有或部分將予收回的資產時調減。

遞延稅項，以報告期末已執行或實質上已執行的稅率為基礎，按預期清償該負債或變現該資產當期的稅率計算。遞延稅項應在損益中確認，除非其與計入其他全面收益或直接計入權益的項目相關(在這種情況下遞延稅項也同樣於其他全面收益確認或直接於權益確認)。

遞延稅項資產和負債的計量，應反映本集團在報告期末預期收回或清償其資產和負債賬面金額的方式所導致的納稅後果。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Taxation (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

(r) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit.

Value in use is the present value of the estimated future cash flows of the asset/cash-generating unit. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/cash-generating unit whose impairment is being measured.

Impairment losses for cash-generating units are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the cash-generating unit. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

4. 主要會計政策(續)

(q) 稅項(續)

當存在以當期稅項負債抵銷當期稅項資產的法定權利、而遞延稅項資產和負債與由同一稅務機關徵收的所得稅相關、並且本集團打算以淨額為基礎結算當期稅項資產和負債時，遞延稅項資產和遞延稅項負債才能相互抵銷。

(r) 非金融資產減值

非金融資產的賬面金額在每個報告日進行檢討，以檢視是否有跡象發生減值，如果資產發生減值，則通過綜合損益表將其減記至其估計可收回金額，減記金額確認為費用。可收回金額就個別資產釐定，除非該資產不能產出基本上獨立於其他資產或資產組所產生的現金流入，這種情況下，可確定該資產所屬的現金產出單元的可收回金額。可收回金額為使用價值及公允值減個別資產或現金產出單元的處置成本兩者中較高者。

使用價值是資產／現金產出單元的估計未來現金流量的現值。現值使用反映貨幣時間價值和資產／現金產出單元(已計量減值)特定風險的稅前折現率計算。

現金產出單元的減值虧損應當先分攤至單元中的商譽，再按比例分配攤至現金產出單元的其他資產。其後，由於估計變動而導致的可收回金額增加計入損益，除非其轉回減值。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Impairment of financial assets

Impairment under ECL model

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under IFRS 9 (including other receivables, loans notes, due from securities brokers and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

The Group always recognises lifetime ECL for other receivables, loans notes and due from securities brokers, and measures the lifetime ECL for portfolios of other receivables, loans notes and due from securities brokers that share similar economic risk characteristics. The ECL on these assets are estimated using an analysis of assets by risk level of customers and apply a probability-weighted estimate of the credit losses within the relevant risk type. The probability-weighted estimates of the credit losses is determined based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring since initial recognition.

4. 主要會計政策(續)

(s) 金融資產的減值

預期信貸虧損模式項下的減值

本集團就根據國際財務報告準則第9號減值的金融資產(包括其他應收款、貸款票據、應收證券經紀款項及銀行結餘)預期信貸虧損確認虧損撥備。預期信貸虧損金額於各報告日期更新，以反映各項金融工具自初始確認以來的信貸風險變動。

全期預期信貸虧損指金融工具預期使用年內所有可能違約事件所導致的預期信貸虧損。反之，十二個月預期信貸虧損(「十二個月預期信貸虧損」)指預期於報告日期後十二個月內可能發生的金融工具違約事件導致的部分全期預期信貸虧損。

本集團始終為其他應收款、貸款票據及應收證券經紀款項確認全期預期信貸虧損，並就具有類似經濟風險特徵的其他應收款、貸款票據及應收證券經紀款項組合計量全期預期信貸虧損。該等資產的預期信貸虧損採用按客戶風險水平並於相關風險類型應用信貸虧損的概率加權估計所作的資產分析予以估計。信貸虧損的概率加權估計乃基於本集團過往信貸虧損經驗釐定，並就債務人特定因素、經濟狀況以及對目前及對於報告日期的狀況預測方向(如適用，包括金錢時間價值)的評估作出調整。

就所有其他金融工具而言，本集團計量與十二個月預期信貸虧損相等的虧損撥備，除非信貸風險自初始確認以來大幅增加，則本集團確認全期預期信貸虧損。是否確認全期預期信貸虧損的評估乃基於自初始確認以來發生違約的可能性或風險大幅增加，而非金融資產於報告日期信貸減值，或自初始確認以來實際發生違約事件。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Impairment of financial assets (Continued)

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from financial analysts and governmental bodies, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

4. 主要會計政策(續)

(s) 金融資產的減值(續)

信貸風險大幅增加

於評估金融工具的信貸風險自初始確認以來是否大幅增加時，本集團將金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險進行比較。於進行有關評估時，本集團考慮合理可支持的定量與定性資料，包括毋須額外成本或付出即可獲得的過往經驗及前瞻性資料。所考慮前瞻性資料包括自金融分析師及政府機構獲取的本集團債務人所營運行業的未來前景，以及與本集團核心相關的實際及預測經濟資料的各種外部資源。

於評估信貸風險自初始確認以來是否大幅增加時特別須考慮下列資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期嚴重下滑；
- 特定金融工具信貸風險的外部市場指標嚴重惡化；
- 商業、金融或經濟狀況的現有或預期不利變動，預期將嚴重削弱債務人履行其債務責任的能力；
- 債務人經營業績實際或預期明顯下滑；
- 同一債務人其他金融工具的信貸風險大幅增長；
- 債務人規管、經濟或技術環境的實際或預期重大不利變動，導致嚴重削弱債務人履行其債務責任的能力。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

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

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

A financial instrument is determined to have low credit risk if (i) the financial instrument has a low risk of default (i.e. no default history), (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a financial instrument to have low credit risk when it has internal or external credit rating of “investment grade” as per globally understood definition.

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

4. 主要會計政策(續)

(s) 金融資產的減值(續)

信貸風險大幅增加(續)

不論上述評估結果如何，倘合約付款逾期超過30日，則本集團假設一項金融資產的信貸風險自初始確認以來已大幅增加，除非本集團有理由及可支持資料證明並非如此。

儘管如上所述，倘金融工具於報告日期釐定為信貸風險較低，則本集團假設該金融工具的信貸風險自初始確認以來並無大幅增加。

倘符合以下條件則金融工具可釐定為信貸風險較低：(i)金融工具的違約風險較低(例如無違約歷史)；(ii)借款人有能力於近期履行其合約現金流量責任及(iii)經濟及商業條件的長期不利變動可能但未必削弱借款人履行其合約現金流量責任的能力。倘一項金融工具的內部與外部信貸評級為全球通用定義的「投資級」，則本集團將其視為信貸風險較低。

本集團定期監控用於識別信貸風險是否大幅增加之標準的有效性，並作適當修訂，以確保該標準在款項逾期前能夠識別信貸風險的大幅增加。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Impairment of financial assets (Continued)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

Credit-impaired financial assets

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

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;
- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider; or
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or
- The disappearance of an active market for that financial asset because of financial difficulties.

4. 主要會計政策(續)

(s) 金融資產的減值(續)

違約的定義

本集團認為，由於過往經驗表明符合以下標準的應收款項一般無法收回，故以下情況就內部信貸風險管理而言構成違約事件：

- 倘對方違反財務契諾；或
- 內部形成或自外部來源獲得的資料表明債務人不大可能向其債權人(包括本集團)悉數清償債務(不計及本集團所持有的任何抵押品)。

不論上述分析如何，倘工具逾期超過90日，本集團亦認為已發生違約事件，除非本集團有合理可支持資料表明較寬鬆的違約標準更為適宜。

信貸減值的金融資產

倘發生一項或多項事件對金融資產的估計未來現金流量造成不利影響，則該金融資產出現信貸減值。金融資產出現信貸減值的證據包括有關以下事件的可觀察數據：

- 發行人或交易對手存在重大財務困難；
- 違反合約，如拖欠或逾期事件；
- 基於與交易對手財務困難相關的經濟或合約理由，交易對手的放款人向交易對手授出放款人於其他情況下不會考慮的優惠條件；或
- 交易對手可能經歷破產或其他財務重組；或
- 由於財務困難導致該金融資產的活躍市場不再存在。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Impairment of financial assets (Continued)

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are past due over one year, whichever is earlier. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised directly in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the end of each reporting period.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

Where lifetime ECL is measured to cater for cases where evidence of significant increase in credit risk at the individual instrument level may not yet be available. The financial instruments are grouped on the following basis:

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

4. 主要會計政策(續)

(s) 金融資產的減值(續)

撇銷政策

本集團於有資料表明交易對手處於嚴重財務困難且無實際恢復可能(即交易對手已進行清算或進入破產程序),或貿易應收款項逾期超過一年時(以較早者為準)撇銷金融資產。撇銷之金融資產仍可根據本集團收回程序經考慮適用法律意見後強制執行。任何收回款項直接於損益確認。

預期信貸虧損的計量與確認

預期信貸虧損計量乃違約概率、違約損失率程度(即倘違約損失的程度)及違約風險的函數。違約概率及違約損失率程度的評估乃根據歷史數據作出,並根據上述前瞻性資料調整。金融資產的違約風險則由該資產於各報告期間末的總賬面值表示。

金融資產的預期信貸虧損估計為本集團根據合約應收的所有合約現金流量與本集團預期收取的所有現金流量之間的差額,並按原有實際利率折現。

倘無法獲得證據表明個別工具的信貸風險大幅增長,則計量全期預期信貸虧損。金融工具按以下基準分組:

- 金融工具的性質;
- 逾期情況;
- 債務人的性質、規模及行業;及
- 可得的外部信貸評級。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Impairment of financial assets (Continued)

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

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12m ECL at the current reporting date.

The Group recognises an impairment gain or loss in the profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

(t) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

4. 主要會計政策(續)

(s) 金融資產的減值(續)

管理層定期審閱分組情況以確保各組別的構成部分仍具有相似的信貸風險特徵。

倘本集團於前一報告期間按等同於全期預期信貸虧損的金額計量金融工具的虧損撥備，但於本報告日期釐定其不再滿足全期預期信貸虧損的條件，則本集團將於本報告日期按等同於十二個月預期信貸虧損的金額計量虧損撥備。

本集團於損益確認所有金融工具的減值收益或虧損，並透過虧損撥備賬對其賬面值作出相應調整。

(t) 撥備及或然負債

倘若本集團因過去事項而承擔了現有法定義務或推定義務，履行該義務很可能要求含有經濟利益的資源流出，而該義務的金額可以可靠地估計，便會就該不確定的時間或金額計提撥備並確認負債。如果貨幣時間價值重大，則按預計履行義務所需支出的現值計提撥備。

倘若履行義務不是很可能要求經濟利益流出，或是該義務的金額不可以可靠地估計，則會將該義務披露為或然負債，除非流出的可能性極小，則作別論。可能承擔的責任的存在僅能通過一個或數個未來事項的發生或不發生予以證實，亦會披露為或然負債，除非流出的可能性極小，則作別論。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Related parties

A related party is a person or entity that is related to the Group.

(A) A person or a close member of that person's family is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Company or of a parent of the Company.

(B) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

4. 主要會計政策(續)

(u) 關聯方

關聯方是指與本集團相關的個人或實體。

(A) 個人或與該個人關係密切的家庭成員與本集團相關聯，如果該個人：

- (i) 對本集團實施控制或共同控制；
- (ii) 對本集團實施重大影響；或者
- (iii) 是本公司或本公司母公司的關鍵管理人員的成員。

(B) 如果適用以下任何情形，則某實體與本集團相關聯：

- (i) 該實體和本公司是同一集團的成員（這意味著各母公司、附屬公司和同系附屬公司均相互關聯）。
- (ii) 某一實體是另一實體的聯營企業或合營企業（或是另一實體所屬集團的一個成員的聯營企業或合營企業）。
- (iii) 兩家實體都是相同第三方的合營企業。
- (iv) 某一實體是第三方的合營企業並且另一實體是該第三方的聯營企業。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Related parties (Continued)

- (B) An entity is related to the Group if any of the following conditions applies: (Continued)
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (A).
- (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

(v) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

4. 主要會計政策(續)

(u) 關聯方(續)

- (B) 如果適用以下任何情形，則某實體與本集團相關聯：(續)
- (v) 該實體是為本集團或與本集團關聯的實體的僱員福利而設的離職後福利計劃。如果本集團本身就是此類計劃，營辦僱主也與本集團關聯。
- (vi) 該實體受(A)項所述個人的控制或共同控制。
- (vii) (A)(i)項所述的個人對該實體實施重大影響或是該實體(或其母公司)的關鍵管理人員的成員。
- (viii) 向本公司或本公司的母公司提供關鍵管理人員服務的實體或其所屬集團的任何成員公司。

(v) 報告期後事項

對報告期末本集團的情況提供了進一步資料或顯示持續經營假設不適用的報告期後事項為調整事項，其反映在綜合財務報表內。並非調整事項的報告期後事項在重要時在綜合財務報表附註中披露。

5. CRITICAL JUDGEMENT AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the financial statements (apart from those involving estimations, which are dealt with below).

(a) Equity investment in private entity designated at financial assets at FVTOCI

As mentioned in note 23 to the consolidated financial statements, the Group had subscribed 20% equity interest of an Anguilla incorporated private entity, Perfect Path Limited (the "Perfect Path"). Despite the Group holds 20% of the voting power in Perfect Path, the unlisted equity investment is designated at financial assets at FVTOCI but not an associate under IAS 28 "Investments in Associates and Joint Ventures". The management is of the opinion that the Group does not have significant influence over Perfect Path as (i) the Group has no right to be represented in the board of directors of Perfect Path; and (ii) the remaining equity interest, being 80% equity interest of Perfect Path is owned by another single shareholder other than the Group.

(b) Significant increase in credit risk

ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward looking information.

Key sources of estimation uncertainty

The key assumption concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

5. 關鍵判斷和關鍵估計

應用會計政策時的關鍵判斷

董事在應用會計政策之過程中已作出以下對財務報表內確認之金額有最重大影響之判斷(涉及估計(見下文)之判斷除外)。

(a) 於私人實體的股權投資指定為按公允值於其他全面收益列賬之金融資產

誠如綜合財務報表附註23所述，本集團認購於安圭拉註冊成立之私人實體Perfect Path Limited(「Perfect Path」)的20%股權。雖然本集團持有Perfect Path的20%表決權，但非上市股權投資指定為按公允值於其他全面收益列賬之金融資產，而非國際會計準則第28號「聯營公司及合營企業之投資」所載之聯營公司。管理層認為本集團對Perfect Path並無重大影響力，因為(i)本集團無權委派代表出任Perfect Path的董事會；及(ii)餘下股權(Perfect Path的80%股權)由本集團以外的另一單一股東擁有。

(b) 信貸風險大幅增長

預期信貸虧損就第1階段資產按等於12個月預期信貸虧損的撥備計量，就第2階段或第3階段資產按全期預期信貸虧損的撥備計量。資產在其信貸風險自初步確認後顯著增加時轉入第2階段。國際財務報告準則第9號並無界定構成信貸風險顯著增加的因素。於評估資產的信貸風險是否顯著上升時，本集團會考慮合理且具支持的定量及定性前瞻性資料。

估計不確定性的關鍵來源

以下討論於報告期末有關未來的關鍵假設以及估計不確定性的其他關鍵來源，並且具有對下一財政年度資產和負債賬面金額造成重大調整的重大風險。

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5. CRITICAL JUDGEMENT AND KEY ESTIMATES (Continued)

(a) Fair value of unlisted investments

The unlisted investments of the Group designated at financial assets at FVTPL or financial assets at FVTOCI have been valued using the market observable data of comparable listed companies adjusted for lack of marketability discount or based on the expected future cash flows discounted at current rates applicable for items with similar terms and risk characteristics. These valuations require the management to make estimates about expected future cash flows, credit risk, volatility and discount rates, and hence they are subject to uncertainty. The aggregated fair value of the unlisted investments at 31 December 2018 was approximately HK\$120,245,000 (2017: HK\$111,073,000). Further details are set out in notes 22 and 23 to the consolidated financial statements.

(b) Estimated impairment of loan notes, deposits and other receivables

The Group makes provision for impairment of loan notes, deposits and other receivables based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of reporting period. The amount of the impairment loss based on ECL model is measured at the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

During the year, impairment losses of approximately HK\$4,992,000 and HK\$351,000 had been recognised on loan notes and deposits respectively (2017: Nil).

6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign exchange risk, price risk, credit risk, interest rate risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The board of directors review and agree policies for managing each of these risks and they are summarised below.

5. 關鍵判斷和關鍵估計(續)

(a) 非上市投資的公允值

指定為按公允值於損益賬列賬之金融資產或按公允值於其他全面收益列賬之金融資產之本集團非上市投資乃使用可比較上市公司的市場可觀察數據估值並就欠缺可適性的折現，或根據預期未來現金流量以類似條款和風險特徵的項目適用的當前利率折現進行調整。估值要求管理層估計預期未來現金流量、信貸風險、波動率及折現率，因此，其受到不確定性的影響。於二零一八年十二月三十一日，非上市投資的公允值總值約為120,245,000港元(二零一七年：111,073,000港元)。有關進一步詳情，載於綜合財務報表附註22及23內。

(b) 貸款票據、按金及其他應收款的估計減值

本集團根據違約風險及預期虧損率的假設就貸款票據、按金及其他應收款項計提減值撥備。本集團於作出該等假設時運用了判斷並於報告期末根據本集團過往歷史、現時市場狀況以及前瞻性估計選擇減值計算的輸入數據。基於預期信貸虧損模式的減值虧損金額計量為本集團根據合約應收的所有合約現金流量與本集團預期收取的所有現金流量之間的差額，並按初始確認時釐定的實際利率折現。倘未來現金流量少於預期，或由於事實及情況變動而向下調整，則可能產生重大減值虧損。

於年內已分別就貸款票據及按金確認減值虧損約4,992,000港元及351,000港元(二零一七年：無)。

6. 財務風險管理

本集團之活動使其須面對多種財務風險：外匯風險、價格風險、信貸風險、利率風險及流動性風險。本集團之整體風險管理計劃集中於金融市場之不能預知性，並務求儘量減低可能對本集團財務表現構成之不利影響。董事會檢討及議定管理上述各項風險的政策，其概述如下：

6. FINANCIAL RISK MANAGEMENT (Continued)

(a) Foreign exchange risk

The Group has certain exposure to foreign currency risk as certain of the Group's bank balances are denominated in United State dollar ("US\$").

The Group considers the risk exposure to foreign currency fluctuation is limited as long as the HK\$ remains pegged to the US\$. This analysis is performed on the same basis for 2017.

The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

(b) Price risk

As set out in note 22 to the consolidated financial statements, the Group's listed investments were designated at financial assets at FVTPL are measured at fair value at the end of each reporting period. Therefore, the Group's investments in listed equity securities are exposed to equity price risk. The management manages this exposure by monitoring the change of market prices of the equity from time to time, and by maintaining a portfolio of investments with different risk profiles.

The sensitivity analysis has been determined based on the exposure to equity price risk. As at 31 December 2018, if the fair value of the Group's listed investments designated at financial assets at FVTPL had been 5% higher/lower while all other variables were held constant, the Group's net loss would decrease/increase by approximately HK\$1,591,000 (2017: HK\$4,516,000).

(c) Credit risk

The carrying amount of other receivables, deposits, loan notes, due from securities brokers and bank balances included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group has certain exposure to concentrations of credit risk. As at 31 December 2018, the Group has significant concentrations of credit risk as the Group's 80% (2017: 100%) of the carrying amount of loan notes were subscribed from two issuers (2017: one issuer).

6. 財務風險管理(續)

(a) 外匯風險

由於本集團的部分銀行結餘以美元(「美元」)為單位，因此，本集團面臨一定的外幣風險敞口。

本集團認為，只要港元與美元依然掛鈎，外匯波動面臨的風險有限。於二零一七年，該分析以相同基礎進行。

本集團目前在外幣交易、資產及負債方面沒有外幣對沖政策。本集團將會密切監察其外幣風險，並會在有需要時考慮對沖重大外幣風險。

(b) 價格風險

如綜合財務報表附註22內所述，本集團指定為按公允值於損益賬列賬之金融資產的上市投資在每個報告期末按公允值計量。因此，本集團的上市權益證券投資面臨權益價格風險。管理層通過不時監察股票市場價格的變化以及通過維持一籃子風險狀況不同的投資來管理這種風險。

敏感性分析乃根據權益價格面臨的風險而確定。於二零一八年十二月三十一日，倘若本集團指定為按公允值於損益賬列賬之金融資產的上市投資的公允值上升/下降5%，而所有其他變量維持不變，本集團的虧損淨額會減少/增加約1,591,000港元(二零一七年：4,516,000港元)。

(c) 信貸風險

其他應收款、按金、貸款票據、應收證券經紀款項及銀行結餘在財務狀況表內所載的賬面金額為本集團有關金融資產的最大信貸風險。

本集團面臨若干信貸虧損風險集中的風險。於二零一八年十二月三十一日，由於本集團貸款票據賬面值的80%(二零一七年：100%)從兩名發行人(二零一七年：一名發行人)認購，本集團信貸風險高度集中。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

In order to minimise credit risk, the Group has delegated its finance team to develop and maintain the Group's credit risk grading to categories exposures according to their degree of risk of default. The finance team uses publicly available financial information and the Group's own historical repayment records to rate its major debtors. The Group's exposure and the credit rating of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Group's current credit risk grading framework comprises the following categories:

Category 類別	Description 說明	Basis of recognising ECL 預期信貸虧損的確認基準
Performing 良好	The counterparty has a low risk of default and does not have any past-due amounts 交易對手違約風險較低，並無任何逾期款項	12m ECL 十二個月預期信貸虧損
Doubtful 存疑	There has been a significant increase in credit risk since initial recognition 信貸風險自初始確認以來大幅增加	Lifetime ECL not credit impaired 全期預期信貸虧損，無信貸減值
In default 違約	There is evidence indicating the asset is credit impaired 有證據表明資產信貸減值	Lifetime ECL credit impaired 全期預期信貸虧損，信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據表明借款人有嚴重財務困難，本集團日後實際上無法收回款項	Amount is written off 撇銷款項

For other receivables and deposits, the directors of the Company make periodic collective assessments as well as individual assessments on the recoverability of other receivables and deposits. The Group has assessed that the ECL of other receivables and deposits was approximately HK\$351,000 as at 31 December 2018 under 12m ECL model.

The Group measures loss allowances for loan notes at an amount equal to lifetime ECLs. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different debtors, the loss allowance based on past due status is not further distinguished between the Group's different debtors.

6. 財務風險管理(續)

(c) 信貸風險(續)

為減少信貸風險，本集團已委派其財務團隊根據違約風險程度制定並將本集團信貸風險評級維持於各風險類別。財務團隊利用公開可得的金融資料及本集團的過往還款記錄對其債務人進行評級。本集團的風險及其交易對手的信用評級受到持續監控，所涉交易的總值於獲批准交易對手中分攤。

本集團現有信貸風險評級框架包括以下類別：

就其他應收款及按金而言，本公司董事定期對其他應收款及按金的可收回程度進行整體及個別評估。本集團評定，其他應收款及按金於二零一八年十二月三十一日於十二個月預期信貸虧損模式項下的預期信貸虧損約為351,000港元。

本集團按等同於全期預期信貸虧損的金額計量貸款票據虧損撥備。由於本集團的過往信貸虧損經驗表明不同債務人之間並無顯著不同的虧損模式，故基於逾期情況的虧損撥備並無於本集團各債務人之間作進一步區分。

6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for loan notes and deposits as at 31 December 2018:

		Expected loss rate	Gross carrying amount	Loss allowance
		預期虧損率	總賬面值	虧損撥備
			HK\$'000	HK\$'000
		%	千港元	千港元
Current (not past due)	即期(未逾期)	6.98%	76,519	(5,343)

Expected loss rates are based on actual loss experience over the past three years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the loan notes.

The credit risk on amounts due from securities brokers is limited because the counterparties are well-established securities broker firms in Hong Kong which are subject to compliance requirement under Securities and Futures (Client Money) Rules.

The credit risk on bank balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

(d) Interest rate risk

The Group's loan notes, amounts due from/to securities brokers, convertible bonds and promissory notes bear interests at fixed interest rates and therefore are subject to fair value interest rate risks.

The Group's exposure to interest-rate risk arises from its bank deposits. These bank deposits bear interests at floating rates varied with the then prevailing market condition.

6. 財務風險管理(續)

(c) 信貸風險(續)

下表提供有關本集團於二零一八年十二月三十一日之貸款票據信貸風險及預期信貸虧損的資料：

		Expected loss rate	Gross carrying amount	Loss allowance
		預期虧損率	總賬面值	虧損撥備
			HK\$'000	HK\$'000
		%	千港元	千港元
Current (not past due)	即期(未逾期)	6.98%	76,519	(5,343)

預期虧損率乃基於過往三年的實際虧損經驗得出。該等比率經調整以反映收集過往數據之期間的經濟狀況、現時狀況以及本集團對貸款票據預期年期內經濟狀況之看法的不同。

應收證券經紀款項的信貸風險是有限的，因為對方是香港著名的證券經紀行，其須符合《證券及期貨(客戶款項)規則》的合規規定。

銀行結餘的信貸風險是有限的，因為對方是由國際信用評級機構給予較高信貸評級的銀行。

(d) 利率風險

本集團的貸款票據、應收／應付證券經紀款項、可轉換債券及承付票按固定利率計算利息，因此面臨公允值利率風險。

本集團面臨的利率風險源自銀行存款。該等銀行存款按照根據當前市場狀況改變的浮動利率計算利息。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(d) Interest rate risk (Continued)

Except as stated above, the Group does not have other significant interest-bearing assets and liabilities at the end of reporting period, its income and operating cash flows are substantially independent of changes in market interest rates. Sensitivity analysis on cash flow interest rate risk has not been presented as the reasonably possible changes in market interest rate will not have significant impact on the Group's financial statements.

(e) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis based on contractual undiscounted cash flows of the Group's non-derivative financial liabilities is as follows:

6. 財務風險管理(續)

(d) 利率風險(續)

除上文所述者外，於報告期末，本集團並無任何其他重大計息資產及負債，其收益及經營現金流量大致上獨立於市場利率變動。由於市場利率的合理可能變動將不會對本集團的財務報表構成重大影響，因此，並無就現金流量利率風險列報敏感性分析。

(e) 流動資金風險

本集團的政策為定期監察即期及預期流動資金需求，以確保其維持足夠現金儲備，以滿足其短期及長期流動資金需要。

本集團的非衍生金融負債根據合約未折現現金流量所作的到期分析如下：

		On demand and less than 1 year 按要求及 一年以內 HK\$'000 千港元	Between 1 and 2 years 一年至兩年 HK\$'000 千港元	Between 2 and 5 years 兩年至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元
At 31 December 2018	於二零一八年 十二月三十一日				
Due to securities brokers	應付證券經紀款項	5,190	—	—	—
Other payables and accruals	其他應付款及應計費用	3,801	—	—	—
Shareholder's loan	股東貸款	33,600	—	—	—
Promissory notes	承付票	1,124	8,274	18,752	—
		43,715	8,274	18,752	—
At 31 December 2017	於二零一七年 十二月三十一日				
Due to securities brokers	應付證券經紀款項	1,814	—	—	—
Other payables and accruals	其他應付款及應計費用	1,310	—	—	—
Convertible bonds	可轉換債券	12,564	—	—	—
Promissory notes	承付票	11,244	1,617	10,614	15,384
		26,932	1,617	10,614	15,384

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6. FINANCIAL RISK MANAGEMENT (Continued)

(f) Categories of financial instruments at 31 December

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Financial assets:	金融資產：		
Financial assets at amortised cost	按攤餘成本入賬的金融資產	76,133	—
Loans and receivables (including cash and cash equivalents)	貸款及應收款 (包括現金及現金等額)	—	18,561
Financial assets at FVTPL	按公允值於損益賬列賬之 金融資產	85,069	201,399
Financial assets at FVTOCI	按公允值於其他全面收益列賬之 金融資產	35,176	—
Financial liabilities:	金融負債：		
Financial liabilities at amortised cost	按攤餘成本列賬之金融負債	61,455	45,534

(g) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

7. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

6. 財務風險管理(續)

(f) 於十二月三十一日的金融工具類別

(g) 公允值

綜合財務狀況表內所反映本集團金融資產及金融負債的賬面金額接近其各自的公允值。

7. 公允值的計量

公允值，是指市場參與者在計量日發生的有序交易中，出售一項資產所能收到或者轉移一項負債所需支付的價格。以下公允值計量披露使用公允值層次，將公允值計量所使用的估值技術輸入值劃分為三個層次：

第一層次輸入值是本集團在計量日能夠取得的相同資產或負債在活躍市場上未經調整的報價。

第二層次輸入值是除第一層次所含報價外相關資產或負債直接或間接可觀察的輸入值。

第三層次輸入值是相關資產或負債的不可觀察輸入值。

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7. FAIR VALUE MEASUREMENTS (Continued)

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

(a) Disclosures of level fair value hierarchy at 31 December

		2018 二零一八年			
		Level 1 第一層次 HK\$'000 千港元	Level 2 第二層次 HK\$'000 千港元	Level 3 第三層次 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Recurring fair value measurements:	持續的公允價值計量：				
Financial assets at FVTPL	按公允價值於損益賬列賬之金融資產				
Equity securities held for trading at market value listed in Hong Kong	為交易而持有的權益證券，按市場價值，香港上市	31,812	—	—	31,812
Convertible bonds designated at financial assets at FVTPL	指定為按公允價值於損益賬列賬之金融資產的可轉換債券	—	—	39,715	39,715
Private equity fund designated at financial assets at FVTPL	指定為按公允價值於損益賬列賬之金融資產的私募基金	—	—	13,542	13,542
Equity investments designated at financial assets at FVTOCI	指定為按公允價值於其他全面收益列賬之金融資產的股權投資	—	—	35,176	35,176
Total recurring fair value measurements	持續的公允價值計量合計	31,812	—	88,433	120,245

		2017 二零一七年			
		Level 1 第一層次 HK\$'000 千港元	Level 2 第二層次 HK\$'000 千港元	Level 3 第三層次 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Recurring fair value measurements:	持續的公允價值計量：				
Financial assets at FVTPL	按公允價值於損益賬列賬之金融資產				
Equity securities held for trading at market value listed in Hong Kong	為交易而持有的權益證券，按市場價值，香港上市	90,326	—	—	90,326
Convertible bonds designated at financial assets at FVTPL	指定為按公允價值於損益賬列賬之金融資產的可轉換債券	—	—	111,073	111,073
Total recurring fair value measurements	持續的公允價值計量合計	90,326	—	111,073	201,399

7. 公允值的計量(續)

本集團的政策為在事件發生當天或導致轉移的情況發生變化的日期確認轉入及轉出三個層次中的任何一個。

(a) 於十二月三十一日的公允價值層次披露

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7. FAIR VALUE MEASUREMENTS (Continued)

(b) Reconciliation of assets measured at fair value based on Level 3

During the years ended 31 December 2018 and 2017, there were no transfer of financial assets from Level 3 to other levels of hierarchy.

The following table presents the movements in Level 3 instruments of the Group during the year.

7. 公允值的計量(續)

(b) 按第三層次公允值計量的資產的對賬

於截至二零一八年及二零一七年十二月三十一日止年度，並無第三層次的金融資產轉換至其他層次。

下表列報於本年度內，本集團第三層次工具的變動。

		2018 二零一八年			
		Convertible bonds designated at financial assets at FVTPL 指定為按公允值於損益賬列賬之金融資產的可轉換債券 HK\$'000 千港元	Private equity fund designated at financial assets at FVTPL 指定為按公允值於損益賬列賬之金融資產的私募基金 HK\$'000 千港元	Equity investments designated at financial assets at FVTOCI 指定為按公允值於其他全面收益列賬之金融資產的股權投資 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January	於一月一日	111,073	—	—	111,073
Total gains or losses recognised	已確認總收益或虧損				
— in profit or loss (included in revenue and other gains and losses)	— 於損益(包括於收入及其他收益及虧損)	(9,939)	(5,459)	—	(15,398)
— in other comprehensive income	— 於其他全面收益	—	—	8,676	8,676
Purchases	購買	—	19,001	26,500	45,501
Disposals	出售	(61,419)	—	—	(61,419)
At 31 December	於十二月三十一日	39,715	13,542	35,176	88,433

		2017 二零一七年		
		Convertible bonds designated at financial assets at FVTPL 指定為按公允值於損益賬列賬之金融資產的可轉換債券 HK\$'000 千港元		
At 1 January	於一月一日			115,276
Total losses recognised	已確認總虧損			
— in profit or loss (included in revenue and other gains and losses)	— 於損益(包括於收入及其他收益及虧損)			(4,203)
At 31 December	於十二月三十一日			111,073

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7. FAIR VALUE MEASUREMENTS (Continued)

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December:

The Group's financial controller is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including Level 3 fair value measurements. The financial controller reports directly to the board of directors for these fair value measurements. Discussions of valuation processes and results are held between the financial controller and the board of directors at least twice a year.

For Level 3 fair value measurements, the Group engaged independent valuation experts with recognised professional qualifications and recent experience to perform the valuations.

The valuation techniques used and the key inputs to the Level 3 fair value measurements are set out below:

Description	Valuation technique
Convertible bond investments designated at financial assets at FVTPL	Hull and Partial Differential models: — Discount rate
Private equity fund designated at financial assets at FVTPL	Asset Approach — Net assets value method
Equity investments designated at financial assets at FVTOCI	Income Approach — Discount cash flow method

The information about the significant unobservable inputs used in Level 3 fair value measurement is set out below.

Convertible bonds designated at financial assets at FVTPL

The fair value of the convertible bonds designated at financial assets at FVTPL is estimated using a binomial option pricing model. The inputs into the valuation model as at 31 December 2018 and 2017 were set out in note 22 to the consolidated financial statements.

7. 公允值的計量(續)

(c) 有關於十二月三十一日，本集團所採用的估值過程以及公允值計量中所採用的估值技術及輸入值的披露：

本集團的財務總監負責財務報告所需的資產和負債公允值計量，包括第三層次公允值計量。財務總監直接向董事會報告該等公允值計量。財務總監與董事會最少每年兩次就估值流程及結果進行討論。

有關第三層次公允值計量，本集團已聘用具有認可專業資格及最近經驗的獨立估值專家進行估值。

所使用的估值技術以及第三層次公允值計量的關鍵輸入值載列如下：

描述	估值技術
指定為按公允值於損益賬列賬之金融資產的可轉換債券投資	赫爾及偏微分模型： — 折現率
指定為按公允值於損益賬列賬之金融資產的私募基金	資產法 — 資產淨值法
指定為按公允值於其他全面收益列賬之金融資產的股權投資	收益法 — 現金流折現法

有關第三層次公允值計量中使用的重要的不可觀察輸入值的信息載列如下。

指定為按公允值於損益賬列賬之金融資產的可轉換債券

指定為按公允值於損益賬列賬之金融資產的可轉換債券的公允值採用二項式期權定價模式估計。於二零一八年及二零一七年十二月三十一日，估值模型的輸入值載於綜合財務報表附註22內。

7. FAIR VALUE MEASUREMENTS (Continued)

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December: (Continued)

Convertible bonds designated at financial assets at FVTPL (Continued)

The higher of the price per share and expected volatility would increase the fair value of the convertible bonds designated at fair value through profit or loss. The lower of the price per share and expected volatility would decrease the fair value of the convertible bonds designated at fair value through profit or loss.

Private equity fund designated at financial assets at FVTPL

The fair value of private equity fund designated at financial assets at FVTPL is estimated using asset approach. The inputs into the valuation model as at 31 December 2018 are set out in note 22 to the consolidated financial statements.

The higher of the asset per share would increase the fair value of the private equity fund designated at financial assets at FVTPL. The lower the asset share would decrease the fair value of private equity fund designated at financial asset at FVTPL.

Equity investments designated at financial assets at FVTOCI

The fair value of the equity investments designated at financial assets at FVTOCI is estimated using income approach. The inputs into the valuation model as at 31 December 2018 were set out in note 23 to the consolidated financial statements.

The higher of the price per share and lower of the discount rate would increase the fair value of the equity investments designated at FVTOCI. The lower of the price per share and higher of the discount rate would decrease the fair value of the equity investments designated at FVTOCI.

7. 公允值的計量(續)

(c) 有關於十二月三十一日，本集團所採用的估值過程以及公允值計量中所採用的估值技術及輸入值的披露：(續)

指定為按公允值於損益賬列賬之金融資產的可轉換債券(續)

每股價格及預期波動性提高，指定為按公允值於損益賬列賬的可轉換債券的公允值亦會增加。每股價格及預期波動性降低，指定為按公允值於損益賬列賬的可轉換債券的公允值亦會減少。

指定為按公允值於損益賬列賬之金融資產的私募基金

指定為按公允值於損益賬列賬之金融資產的私募基金的公允值採用資產法估計。於二零一八年十二月三十一日，估值模型的輸入值載於綜合財務報表附註22。

每股資產越高，將增加指定為按公允值於損益賬列賬之金融資產的私募基金的公允值。每股資產越低，將減少指定為按公允值於損益賬列賬之金融資產的私募基金的公允值。

指定為按公允值於其他全面收益列賬之金融資產的股權投資

指定為按公允值於其他全面收益列賬之金融資產的股權投資的公允值採用收益法估計。於二零一八年十二月三十一日，估值模型的輸入值載於綜合財務報表附註23。

每股價格越高及折現率越低，將增加按公允值於其他全面收益列賬的股權投資的公允值。每股價格越低及折現率越高，將減少按公允值於其他全面收益列賬的股權投資的公允值。

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8. SEGMENT INFORMATION

(a) Operating segment information

For management purposes, the Group's business activity is organised into a single operating segment, being investments in securities listed on recognised stock exchanges and unlisted investments with a potential for earnings growth and capital appreciation. Accordingly, no operating segment information to be presented.

(b) Geographical information

The following table provides an analysis of the Group's revenue, other revenue and other gains and losses by geographical location which is based on the country of domicile or place of listing of the investees and counterparties as appropriate:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue and other revenue	收入及其他收入		
Hong Kong	香港	11,222	15,679

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Other gains and losses	其他收益及虧損		
Hong Kong	香港	(75,961)	(207,264)

During the years ended 31 December 2018 and 2017, there were no dividend income from the Group's unlisted investments.

Non-current assets are not presented in the geographical information as they are all located in Hong Kong.

8. 分部資料

(a) 經營分部資料

出於管理目的，本集團的業務活動組織成單一經營分部，即投資於在認可證券交易所上市之證券及具有盈利增長及資本增值潛力的非上市投資。因此，並無列報經營分部資料。

(b) 地區資料

下表按被投資公司及交易對手的常駐國家或上市地(視適用情況而定)劃分的地理位置，而對本集團之收入、其他收入以及其他收益及虧損作出的分析：

於截至二零一八年及二零一七年十二月三十一日止年度內，本集團的非上市投資並無產生股息收入。

並無就非流動資產列報地區資料，因為其全部位於香港。

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9. REVENUE

9. 收入

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Interest income from:	利息收入：		
— bank deposits	— 銀行存款	2	1
— loan notes	— 貸款票據	1,483	444
— convertible bonds designated at financial assets at FVTPL	— 指定為按公允值於 損益賬列賬之 金融資產的可轉換債券	9,327	10,125
		10,812	10,570

10. OTHER REVENUE

10. 其他收入

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Other payables written back	撤銷其他應付款	120	5,108
Sundry income	雜項收益	290	1
		410	5,109

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11. OTHER GAINS AND LOSSES

11. 其他收益及虧損

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Unrealised fair value (losses)/gains on financial assets at FVTPL:	按公允值於損益賬列賬之金融資產之未變現公允值(虧損)/收益:		
— listed securities	— 上市證券	(10,817)	(108,461)
— unlisted convertible bonds designated at financial assets at FVTPL	— 指定為按公允值於損益賬列賬之金融資產的非上市可轉換債券	1,778	(14,328)
— Private equity fund designated at financial assets at FVTPL	— 指定為按公允值於損益賬列賬之金融資產的私募基金	(5,459)	—
Net realised loss on disposals of financial assets at FVTPL:	出售按公允值於損益賬列賬之金融資產的已變現虧損淨額:		
— listed securities	— 上市證券	(45,350)	(84,437)
— unlisted convertible bonds designated at financial assets at FVTPL	— 指定為按公允值於損益賬列賬之金融資產的非上市可轉換債券	(15,851)	—
Gain on disposals of unlisted convertible bonds designated at financial assets at FVTPL	出售指定為按公允值於損益賬列賬之金融資產的非上市可轉換債券的收益	5,081	—
Net loss on financial assets at FVTPL	按公允值於損益賬列賬之金融資產的虧損淨額	(70,618)	(207,226)
Impairment losses on goodwill	商譽減值虧損	—	(38)
Impairment losses on loan notes	貸款票據減值虧損	(4,992)	—
Impairment losses on deposits	按金減值虧損	(351)	—
		(75,961)	(207,264)

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12. FINANCE COSTS

12. 財務費用

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Imputed interest on shareholder's loan	股東貸款利息	1,710	—
Imputed interest on convertible bonds	可轉換債券利息	651	805
Imputed interest on promissory notes	承付票利息	1,618	1,215
Interest on other borrowings	其他借款利息	188	1,276
		4,167	3,296

13. LOSS BEFORE TAX

13. 除稅前虧損

Loss before tax has been arrived at after charging/(crediting) the following:

除稅前虧損已扣除/(計入)下列各項：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Auditor's remuneration	核數師酬金	295	225
Management fees	管理費	2,980	2,980
Exchange loss/(gain), net	匯兌虧損/(收益)，淨額	4	(5)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14	18
Impairment losses on goodwill	商譽減值虧損	—	38
Impairment losses on loan notes	貸款票據減值虧損	4,992	—
Impairment losses on deposits	按金減值虧損	351	—
Employee benefits expenses:	僱員福利開支：		
— Salaries, allowance and benefits in kind	— 薪金、津貼和實物利益	2,672	2,038
— Contributions to defined contribution plan*	— 界定供款計劃供款*	58	54
		2,730	2,092
Operating leases in respect of land and buildings	土地及樓宇之經營租約	570	945

* There was no forfeited contribution in respect of the defined contribution plan available at 31 December 2018 and 2017 to reduce future contributions. There was no outstanding contribution to the plan at 31 December 2018 and 2017.

* 於二零一八年及二零一七年十二月三十一日並無界定供款計劃之已沒收供款可用作抵銷未來供款。於二零一八年及二零一七年十二月三十一日亦無尚未繳付該計劃之供款。

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14. INCOME TAX

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements since the Group has no estimated assessable profit for the year (2017: nil).

Reconciliation between income tax and the product of the Group's loss before tax at applicable tax rate is set out below:

14. 所得稅

於本年度內，由於本集團並無估計應評稅利潤，因此並無在綜合財務報表內計提香港利得稅撥備（二零一七年：無）。

所得稅與本集團按適用稅率計算之除稅前虧損之對賬表如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Loss before tax	除稅前虧損	(78,458)	(205,508)
Notional tax on loss before tax, calculated at Hong Kong Profits Tax rate of 16.5% (2017: 16.5%)	除稅前虧損之名義稅項按 香港利得稅稅率16.5% (二零一七年：16.5%)計算	(12,946)	(33,909)
Tax effect of expenses not deductible for tax purpose	稅務而言不予扣稅之開支之 稅務影響	3,277	20,406
Tax effect of tax losses not recognised	未獲確認稅項虧損之稅務影響	9,671	13,549
Tax effect of temporary differences not recognised	未獲確認之暫時差異的稅務影響	(2)	(46)
Income tax	所得稅	—	—

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15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Details of directors' emoluments are as follows:

15. 董事及高級管理人員之薪酬

(a) 董事薪酬詳情如下：

		2018 二零一八年			
		Fees	Salaries, allowances and benefits in kind	Contributions to defined contribution plan	Total
		袍金	薪金、津貼及實物利益	界定供款計劃供款	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors:	執行董事：				
Chau Wai Hing	周偉興	—	486	18	504
Wu Ming Gai	胡銘佳	—	137	7	144
Non-executive Directors:	非執行董事：				
William Keith Jacobsen	葉偉其	144	—	—	144
Mak Hing Keung Thomas ¹	麥興強 ¹	261	—	—	261
Chen Albert ²	陳雅博 ²	75	—	—	75
Hui Man Ho Ivan ³	許文浩 ³	79	—	—	79
Wong Chung Yan Sammy ⁷	黃中仁 ⁷	1	—	—	1
Independent Non-executive Directors:	獨立非執行董事：				
Sio Chan In Devin ⁴	蕭震然 ⁴	160	—	—	160
Law Siu Hung Paul ⁵	羅少雄 ⁵	84	—	—	84
Wong Ching Wan ⁶	王青雲 ⁶	84	—	—	84
Wong Chung Yan Sammy ⁷	黃中仁 ⁷	129	—	—	129
Chan Man Yi ⁸	陳敏儀 ⁸	44	—	—	44
Leung Yin Ting ⁹	梁燕婷 ⁹	6	—	—	6
Jiang Qian ¹⁰	蔣謙 ¹⁰	6	—	—	6
		1,073	623	25	1,721

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15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(a) Details of directors' emoluments are as follows: (Continued)

15. 董事及高級管理人員之薪酬(續)

(a) 董事薪酬詳情如下：(續)

		2017 二零一七年			
		Fees	Salaries, allowances and benefits in kind	Contributions to defined contribution plan	Total
		袍金	薪金、津貼及實物利益	界定供款計劃供款	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors:	執行董事：				
Chau Wai Hing	周偉興	—	420	18	438
Wu Ming Gai	胡銘佳	—	120	6	126
Non-executive Directors:	非執行董事：				
William Keith Jacobsen	葉偉其	120	—	—	120
Mak Hing Keung Thomas ¹	麥興強 ¹	240	—	—	240
Independent Non-executive Directors:	獨立非執行董事：				
Sio Chan In Devin ⁴	蕭震然 ⁴	120	—	—	120
Law Siu Hung Paul ⁵	羅少雄 ⁵	120	—	—	120
Wong Ching Wan ⁶	王青雲 ⁶	120	—	—	120
		720	540	24	1,284

¹ Mak Hing Keung Thomas resigned as a non-executive director on 19 November 2018.

² Chen Albert was appointed as a non-executive director on 1 August 2018.

³ Hui Man Ho Ivan was appointed as a non-executive director on 23 March 2018 and retired as a non-executive director on 28 June 2018.

⁴ Sio Chan In Devin resigned as an independent non-executive director on 14 December 2018.

⁵ Law Siu Hung Paul retired as an independent non-executive director on 28 June 2018.

⁶ Wong Ching Wan retired as an independent non-executive director on 28 June 2018.

¹ 麥興強於二零一八年十一月十九日辭任非執行董事。

² 陳雅博於二零一八年八月一日獲委任為非執行董事。

³ 許文浩於二零一八年三月二十三日獲委任為非執行董事，並於二零一八年六月二十八日退任非執行董事。

⁴ 蕭震然於二零一八年十二月十四日辭任獨立非執行董事。

⁵ 羅少雄於二零一八年六月二十八日退任獨立非執行董事。

⁶ 王青雲於二零一八年六月二十八日退任獨立非執行董事。

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15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(a) Details of directors' emoluments are as follows: (Continued)

- ⁷ Wong Chung Yan Sammy was appointed as an independent non-executive director on 23 March 2018 and re-designated as non-executive director on 14 December 2018.
- ⁸ Chan Man Yi was appointed as an independent non-executive director on 21 August 2018.
- ⁹ Leung Yin Ting was appointed as an independent non-executive director on 14 December 2018.
- ¹⁰ Jiang Qian was appointed as an independent non-executive director on 14 December 2018.

Note: There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include three (2017: two) directors whose emoluments were disclosed above. The emoluments of the remaining two (2017: three) individuals during the year are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	919	751
Contributions to defined contribution plan	界定供款計劃供款	32	30
		951	781

Note: The emoluments of the two (2017: three) individuals are within the band from nil to HK\$1,000,000.

During the year, there was no discretionary cash bonus paid or payables to the directors and the five highest paid individuals (2017: Nil).

15. 董事及高級管理人員之薪酬(續)

(a) 董事薪酬詳情如下：(續)

- ⁷ 黃中仁於二零一八年三月二十三日獲委任為獨立非執行董事，並於二零一八年十二月十四日獲調任為非執行董事。
- ⁸ 陳敏儀於二零一八年八月二十一日獲委任為獨立非執行董事。
- ⁹ 梁燕婷於二零一八年十二月十四日獲委任為獨立非執行董事。
- ¹⁰ 蔣謙於二零一八年十二月十四日獲委任為獨立非執行董事。

附註： 年內並無有關董事豁免或同意豁免任何酬金的安排。

(b) 五名最高薪人士

年內本集團五名最高薪人士包括三名(二零一七年：兩名)董事，其酬金已在上文披露。年內其餘兩名(二零一七年：三名)人士的酬金如下：

附註： 兩名(二零一七年：三名)人士之酬金均介乎零港元至1,000,000港元之幅度。

於年內，並無已付或應付予董事及五名最高薪人士的酌情現金花紅(二零一七年：無)。

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15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(c) Senior management's emoluments

Senior management represents the executive directors. The emoluments paid or payable to senior management during the year are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Directors' fees	董事袍金	—	—
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	623	540
Contributions to defined contribution plan	界定供款計劃供款	25	24
		648	564

The emoluments paid or payable to the two (2017: two) members of senior management were within the band from nil to HK\$1,000,000.

(d) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in note 36 to the consolidated financial statements, no significant transaction, arrangement and contract in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

15. 董事及高級管理人員之薪酬(續)

(c) 高級管理層薪酬

高級管理層指執行董事。於本年度內已付或應付高級管理層的薪酬如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
—	—	—
623	540	540
25	24	24
648	564	564

已付或應付兩名(二零一七年：兩名)高級管理層成員的薪酬均介乎零港元至1,000,000港元之幅度。

(d) 董事在交易、安排或合約中的具相當分量的利害關係

除綜合財務報表附註36所披露者外，於年末或年內任何時間，概無有關本公司為業務的其中一方，且本公司董事及董事的關聯方於業務中具有直接或間接的相當分量的利害關係之本集團業務之重大交易、安排及合約。

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16. LOSS PER SHARE

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

Loss

Loss for the purposes of basic loss per share	每股基本虧損計算中 所用的虧損
---	--------------------

16. 每股虧損

本公司擁有人應佔每股基本虧損按以下數據計算：

虧損

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Loss for the purposes of basic loss per share	(78,458)	(205,508)

Number of shares

Issued ordinary shares at the beginning of year	於年初已發行的普通股	85,929	85,929
Effect of shares issued on placements	配售時發行股份的影響	12,757	—
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	每股基本虧損計算中 所用的普通股的加權平均數	98,686	85,929

股份數目

	2018 二零一八年 '000 千股	2017 二零一七年 '000 千股
Issued ordinary shares at the beginning of year	85,929	85,929
Effect of shares issued on placements	12,757	—
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	98,686	85,929

No adjustment has been made to the basic loss per share amount presented for the years ended 31 December 2018 and 2017 in respect of a dilution as the impact of the convertible bonds outstanding had an anti-dilutive effect on the basic loss per share amount presented.

截至二零一八年及二零一七年十二月三十一日止年度，由於尚未償還可轉換債券對列報的每股基本虧損金額產生反攤薄效應，所以並無對列報的每股基本虧損作出攤薄調整。

17. DIVIDENDS

The Board does not recommend the payment of any dividend for the years ended 31 December 2018 and 2017.

17. 股息

董事會不建議就截至二零一八年及二零一七年十二月三十一日止年度派付股息。

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18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Cost	成本				
At 1 January 2017	於二零一七年一月一日	347	533	572	1,452
Written off	撇銷	(347)	—	—	(347)
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日 及二零一八年一月一日	—	533	572	1,105
Additions	添置	—	4	—	4
At 31 December 2018	於二零一八年十二月三十一日	—	537	572	1,109
Accumulated depreciation	累積折舊				
At 1 January 2017	於二零一七年一月一日	347	499	559	1,405
Provided for the year	年內撥備	—	9	9	18
Written off	撇銷	(347)	—	—	(347)
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日 及二零一八年一月一日	—	508	568	1,076
Provided for the year	年內撥備	—	10	4	14
At 31 December 2018	於二零一八年十二月三十一日	—	518	572	1,090
Carrying amount	賬面值				
At 31 December 2018	於二零一八年十二月三十一日	—	19	—	19
At 31 December 2017	於二零一七年十二月三十一日	—	25	4	29

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19. GOODWILL

19. 商譽

HK\$'000
千港元

Cost	成本	
At 1 January 2017, 31 December 2017, 1 January 2018 and 31 December 2018	於二零一七年一月一日、 二零一七年十二月三十一日、 二零一八年一月一日及 二零一八年十二月三十一日	38
Accumulated impairment losses	累積減值	
At 1 January 2017	於二零一七年一月一日	—
Impairment loss recognised during the year	年度內確認減值虧損	38
At 31 December 2017, 1 January 2018 and 31 December 2018	於二零一七年十二月三十一日、 二零一八年一月一日及 二零一八年十二月三十一日	38
Carrying amount	賬面值	
At 31 December 2018	於二零一八年十二月三十一日	—
At 31 December 2017	於二零一七年十二月三十一日	—

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating unit (“CGU”) that is expected to benefit from that business combination. Before recognition of impairment losses, the carrying amount of goodwill had been allocated to Studio V Limited (“Studio V”), a subsidiary of the Company, which is considered to be a single CGU.

The recoverable amount of the CGU is determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and budgeted revenue during the period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU. The growth rates are based on long-term average economic growth rate of the businesses which the CGU operates. Budgeted revenue is based on past practices and expectations on market development.

在企業合併中收購的商譽在收購時分配予預期受益於該企業合併的現金產出單元（「現金產出單元」）。在確認減值虧損前，商譽的賬面金額已經分配予本公司附屬公司Studio V Limited（「Studio V」），其被視為單一現金產出單元。

現金產出單元的可收回金額由使用價值計算確定。使用價值計算的關鍵假設為關於有關期間內折現率、增長率及預算收入的假設。本集團使用反映當前市場對貨幣時間價值的評估及現金產出單元特有風險的稅前利率估計折現率。增長率以現金產出單元所經營業務的長期平均經濟增長率為基礎。預算收入以過去做法及對市場發展的預期為基礎。

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19. GOODWILL (Continued)

For the year ended 31 December 2016, the Group prepared cash flow forecasts derived from the then most recent financial budgets approved by the directors for the next five years with the residual period using the growth rate of 5%. This rate did not exceed the average long-term growth rate for the relevant businesses. The rate used to discount the forecast cash flows from the CGU was 7.3%.

During the year ended 31 December 2017, the Group had revised its budget and cash flow forecast of Studio V as a result of change in market condition. The goodwill has therefore reduced to its recoverable amount through recognition of an impairment loss against goodwill of HK\$38,000.

20. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

Other receivables (note a)	其他應收款(附註a)
Deposits paid for investments (note b)	就投資所支付的按金(附註b)
Other deposits	其他按金
Prepayments	預付款項

Notes:

- (a) At the end of reporting period, the balance of other receivables was neither past due nor impaired. No ageing analysis to be disclosed in respect of other receivables. In the opinion of the directors of the Company, an ageing analysis does not give additional value in view of the Group's business nature.

19. 商譽(續)

截至二零一六年十二月三十一日，本集團根據董事就未來五年批准的當時最近期財務預算編製現金流量預測，剩餘時間則採用5%的增長率。該增長率不超過相關業務的平均長期增長率。用於折現現金產出單元產生的預測現金流量的利率為7.3%。

於截至二零一七年十二月三十一日止年度內，由於市場狀況有變，因此，本集團已經修訂其對Studio V所作的預算及現金流量預測。因此，商譽已經透過確認商譽減值虧損38,000港元減記至其可收回金額。

20. 其他應收款、按金及預付款項

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Other receivables (note a)	149	17
Deposits paid for investments (note b)	15,149	7,500
Other deposits	17	149
Prepayments	449	279
	15,764	7,945

附註：

- (a) 於報告期末，其他應收款的結餘既無逾期亦無減值。並無就其他應收款披露賬齡分析。本公司董事認為，有鑑於本集團的業務性質，賬齡分析並無額外價值。

20. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Notes: (Continued)

- (b) Deposits paid for investments represent earnest money amounted to HK\$10,000,000 ("Deposit 1") and HK\$5,500,000 ("Deposit 2") paid by the Group for the proposed investments to two independent third parties.

Deposit 1

On 5 November 2018, the Company entered into a memorandum of understanding ("MoU 1") with an independent third party ("Issuer 1") pursuant to which the Company agreed to pay the Deposit 1 to the Issuer 1 as an earnest money for the proposed acquisition of shares in the principal amount of HK\$10,000,000 to be issued by the Issuer 1 (the "Proposed Acquisition"). The completion of the Proposed Acquisition is subject to the fulfillment of conditions precedent of the MoU 1 including satisfaction of due diligence works on Issuer 1.

On 30 December 2018, the Company entered into an extension agreement with the Issuer 1, to extend the completion date of the Proposed Acquisition to 30 June 2019.

Deposit 2

On 12 August 2016, the Company entered into a memorandum of understanding ("MoU 2") with an independent third party ("Issuer 2") pursuant to which the Company agreed to pay the Deposit 2 to the Issuer 2 as an earnest money for the proposed subscription of redeemable convertible notes in the principal amount not exceeding HK\$26,000,000 to be issued by the Issuer 2 (the "Proposed Subscription"). The completion of the Proposed Subscription is subject to the fulfillment of conditions precedent of the MoU 2 including satisfaction of due diligence works on Issuer 2.

On 4 October 2016, 30 December 2016, 31 March 2017, 16 June 2017, 1 January 2018, 1 July 2018 and 30 December 2018, the Company entered into a subscription agreement and six supplemental subscription agreements with the Issuer 2, to extend the completion date of the Proposed Subscription to 31 December 2016, 31 March 2017, 30 June 2017, 31 December 2017, 30 June 2018, 31 December 2018 and 30 June 2019 respectively due to more time is needed to conduct due diligence work on issuer 2.

The amount of deposits paid for investments is unsecured, interest-free and repayable within 5 days to 7 days upon request in the event that the Proposed Acquisition and Proposed Subscription are not completed.

During the year, provision for impairment of approximately HK\$351,000 is made for 12m ECL on deposits.

20. 其他應收款、按金及預付款項(續)

附註：(續)

- (b) 就投資所支付的按金為本集團就建議投資於兩名獨立第三者所支付的誠意金分別為10,000,000港元(「按金1」)及5,500,000港元(「按金2」)。

按金1

於二零一八年十一月五日，本公司與獨立第三方(「發行人1」)訂立諒解備忘錄(「諒解備忘錄1」)，據此本公司同意向發行人1支付按金1，作為建議收購將由發行人1所發行本金額為10,000,000港元之股份(「建議收購事項」)的誠意金。建議收購事項須待諒解備忘錄1的先決條件獲履行後方告完成，其中包括對發行人1進行盡職審查工作。

於二零一八年十二月三十日，本公司與發行人1訂立延長協議，將建議收購事項的完成日期延遲至二零一九年六月三十日。

按金2

於二零一六年八月十二日，本公司與獨立第三者(「發行人2」)訂立諒解備忘錄(「諒解備忘錄2」)，據此，本公司同意就建議認購將由發行人2所發行本金不超過26,000,000港元之可贖回可轉換票據(「建議認購事項」)支付按金2(作為誠意金)予發行人2。建議認購事項須待諒解備忘錄2的先決條件獲履行後，方可完成，有關條件包括對發行人2進行盡職審查工作。

於二零一六年十月四日、二零一六年十二月三十一日、二零一七年三月三十一日、二零一七年六月十六日、二零一八年一月一日、二零一八年七月一日及二零一八年十二月三十日，本公司與發行人2訂立認購協議及6份補充認購協議，以分別將建議認購事項的完成日期延遲至二零一六年十二月三十一日、二零一七年三月三十一日、二零一七年六月三十日、二零一七年十二月三十一日、二零一八年六月三十日、二零一八年十二月三十一日及二零一九年六月三十日，因需要更多時間以對發行人2進行盡職審查工作。

就投資所支付的按金金額為無抵押、免息及於建議收購事項及建議認購事項不能完成的情況下須應要求於5天至7天內償還。

於年內根據十二個月預期信貸虧損就按金計提減值撥備約351,000港元。

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21. LOAN NOTES

21. 貸款票據

Loan note name	As at 31 December	Subscription amount	Interest receivables	Impairment loss recognised during the year	Carrying amount as at 31 December	Interest income recognised during the year
貸款票據名稱	於十二月三十一日	認購代價	應收利息	年內確認減值虧損	於十二月三十一日的賬面金額	年內確認利息收入
		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
LN1	2018	3,000	357	514	2,843	255
貸款票據1	2017	3,000	357	—	3,357	255
LN2	2018	3,000	189	514	2,675	255
貸款票據2	2017	3,000	189	—	3,189	189
LN3	2018	5,500	342	943	4,899	342
貸款票據3	2017	—	—	—	—	—
LN4	2018	24,000	316	1,604	22,712	316
貸款票據4	2017	—	—	—	—	—
LN5	2018	24,000	315	1,417	22,898	315
貸款票據5	2017	—	—	—	—	—

(i) On 8 August 2016 and 5 April 2017, the Group had subscribed two tranches of HK\$ denominated loan notes (the "LN1" and "LN2"), of principal value of HK\$3,000,000 each issued by an independent third party, Zhongda International Holdings Limited, which is principally engaged in trading of consumer electronic products, with an aggregated amount of HK\$6,000,000. On 9 April 2018, the Group had further subscribed another tranche of HK\$ denominated loan note (the "LN3"), of principal value of HK\$5,500,000 issued by the issuer of LN1 and LN2. LN1, LN2 and LN3 bear fixed interest at 8.5% per annum with maturity of one year from their respective dates of issue and are measured at amortised cost. No conversion right is attached to LN1, LN2 and LN3 to be exercised by the Company.

On 7 August 2017, 28 March 2018 and 7 August 2018, the Company entered into three extension agreements with the issuer, to extend the maturity dates of LN1 and LN2 to 8 August 2018, 8 August 2019 and 5 April 2019.

(i) 於二零一六年八月八日及二零一七年四月五日，本集團已認購兩期由一名獨立第三方（中大國際控股有限公司，主要從事電子消費產品貿易）發行的本金為3,000,000港元的港元貸款票據（「貸款票據1」及「貸款票據2」），總額為6,000,000港元。於二零一八年四月九日，本集團進一步認購發行貸款票據1及貸款票據2的發行人所發行的本金為5,500,000港元的港元貸款票據（「貸款票據3」）。貸款票據1、貸款票據2及貸款票據3按固定年利率8.5%計算利息，並自其各自發行日期起計一年到期及按攤銷成本計量。貸款票據1、貸款票據2及貸款票據3並無附帶任何轉換權讓本公司行使。

於二零一七年八月七日、二零一八年三月二十八日及二零一八年八月七日，本公司與發行人訂立三項延長協議，以將貸款票據1及貸款票據2的到期日延遲至二零一八年八月八日、二零一九年八月八日及二零一九年四月五日。

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21. LOAN NOTES (Continued)

- (ii) On 14 November 2018, the Group had subscribed HK\$ denominated loan note (the “LN4”) of principal value of HK\$24,000,000 issued by an independent third party which is private entity established in PRC, 深圳達隆通用包裝機械有限公司, which is principally engaged in developing and designing mechanical equipment, maturity of three years from date of issue. LN4 bears fixed interest at 10% per annum and is measured at amortised cost.
- (iii) On 14 November 2018, the Group had subscribed HK\$ denominated loan note (the “LN5”) of principal value of HK\$24,000,000 issued by an independent third party which is private entity established in PRC, 深圳達隆包裝機械設備有限公司, which is principally engaged in providing integrated R&D, design, sales and after-sales service in packaging equipment, maturity of three years from dates of issue. LN5 bears fixed interest at 10% per annum and is measured at amortised cost.

21. 貸款票據(續)

- (ii) 於二零一八年十一月十四日，本集團已認購港元貸款票據(「貸款票據4」)，本金價值為24,000,000港元，由一間為於中國成立的私人實體的獨立第三方(深圳達隆通用包裝機械有限公司，主要從事機電設備開發及設計)發行，於發行日期起計3年到期。貸款票據4按固定年利率10%計算利息及按攤銷成本計量。
- (iii) 於二零一八年十一月十四日，本集團已認購港元貸款票據(「貸款票據5」)，本金價值為24,000,000港元，由一間為於中國成立的私人實體的獨立第三方(深圳達隆包裝機械設備有限公司，主要從事提供包裝設備的綜合研發、設計、銷售及售後服務)發行，於發行日期起計3年到期。貸款票據5按固定年利率10%計算利息及按攤銷成本計量。

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Loan notes	貸款票據	59,500	6,000
Interest receivables	應收利息	1,519	546
Impairment losses	減值虧損	(4,992)	—
At 31 December	於十二月三十一日	56,027	6,546
Less: current portion	減：即期部分	(10,417)	(6,546)
Non-current portion	非即期部分	45,610	—

The carrying amount of the loan notes approximates to its fair value.

The maximum exposure to credit risk at the reporting date is the carrying amount of the loan notes.

貸款票據的賬面金額接近其公允值。

於報告日，最大信貸風險敞口為貸款票據的賬面金額。

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22. FINANCIAL ASSETS AT FVTPL

22. 按公允值於損益賬列賬之金融資產

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Trading securities (note a)	交易證券(附註a)	31,812	90,326
Convertible bonds designated at financial assets at FVTPL (note b)	指定為按公允值於損益賬列賬之金融資產的可轉換債券(附註b)	39,715	111,073
Private equity fund designated at financial assets at FVTPL (note c)	指定為按公允值於損益賬列賬之金融資產的私募基金(附註c)	13,542	—
		85,069	201,399

Notes:

附註：

(a) Trading securities

(a) 交易證券

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Current assets:	流動資產：		
Equity securities held for trading at market value	為交易而持有的權益證券，按市場價值		
—Listed in Hong Kong	—香港上市	31,812	90,326

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22. FINANCIAL ASSETS AT FVTPL (Continued)

Notes: (Continued)

(a) Trading securities (Continued)

At the end of reporting period, details of the Group's major listed equity securities are as follows:

Stock name	Place of Incorporation	As at 31 December	Proportion of investee's capital owned	Cost	Market value	Dividend income received during the year	Net assets attributable to the investment	Accumulated fair value losses on investment recognised in the consolidated financial statements during the year
股份名稱	註冊成立地點	於十二月三十一日	所擁有被投資公司資本比例	成本 HK\$'000 千港元	市場價值 HK\$'000 千港元	年內所收取股息收入 HK\$'000 千港元	投資應佔資產淨值 HK\$'000 千港元	於本年度內在綜合財務報表中確認的累積投資公允價值虧損 HK\$'000 千港元
Hong Kong								
香港								
China Oil Gangran Energy Group Holdings Limited ("China Oil") (note i)	Cayman Islands 開曼群島	2018 2017	— 0.75%	— 4,920	— 2,855	— —	— 986	— (2,065)
中油港燃能集團控股有限公司 (「中油港燃」)(附註i)								
On Real International Holdings Limited ("On Real Int'l") (note ii)	Cayman Islands 開曼群島	2018 2017	6.04% 5.81%	27,645 89,063	13,918 27,645	— —	4,723 3,964	(13,727) (61,418)
安悅國際控股有限公司 (「安悅國際控股」)(附註ii)								
Classified Group (Holdings) Limited ("Classified") (note iii)	Cayman Islands 開曼群島	2018 2017	1.62% 8.11%	55,131 86,651	8,404 55,131	— —	— 3,069	(46,727) (31,520)
(「Classified」)(附註iii)								
Time2U International Holdings Limited ("Time2U") (note iv)	Cayman Islands 開曼群島	2018 2017	8.12% 14.98%	1,658 4,830	1,178 1,658	— —	51 100	(480) (3,172)
時間由你國際控股有限公司 (「時間由你」)(附註iv)								
China 33 Media Group Limited ("China 33") (note v)	Cayman Islands 開曼群島	2018 2017	0.90% 0.90%	1,605 5,851	1,036 1,605	— —	5 5	(569) (4,246)
中國三三傳媒集團有限公司 (「中國三三」)(附註v)								
Kinetix System Holding Limited ("Kinetix System") (note vi)	Cayman Islands 開曼群島	2018 2017	0.41% —	41,190 —	5,767 —	— —	168 —	(35,423) —
捷冠控股有限公司 (「捷冠」)(附註vi)								

22. 按公允值於損益賬列賬之金融資產(續)

附註：(續)

(a) 交易證券(續)

於報告期末，本集團主要上市權益證券的詳情如下：

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22. FINANCIAL ASSETS AT FVTPL (Continued)

Notes: (Continued)

(a) Trading securities (Continued)

Unless otherwise specified, all of the above investments are directly held by the Company.

- (i) China Oil is mainly engaged in gas and oil exploitation, LNG and CNG sales, city natural gas sales, primary gas filling stations and LNG filling stations.
- (ii) On Real Int'l is principally engaged in the trading and manufacturing of two-way radio, baby monitors and other communication devices.
- (iii) Classified is engaged in the business of food and beverage with primary focus on offering western cuisine.
- (iv) Time2U is principally engaged in the manufacture and sales of own-branded watches, OEM watches and third party watches.
- (v) China 33 is mainly engaged in film investment, money business and advertising services.
- (vi) Kinetix System is mainly engaged in provision of information technology infrastructure solution services.

As of 31 December 2018, no trading securities (2017: approximately HK\$85,911,000) were pledged to a securities broker to secure margin loans borrowed by the Group (note 25).

22. 按公允值於損益賬列賬之金融資產(續)

附註：(續)

(a) 交易證券(續)

除非另有指明，本公司直接持有上列所有投資。

- (i) 中油港燃的主要業務為利用天然氣及石油，銷售液化天然氣及壓縮天然氣，銷售城市天然氣、初級加氣站及液化天然氣加氣站。
- (ii) 安悅國際控股的主要業務為買賣及製造雙向無線對講機產品、嬰兒監察器及其他通訊裝置。
- (iii) Classified從事餐飲業務，主要提供西餐。
- (iv) 時間由你主要從事自主品牌手錶，OEM手錶及第三方手錶製造及銷售。
- (v) 中國三三主要從事電影投資，預付卡業務和廣告服務。
- (vi) 捷冠主要從事提供信息技術基礎設施解決方案服務。

截至二零一八年十二月三十一日，本集團並無將任何交易證券質押予證券經紀(二零一七年：約85,911,000港元)，以取得本集團借入的保證金貸款(附註25)。

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22. FINANCIAL ASSETS AT FVTPL (Continued)

Notes: (Continued)

(b) Convertible bonds designated at financial assets at FVTPL

At the end of reporting period, details of major unlisted convertible bonds designated at financial assets at FVTPL are as follows:

Name of investee	Place of Incorporation	As at 31 December	Cost	Interest income recognised during the year	Accumulated fair value losses on investment recognised in the consolidated financial statements during the year	Fair value
被投資方名稱	註冊成立地點	於十二月三十一日	成本 HK\$'000 千港元	年內所確認利息收入 HK\$'000 千港元	於本年度內在綜合財務報表中確認的累積投資公允價值虧損 HK\$'000 千港元	公允價值 HK\$'000 千港元
Openroad Corporate Services Limited ("CB1")	Hong Kong	2018	—	1,261	—	—
恒富匯企業服務有限公司 (「可轉換債券1」)	香港	2017	15,000	1,350	(1,432)	14,534
Profit Gain Finance Limited ("CB2")	Hong Kong	2018	20,000	1,800	3,634	19,625
盈健財務有限公司(「可轉換債券2」)	香港	2017	20,000	1,800	(2,170)	19,384
Cross Consultants Limited ("CB3")	Hong Kong	2018	—	2,345	—	—
(「可轉換債券3」)	香港	2017	30,000	2,700	(6,150)	28,163
Openroad Professional Assurance Limited ("CB4")	Hong Kong	2018	—	2,345	—	—
恒富匯專業鑑證有限公司 (「可轉換債券4」)	香港	2017	30,000	2,700	(3,001)	28,622
HF Financial Group (Hong Kong) Limited ("CB5")	Hong Kong	2018	19,700	1,575	(1,856)	20,090
匯富金融集團(香港)有限公司 (「可轉換債券5」)	香港	2017	19,700	1,575	(1,575)	20,370

All of the above investments are directly held by the Company.

22. 按公允值於損益賬列賬之金融資產(續)

附註：(續)

(b) 指定為按公允值於損益賬列賬之金融資產的可轉換債券

於報告期末，主要的按公允值於損益賬列賬之金融資產的非上市可轉換債券的詳情如下：

本公司直接持有上列所有投資。

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22. FINANCIAL ASSETS AT FVTPL (Continued)

Notes: (Continued)

(b) Convertible bonds designated at financial assets at FVTPL (Continued)

Binomial and partial different model were used for valuation of the above convertible bonds. The inputs into the valuation models as at 31 December 2018 were as follows:

Subscription date
認購日期
Maturity date
到期日
Coupon rate (per annum)
票面息率(每年)
Exercise price per share
每股行使價
Risk free rate
無風險利率
Expected life (years)
預期期限(年)
Expected volatility
預期波動率
Expected dividend yield
預期股息率
Valuation methodology
估值方法
Fair value performed by:

公允價值估價師

On 20 March 2018 and 18 July 2018, the Company entered into extension agreements with the investees, to extend the maturity dates of CB2 and CB5 to 13 April 2019 and 28 July 2019 respectively.

Both Ravia and Peak Vision are independent firms of professional valuers appointed by the Company to carry out the valuations of the Group's convertible bonds designated at financial assets at FVTPL.

22. 按公允價值於損益賬列賬之金融資產(續)

附註：(續)

(b) 指定為按公允價值於損益賬列賬之金融資產的可轉換債券(續)

上述可轉換債券使用二項式模式及偏微分模式進行估價。於二零一八年十二月三十一日，有關估價模式的輸入如下：

	31 December 2018 二零一八年十二月三十一日	
	CB2 可轉換債券2	CB5 可轉換債券5
Subscription date 認購日期	13 April 2015 二零一五年四月十三日	28 July 2016 二零一六年七月二十八日
Maturity date 到期日	13 April 2019 二零一九年四月十三日	28 July 2019 二零一九年七月二十八日
Coupon rate (per annum) 票面息率(每年)	9%	8%
Exercise price per share 每股行使價	HK\$5,000港元	HK\$14,723港元
Risk free rate 無風險利率	1.84%	1.77%
Expected life (years) 預期期限(年)	0.28	0.573
Expected volatility 預期波動率	41%	38%
Expected dividend yield 預期股息率	—	—
Valuation methodology 估值方法	Hull Model 二項式模式	Partial Differential Model 偏微分模型
Fair value performed by:	Ravia Global Appraisal Advisory Limited ("Ravia") 瑞豐環球評估諮詢有限公司 (「瑞豐」)	Peak Vision Appraisal Limited ("Peak Vision") 漂鋒評估有限公司 (「漂鋒」)

於二零一八年三月二十日及二零一八年七月十八日，本公司與被投資公司訂立延長協議，以分別將可轉換債券2及可轉換債券5的到期日延遲至二零一九年四月十三日及二零一九年七月二十八日。

瑞豐及漂鋒為本公司委任就本集團指定為按公允價值於損益賬列賬之金融資產的可轉換債券進行估價的獨立專業估價師行。

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22. FINANCIAL ASSETS AT FVTPL (Continued)

Notes: (Continued)

(c) Private equity fund designated at financial assets at FVTPL

On 29 June 2018, the Group had subscribed 39.25% of a private equity fund "Fund investment" incorporated in the Cayman Islands, HF Pre-IPO Fund, of principal value of HK\$19,001,000. As of 31 December 2018, the fair value of the Fund investment was approximately HK\$13,542,000 (2017: nil). During the year, the unrealised loss recognised of the Fund Investment approximately HK\$5,459,000 (2017: nil).

The Fund investment is redeemable based on the prevailing redemption price less all applicable fees.

Asset approach was used for valuation of the private equity fund. The inputs into the valuation models as at 31 December 2018 were as follows:

Subscription date
認購日期

Total number of shares held
持有的股份總數

Subscribed share capital
認購的股本

Net assets value per share
每股資產淨值

Valuation methodology
估值方法

Fair value performed by:
公允價值估值師：

Ravia is an independent firm of professional valuer appointed by the Company to carry out the valuation of the Group's private equity fund designated at financial assets at FVTPL.

22. 按公允值於損益賬列賬之金融資產(續)

附註：(續)

(c) 指定為按公允值於損益賬列賬之金融資產的私募基金

於二零一八年六月二十九日，本集團認購一個在開曼群島註冊成立的私募基金HF Pre-IPO Fund(「基金投資」)的39.25%，本金價值為19,001,000港元。截至二零一八年十二月三十一日，基金投資的公允值約為13,542,000港元(二零一七年：無)。年內，基金投資確認的未變現虧損約為5,459,000港元(二零一七年：無)。

基金投資根據當前贖回價格減去所有適用費用可予以贖回。

資產法用於對私募基金進行估值。於二零一八年十二月三十一日估值模式的輸入數據如下：

31 December 2018
Private Equity Fund
二零一八年
十二月三十一日
私募基金

29 June 2018
二零一八年
六月二十九日
24,213

39.25%

HK\$559.26
559.26港元

Asset Approach
資產法
Ravia
瑞豐

瑞豐為本公司委任的獨立專業估值公司，對本集團指定為按公允值於損益賬列賬之金融資產的私募基金進行估值。

23. FINANCIAL ASSETS AT FVTOCI

Unlisted equity investments designated at financial assets at FVTOCI

指定按公允值於其他全面收益列賬的非上市股權投資

23. 按公允值於其他全面收益列賬之金融資產

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
35,176	—

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23. FINANCIAL ASSETS AT FVTOCI (Continued)

On 6 June 2018 and 7 December 2018, the Group had subscribed 18.18% and 20% equity interest of a Hong Kong incorporated private entity and an Anguilla incorporated private entity, HF Finance Limited (the "HF Finance") and Perfect Path, which are engaged in money lending business and gold mining business at considerations of HK\$8,000,000 and HK\$18,500,000 respectively. As of 31 December 2018, the fair value of the equity investments were approximately HK\$6,176,000 and HK\$29,000,000 respectively.

Despite the Group holds 20% of the voting power in Perfect Path, however, under contractual arrangements, the other shareholders control the composition of the board of directors and have control over Perfect Path. The directors of the Company consider that the Group does not have significant influence over Perfect Path and it is therefore the unlisted equity investments are designated at financial assets at FVTOCI.

Income approach were used for valuations of the above equity interests. The inputs into the valuation models as at 31 December 2018 were as follows:

	31 December 2018	
	二零一八年十二月三十一日	
	HF Finance	Perfect Path
Subscription date	8 June 2018	7 December 2018
認購日期	二零一八年六月八日	二零一八年十二月七日
Total number of shares held	10,000,000	200,000
持有的股份總數	10,000,000股	200,000股
Subscription price	HK\$8,000,000港元	HK\$18,500,000港元
認購價		
Proportion of investee's capital owned	18.18%	20%
所擁有被投資公司資本比例		
Dividend income received during the year	—	—
年內所收取股息收入		
Net assets attributable to the investment (Note)	(HK\$18,000港元)	HK\$30,479,000港元
投資應佔資產淨值(附註)		
Fair value gain/(loss) recognised during the year	(HK\$1,824,000港元)	HK\$10,500,000港元
於本年度確認的公允值收益/(虧損)		
Expected dividend yield	—	—
預期股息率		
Discount rate	18%	12%
折現率		
Valuation methodology	Income Method	Income Method
估值方法	收益法	收益法
Fair value performed by:	Ravia	Ravia
公允值估值師:	瑞豐	瑞豐

Note: Figures were based on the management accounts as at 31 December 2018 provided by the investees.

23. 按公允值於其他全面收益列賬之金融資產(續)

於二零一八年六月六日及二零一八年十二月七日，本集團分別以代價8,000,000港元及18,500,000港元認購分別於香港註冊成立的私人實體HF Finance Limited(「HF Finance」)及於安圭拉註冊成立的私人實體Perfect Path的18.18%及20%股權，其分別從事放債業務及金礦開採業務。截至二零一八年十二月三十一日，股權投資的公允值分別約為6,176,000港元及29,000,000港元。

儘管本集團持有Perfect Path的20%表決權，然而，根據合約安排，其他股東控制董事會的人員組成，並控制Perfect Path。本公司董事認為本集團對Perfect Path並無重大影響力，因此非上市股權投資指定為按公允值於其他全面收益列賬的金融資產。

收益法用於上述權益估值。於二零一八年十二月三十一日估值模型的輸入數據如下：

附註：數字基於被投資公司提供的截至二零一八年十二月三十一日的管理賬目。

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23. FINANCIAL ASSETS AT FVTOCI (Continued)

Ravia is an independent firm of professional valuer appointed by the Company to carry out the valuations of the Group's unlisted equity investments designated at financial assets at FVTOCI.

24. DUE FROM SECURITIES BROKERS

Amounts due from securities brokers represent deposits placed with securities brokers for the trading of listed investments which are unsecured, bearing interest at a range between 0.0005% and 0.001% (2017: 0.0005% and 0.001%) per annum and repayable on demand. No ageing analysis is disclosed in respect of amounts due from securities brokers. In the opinion of the directors of the Company, an ageing analysis does not give additional value in view of the Group's business nature.

25. DUE TO SECURITIES BROKERS

Amounts due to securities brokers represent credit facility provided by securities brokers, bearing interest at a range between 8% to 10.375% (2017: 15%) per annum and repayable on demand. No ageing analysis is disclosed in respect of amounts due to securities brokers. In the opinion of the directors of the Company, an ageing analysis does not give additional value in view of the Group's business nature.

26. OTHER PAYABLES AND ACCRUALS

Other payables and accruals	其他應付款及應計費用
Unclaimed dividend payables	尚未領取的應付股息

23. 按公允值於其他全面收益列賬之金融資產(續)

瑞豐為本公司委任的獨立專業估值公司，對本集團指定為按公允值於其他全面收益列賬之金融資產的非上市股權投資進行估值。

24. 應收證券經紀款項

應收證券經紀款項為證券經紀為買賣交易上市投資而存放在證券經紀的存款，其為無抵押，按0.0005%至0.001%（二零一七年：0.0005%至0.001%）的年利率計算利息，並須按要求隨時付還。並無就應收證券經紀款項披露賬齡分析。本公司董事認為，有鑑於本集團的業務性質，賬齡分析並無額外價值。

25. 應付證券經紀款項

應付證券經紀款項為證券經紀提供的信貸融資，按介乎8%至10.375%（二零一七年：15%）的年利率計算利息，並須按要求隨時付還。並無就應付證券經紀款項披露賬齡分析。本公司董事認為，有鑑於本集團的業務性質，賬齡分析並無額外價值。

26. 其他應付款及應計費用

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Other payables and accruals	3,797	1,306
Unclaimed dividend payables	4	4
	3,801	1,310

27. SHAREHOLDER'S LOAN

On 4 June 2018, the Group had obtained an unsecured and unguaranteed loan at the rate of 8% per annum with principal amount of HK\$30,000,000 from its substantial shareholder, namely Mr. Chen Chien Yeh (the "Shareholder's Loan"). The effective interest rate applied was 7.7% per annum and the Shareholder's Loan will mature on 6 October 2019.

27. 股東貸款

於二零一八年六月四日，本集團已自其主要股東陳建業先生按年利率8%獲得本金額為30,000,000港元的無抵押且無擔保貸款（「股東貸款」）。適用的實際利率為7.7%，該項股東貸款將於二零一九年十月六日到期。

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28. CONVERTIBLE BONDS

On 17 July 2015, the Company issued convertible bonds (“CBs”) with face value of HK\$17,500,000 to independent third parties. The holders of CBs are entitled to convert the CBs in whole or in part (in the amount not less than a whole multiple of HK\$500,000 or if the outstanding amount of the CBs is in a lesser amount, such lesser amount) into ordinary shares of the Company at the conversion price of HK\$12.5 per ordinary share at any time between the date of issue of the CBs and 16 July 2017.

The CBs bear interest of 6.5% per annum and shall be payable in 2 installments, with the first interest payment to be made on the date falling on the first anniversary from date of issue of the CBs and the second interest payment to be made upon the maturity.

Upon the issuance, the value of the CBs has been split into the liability element and an equity component of HK\$17,260,000 and HK\$240,000 respectively.

Movements of the liability element are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At beginning of the year	於年初	12,564	17,832
Imputed interest charged	計算的利息	651	805
Redemption during the year	於本年度內贖回	(12,500)	(5,000)
Interest paid during the year	於本年度內支付的利息	(715)	(1,073)
Liability component at 31 December	於十二月三十一日的負債部分	—	12,564
Less: Amount due within one year or on demand classified as current liabilities	減：於一年內到期或按要求隨時付還的金額，分類為流動負債	—	(12,564)
Amount due over one year classified as non-current liabilities	於一年後到期的金額，分類為非流動負債	—	—

The interest charged for the year is calculated by applying an effective interest rate of 7.26% to the liability component of the CBs.

On 17 July 2017 and 8 May 2018, CBs with face value of HK\$5,000,000 and HK\$12,500,000 were redeemed by the Company in cash. During the years ended 31 December 2017 and 2018, no CBs had been converted into ordinary shares of the Company.

28. 可轉換債券

於二零一五年七月十七日，本公司向獨立第三者發行面值為17,500,000港元的可轉換債券（「可轉換債券」）。可轉換債券持有人有權於可轉換債券發行日期至二零一七年七月十六日期間任何時間將可轉換債券全部或部分（金額不少於500,000港元的整數倍數，或如果可轉換債券的尚未償還金額更低，則為該更低金額）轉換為本公司普通股，有關轉換價為每股普通股12.5港元。

可轉換債券按6.5%的年利率計算利息及須分兩期支付，首次利息付款將於可轉換債券發行日期起計滿一週年當日作出，而第二次利息付款將於到期日作出。

於發行時，可轉換債券的價值分為負債部分及權益部分分別17,260,000港元及240,000港元。

負債部分的變動如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At beginning of the year	12,564	17,832
Imputed interest charged	651	805
Redemption during the year	(12,500)	(5,000)
Interest paid during the year	(715)	(1,073)
Liability component at 31 December	—	12,564
Less: Amount due within one year or on demand classified as current liabilities	—	(12,564)
Amount due over one year classified as non-current liabilities	—	—

本年度計算的利息乃根據可轉換債券的負債部分及7.26%的實際利率計算。

於二零一七年七月十七日及二零一八年五月八日，本公司分別以現金贖回面值為5,000,000港元及12,500,000港元的可轉換債券。於截至二零一七年及二零一八年十二月三十一日止年度內，並無可轉換債券被轉換為本公司普通股。

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29. PROMISSORY NOTES

As at 31 December 2018, the Company had issued eight promissory notes to seven individuals who are independent to the Group with an aggregated principal value of HK\$27,220,000. These promissory notes bear interest at rates ranging from 6.5% to 8% per annum and are due for repayments ranging from 12th months to 96th months from respective date of issuance.

On initial recognition, the fair value of promissory notes issued by the Company were determined based on the present value of the contractual stream of future cash flows discounted at rates ranging from 5.5% to 7.7% per annum. The discount rates are determined with reference to the yield rate with credit rating and duration similar to the promissory notes.

The details of the promissory notes for the year are set out below:

29. 承付票

於二零一八年十二月三十一日，本公司發行八張承付票予七名獨立於本集團的個人，有關本金總值為27,220,000港元。該等承付票按6.5%至8%的年利率計算利息，並於各有關發行日期起計第12個月至第96個月到期償還。

初始確認時，本公司所發行的承付票的公允值乃根據合約未來現金流分別以5.5%至7.7%年利率折現所得的現值確定。折現率乃參考信貸評級及年期與承付票類似者的收益率來確定。

於年內有關承付票的詳情載列如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At 1 January	於一月一日	29,846	1,580
Issuance during the year	於本年度內發行	—	27,220
Imputed interest charged	計算的利息	1,618	1,215
Redemption during the year	於本年度內贖回	(8,530)	—
Interest paid during the year	於本年度內支付利息	(2,180)	(169)
At 31 December	於十二月三十一日	20,754	29,846
Less: Amount due within one year classified as current liabilities	減：於一年內到期的金額， 分類為流動負債	(834)	(9,626)
Amount due over one year classified as non-current liabilities	於一年後到期的金額， 分類為非流動負債	19,920	20,220

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30. DEFERRED TAX

At the end of the reporting period, the Group has unused tax losses of approximately HK\$255,228,000 (2017: HK\$196,632,000) available for offset against future profits. No deferred tax asset has been recognised in respect of these tax losses due to the unpredictability of future profit streams. The unrecognised tax losses may be carried forward indefinitely.

30. 遞延稅項

於報告期末，本集團有未利用稅務虧損約255,228,000港元(二零一七年：196,632,000港元)可用作抵銷未來利潤。由於未來利潤流的不可預測性，未就這些稅務虧損確認遞延稅項資產。未確認的稅務虧損可以無限期結轉。

31. SHARE CAPITAL

31. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$1 each, at 1 January 2017, 31 December 2017 and 1 January 2018	於二零一七年一月一日、 二零一七年十二月三十一日及 二零一八年一月一日 每股面值1港元的普通股	100,000,000	100,000
Increase during the year	於本年度內增加	900,000,000	900,000
Ordinary share of HK\$1 each at 31 December 2018	於二零一八年十二月三十一日 每股面值1港元的普通股	1,000,000,000	1,000,000
Issued and fully paid:	已發行及繳足股本：		
Ordinary shares of HK\$1 each at 1 January 2017, 31 December 2017 and 1 January 2018	於二零一七年一月一日、 二零一七年十二月三十一日及 二零一八年一月一日 每股面值1港元的普通股	85,928,950	85,929
Issue of shares on placement (<i>note</i>)	配售時發行股份(<i>附註</i>)	33,980,000	33,980
Ordinary shares of HK\$1 each at 31 December 2018	於二零一八年十二月三十一日 每股面值1港元的普通股	119,908,950	119,909

Note:

On 11 May 2018, the Company and a placing agent entered into a placing agreement in respect of the placement of 14,000,000 ordinary shares of HK\$1 each to independent investors at a price of HK\$0.79 per share ("Placement 1"). The Placement 1 was completed on 29 May 2018.

Details and the results of the Placement 1 are set out in the announcements of the Company dated 11 May 2018 and 29 May 2018.

附註：

於二零一八年五月十一日，本公司與配售代理訂立配售協議，內容有關向獨立投資者配售14,000,000股每股面值1港元的普通股，有關價格為每股0.79港元(「配售事項1」)。配售事項1已於二零一八年五月二十九日完成。

有關配售事項1的詳情及結果，載於本公司日期分別為二零一八年五月十一日及二零一八年五月二十九日的公告內。

31. SHARE CAPITAL (Continued)

On 21 September 2018, the Company and another placing agent entered into a placing agreement in respect of the placement of 19,980,000 ordinary shares of HK\$1 each to independent investors at a price of HK\$1.00 per share ("Placement 2"). The Placement 2 was completed on 12 October 2018.

Details and the result of the Placement 2 are set out in the announcement of the Company dated 21 September 2018 and 12 October 2018.

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance. The capital structure of the Group comprises all components of shareholders' equity.

The Group reviews the capital structure frequently by considering the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts, redemption of existing debts or selling assets to reduce debts. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2018 and 2017.

The only externally imposed capital requirement is that for the Group to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares. The Group receives a report from the share registrars monthly on substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit throughout the year. As at 31 December 2018, 52.5% (2017: 80%) of the shares were in public hands.

31. 股本(續)

於二零一八年九月二十一日，本公司與另一配售代理訂立配售協議，內容有關向獨立投資者配售19,980,000股每股面值1港元的普通股，每股價格為1.00港元（「配售事項2」）。配售事項2已於二零一八年十月十二日完成。

有關配售事項2的詳情及結果，載於本公司日期分別為二零一八年九月二十一日及二零一八年十月十二日的公告內。

本集團管理資本時的目標為通過優化負債與權益的平衡，保障本集團能夠持續經營，並同時謀求最大限度的股東回報。本集團的資本結構由股東權益的所有元素組成。

本集團通過考慮資金成本及與每類資本相關的風險，經常覆核資本結構。本集團會透過支付股息、發行新股份及股份回購以及發行新債務、贖回現有債務或出售資產以減低債務，來平衡其整體資本結構。於截至二零一八年及二零一七年十二月三十一日止年度內，管理資本的目標、政策或程序並無作出任何變動。

唯一外部強制性資本要求為，本集團如欲維持其在聯交所上市的地位，其公眾持股量最少為股份的25%。本集團每月收到股份過戶登記處顯示非公眾持股量的重大股份權益的報告，其顯示全年均持續符合25%的限額。於二零一八年十二月三十一日，52.5%（二零一七年：80%）的股份由公眾持有。

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32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

The following is the statement of financial position of the Company as at 31 December 2018 and 2017:

32. 本公司的財務狀況表

以下為本公司於二零一八年及二零一七年十二月三十一日的財務狀況表：

	Note 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	19	29
Interests in subsidiaries	附屬公司之權益	34	31
Loan notes	貸款票據	45,610	—
		45,663	60
Current assets	流動資產		
Other receivables, deposits and prepayments	其他應收款、按金及預付款項	15,764	7,945
Loan notes	貸款票據	10,417	6,546
Financial assets at FVTPL	按公允值於損益賬列賬之金融資產	85,069	201,399
Financial assets at FVTOCI	按公允值於其他全面收益列賬之金融資產	35,176	—
Due from securities brokers	應收證券經紀款項	12	461
Bank balances	銀行結餘	4,734	3,835
		151,172	220,186
Current liabilities	流動負債		
Due to securities brokers	應付證券經紀款項	5,190	1,814
Other payables and accruals	其他應付款及應計費用	3,801	1,310
Shareholder's loan	股東貸款	31,710	—
Amount due to a subsidiary	應付附屬公司款項	7,413	7,425
Convertible bonds	可轉換債券	—	12,564
Promissory notes	承付票	834	9,626
		48,948	32,739
Net current assets	流動資產淨值	102,224	187,447
Total assets less current liabilities	總資產減流動負債	147,887	187,507
Non-current liabilities	非流動負債		
Promissory notes	承付票	19,920	20,220
Net assets	資產淨值	127,967	167,287
Capital and reserves	資本及儲備		
Share capital	股本	119,909	85,929
Reserves	儲備	8,058 (a)	81,358
Total equity	總權益	127,967	167,287

Approved and authorised for issue by the Board of Directors on 28 March 2019.

於二零一九年三月二十八日獲董事會批准及授權刊發。

Wu Ming Gai
胡銘佳
Director
董事

Chan Carman Wing Yan
陳詠欣
Director
董事

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32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

(a) Movements of the Company's reserve

		Share premium	Convertible bonds equity reserve	Financial assets at FVTOCI reserve	Retained profits/ (accumulated losses)	Total
		股份溢價	可轉換債券權益儲備	按公允值於其他全面收益列賬之金融資產儲備	保留溢利/ (累計虧損)	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
1 January 2017	二零一七年一月一日	203,918	240	—	82,684	286,842
Loss and total comprehensive income for the year	年度虧損及全面收益總額	—	—	—	(205,484)	(205,484)
Redemption of convertible bonds	贖回可轉換債券	—	(69)	—	69	—
As 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	203,918	171	—	(122,731)	81,358
Loss and total comprehensive income for the year	年度虧損及全面收益總額	—	—	8,676	(78,435)	(69,759)
Issue of shares on placement	配售時發行股份	(3,541)	—	—	—	(3,541)
Redemption of convertible bonds	贖回可轉換債券	—	(171)	—	171	—
At 31 December 2018	於二零一八年十二月三十一日	200,377	—	8,676	(200,995)	8,058

32. 本公司的財務狀況表(續)

附註：

(a) 本公司儲備變動

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33. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature and purpose of reserves

(i) Share premium

Share premium represents the amount by which the issue price of shares exceeds the par value of those shares and is distributable to shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

(ii) Convertible bonds equity reserve

The convertible bonds equity reserve represents the value of the unexercised equity component of convertible bonds issued by the Company recognised in accordance with the accounting policy adopted for convertible bonds in note 4(k) to the consolidated financial statements.

(iii) Financial assets at FVTOCI reserve

Financial assets at FVTOCI reserve represents the cumulative net charge in fair value of equity investments held at the end of the reporting period and recognised in accordance with the accounting policy adopted for equity instruments in note 4(f) to the consolidated financial statements.

33. 儲備

(a) 本集團

本集團儲備的金額及其變動在綜合損益及其他全面收益表及綜合權益變動表內列報。

(b) 儲備之性質及目的

(i) 股份溢價

股份溢價指股份發行價超出該等股份之面值之金額，並可分派予本公司股東，但於緊隨建議分派股息日期後，本公司須能在日常業務運作過程中償還其到期債務。

(ii) 可轉換債券權益儲備

可轉換債券權益儲備代表根據綜合財務報表附註4(k)內就可轉換債券採用的會計政策確認本公司所發行可轉換債券的未行使權益部分的價值。

(iii) 按公允值於其他全面收益列賬之金融資產儲備

按公允值於其他全面收益列賬之金融資產儲備代表根據綜合財務報表附註4(f)內就權益工具採用的會計政策確認於報告期末持有的股權投資的公允值累計變動。

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34. NET ASSET VALUE PER SHARE

The calculation of net asset value per share is based on the Group's net assets of approximately HK\$135,391,000 (2017: HK\$174,734,000) divided by the Company's ordinary shares in issue of 119,908,950 as at 31 December 2018 and the ordinary shares in issue of 85,928,950 as at 31 December 2017.

35. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transaction

(i) Subscription of loan notes

As disclosed in note 21(ii) to the consolidated financial statements, the Group had subscribed two tranches of loan notes with principal value of HK\$24,000,000 each totaling HK\$48,000,000. The subscription of loan notes were satisfied by way of (i) cash of HK\$5,500,000 and (ii) the disposals of CB3 and CB4 with fair values of approximately HK\$23,355,000 and HK\$23,306,000 respectively as at their respective dates of disposal.

(ii) Subscription of private equity fund designated at FVTPL

As disclosed in note 22(c) to the consolidated financial statements, the Group had subscribed 39.25% of a private equity fund at consideration of approximately HK\$19,001,000. The subscription of private equity fund was satisfied by way of the disposal of trading securities with fair value of approximately HK\$19,001,000 as at the date of the disposal.

(iii) Subscription of unlisted equity investments designated at FVTOCI

As disclosed in note 23 to the consolidated financial statements, the Group had subscribed 18.18% and 20% equity interest of a Hong Kong and an Anguilla incorporated private entities at considerations of approximately HK\$8,000,000 and HK\$18,500,000 respectively in which consideration of the subscription amounted to approximately HK\$18,500,000 was partly satisfied by way of the disposal of CB1 with fair value of approximately HK\$14,758,000 as at the date of the disposal.

34. 每股資產淨值

每股資產淨值乃按照本集團之資產淨值約135,739,000港元(二零一七年: 174,734,000港元)除以二零一八年十二月三十一日本公司已發行普通股119,908,950股及二零一七年十二月三十一日本公司已發行普通股85,928,950股計算。

35. 綜合現金流量表附註

(a) 主要非現金交易

(i) 認購貸款票據

誠如綜合財務報表附註21(ii)所披露，本集團已認購兩期貸款票據，本金均為24,000,000港元，合共為48,000,000港元。認購貸款票據透過以下方式償付：(i)現金5,500,000港元；及(ii)出售可轉換債券3及可轉換債券4，其公允值於各自出售日期分別約為23,355,000港元及23,306,000港元。

(ii) 認購指定為按公允值於損益賬列賬的私募基金

誠如綜合財務報表附註22(c)所披露，本集團已認購39.25%的私募基金，代價為約19,001,000港元。認購私募基金透過出售公允值於出售日期為約19,001,000港元的交易證券償付。

(iii) 認購指定為按公允值於其他全面收益列賬的非上市股權投資

誠如綜合財務報表附註23所披露，本集團已認購分別於香港及安圭拉註冊成立之私人實體的18.8%及20%股權，代價分別約為8,000,000港元及18,500,000港元，其中認購代價的約18,500,000港元透過出售可轉換債券1部分償付，其公允值於出售日期約為14,758,000港元。

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35. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Reconciliation of liabilities arising from financing activities

The table set forth below is the detail changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

		1 January 2018 二零一八年 一月一日 HK\$'000 千港元	Cash flows 現金流量 HK\$'000 千港元	Interest charges 利息費用 HK\$'000 千港元	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元
Shareholder's loan	股東貸款	—	30,000	1,710	31,710
Convertible bonds — liability component (note 28)	可轉換債券 — 負債部分 (附註28)	12,564	(13,215)	651	—
Promissory notes (note 29)	承付票(附註29)	29,846	(10,710)	1,618	20,754
		42,410	6,075	3,979	52,464

		1 January 2017 二零一七年 一月一日 HK\$'000 千港元	Cash flows 現金流量 HK\$'000 千港元	Interest charges 利息費用 HK\$'000 千港元	31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
Convertible bonds — liability component (note 28)	可轉換債券 — 負債部分 (附註28)	17,832	(6,073)	805	12,564
Promissory notes (note 29)	承付票(附註29)	1,580	27,051	1,215	29,846
		19,412	20,978	2,020	42,410

35. 綜合現金流量表附註(續)

(b) 因融資活動產生的負債的對賬

下表為本集團因融資活動產生的負債變動詳情，包括現金及非現金變動。因融資活動產生的負債指在本集團綜合現金流量表分類為融資活動產生的現金流量的現金流量以及將會分類為融資活動產生的現金流量的未來現金流量的有關負債。

36. RELATED PARTY TRANSACTIONS

- (a) On 29 February 2016, the Company entered into an investment management agreement (“Investment Management Agreement”) with Tiger Securities Asset Management Company Limited (“Tiger Securities”), pursuant to which Tiger Securities has agreed to act as the investment manager of the Company and to provide investment management services to the Company for a period of two years commencing from 1 March 2016 and expiring on 28 February 2018.

According to the Investment Management Agreement, Tiger Securities shall be entitled to a management fees of 0.5% per annum on the net asset value as per the management account of the Company of the preceding month with an annual cap of HK\$1,800,000.

On 24 November 2016, the Company entered into a supplemental investment management agreement (“Supplemental Investment Management Agreement”) with Tiger Securities, pursuant to which, with effect from 1 January 2017, management fees as set out in the Investment Management Agreement shall be changed from 0.5% per annum on the net asset value as per the management account of the Company of the preceding month with an annual cap of HK\$1,800,000 to 1% per annum on the net asset value as per the management account of the Company of the preceding month with an annual cap of HK\$2,980,000. Save as above changed, all other terms and conditions set forth in the Investment Management Agreement shall remain unchanged, in full force and effect.

On 28 February 2018, the Company entered into a renewal agreement with Tiger Securities to renew the investment management services period from 28 February 2018 to 28 February 2019.

Mr. Wu Ming Gai, an executive director of the Company, is a director and responsible officer of Tiger Securities.

36. 關聯方交易

- (a) 於二零一六年二月二十九日，本公司與泰嘉證券訂立投資管理協議（「投資管理協議」），據此，泰嘉證券資產管理有限公司（「泰嘉證券」）已經同意擔任本公司之投資管理人以及為本公司提供投資管理服務，由二零一六年三月一日起為期兩年，至二零一八年二月二十八日屆滿。

根據投資管理協議，泰嘉證券可獲得本公司在對上一個月的管理賬目中的資產淨值計算每年0.5%之管理費，有關全年上限為1,800,000港元。

於二零一六年十一月二十四日，本公司與泰嘉證券訂立補充投資管理協議（「補充投資管理協議」），據此，由二零一七年一月一日起，投資管理協議內所載之管理費將由本公司在對上一個月的管理賬目中的資產淨值計算每年0.5%，有關全年上限為1,800,000港元，改為本公司在對上一個月的管理賬目中的資產淨值計算每年1%，有關全年上限為2,980,000港元。除上述改動外，投資管理協議內所載之所有其他條款及條件將維持不變，具有十足效力及作用。

於二零一八年二月二十八日，本公司與泰嘉證券訂立重續協議，重續投資管理服務期間由二零一八年二月二十八日至二零一九年二月二十八日。

本公司執行董事胡銘佳先生為泰嘉證券的董事及負責人員。

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36. RELATED PARTY TRANSACTIONS (Continued)

(a) (Continued)

The management fees and incentive fee paid and payable to Tiger Securities are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Tiger Securities:	泰嘉證券：		
Management fees	管理費	1,474	2,980

The above management fees paid or payable to Tiger Securities are continuing connected transactions ("CCT") as defined in Chapter 14A of the Listing Rules but regarded as de minimis transaction pursuant to Rule 14A.76(1) of the Listing Rules as the CCT had fulfill the relevant requirements.

On 11 May 2018, the Company entered into a placing agreement with Tiger Securities in respect of the placement of 14,000,000 ordinary shares of the Company. The placement was completed on 29 May 2018 and the placing commission paid and payable to Tiger Securities are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Tiger Securities:	泰嘉證券：		
Commission	佣金	332	—

(b) Remuneration of key management personnel of the Group representing amounts paid to the Company's executive directors is disclosed in note 15(c) to the consolidated financial statements.

36. 關聯方交易 (續)

(a) (續)

已付及應付泰嘉證券的管理費及獎金如下：

上述已付或應付泰嘉證券的管理費屬《上市規則》第十四A章所界定的持續關連交易(「持續關連交易」)，然而，根據《上市規則》第14A.76(1)條，由於持續關連交易符合有關規定，因此，其被視為符合最低豁免水平的交易。

於二零一八年五月十一日，本公司與泰嘉證券訂立一項有關配售14,000,000股本公司普通股之配售協議。該配售於二零一八年五月二十九日完成，已付及應付泰嘉證券的配售佣金如下：

(b) 本集團主要管理人員的薪酬為綜合財務報表附註15(c)所披露向本公司執行董事支付的金額。

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37. OPERATING LEASES

The Group leases an office under operating leases. The leases typically run for an initial period of two years, with an option to renew the lease after that date at which time all terms are renegotiated.

At 31 December 2018, the Group had future aggregate minimum lease payments under non-cancellable operating leases in respect of land and buildings as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within one year	一年內	280	480
In the second to fifth years inclusive	第二至第五年(首尾兩年包括在內)	—	280
		280	760

37. 經營租約

本集團根據經營租約租用辦公室。租賃一般初步為期兩年，其後可選擇續訂租約，屆時所有條款均重新磋商。

於二零一八年十二月三十一日，本集團根據土地及樓宇之不可撤銷經營租約須於未來支付之最低租金總額如下：

38. SUBSIDIARIES

The following is a list of subsidiaries at 31 December 2018:

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Principal activities and place of operation 主要業務及營業地點	Particulars of issued share capital 已發行股本詳情	Interest held 所持權益
IT Star Limited	British Virgin Islands 英屬處女群島	Investment holding in Hong Kong 投資控股／香港	1 ordinary share of US\$1 1股面值1美元之普通股	100%*
Datacom Venture Limited	British Virgin Islands 英屬處女群島	Inactive in Hong Kong 不活躍／香港	1 ordinary share of US\$1 1股面值1美元之普通股	100%
Studio V	Hong Kong 香港	Inactive in Hong Kong 不活躍／香港	HK\$10,000 10,000港元	100%*

* Shares held directly by the Company.

None of the subsidiaries issued any debt securities at the end of the reporting period.

38. 附屬公司

於二零一八年十二月三十一日之附屬公司詳情如下：

* 本公司直接持有之股份

於報告期末，各附屬公司並無發行任何債務證券。

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39. EVENTS AFTER THE REPORTING PERIOD

On 23 January 2019, the Company proposed to change the domicile of the Company from the Cayman Islands to Bermuda by way of deregistration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda (“Change of Domicile”). The implementation of the Change of Domicile will not affect the continuity of the Company and its listing status.

In connection with the Change of Domicile, it is proposed that the new memorandum and the bye-laws be adopted by the Company to replace, respectively, the Memorandum and the Articles in order to comply with the company law of Bermuda.

Upon the Change of Domicile being effective, the Company also proposed to implement a capital reorganisation which will involve the following:

- (i) Reduction of Share Premium — the entire amount standing to the credit of the share premium account of the Company be reduced to nil and the credit arising from such reduction be transferred to an existing account of the Company designated as the contributed surplus account of the Company;
- (ii) Capital Reduction — the par value of each of the issued existing ordinary shares of the Company to be reduced from HK\$1.00 to HK\$0.10 per issued ordinary share by the cancellation of the paid up share capital of the Company to the extent of HK\$0.90 per issued ordinary share by way of a reduction of capital, such that the par value of the issued Existing Shares will be reduced to HK\$0.10 each; and

39. 報告期後事項

於二零一九年一月二十三日，本公司建議本公司透過撤銷其於開曼群島之註冊轉而根據百慕達法律作為獲豁免公司繼續存續之方式，將本公司之註冊地點由開曼群島更改為百慕達（「更改註冊地點」）。進行更改註冊地點將不會影響本公司之存續及其於聯交所之上市地位。

就更改註冊地點而言，本公司為遵守百慕達公司法建議採納新大綱及細則，以分別取代大綱及細則。

本公司亦建議於更改註冊地點生效後進行股本重組，當中涉及下列各項：

- (i) 削減股份溢價 — 本公司股份溢價賬之全部進賬金額削減至零，並將有關削減所產生之進賬轉撥至指定為本公司實繳盈餘賬之本公司現有賬戶；
- (ii) 股本削減 — 藉削減股本方式，註銷本公司實繳股本每股已發行普通股0.90港元，將本公司每股已發行現有普通股面值由每股已發行普通股1.00港元削減至0.10港元，據此已發行現有股份面值將減至每股0.10港元；及

39. EVENTS AFTER THE REPORTING PERIOD (Continued)

(iii) Share Sub-division — immediately following the above proposed capital reduction, each of the authorised but unissued ordinary shares with par value of HK\$1.00 each be subdivided into 10 new ordinary shares with par value of HK\$0.10 each.

The Change of Domicile and the Capital Reorganisation are conditional upon satisfaction of the respective conditions. Therefore, the Change of Domicile and the Capital Reorganisation may or may not proceed.

Details of the above were set out in the Company's announcements dated 23 January 2019, 25 January 2019, 1 February 2019 and 11 March 2019.

On 28 February 2019, the Company entered into the renewal agreement with Tiger Securities Asset Management Company Limited to renew the investment management services period from 28 February 2019 to 31 August 2019.

39. 報告期後事項(續)

(iii) 股份拆細 — 緊隨上述建議股本削減後，每股面值1.00港元法定但未發行普通股將拆細為10股每股面值0.10港元新普通股。

更改註冊地點及股本重組須待各自條件達成後，方可作實。因此，更改註冊地點及股本重組不一定會進行。

上述各項的詳情載於本公司日期為二零一九年一月二十三日、二零一九年一月二十五日、二零一九年二月一日及二零一九年三月十一日的公告。

於二零一九年二月二十八日，本公司與泰嘉證券資產管理有限公司訂立重續協議，重續投資管理服務期間由二零一九年二月二十八日至二零一九年八月三十一日。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

		Year ended 31 December 截至十二月三十一日止年度				
		2014	2015	2016	2017	2018
		二零一四年	二零一五年	二零一六年	二零一七年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Results:	業績：					
(Loss) profit attributable to shareholders owners of the Company	本公司擁有人應佔 (虧損)溢利	(36,569)	316,286	(194,959)	(205,508)	(69,782)

		As at 31 December 於十二月三十一日				
		2014	2015	2016	2017	2018
		二零一四年	二零一五年	二零一六年	二零一七年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Assets and liabilities:	資產及負債：					
Current assets	流動資產	174,497	510,039	415,572	220,239	196,827
Total assets	總資產	180,225	510,196	415,657	220,268	196,846
Current liabilities	流動負債	7,376	5,334	33,835	25,314	41,535
Total liabilities	總負債	7,376	23,015	35,415	45,534	61,455
Shareholders' funds	股東資金	172,849	487,181	380,242	174,734	135,391



Cocoon Holdings Limited
中國天弓控股有限公司