



VC GROUP
滙盈集團

Value Convergence Holdings Limited
滙盈控股有限公司

A Hong Kong listed company with stock code: 821
香港上市公司股票代號：821
www.vcgroup.com.hk

Delivering Value
Through Excellence

卓越滙聚財富

Interim Report **2019** 中期報告

CONTENTS
目錄

	<i>Page</i> 頁次
Corporate Information 公司資料	2
Management Discussion and Analysis 管理層討論及分析	4
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收入表	29
Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表	30
Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表	32
Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表	35
Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註	36
Other Information 其他資料	83

CORPORATE INFORMATION 公司資料

Executive Directors

Mr. FU Yiu Man, Peter (*Chairman*)
Mr. TIN Ka Pak, Timmy
Mr. LIN Hoi Kwong, Aristo
Mr. ZHANG Min

Independent Non-executive Directors

Mr. WONG Chung Kin, Quentin
Mr. WONG Kam Choi, Kerry, MH
Mr. SIU Miu Man, Simon, MH

Executive Committee

Mr. FU Yiu Man, Peter (*Chairman*)
Mr. TIN Ka Pak, Timmy
Mr. LIN Hoi Kwong, Aristo
Mr. LAI Yick Fung[△]

Audit Committee

Mr. WONG Chung Kin, Quentin (*Chairman*)
Mr. WONG Kam Choi, Kerry, MH
Mr. SIU Miu Man, Simon, MH

Remuneration Committee

Mr. WONG Kam Choi, Kerry, MH (*Chairman*)
Mr. WONG Chung Kin, Quentin
Mr. SIU Miu Man, Simon, MH

Nomination Committee

Mr. SIU Miu Man, Simon, MH (*Chairman*)
Mr. WONG Chung Kin, Quentin
Mr. WONG Kam Choi, Kerry, MH

執行董事

符耀文先生 (*主席*)
田家柏先生
連海江先生
張民先生

獨立非執行董事

黃松堅先生
黃錦財先生, MH
蕭妙文先生, MH

執行委員會

符耀文先生 (*主席*)
田家柏先生
連海江先生
賴益豐先生[△]

審核委員會

黃松堅先生 (*主席*)
黃錦財先生, MH
蕭妙文先生, MH

薪酬委員會

黃錦財先生, MH (*主席*)
黃松堅先生
蕭妙文先生, MH

提名委員會

蕭妙文先生, MH (*主席*)
黃松堅先生
黃錦財先生, MH

[△] Non-voting co-opted member

[△] 無投票權成員

滙盈控股有限公司

CORPORATE INFORMATION
公司資料

Authorised Representatives

Mr. TIN Ka Pak, Timmy

Mr. LAI Yick Fung

授權代表

田家柏先生

賴益豐先生

Company Secretary

Mr. LAI Yick Fung

公司秘書

賴益豐先生

Registered Office/Principal Place of Business

6th Floor, Centre Point

181-185 Gloucester Road

Wanchai, Hong Kong

註冊辦事處／主要營業地點

香港灣仔

告士打道181-185號

中怡商業大廈6樓

Auditor

SHINewing (HK) CPA Limited

核數師

信永中和(香港)會計師事務所有限公司

Principal Bankers

Standard Chartered Bank (Hong Kong) Limited

Hang Seng Bank Limited

Bank of China (Hong Kong) Limited

主要往來銀行

渣打銀行(香港)有限公司

恒生銀行有限公司

中國銀行(香港)有限公司

Share Registrar and Transfer Office

Tricor Abacus Limited

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

股份過戶登記處

卓佳雅柏勤有限公司

香港

皇后大道東183號

合和中心54樓

Stock Code

The Stock Exchange of Hong Kong Limited: 821

股份代號

香港聯合交易所有限公司：821

Company Website

<http://www.vcgroup.com.hk>

公司網站

<http://www.vcgroup.com.hk>

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The board (the “Board”) of directors (the “Directors”) of Value Convergence Holdings Limited (the “Company”) submits the unaudited condensed consolidated results of the Company and its subsidiaries (collectively “VC Group” or the “Group”) for the six months ended 30 June 2019, together with the unaudited comparative figures of the corresponding period in 2018.

MANAGEMENT DISCUSSION AND ANALYSIS

VC Group is an established financial services group committed to delivering premier financial services and products that fulfill various investment and wealth management needs of clients in the Greater China region. The Group’s expertise includes (i) provision of financial services comprising securities, futures and options brokering and dealing, financing services, corporate finance and other advisory services, asset management and insurance brokerage; and (ii) proprietary trading.

BUSINESS REVIEW

General

In the first half year of 2019, global economy recovery saw a slowdown due to myriad reasons, such as the escalating US-China trade war, the uncertainty of economic as well as political policies and the “no-deal Brexit” of UK. China economy has recorded its slowest growth rate in nearly three decades. The economy grew 6.2% year-on-year in the second quarter of 2019, a decline from 6.4% in the first quarter of 2019. US economy is now slowing back toward its trend rate about 2% and the time of the next US recession is narrowing. These unfavorable economic conditions have led to cautious market sentiment in Hong Kong.

滙盈控股有限公司(「本公司」)董事(「董事」)會(「董事會」)謹此提呈本公司及其附屬公司(統稱「滙盈集團」或「本集團」)截至二零一九年六月三十日止六個月之未經審核簡明綜合業績連同二零一八年同期之未經審核比較數字。

管理層討論及分析

滙盈集團為擁有穩固基礎的金融服務集團，致力提供優質的金融服務及產品，以滿足大中華地區客戶在投資及財富管理方面的不同需要。本集團的專業領域涵蓋(i)提供金融服務，包括證券、期貨及期權經紀及交易業務、融資服務、企業融資及其他顧問服務、資產管理及保險經紀業務；及(ii)自營買賣業務。

業務回顧

一般概覽

二零一九年上半年，環球經濟復蘇步伐由於中美貿易戰升級、經濟與政治政策不明朗及英國無協議脫歐等多個原因而放緩。中國經濟錄得近三十年來最緩慢的增長。於二零一九年第二季按年增幅僅有6.2%，尤遜於二零一九年第一季的6.4%。美國經濟亦回落至約2%的增長趨勢，距離美國再次出現衰退再近了一步。此等不利的經濟狀況導致香港市場氣氛謹慎。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Looking at the stock market, in the first half year of 2019, Hong Kong stocks experienced an uptrend, except a decline in May. In the early April, the Hang Seng Index (“HSI”) soared over 30,000. In May 2019, US raised import tariff from 10% to 25% on US\$200 billion Chinese imports, and US threatened to further impose tariff on additional US\$300 billion imports. The escalation of China-US trade dispute weakened market sentiment and HSI plunged from around 30,000 to around 27,000 in May. After that, market speculated the resumption of trade talk between President Xi and President Trump during G20 Meeting. Trade tension eased and market rebounded from low in late June, easing the loss in May. The average daily turnover was HK\$97.9 billion, a decline of 23% compared with HK\$126.6 billion for the same period in 2018. Further, HSI recorded an increase of about 10.4% in the first half year. Market capitalization was HK\$32,727 billion on 30 June 2019.

On the other hand, the total initial public offering (“IPO”) fundraising in Hong Kong reached to HK\$69.5 billion, ranking first in Asia. The total number of new listed companies was 76 among which 70 companies listed on the main board. Meanwhile, the number of GEM IPOs dropped sharply to only 6 compared with 50 for the same period in 2018. This is because the reform plan adopted in 2018, apart from increasing flexibility of main board, Hong Kong Exchanges and Clearing Limited has also raised the requirements of GEM listing in many aspects, such as market value, minimum public ownership, cash flow, and raised the threshold of GEM to the main board, aiming at cracking down on the GEM hype.

股票市場方面，除二零一九年五月外，香港股市於二零一九年上半年一直保持升勢。於四月初，恒生指數（「恒指」）一度突破30,000點。及至二零一九年五月，美國對價值2,000億美元的中國貨品加徵關稅由10%增至25%，更威脅對另外價值3,000億美元的中國貨品進一步加徵關稅。中美貿易糾紛升級削弱了市場情緒，恒指因而於五月由約30,000點下挫至約27,000點。其後，市場預期國家主席習近平與美國總統特朗普會於二十國集團峰會期間恢復貿易談判，貿易緊張局勢一度緩和，市場亦於六月底從低位回彈，收復五月時的失地。每日平均成交額為979億港元，較二零一八年同期之1,266億港元下跌23%。此外，恒指於上半年錄得約10.4%的升幅。二零一九年六月三十日之市值為327,270億港元。

另一方面，香港首次公開發售（「首次公開發售」）之集資總額達695億港元，冠絕亞洲。新上市公司總數為76間，當中70間於主板上市。此外，GEM首次公開發售的數目則由二零一八年同期的50間急跌至僅有6間。此乃由於二零一八年實施的改革計劃所致，除增加主板的彈性外，香港交易及結算有限公司亦在多方面提高GEM的上市要求，包括市值、最低公眾擁有量及現金流等，且將由GEM轉板至主板的門檻提高，旨在打破GEM誇張失實的局面。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As a financial services provider, the business performance of the Group is inevitably influenced by the macro environment and local market conditions. Yet, with our comprehensive investment services and products offered to our customers and the solid financial standing, the Group is able to thrive as a competitive player in the financial industry. While the financial-oriented business makes the Group particularly sensitive to fluctuating economic conditions and investors' sentiments, our fundamental strategy is firmly anchored and our core focus remains on developing and fortifying the Group's core businesses in provision of financial services including (i) securities, futures and options brokering and dealing, and financing services (including local and overseas securities dealing, futures and options trading, derivatives and other structured products trading, placement and underwriting, margin financing and money lending, etc.); (ii) corporate finance and other advisory services (including mergers and acquisitions and company secretarial services to clients, etc.); (iii) asset management; and (iv) insurance brokerage; and proprietary trading. Indeed, the Group is committed to achieving long-term and balanced growth on the basis of solid financial capability and a pragmatic operating strategy, which helps capitalizing on any growth opportunities and thereon enhance our shareholders' value.

作為一間金融服務供應商，本集團之業務表現定然受到宏觀環境及本地市況所影響。儘管如此，本集團仍然憑藉為客戶所提供各式各樣的投資服務及產品以及雄厚的財政實力，讓本集團成為金融業界具競爭力的一份子。本集團之金融業務性質使其對經濟狀況及投資者情緒之轉變尤其敏感，而本集團始終堅守其基本策略，全力集中於發展及加強提供金融服務方面（包括(i)證券、期貨及期權經紀及交易，以及融資服務業務，其中包括本地及海外證券交易、期貨及期權買賣、衍生工具及其他結構性產品買賣、配售及包銷、保證金融資以及放債等）；(ii)企業融資及其他顧問服務（包括收購合併及向客戶提供公司秘書服務等）；(iii)資產管理；及(iv)保險經紀）及自營買賣業務之核心業務。事實上，憑藉穩固的財政實力及務實的經營策略，本集團銳意達致長遠而平衡的增長，掌握一切增長機遇，從而為股東提升價值。

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析***Establishment of a joint venture securities company in Guangxi***

In July 2016, the Company announced that VC Brokerage Limited ("VC Brokerage"), an indirectly wholly owned subsidiary of the Company, entered into a joint venture agreement (the "Joint Venture Agreement") with three independent third parties to establish a joint venture securities company in Guangxi, the PRC (the "PRC JV Company"). Subject to the approval by China Securities Regulatory Commission (the "CSRC"), the PRC JV Company is expected to be a full-licensed securities company permitted to provide securities brokerage, trading and investment advisory, underwriting, sponsorship and asset management services in the PRC. Pursuant to the Joint Venture Agreement, VC Brokerage will contribute RMB445 million (equivalent to approximately HK\$504 million), representing 44.5% shareholding in the PRC JV Company.

The Company intended to finance the investment in the PRC JV Company by placing of convertible bonds in the aggregate principal amount of up to HK\$850 million (the "Convertible Bonds") at an initial conversion price of HK\$0.65 each pursuant to a placing agreement entered into at the same time. The aggregate net proceeds from placing of the Convertible Bonds will be approximately HK\$829 million, which is intended to use for capital contribution to the PRC JV Company and the remaining balance is intended to use for expanding the Group's existing businesses and other possible investments in the future, when opportunities arise. This investment definitely not only strengthen the Group's financial position and prospects, but provide a stepping stone to the Group for entering into and developing of the PRC market.

On 21 May 2019, being the expiry date of the extended placing period, the Company was unable to reach agreement with the placing agent to further extend the placing period, the placing agreement had lapsed on that date.

於廣西成立一間合營證券公司

於二零一六年七月，本公司宣佈本公司之間接全資附屬公司滙盈證券有限公司（「滙盈證券」）與三名獨立第三方訂立一份合營協議（「合營協議」），於中國廣西省成立一間合營證券公司（「中國合營公司」）。待中國證券監督管理委員會（「中證監」）發出批文後，預期中國合營公司將為全牌照證券公司，獲允許於中國提供證券經紀、交易及投資顧問、包銷、保薦及資產管理服務。根據合營協議，滙盈證券將出資其中人民幣445,000,000元（相當於約504,000,000港元），佔中國合營公司股權之44.5%。

本公司擬藉配售總本金額最多達850,000,000港元之可換股債券（「可換股債券」）以為於中國合營公司之投資提供資金，可換股債券乃根據一份同時訂立之配售協議配售，初步換股價為每股0.65港元。配售可換股債券之所得款項淨額將合共約為829,000,000港元，擬用於支付中國合營公司出資，另餘額擬用作擴展本集團之現有業務，以及於未來機會出現時用於其他潛在投資。此項投資不但有助鞏固本集團之財務狀況及前景，更能成為本集團進軍及發展內地市場的踏腳石。

於二零一九年五月二十一日，即經延長配售期間屆滿日期，本公司仍未能與配售代理達成協議以進一步延長配售期間，因此配售協議已於當日失效。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As at the date of this report, the Company and VC Brokerage have not yet obtained the approval and authorisation from the CSRC for establishment of the PRC JV Company. Details of the transaction please refer to the Company's announcements dated 24 July 2016, 20 September 2016, 26 October 2016, 18 November 2016, 17 January 2017, 29 March 2017, 28 June 2017, 20 September 2017, 12 October 2017, 12 January 2018, 27 March 2018, 27 June 2018, 20 July 2018, 28 August 2018, 6 September 2018, 28 November 2018 and 21 February 2019; and the Company's circulars dated 26 September 2016, 27 February 2017, 22 September 2017, 23 February 2018, 3 August 2018 and 31 January 2019.

Formation of joint venture company to act as a sponsor to a limited partnership fund

On 22 September 2017, the Company entered into a legally binding memorandum of understanding (the "2017 MOU") with an independent third party (the "Party") in relation to the proposed formation of a joint venture company (the "JV Company") to act as a sponsor to a limited partnership fund (the "Fund") which will focus on infrastructure projects (the "Proposed Joint Venture"). The 2017 MOU is subject to the parties entering into formal agreements to set out the definitive terms of the Proposed Joint Venture. The Company shall have the right to acquire no less than 5% of the entire issued share capital of the JV Company. The initial cost required for the setting up of the JV Company and the Fund (the "Organisation Expenses") shall be borne equally between the Company and the Party, provided that in any event, the Company's provision of the initial cost shall be limited to HK\$7.5 million. As at 30 June 2019, the Company paid an amount of HK\$5 million for the Organisation Expenses. Since

於本報告日期，本公司及滙盈證券尚未就成立中國合營公司取得中證監批准及授權。有關交易之詳情請參閱本公司日期為二零一六年七月二十四日、二零一六年九月二十日、二零一六年十月二十六日、二零一六年十一月十八日、二零一七年一月十七日、二零一七年三月二十九日、二零一七年六月二十八日、二零一七年九月二十日、二零一七年十月十二日、二零一八年一月十二日、二零一八年三月二十七日、二零一八年六月二十七日、二零一八年七月二十日、二零一八年八月二十八日、二零一八年九月六日、二零一八年十一月二十八日及二零一九年二月二十一日之公佈；以及本公司日期為二零一六年九月二十六日、二零一七年二月二十七日、二零一七年九月二十二日、二零一八年二月二十三日、二零一八年八月三日及二零一九年一月三十一日之通函。

成立一間合營企業以出任有限合夥基金之保薦人

於二零一七年九月二十二日，本公司與一名獨立第三方（「該方」）訂立一份具有法律約束力之諒解備忘錄（「二零一七年備忘錄」），內容有關建議成立一間合營企業（「合營公司」）以出任一個將專注於基建項目之有限合夥基金（「該基金」）之保薦人（「建議合資」）。二零一七年備忘錄須待訂約各方訂立載列建議合資之確切條款之正式協議後，方可作實。本公司將有權收購合營公司全部已發行股本不少於5%。成立合營公司及該基金初步所需之資金（「開辦費」）將由本公司與該方平均分擔，惟無論如何本公司之初步出資將以7,500,000港元為限。於二零一九年六月三十日，本公司已就開辦費支付5,000,000港元。由於本公司未能與該方達成協議以將於二零一九年六月三十日到期之二零一七年備忘錄延期，因此二零一七年備忘錄已於當

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析

the Company was unable to reach agreement with the Party to extend the 2017 MOU which was due on 30 June 2019, the 2017 MOU had lapsed on that date. Remaining funds after expenses would be returned to the Company upon finalization of completion account. Details of the transaction had been disclosed in the Company's announcements dated 22 September 2017, 5 January 2018, 27 June 2018, 28 December 2018 and 28 June 2019.

Subscription of the increased registered capital in Beijing Shuntong Taida Aviation Ground Service Co., Ltd.

On 27 February 2019, Massive Benefit (HK) Limited ("Massive Benefit"), an indirect wholly owned subsidiary of the Company, Beijing Sky Jingshi Investment Co., Ltd. (the "Existing Shareholder A"), Beijing Taihe Zhongcheng Management Technology Center (the "Existing Shareholder B") and Beijing Shuntong Taida Aviation Ground Service Co., Ltd. (the "Target Company") entered into an investment agreement (the "Investment Agreement") pursuant to which the Target Company has agreed to conditionally increase its registered capital by RMB2,117,600, and Massive Benefit has agreed to conditionally make a capital investment of RMB15,000,000 in cash to subscribe for the increased registered capital in the Target Company with the premium to be accounted into capital reserve of the Target Company. Upon completion, Massive Benefit will directly hold 15% equity interest in the Target Company and accordingly, the Company will thereby indirectly hold 15% equity interest in the Target Company.

日失效。經扣除開支後的剩餘資金將於完成賬目敲定後退回予本公司。有關交易之詳情於本公司日期為二零一七年九月二十二日、二零一八年一月五日、二零一八年六月二十七日、二零一八年十二月二十八日及二零一九年六月二十八日之公佈披露。

認購北京順通泰達航空地面服務有限公司之註冊資本增資

於二零一九年二月二十七日，本公司之間接全資附屬公司灝益（香港）有限公司（「灝益」）、北京天空晶世投資有限公司（「現有股東甲」）、北京泰合眾成管理科技中心（有限合夥）（「現有股東乙」）及北京順通泰達航空地面服務有限公司（「目標公司」）訂立一份投資協議（「投資協議」），據此，目標公司已同意有條件地將其註冊資本增資人民幣2,117,600元，而灝益已同意有條件地以現金人民幣15,000,000元作出資本投資以認購目標公司之註冊資本增資，溢價將計入目標公司資本儲備。於完成後，灝益將直接持有目標公司之15%股權，因此，本公司將間接持有目標公司之15%股權。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

On 28 June 2019, due to business plan adjustment, the parties to the Investment Agreement voluntarily entered into a termination agreement (the "Termination Agreement"), pursuant to which, the parties mutually agreed that the Investment Agreement shall terminate and cease to have any effect. Each party to the Termination Agreement has released and discharged other parties from all their legal liabilities under the Investment Agreement and shall have no claim against each other. Details of the transaction had been disclosed in the Company's announcements dated 27 February 2019 and 28 June 2019.

Establishment of insurance brokerage business

On 27 March 2019, VC Financial Group Limited, a direct wholly owned subsidiary of the Company, entered into a memorandum of understanding (the "2019 MOU") with Mr. Lo Ping Hung Eric ("Mr. Lo") to acquire from Mr. Lo the entire equity interest in Experts Management Limited, an insurance broker company. The formal sale and purchase agreement was made on 3 April 2019 and the acquisition was completed on the same date, with the cash consideration of approximately HK\$2.3 million.

Details of the Group's business performance of each operating segment for the six months ended 30 June 2019, together with the comparative figures of the corresponding period in 2018, are given in the section "FINANCIAL REVIEW" below.

於二零一九年六月二十八日，由於業務計劃調整，投資協議之訂約方已自願訂立一份終止協議（「終止協議」），據此，訂約方彼此同意投資協議予以終止及不再具有任何作用。終止協議各訂約方已免除及解除另一方於投資協議項下之一切法律責任，且不得再向其他方提出任何申索。有關交易之詳情於本公司日期為二零一九年二月二十七日及二零一九年六月二十八日之公佈披露。

設立保險經紀業務

於二零一九年三月二十七日，本公司之直接全資附屬公司滙盈金融集團有限公司與盧炳雄先生（「盧先生」）訂立一份諒解備忘錄（「二零一九年備忘錄」），以向盧先生收購保險經紀公司Experts Management Limited之全部股本權益。正式買賣協議已於二零一九年四月三日訂立，收購事項已於同一日完成，現金代價約為2,300,000港元。

有關本集團各經營分部於截至二零一九年六月三十日止六個月之業務表現連同二零一八年同期之比較數字，敬請參閱下列之「財務回顧」部分。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OUTLOOK

Looking ahead, the macroeconomic environment remains challenges in the second half of 2019. The progress of trade talks would be the major uncertainty on the coming market sentiment. During G20 Meeting, China and the US agreed to resume trade talks without mentioning any deadline. Resumption of trade talk alleviates near-term market concerns on trade tension, driving market sentiment in the short-run. But market will continue to keep an eye on the progress of trade talk which is expected to still be a long way to reach a trade agreement. Political risk is still the major risk and uncertainty in the second half year. On the back of slowing economy, China government is likely to introduce some policy easing measures to maintain the stable growth of economy. In June 2019, National Development and Reform Commission allows local government project specific bond to be used as equity finance source for infrastructure project. This will ease the restriction on the project financing and accelerate project starts. More stabilized economic measures, including fiscal and monetary, are expected to come in the second half of 2019, such as more tax & fee reduction, reserve requirement ratio cut. US economy may also face upside pressure and the Federal Reserve is expected to cut interest rate. This will stimulate market sentiment and the market is likely to remain volatile in a short term.

Hong Kong is expected to retain its position as one of the world's largest IPO market in 2019. The listing reform is still in progress. In July 2019, those companies with weighted voting rights listed on the main board will be generated in Shanghai Connect and Shenzhen Connect. This means the companies have more opportunities to raise capital from international and mainland Chinese investors. The IPO sentiment in Shanghai and Shenzhen will likely be supported by measures like the technology board, Shanghai-London Stock Connect and potential inclusion of more A-shares into the MSCI. Despite the short-term impact of technology board in A-shares, Hong Kong is still one of the preferred market for new economy companies, including technology firms, pharmaceutical and pre-revenue biotech, and education companies which are likely attract the greatest market attention.

展望

展望未來，二零一九年下半年的宏觀經濟環境仍然充滿挑戰。貿易談判進展將是未來市場情緒主要的不明朗因素。於二十國集團峰會上，中美雙方同意恢復貿易談判且不提及限期。恢復貿易談判消弭了市場上短期對貿易關係緊張的憂慮，短線推動市場情緒。然而，市場仍繼續關注貿易談判進展，而預期要達成貿易協議並非一朝一夕之事。政治風險於下半年仍為主要的風險及不明朗因素。在經濟放緩下，中國政府可能推出若干紓緩政策以維持經濟平穩增長。於二零一九年六月，國家發展和改革委員會允許將地方政府專案債券作為基建項目的權益資金來源。這將放寬項目融資的限制，加快項目上馬。預期二零一九年下半年將有更多穩定經濟措施（包括財政及貨幣措施）出台，例如更多稅項及徵費削減及下調存款儲備金率。美國經濟亦可能面對上行壓力，聯邦儲備局預期將會削減利率。這將有助刺激市場情緒，市場於短期內甚可能維持波動。

二零一九年香港預期將維持全球其中一個最大首次公開發售市場的地位。上市改革仍在進行。於二零一九年七月，同股不同權主板上市公司將納入滬港通及深港通。這意味著該等公司將有更多機會向國際及國內投資者集資。上海與深圳的首次公開發售情緒亦可能因科創板、滬倫通及可能有更多A股納入MSCI明晟指數等措施而有所支持。儘管科創板短期對A股有所影響，惟香港仍較受科技公司、醫藥及尚未有收益的生物科技公司以及教育公司等新經濟公司歡迎，應可吸引最大的市場關注。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Our business strategies continue to include enlarging our revenue base through fostering our core businesses, and tapping into new emerging markets with expanded business initiatives. While applying our excellent operational capabilities to serve our clients, the Group will devote increased resources to business diversification and acquisition when opportunities arise, with the view to strengthening our all-rounded business position in Hong Kong and beyond. The Group will continue to explore the business opportunities in the PRC market. At the same time, the Group also keeps a firm grasp on the business opportunities with comparably positive growth and return in the local financial market and more resources will then be devoted.

FINANCIAL REVIEW

For the six months ended 30 June 2019, the Group's consolidated revenue was approximately HK\$21.5 million, which decreased by about 20% as compared with approximately HK\$26.7 million for the same period in 2018. The Group recorded a consolidated loss attributable to shareholders amounted to approximately HK\$68.3 million for the six months ended 30 June 2019 against a loss of approximately HK\$320.3 million for the same period in 2018, representing a substantial drop of about 79%.

The significant decrease in the Group's consolidated loss attributable to shareholders for the six months ended 30 June 2019 was mainly attributable to (i) absence of loss on acquisition of financial assets at fair value through profit or loss of approximately HK\$47.4 million for the six months ended 30 June 2018; (ii) decrease in loss arising from fair value change on financial assets at fair value through profit or loss of approximately HK\$114.5 million; (iii) decrease in net realised and unrealised loss on financial assets held for trading of approximately HK\$32.0 million; (iv) decrease in staff costs of approximately HK\$37.0 million; and (v) decrease in finance costs of approximately HK\$11.7 million.

本集團之業務策略包括壯大核心業務從而擴闊收益基礎，以及擴大業務企劃藉以拓展新興市場。本集團將繼續以卓越的營運能力為客戶提供專業服務，同時投放更多資源以於機遇出現時尋求業務多元化發展及業務收購，藉以鞏固本集團於香港及其他地區全方位的地位。本集團將不斷開拓中國市場的商機。與此同時，本集團亦於本地金融市場捉緊能帶來可觀增長及回報之機遇，而屆時亦將投放更多資源。

財務回顧

截至二零一九年六月三十日止六個月，本集團的綜合收益約為21,500,000港元，較二零一八年同期約26,700,000港元減少約20%。本集團於截至二零一九年六月三十日止六個月錄得股東應佔綜合虧損約68,300,000港元，而二零一八年同期則錄得虧損約320,300,000港元，大幅減少約79%。

截至二零一九年六月三十日止六個月本集團之股東應佔綜合虧損大幅減少之主要原因是 (i) 並無截至二零一八年六月三十日止六個月之收購按公平值列賬及在損益賬處理之財務資產之虧損約47,400,000港元；(ii) 按公平值列賬及在損益賬處理之財務資產之公平值變動產生之虧損減少約114,500,000港元；(iii) 持作買賣財務資產之已變現及未變現虧損淨額減少約32,000,000港元；(iv) 僱員成本減少約37,000,000港元；及(v) 融資成本減少約11,700,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

To facilitate the review, the Group's revenue and segment information shown in Note 4 to the unaudited condensed consolidated financial statements is reproduced below after some re-arrangements:

為便於省覽，謹將未經審核簡明綜合財務報表附註4所載之本集團收益及分部資料重新整理轉載如下：

Revenue Analysis

收益分析

	Six months ended 30 June 2019 截至二零一九年 六月三十日止六個月		Six months ended 30 June 2018 截至二零一八年 六月三十日止六個月		Increase (decrease) 增加 (減少) %
	Proportion of total revenue 佔總收益 比例 HK\$'000 千港元	%	Proportion of total revenue 佔總收益 比例 HK\$'000 千港元	%	
Revenue from:	來自以下各項之收益：				
Brokerage and Financing	經紀及融資業務				
Brokerage commission and other related fees	經紀佣金及 其他相關費用				
Underwriting, sub-underwriting, placing and sub-placing commission	包銷、分包銷、配售及 分配售佣金				
Interest income from brokerage clients	來自經紀業務客戶之 利息收入				
Interest income from money lending clients	來自放債業務客戶之 利息收入				
Corporate Finance and Other Advisory Services	企業融資及 其他顧問服務業務				
Asset Management	資產管理業務				
Insurance Brokerage	保險經紀業務				
Proprietary Trading	自營買賣業務				
Total revenue	總收益				

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Segment Analysis

分部分析

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Segment results:	分部業績：		
Brokerage and Financing	經紀及融資業務	9,678	(2,362)
Corporate Finance and Other Advisory Services	企業融資及 其他顧問服務業務	(1,528)	(1,061)
Asset Management	資產管理業務	(793)	(778)
Insurance Brokerage	保險經紀業務	(111)	–
Proprietary Trading	自營買賣業務	(31,677)	(66,752)
Group segment loss	集團分部虧損	(24,431)	(70,953)
Loss on acquisition of financial assets at fair value through profit or loss	收購按公平值列賬及 在損益賬處理之 財務資產之虧損	–	(47,436)
Fair value change on financial assets at fair value through profit or loss	按公平值列賬及在損益賬 處理之財務資產之 公平值變動	(10,397)	(124,887)
Unallocated administrative costs	未分配行政成本	(32,855)	(78,160)
Share of loss of an associate	分佔一間聯營公司之虧損	(10)	–
Loss before tax	除稅前虧損	(67,693)	(321,436)
Income tax (expense) credit	所得稅(開支)抵免	(636)	1,151
Loss for the period attributable to shareholders of the Company	本公司股東應佔 期內虧損	(68,329)	(320,285)

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析***Brokerage and Financing***

During the six months ended 30 June 2019, the Company, through its indirect wholly owned subsidiaries, namely, VC Brokerage and VC Futures Limited, provides securities, futures and options brokering and dealing, margin financing, and placing and underwriting services. It also through an indirect wholly owned subsidiary, VC Finance Limited, provides money lending services. For the six months ended 30 June 2019, the brokerage and financing businesses recorded total revenue of approximately HK\$16.1 million as compared with approximately HK\$20.7 million for the same period last year, representing a decrease of about 22%, and accounted for about 75% of the Group's total revenue.

The Group's one of the major revenue streams, namely, brokerage commission and other related fees from dealing in securities, futures and options contracts for the six months ended 30 June 2019 decreased to approximately HK\$6.2 million from approximately HK\$11.6 million for the same period last year, representing a decrease of about 46%, and accounted for about 29% of the Group's total revenue. The Group recorded a decrease in brokerage transactions for the first half of 2019 as the average daily trading turnover decreased by about 44% as compared to the same period last year.

Meanwhile, the Group's total interest income from financing for the six months ended 30 June 2019 increased by about 2% to approximately HK\$9.4 million from approximately HK\$9.2 million for the same period last year, and accounted for about 43% of the Group's total revenue. The revenue included interest income derived from both the brokerage business and the money lending business. Among these, the Group's interest income from our brokerage clients recorded approximately HK\$6.1 million for the six months ended 30 June 2019, representing a rise of about 40% as compared with the same period last year. The rise was mainly attributable to the increase of average loan portfolio of our brokerage clients by about 39% for the six months ended 30 June 2019 as compared with the same period last year.

經紀及融資業務

截至二零一九年六月三十日止六個月，本公司透過其間接全資附屬公司，即滙盈證券及滙盈期貨有限公司提供證券、期貨及期權經紀及買賣服務、保證金融資服務，以及配售及包銷服務。本公司亦透過其間接全資附屬公司滙盈財務有限公司提供放債服務。截至二零一九年六月三十日止六個月，經紀及融資業務錄得約16,100,000港元之總收益，而去年同期則約為20,700,000港元，跌幅約為22%，而此收益佔本集團總收益約75%。

本集團其中一項主要收益來源，即買賣證券、期貨及期權合約之經紀佣金收入與其他相關費用由去年同期約11,600,000港元下跌至截至二零一九年六月三十日止六個月約6,200,000港元，跌幅約為46%，而此收益佔本集團總收益約29%。本集團之經紀交易於二零一九年上半年有所減少，蓋因每日平均成交額較去年同期下跌約44%。

此外，截至二零一九年六月三十日止六個月，本集團之融資業務利息收入總額由去年同期約9,200,000港元上升約2%至約9,400,000港元，而此收益佔本集團總收益約43%。此收益包括經紀業務及放債業務產生之利息收入。該等利息收入當中，本集團來自經紀業務客戶之利息收入於截至二零一九年六月三十日止六個月錄得約6,100,000港元，較去年同期增長約40%。收入增長主要乃由於本集團於截至二零一九年六月三十日止六個月向經紀業務客戶提供之平均貸款組合與去年同期相比增加約39%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As abovementioned, the Group also provides money lending services to our clients. This aims at broadening our revenue base and also offering our clients with more financial flexibility to meet their personal and business needs. The Group's interest income from money lending services was approximately HK\$3.3 million for the six months ended 30 June 2019, representing a drop of about 32% as compared with approximately HK\$4.9 million during the same period last year. It was mainly due to the decrease of average loan portfolio of the money lending business by about 20% for the six months ended 30 June 2019 as compared with the same period last year.

The Group has put efforts on implementing our credit control policies and procedures to review our clients' creditworthiness and credit limits from time to time so as to minimize our credit risk exposure. The Group's credit control policies and procedures are principally based on the doubtful unsecured exposure having assessed the fair value of the clients' collaterals held, the evaluation of collectability and aging analysis of the client accounts. As the local economy is volatile from time to time, the Group will take a much more cautious approach in provision of the financing services. For the six months ended 30 June 2019, there was an additional impairment loss of approximately HK\$2.5 million on client receivables from the brokerage and financing businesses (31 December 2018: impairment loss of HK\$46.1 million) in accordance with the Group's credit control policies and procedures. The Group will take all necessary legal actions against the relevant clients to follow up the outstanding loans. Details of the impairment loss on the client receivables had been disclosed in Note 16 to the unaudited condensed consolidated financial statements.

一如前述，本集團亦向客戶提供放債服務，此乃旨在擴闊集團收益基礎，同時為客戶在財政上帶來更大的靈活性，以滿足彼等之個人及業務需要。本集團於截至二零一九年六月三十日止六個月提供放債服務所產生之利息收入約為3,300,000港元，較去年同期約4,900,000港元減少約32%。此乃主要由於截至二零一九年六月三十日止六個月放債業務之平均貸款組合較去年同期減少約20%。

本集團致力實施信貸監控政策及程序，以不時檢討客戶的信貸質素及信貸額，藉以將集團的信貸風險減至最低。本集團之信貸監控政策及程序乃主要以無抵押呆賬風險為基礎，並經評估本集團所持有客戶抵押品之公平值、評定客戶賬項之可收回成數以及賬齡分析。由於本港經濟不時出現波動，因此本集團在提供融資服務方面將採取更為審慎的態度。截至二零一九年六月三十日止六個月，根據本集團之信貸監控政策及程序，有約2,500,000港元應收經紀及融資業務客戶款項之額外減值虧損（二零一八年十二月三十一日：46,100,000港元之減值虧損）。本集團將向相關客戶採取一切必要法律行動以跟進未償還貸款。有關應收客戶款項減值虧損之詳情於未經審核簡明綜合財務報表附註16披露。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Meanwhile, the Group offers placing and underwriting services to our clients, and acts as placing agent and underwriter for Hong Kong listed companies' fund raising activities. For the six months ended 30 June 2019, the Group recorded approximately HK\$560,000 placing and underwriting commission (six months ended 30 June 2018: Nil). The Group will continue to put efforts to capture the opportunities towards the local initial public offerings and other fund raising exercises.

Overall, the operating performance of the brokerage and financing businesses for the six months ended 30 June 2019 recorded an operating profit after tax of approximately HK\$8.8 million against a loss of approximately HK\$2.9 million for the same period last year.

Corporate Finance and Other Advisory Services

The Company through one of its indirect wholly owned subsidiary, VC Capital Limited ("VC Capital"), provides corporate finance advisory services to its clients. For the six months ended 30 June 2019, VC Capital was appointed as the financial adviser of several Hong Kong listed companies for a number of corporate transactions.

In addition, the Company through its indirect wholly owned subsidiary, VC Corporate Services Limited, provides corporate services, including company secretarial services, registered office and business services, etc., to listed and private companies.

Overall, the operating performance of the corporate finance and other advisory services business for the six months ended 30 June 2019 was close to that of the same period last year, which recorded revenue and operating loss after tax of approximately HK\$5.4 million and HK\$1.5 million as compared with approximately HK\$6 million and loss of HK\$1.1 million for the same period last year respectively.

此外，本集團為客戶提供配售及包銷服務，並為多家香港上市公司出任集資活動之配售代理及包銷商。於截至二零一九年六月三十日止六個月，本集團錄得配售及包銷佣金約為560,000港元（截至二零一八年六月三十日止六個月：無）。本集團將繼續投放資源以掌握本港首次公開發售及其他集資活動所展現之機遇。

整體而言，經紀及融資業務於截至二零一九年六月三十日止六個月錄得約8,800,000港元之除稅後經營溢利，而去年同期則錄得虧損約2,900,000港元。

企業融資及其他顧問服務業務

本公司透過其中一間間接全資附屬公司滙盈融資有限公司（「滙盈融資」）向其客戶提供企業融資顧問服務。截至二零一九年六月三十日止六個月，滙盈融資獲香港多家上市公司委聘為多宗企業交易之財務顧問。

此外，本公司透過其間接全資附屬公司滙盈秘書服務有限公司為上市及私人公司提供企業服務，包括公司秘書服務、註冊辦事處及商業服務等。

整體而言，企業融資及其他顧問服務業務於截至二零一九年六月三十日止六個月之營運表現與去年同期相若，錄得收益約5,400,000港元及除稅後經營虧損約1,500,000港元，至於去年同期則錄得收益約6,000,000港元及虧損約1,100,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Asset Management

For the six months ended 30 June 2019, the Company's asset management business, through its indirect wholly owned subsidiary, VC Asset Management Limited, recorded an operating loss after tax of approximately HK\$0.8 million as compared with a loss of approximately HK\$0.8 million for the same period last year, which mainly included the general operating expenses such as staff costs and professional costs.

The Group continues to pursue new business opportunities and resources to develop its asset management business so as to enhance our products and services offerings to cater for the diverse and growing needs of our clients. In the past few years, the local capital market was volatile and full of uncertainties, which made the development of our asset management business still difficult. Nevertheless, the Group has continued to put efforts in approaching the potential clients so as to gain understanding of their needs, establish long-term business relationship with them and finally provide the personalized investment and wealth management services which can create greater value to them.

Insurance Brokerage

On 3 April 2019, the Group completed the acquisition of the entire equity interest in Experts Management Limited, an insurance broker company. Experts Management Limited became an indirect wholly owned subsidiary of the Company and its results are consolidated in the Group's unaudited condensed consolidated financial statements from the acquisition date. During the period under review, the insurance brokerage business did not record any revenue. Nevertheless, the Group believes that the tapping into insurance brokerage can complement the existing financial services provided by the Group with synergy effect on the existing business portfolios.

資產管理業務

截至二零一九年六月三十日止六個月，本公司透過其間接全資附屬公司滙盈資產管理有限公司經營之資產管理業務錄得約800,000港元之除稅後經營虧損，至於去年同期則錄得虧損約800,000港元，主要包括員工成本及專業費用等一般經營開支。

本集團繼續積極尋求有助拓展資產管理業務之新商機及資源，藉以提升本集團所提供之產品及服務水平，以迎合客戶漸趨多元化及與日俱增之需求。過去數年，本港資本市場一直波動且充滿變數，令集團的資產管理業務發展更添困難。儘管如此，本集團仍繼續努力接洽潛在客戶，藉以了解彼等之需要、建立長期業務關係，最終向彼等提供切合個人需要之投資及財富管理服務，為彼等創造更大價值。

保險經紀業務

於二零一九年四月三日，本集團完成收購保險經紀公司Experts Management Limited之全部股本權益。Experts Management Limited已成為本公司之間接全資附屬公司，其業績自收購日期起綜合計入本集團之未經審核簡明綜合財務報表。於回顧期內，保險經紀業務並無錄得任何收益。儘管如此，本集團相信打進保險經紀業能與本集團現有業務組合產生協同效益，與本集團提供的現有金融服務相輔相成。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The insurance brokerage business recorded an operating loss after tax of approximately HK\$0.1 million from the acquisition date to the period ended 30 June 2019, which mainly included the general operating expenses such as staff costs.

Proprietary Trading

As at 30 June 2019, the Group held equity securities listed in Hong Kong of approximately HK\$174.8 million (31 December 2018: HK\$240.3 million) as financial assets held for trading, which was stated at market value. The fair value of these listed equity securities represents about 16% of the Group's total assets as at 30 June 2019 (31 December 2018: 21%). The Group decided to diversify its business into other areas and therefore resources reserved on proprietary trading would be gradually scaling down.

The Group invests mainly through purchases in the secondary market. The management follows strictly the internal securities investment policy and seeks the approval from the Board, when necessary, so as to enhance the financial returns to the shareholders and limit the risk exposure associated therewith. During the first half of 2019, there was net disposal of securities investment of approximately HK\$50.1 million.

For the six months ended 30 June 2019 and 2018, no revenue was recorded for the proprietary trading business. Meanwhile, the Group recognised a net loss of approximately HK\$29.5 million (including a realised loss of approximately HK\$14.2 million and an unrealised loss of approximately HK\$15.3 million) on the trading investments for the six months ended 30 June 2019 as compared with a net loss of approximately HK\$61.5 million (including a realised gain of approximately HK\$2.8 million and an unrealised loss of approximately HK\$64.3 million) for the same period in 2018.

自收購日期起至二零一九年六月三十日止期間，保險經紀業務錄得約100,000港元之除稅後經營虧損，主要包括員工成本等一般經營開支。

自營買賣業務

於二零一九年六月三十日，本集團持有於香港上市之股本證券（屬持作買賣財務資產）約174,800,000港元（二零一八年十二月三十一日：240,300,000港元），乃按市值列賬。該等上市股本證券於二零一九年六月三十日之公平值約佔本集團總資產之16%（二零一八年十二月三十一日：21%）。本集團決定將業務分散至其他範疇，因此預留用於自營買賣業務的資源將會逐步縮減。

本集團主要藉著於第二市場購買而作出投資。管理層嚴格遵守內部證券投資政策，並會於有需要時先提請董事會批准，務求提升股東財務回報的同時亦限制其相關風險。於二零一九年上半年，證券投資之淨出售額約為50,100,000港元。

截至二零一九年及二零一八年六月三十日止六個月，自營買賣業務並無錄得任何收益。此外，本集團於截至二零一九年六月三十日止六個月就買賣投資確認虧損淨額約29,500,000港元（包括已變現虧損約14,200,000港元及未變現虧損約15,300,000港元），而於二零一八年同期則錄得虧損淨額約61,500,000港元（包括已變現收益約2,800,000港元及未變現虧損約64,300,000港元）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Below is an analysis of the financial assets held for trading held by the Group as at 30 June 2019:

本集團於二零一九年六月三十日持作買賣之財務資產分析如下：

Industries	行業	Market value as at 30 June 2019	Percentage to the Group's total assets	Unrealised gain/(loss) for the six months ended 30 June 2019
		於二零一九年六月三十日之 市場 HK\$'000 千港元	佔本集團 總資產 百分比	截至二零一九年 六月三十日止 六個月之未變現 收益／(虧損) HK\$'000 千港元
Energy	能源	42,088	4.0%	(1,652)
Information Technology	資訊科技	56,726	5.3%	(1,493)
Consumer goods and services	消費品及服務	17,984	1.7%	(11,283)
Properties and construction	地產及建築	17,035	1.6%	(2,092)
Materials	原材料	17,893	1.7%	1,778
Financials	金融	10,386	1.0%	(2,066)
Industrials	工業	12,709	1.2%	1,459
		174,821	16.5%	(15,349)

While the performance of different industries did vary, the Group cautiously envisages the investment portfolio and shall be determined to make any strategic moves.

儘管不同行業的表現參差，惟本集團審慎展望投資組合，會堅定作出任何策略舉措。

Overall, the Group's proprietary trading business recorded an operating loss of approximately HK\$31.7 million for the six months ended 30 June 2019 against a loss of approximately HK\$66.8 million for the same period last year.

整體而言，本集團之自營買賣業務於截至二零一九年六月三十日止六個月錄得約31,700,000港元之經營虧損，至於去年同期則為虧損約66,800,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析***Fair value change on financial assets at fair value through profit or loss***

During the six months ended 30 June 2019, the impairment loss on financial assets at fair value through profit or loss represents the change in fair value of the convertible bonds issued by China Fortune Financial Group Limited (the "China Fortune Convertible Bonds") acquired by the Company in January 2018. The fair value as at 30 June 2019 was based on a valuation report prepared by an independent professional valuer, being the fair values of the China Fortune Convertible Bonds and the put option of approximately HK\$188.1 million and HK\$105.6 million respectively. The Group recognised a net decrease in fair value change on the China Fortune Convertible Bonds of approximately HK\$10.4 million in profit or loss.

Unallocated administrative costs

For the six months ended 30 June 2019, the Group's unallocated administrative costs amounted to approximately HK\$32.9 million as compared with approximately HK\$78.2 million for the same period last year, which mainly included the unallocated corporate operating expenses. The substantial decrease in the unallocated administrative costs of approximately HK\$45.3 million during the first half of 2019 was mainly attributable to the decrease in (i) the corporate portion of the equity-settled share option expense of approximately HK\$31 million on the 66,256,000 share options granted in January 2018; (ii) the effective interest expenses on convertible bonds issued in January and June 2018; and (iii) the corporate operating expenses incurred for the Group's business development such as staff costs, entertainment and travel expenses.

按公平值列賬及在損益賬處理之財務資產之公平值變動

截至二零一九年六月三十日止六個月，按公平值列賬及在損益賬處理之財務資產之減值虧損指本公司於二零一八年一月收購中國富強金融集團有限公司發行之可換股債券（「中國富強可換股債券」）之公平值變動。於二零一九年六月三十日之公平值乃以獨立專業估值師所編製之估值報告為基礎，即中國富強可換股債券及認沽期權之公平值分別約188,100,000港元及105,600,000港元。本集團於損益賬確認中國富強可換股債券公平值變動減少淨額約10,400,000港元。

未分配行政成本

截至二零一九年六月三十日止六個月，本集團之未分配行政成本約為32,900,000港元，而去年同期則約為78,200,000港元，主要包括未分配企業經營開支。二零一九年上半年之未分配行政成本大幅減少約45,300,000港元，主要源自以下各項之減少：(i)於二零一八年一月授出之66,256,000份購股權之以股本支付之購股權開支之企業部份約31,000,000港元；(ii)於二零一八年一月及六月發行之可換股債券之實際利息開支；及(iii)本集團為業務發展作出之企業經營開支，如員工成本及應酬差旅開支。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Income tax expense/credit

During the six months ended 30 June 2019, the Group recognised an income tax expense of approximately HK\$0.6 million (six months ended 30 June 2018: tax credit of HK\$1.2 million) which included net current tax expense of approximately HK\$0.8 million for Hong Kong Profits Tax and the PRC Enterprise Income Tax for the PRC representative office of the Group and deferred tax credit of approximately HK\$0.2 million (six months ended 30 June 2018: tax expense of HK\$0.6 million and deferred tax credit of HK\$1.8 million).

Finance costs

For the six months ended 30 June 2019, the finance costs of the Group amounted to approximately HK\$2.0 million as compared with approximately HK\$13.7 million for the same period last year. The finance costs mainly consisted of (i) imputed interests on convertible bonds issued by the Company; and (ii) imputed interest on lease liabilities upon adoption of HKFRS 16 on 1 January 2019. The significant decrease of finance costs during the period was due to gradual conversion of convertible bonds by the bondholders, resulting in diminishing in related imputed interests.

所得稅開支／抵免

截至二零一九年六月三十日止六個月，本集團確認約600,000港元之所得稅開支（截至二零一八年六月三十日止六個月：稅項抵免1,200,000港元），當中包括香港利得稅及本集團中國代表處之中國企業所得稅之即期稅項開支淨額約800,000港元及遞延稅項抵免約200,000港元（截至二零一八年六月三十日止六個月：稅項開支600,000港元及遞延稅項抵免1,800,000港元）。

融資成本

截至二零一九年六月三十日止六個月，本集團之融資成本約為2,000,000港元，至於去年同期則約為13,700,000港元。融資成本主要包括(i)本公司所發行可換股債券之推定利息；及(ii)於二零一九年一月一日採納香港財務報告準則第16號後租賃負債之推定利息。期內融資成本大幅減少乃由於債券持有人陸續將可換股債券換股，令相關之推定利息減少。

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析***Headcount and employees information***

As at 30 June 2019, the Group employed a total of 66 employees (31 December 2018: 81), which excluded 18 self-employed account executives for brokerage services (31 December 2018: 18), and 62 and 4 were located in Hong Kong and the PRC respectively (31 December 2018: 75 and 6). Salaries and staff benefit costs (including the Directors' emoluments) and staff commission amounted to approximately HK\$20.5 million and HK\$1.2 million respectively for the six months ended 30 June 2019 as compared with approximately HK\$53.7 million and HK\$5 million respectively for the same period last year. Details had been disclosed in Note 6 to the unaudited condensed consolidated financial statements. The decrease in the salaries and staff benefits costs of approximately HK\$33.2 million during the first half of 2019 was mainly attributable to the absence of equity-settled share option expense of approximately HK\$19.8 million for the share options granted in January 2018 and the increase in payment for the termination of employment contracts in 2018.

The Group's employees are selected, remunerated and promoted based on their performance and qualifications. In addition to basic salaries and participation in Mandatory Provident Fund Scheme, the Group also provides medical coverage, sales commission, discretionary and performance related bonus, discretionary share options and share awards to its employees. Meanwhile, employees are provided or funded to attend training and development programs which are relevant to their works.

Liquidity and financial resources/capital structure

For the six months ended 30 June 2019, the Group financed its business operations and investments mainly with internal resources and cash revenues generated from operating activities.

僱員人數及僱員資料

於二零一九年六月三十日，本集團聘用合共66名僱員（二零一八年十二月三十一日：81名），另有18人為經紀服務之自僱客戶主任（二零一八年十二月三十一日：18名），僱員中62人及4人分別於香港及中國工作（二零一八年十二月三十一日：75人及6人）。截至二零一九年六月三十日止六個月，薪金及員工福利成本（包括董事酬金）及員工佣金分別約為20,500,000港元及1,200,000港元，至於去年同期則分別約為53,700,000港元及5,000,000港元。有關詳情於未經審核簡明綜合財務報表附註6披露。二零一九年上半年之薪金及員工福利成本減少約33,200,000港元主要乃由於並無就於二零一八年一月授出之購股權確認以股本支付之購股權開支約19,800,000港元以及於二零一八年終止僱傭合約之付款增加。

本集團僱員的甄選、薪酬水平及擢升乃根據彼等之表現及資歷而定。除基本薪金與強制性公積金計劃外，本集團亦向其僱員提供醫療保險、銷售佣金、酌情表現花紅、酌情購股權及獎勵股份。此外，本集團亦有為僱員提供或資助與其工作相關之培訓及發展課程。

流動資金及財務資源／資本架構

截至二零一九年六月三十日止六個月，本集團主要以內部資源及來自經營業務產生之現金收益為其業務運作及投資提供資金。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group adopts a prudent treasury policy. As at 30 June 2019, the Group recorded no borrowing and almost all the bank balances and cash were denominated in Hong Kong dollars. The Group intends to maintain minimum exposure to foreign exchange risks. Further, all the bank balances and cash were put in time deposits, saving deposits and current accounts as at 30 June 2019.

As at 30 June 2019, the Group did not maintain any banking facilities (31 December 2018: HK\$100 million granted from a bank to VC Brokerage, which was required to be secured by bank deposits of HK\$40 million and corporate guarantee of HK\$100 million provided by the Company. Among the available banking facilities, HK\$40 million was general short-term money market loan and current account overdraft. The other HK\$50 million was short-term money market loan for margin financing business, which was required to be secured by VC Brokerage's margin clients' listed securities when utilised. The balance of HK\$10 million was used for drawings against uncleared cheques.).

As at 30 June 2019, the Group's bank balances and cash, net current assets and shareholders' equity (other than clients' segregated accounts) amounted to approximately HK\$113.3 million (31 December 2018: HK\$138.0 million), HK\$767.1 million (31 December 2018: HK\$536.9 million) and HK\$970.9 million (31 December 2018: HK\$1,039.3 million) respectively, representing a decrease of about 18%, an increase of about 43% and a decrease of about 7% respectively as compared with that of 31 December 2018. Current ratio, expressed as current assets over current liabilities, was maintained at a satisfactory level of about 16.9 times as at 30 June 2019 (31 December 2018: 8.5 times). These showed that the Group still maintained a solid financial position as at 30 June 2019.

本集團採取審慎的資金政策。於二零一九年六月三十日，本集團並無任何借款，而幾乎全數銀行結餘及現金均以港元定值。本集團擬致力減低外匯風險。此外，於二零一九年六月三十日，所有銀行結餘及現金均存放於定期存款、儲蓄存款及往來賬戶。

於二零一九年六月三十日，本集團並無任何銀行融資額(二零一八年十二月三十一日：100,000,000港元，乃一間銀行授予滙盈證券，須以40,000,000港元之銀行存款及本公司所提供100,000,000港元之企業擔保作抵押。在可動用銀行融資額當中，40,000,000港元為一般短期貨幣市場貸款及往來賬戶透支。另外50,000,000港元則為保證金融資業務之短期貨幣市場貸款，一經動用須以滙盈證券保證金客戶之上市證券作抵押。餘額10,000,000港元乃用於留作未結算支票提款)。

於二零一九年六月三十日，本集團之銀行結餘及現金、流動資產淨值以及股東資金(不包括客戶獨立賬戶)分別約為113,300,000港元(二零一八年十二月三十一日：138,000,000港元)、767,100,000港元(二零一八年十二月三十一日：536,900,000港元)及970,900,000港元(二零一八年十二月三十一日：1,039,300,000港元)，分別較二零一八年十二月三十一日減少約18%、增加約43%及減少約7%。於二零一九年六月三十日，本集團之流動比率(即流動資產除以流動負債)維持於約16.9倍(二零一八年十二月三十一日：8.5倍)此滿意水平。這顯示出本集團於二零一九年六月三十日維持強健之財務狀況。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As at 30 June 2019, the total number of issued ordinary shares of the Company was 1,230,951,598 (31 December 2018: 1,230,951,598 shares).

Charges on group assets

The Group did not have any charged assets as at 30 June 2019 (31 December 2018: HK\$40 million charge over its bank deposits to a bank for securing the banking facilities granted to VC Brokerage).

Foreign exchange exposure

It is the Group's policy for all operating entities to use corresponding local currency as much as possible so as to minimize exchange related risks. For the six months ended 30 June 2019, almost all of the Group's principal businesses were conducted and recorded in Hong Kong dollars. Impact from foreign exchange exposure was thus minimal and no hedging against foreign currency exposure had been necessary. In view of the operational needs, the Group will continue to monitor the foreign currency exposure from time to time and take necessary action to minimize the exchange related risks.

Contingent liabilities

As at 30 June 2019, the Group did not have any significant contingent liabilities. As at 31 December 2018, the Company had given financial guarantees of HK\$100 million to a bank in respect of banking facilities of HK\$100 million provided to VC Brokerage as mentioned in the section "*Liquidity and financial resources/capital structure*" above.

Save as the legal actions taken by the Group as mentioned in the section "*Brokerage and Financing*" above, so far as known to the Directors, there was no other litigation or claim of material importance in which the Group is engaged or pending or which was threatened against the Group.

於二零一九年六月三十日，本公司已發行普通股總數為1,230,951,598股（二零一八年十二月三十一日：1,230,951,598股）。

集團資產押記

於二零一九年六月三十日，本集團並無任何抵押資產（二零一八年十二月三十一日：40,000,000港元銀行存款向一間銀行抵押，以為滙盈證券獲授之銀行融資作抵押）。

外匯風險

按照本集團政策，各經營實體均盡量以當地貨幣經營，以減低外匯相關風險。截至二零一九年六月三十日止六個月，本集團絕大部分的主要業務均以港元進行及入賬。因此，外匯風險的影響極微，毋須為外匯風險作出對沖。鑑於營運需要，本集團將繼續不時監察外匯風險，並採取必要行動以降低滙兌相關風險。

或然負債

於二零一九年六月三十日，本集團並無任何重大或然負債。於二零一八年十二月三十一日，本公司就上文「*流動資金及財務資源／資本架構*」一節所述滙盈證券取得之銀行融資100,000,000港元向一家銀行提供為數100,000,000港元之財務擔保。

除上文「*經紀及融資業務*」一節所述本集團採取之法律行動外，就董事所知，本集團並無涉及或面臨任何重大訴訟或索償。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Gearing ratio

As at 30 June 2019, the Group's gearing ratio, expressed as total borrowings (being the bank borrowings and liability portion of convertible bonds) over shareholders' equity, was approximately 0.03 time (31 December 2018: 0.06 time).

Significant investments held, their performance and future prospects

For the six months ended 30 June 2019, details of the Group's significant investments held, their performance and future prospects are disclosed in the sections "*Fair value change on financial assets at fair value through profit or loss*" and "*Proprietary Trading*" above.

Material acquisitions and disposal of subsidiaries, associates and joint ventures

For the six months ended 30 June 2019, save as the acquisition of a subsidiary as mentioned in the section "*Establishment of insurance brokerage business*" above, the Group did not complete any other material acquisition or disposals.

Future plans for material investments or capital assets and their expected sources of funding in the coming year

As at 30 June 2019, the Group had no other known plans with regard to material investments or capital assets and their expected sources of funding in the coming year except as disclosed in the "*Event after the reporting period*" below. Material capital expenditure will be incurred when the Group begins to pursue different investments or projects in the coming years. The Group will finance the respective investments or projects by using its internal resources and/or different financing options available, whichever should be deemed appropriate.

資產負債比率

於二零一九年六月三十日，本集團之資產負債比率，即總借款（為銀行借款及可換股債券之負債部分）佔股東權益約為0.03倍（二零一八年十二月三十一日：0.06倍）。

所持重大投資、其表現及未來展望

截至二零一九年六月三十日止六個月，本集團所持重大投資、其表現及未來展望之詳情於上文「按公平值列賬及在損益賬處理之財務資產之公平值變動」及「自營買賣業務」各節披露。

重大收購及出售附屬公司、聯營公司及合營企業

截至二零一九年六月三十日止六個月，除上文「設立保險經紀業務」一節所述收購一間附屬公司之外，本集團並無完成任何其他重大收購或出售。

未來一年之重大投資或資本資產之未來計劃及預計資金來源

於二零一九年六月三十日，除下文「報告期後事項」一節所披露外，本集團於未來一年並無任何其他有關重大投資或資本資產之已知計劃及預計資金來源。當本集團未來開始尋求不同的投資或項目時，將會產生重大資本開支。本集團將因應合適情況，以其內部資源及／或不同形式可供選擇之融資方式，為有關投資或項目提供資金。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Meanwhile, as at 30 June 2019, the Group did not have any significant commitments contracted but not provided for in respect of purchase of property and equipment. Details of the Group's capital commitments are disclosed in Note 22 to the unaudited condensed consolidated financial statements.

Event after the reporting period

On 1 July 2019, the Company and Macarthur Court Acquisition Corp. (the "Subscriber") entered into a subscription agreement (the "Subscription Agreement") pursuant to which, the Company agreed to offer for subscription and the Subscriber (i) agreed to subscribe for 220,000,000 initial subscription shares at the initial subscription money of HK\$99,000,000 (the "Initial Subscription Shares"); and (ii) has the option but not the obligation to subscribe for 80,000,000 further subscription shares at the further subscription money of HK\$36,000,000 (the "Further Subscription Shares") and convertible bonds at its aggregate principal amount of HK\$99,000,000 (the "Convertible Bonds") within one year of completion of the subscription and the proposed allotment and issue of the Initial Subscription Shares (the "Initial Share Subscription").

Subject to the terms and conditions of the Subscription Agreement, the Subscriber (or through its nominee(s)) shall subscribe for, and the Company shall allot and issue the Initial Subscription Shares to the Subscriber (or its nominee(s)) at the subscription price of HK\$0.45 per subscription share (the "Subscription Price"). The Initial Subscription Shares represent approximately (i) 17.87% of the existing issued share capital of the Company; and (ii) 15.16% of the issued share capital of the Company as enlarged by the issue of the Initial Subscription Shares.

此外，於二零一九年六月三十日，本集團並無就添置物業及設備已訂約但未作出撥備之任何重大承擔。有關本集團資本承擔之詳情於未經審核簡明綜合財務報表附註22披露。

報告期後事項

於二零一九年七月一日，本公司與Macarthur Court Acquisition Corp. (「認購人」) 訂立一份認購協議 (「認購協議」)，據此，本公司同意提呈發售初步認購金額為99,000,000港元之初步認購股份以供認購，而認購人則(i)同意認購有關金額之220,000,000股初步認購股份 (「初步認購股份」)；及(ii)具有可於認購及建議配發及發行初步認購股份 (「初步股份認購」) 之完成日期起計一年內按進一步認購金額36,000,000港元認購進一步80,000,000股認購股份 (「進一步認購股份」) 及本金總額99,000,000港元之可換股債券 (「可換股債券」) 之選擇權，但並無責任作出認購。

在認購協議之條款及條件規限下，認購人 (或透過其代名人) 將認購及本公司將向認購人 (或其代名人) 配發及發行初步認購股份，認購價為每股認購股份0.45港元 (「認購價」)。初步認購股份相當於(i)本公司現有已發行股本約17.87%；及(ii)本公司經發行初步認購股份所擴大之已發行股本約15.16%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Subject to the completion of Initial Share Subscription and the terms and conditions of the Subscription Agreement, the Subscriber (or through its nominee(s)) shall have the option but not the obligation to subscribe for Further Subscription Shares at the Subscription Price and the Convertible Bonds at its aggregate principal amount within one year of completion of the Initial Share Subscription. The resulting conversion shares pursuant to conversion of the Convertible Bonds and the Further Subscription Shares in aggregate represent approximately (i) 24.37% of the existing issued share capital of the Company; and (ii) 19.60% of the issued share capital of the Company as enlarged by the issue of the conversion shares upon full conversion of the Convertible Bonds and the Further Subscription Shares.

As at the date of this report, the Initial Share Subscription was not yet completed.

By Order of the Board of
Value Convergence Holdings Limited
Fu Yiu Man, Peter
Chairman and Executive Director

Hong Kong
30 August 2019

在初步股份認購完成及認購協議之條款及條件規限下，認購人（或透過其代名人）將具有可於初步股份認購之完成日期起計一年內按認購價認購進一步認購股份及相當於本金總額之可換股債券之選擇權，但並無責任作出認購。根據可換股債券換股得出之換股股份及進一步認購股份合共相當於(i)本公司現有已發行股本約24.37%；及(ii)本公司經於可換股債券獲悉數換股後所發行之換股股份及進一步認購股份所擴大之已發行股本約19.60%。

於本報告日期，初步股份認購尚未完成。

承董事會命
滙盈控股有限公司
主席兼執行董事
符耀文

香港
二零一九年八月三十日

滙盈控股有限公司

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收入表

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

Six months ended 30 June

截至六月三十日止六個月

			2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	4	21,485	26,709
Other income	其他收入	4	2,269	1,752
Other gains and losses	其他收益及虧損	5	(229)	(28)
Loss on acquisition of financial assets at fair value through profit or loss	收購按公平值列賬及在損益賬處理之財務資產之虧損		–	(47,436)
Fair value change on financial assets at fair value through profit or loss	按公平值列賬及在損益賬處理之財務資產之公平值變動		(10,397)	(124,887)
Net realised and unrealised loss on financial assets held for trading	持作買賣財務資產之已變現及未變現虧損淨額		(29,524)	(61,549)
Impairment loss on accounts receivable, net	應收賬款減值虧損淨額		(2,464)	(6,008)
Staff costs	員工成本	6	(21,676)	(58,694)
Commission expenses	佣金開支		(2,594)	(2,096)
Depreciation of property and equipment	物業及設備折舊	12	(1,704)	(1,144)
Depreciation of right-of-use assets	使用權資產折舊	13	(2,817)	–
Finance costs	融資成本	7	(1,958)	(13,689)
Other operating expenses	其他經營開支		(18,074)	(34,366)
Share of loss of an associate	分佔聯營公司之虧損		(10)	–
Loss before tax	除稅前虧損		(67,693)	(321,436)
Income tax (expense) credit	所得稅(開支)抵免	8	(636)	1,151
Loss and total comprehensive expense for the period	期內虧損及全面開支總額	9	(68,329)	(320,285)
Loss per share (HK cents)	每股虧損(港仙)			
Basic	基本	11	(5.55)	(37.98)
Diluted	攤薄	11	(5.55)	(37.98)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**簡明綜合財務狀況表**

As at 30 June 2019

於二零一九年六月三十日

			30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產			
Goodwill	商譽		2,016	–
Trading rights	交易權		–	–
Other intangible assets	其他無形資產		1,246	1,246
Interest in an associate	於聯營公司之權益		9,979	9,989
Property and equipment	物業及設備	12	7,272	2,844
Statutory deposits	法定按金		3,015	2,988
Rental and utility deposits	租金及水電按金		1,868	1,578
Right-of-use assets	使用權資產	13	14,109	–
Financial assets at fair value through profit or loss	按公平值列賬及 在損益賬處理之 財務資產	15	–	304,081
Financial assets at fair value through other comprehensive income	按公平值列賬及 在其他全面收入表 處理之財務資產	14	207,084	207,084
			246,589	529,810
Current assets	流動資產			
Accounts receivable	應收賬款	16	217,454	167,927
Prepayments, deposits and other receivables	預付款項、按金及 其他應收賬款		16,267	22,429
Financial assets at fair value through profit or loss	按公平值列賬及 在損益賬處理之 財務資產	15	468,505	240,282
Pledged bank deposits	已抵押銀行存款		–	40,000
Bank balances and cash	銀行結餘及現金	17	113,298	138,032
			815,524	608,670

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
簡明綜合財務狀況表

As at 30 June 2019
於二零一九年六月三十日

		Notes	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
		附註		
Current liabilities	流動負債			
Accounts payable	應付賬款	18	39,362	24,390
Accrued liabilities and other payables	應計負債及 其他應付賬款		7,798	6,893
Tax payable	應繳稅項		1,216	537
Short-term bank borrowings	短期銀行借款	19	-	40,000
			48,376	71,820
Net current assets	流動資產淨額		767,148	536,850
Total assets less current liabilities	總資產減流動負債		1,013,737	1,066,660
Non-current liabilities	非流動負債			
Convertible bonds	可換股債券	20	27,515	26,116
Deferred tax liabilities	遞延稅項負債		1,050	1,282
Lease liabilities	租賃負債	13	14,239	-
			42,804	27,398
Net assets	資產淨額		970,933	1,039,262
Capital and reserves	資本及儲備			
Share capital	股本	21	1,585,239	1,585,239
Reserves	儲備		(614,306)	(545,977)
Total equity	權益總額		970,933	1,039,262

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔							
	Share capital	Capital reserve	Convertible bonds reserve	Investments revaluation reserve	Share option reserve	Other reserve	Accumulated losses	Total	
	股本	資本儲備	可換股債券儲備	投資重估儲備	購股權儲備	其他儲備	累計虧損	總計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		(Note a) (附註a)				(Note b) (附註b)			
At 1 January 2019 (Audited)		於二零一九年一月一日 (經審核)							
	1,585,239	123,758	17,536	(550)	51,631	(767)	(737,585)	1,039,262	
Loss and total comprehensive expense for the period	-	-	-	-	-	-	(68,329)	(68,329)	
At 30 June 2019 (Unaudited)		於二零一九年六月三十日 (未經審核)							
	1,585,239	123,758	17,536	(550)	51,631	(767)	(805,914)	970,933	

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
簡明綜合權益變動表

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

Attributable to owners of the Company

本公司擁有人應佔

		Share capital	Capital reserve	Convertible bonds reserve	Investments revaluation reserve	Share option reserve	Other reserve	Accumulated losses	Total
		股本	資本儲備	可換股債券儲備	投資重估儲備	購股權儲備	其他儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(Note a) (附註a)				(Note b) (附註b)		
At 1 January 2018 (Audited)	於二零一八年一月一日 (經審核)	855,363	123,758	-	-	20,406	(767)	(246,575)	752,185
Impact on initial application of HKFRS 9	首次應用香港財務報告準則第9號之影響	-	-	-	(550)	-	-	(4,694)	(5,244)
Adjusted balance at 1 January 2018	於二零一八年一月一日之 經調整結餘	855,363	123,758	-	(550)	20,406	(767)	(251,269)	746,941
Loss and total comprehensive expense for the period	期內虧損及 全面開支總額	-	-	-	-	-	-	(320,285)	(320,285)
Recognition of equity-settled share option expense	確認以股本支付之 購股權開支	-	-	-	-	31,322	-	-	31,322
Issue of shares upon exercise of share options	因行使購股權而 發行股份	431	-	-	-	(97)	-	-	334
Recognition of equity component of convertible bonds	確認可換股債券之 權益部分	-	-	310,819	-	-	-	-	310,819
Deferred tax liabilities on recognition of equity component of convertible bonds	確認可換股債券之 權益部分之遞延 稅項負債	-	-	(24,593)	-	-	-	-	(24,593)
Issue of shares upon conversion of convertible bonds	因可換股債券換股 而發行股份	167,473	-	(78,218)	-	-	-	-	89,255
Release of deferred tax liabilities on conversion of convertible bonds	可換股債券換股時 撥回遞延稅項負債	-	-	6,335	-	-	-	-	6,335
At 30 June 2018 (Unaudited)	於二零一八年六月三十日 (未經審核)	1,023,267	123,758	214,343	(550)	51,631	(767)	(571,554)	840,128

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**簡明綜合權益變動表**

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

Notes:

附註：

(a) Capital reserve

(a) 資本儲備

Pursuant to a scheme of capital reorganisation, which became effective on 28 May 2003, the High Court of Hong Kong had approved the reduction of the Company's capital and the cancellation of the Company's share premium account. The credit arising from the reduction of the share capital account and cancellation of the share premium account, after eliminated against the accumulated loss, in the aggregate amount of HK\$123,758,200 was transferred to a capital reserve account of the Company. Such capital reserve account will not be treated as realised profits, and shall be treated as an undistributable reserve of the Company until and unless the creditors of the Company as at the date of the sanction are fully settled. In view of the fact that the Company had already fully settled the relevant debts due to the creditors, the Company is of the view that the reserve is distributable to the Company's shareholders.

根據於二零零三年五月二十八日生效之股本重組計劃，香港高等法院批准削減本公司股本及註銷本公司之股份溢價賬。削減股本賬及註銷股份溢價賬所產生之進賬與累計虧損對銷後之總額為123,758,200港元，已撥入本公司之資本儲備賬。該資本儲備賬不會被視為已變現溢利，而被視為本公司之不可分派儲備，直至及除非本公司於該頒令當日之應付賬已悉數償付為止。鑑於本公司已悉數償付結欠債權人之有關債務，故本公司認為，此儲備已可分派予本公司股東。

(b) Other reserve

(b) 其他儲備

Other reserve represented the differences between the purchase considerations and the amounts acquired from non-controlling interests arising from acquisitions of the remaining equity interests of 9.9% and 8.84% in VC Capital Limited and VC Asset Management Limited respectively completed in 2012.

其他儲備指向非控股權益分別收購滙盈融資有限公司及滙盈資產管理有限公司各自餘下之9.9%及8.84%股本權益之購買代價與所收購款項之間的差額，有關收購已於二零一二年完成。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
簡明綜合現金流量表

For the six months ended 30 June 2019
 截至二零一九年六月三十日止六個月

Six months ended 30 June
 截至六月三十日止六個月

		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Net cash from (used in) operating activities	經營活動所得(所用)之現金淨額	26,176	(28,064)
Net cash used in investing activities	投資活動所用之現金淨額	(8,400)	(41,600)
Net cash (used in) from financing activities	融資活動(所用)所得之現金淨額	(42,510)	306
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	(24,734)	(69,358)
Cash and cash equivalents at the beginning of the period	期初之現金及現金等值項目	138,032	228,190
Cash and cash equivalents at the end of the period, represented by bank balances and cash	期末之現金及現金等值項目，銀行結餘及現金	113,298	158,832

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**簡明綜合財務報表附註**

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

1. GENERAL

The Company is a public limited company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the registered office and principal place of business of the Company is 6/F, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong.

The Company and its subsidiaries (the "Group") are principally engaged in the provision of financial services and proprietary trading.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the six months ended 30 June 2019 have been prepared in accordance with Hong Kong Accounting Standard 34 (HKAS 34) "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange.

The preparation of the interim financial information in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

The unaudited condensed consolidated financial statements and selected explanatory notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

1. 一般資料

本公司為一家於香港註冊成立之公眾有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司註冊辦事處及主要營業地點之地址為香港灣仔告士打道181-185號中怡商業大廈6樓。

本公司及其附屬公司（「本集團」）主要從事提供金融服務及自營買賣業務。

2. 編製基準

截至二零一九年六月三十日止六個月之未經審核簡明綜合財務報表乃按照香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號（「香港會計準則第34號」）「中期財務報告」以及聯交所證券上市規則（「上市規則」）附錄十六之適用披露規定而編製。

管理層於編製符合香港會計準則第34號之中期財務資料時需要作出判斷、估計及假設，而其足以影響會計政策之應用以及以年初迄今為基準計算之資產、負債、收入與開支之呈報金額。實際結果可能與此等估計有所出入。

未經審核簡明綜合財務報表及經選定說明附註並不包括根據香港財務報告準則（「香港財務報告準則」）編製整套財務報表所需的所有資料。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**簡明綜合財務報表附註**

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

2. BASIS OF PREPARATION (continued)

The condensed consolidated financial statements are unaudited, but have been reviewed by the Audit Committee of the Company. The unaudited condensed consolidated financial statements are presented in Hong Kong dollars, which is also the functional currency of the Company.

The financial information relating to the year ended 31 December 2018 that is included in the unaudited condensed consolidated financial statements as comparative information does not constitute the Company's statutory annual consolidated financial statements for that year but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Cap. 622) (the "Companies Ordinance") is as follows:

The Company has delivered the audited consolidated financial statements for the year ended 31 December 2018 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

The Company's auditor has reported on those financial statements. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or (3) of the Companies Ordinance.

2. 編製基準(續)

簡明綜合財務報表為未經審核，惟已由本公司審核委員會審閱。未經審核簡明綜合財務報表以港元列示，港元亦為本公司之功能貨幣。

載於未經審核簡明綜合財務報表內有關截至二零一八年十二月三十一日止年度作為比較資料之財務資料並不構成本公司有關該年度之法定年度綜合財務報表，惟乃自該等財務報表取得。香港公司條例(第622章)(「公司條例」)第436條所規定須予披露有關該等法定財務報表之進一步資料如下：

本公司已根據公司條例第662(3)條及附表6第3部之要求將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交付公司註冊處處長。

本公司核數師已就該等財務報表出具報告。核數師報告並無保留；並無載有該核數師在不就其報告作保留的情況下以強調的方式促請注意的任何事宜；亦無載有根據公司條例第406(2)條、第407(2)或(3)條所作出的陳述。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**簡明綜合財務報表附註**

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

3. SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period.

Other than changes in accounting policies resulting from application of new and amendments to HKFRSs, the accounting policies and methods of computation used in the unaudited condensed consolidated financial statements for the six months ended 30 June 2019 are the same as those followed in the preparation of the Group's audited annual consolidated financial statements for the year ended 31 December 2018.

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA that are mandatorily effective for the annual period beginning on or after 1 January 2019 for the preparation of the Group's unaudited condensed consolidated financial statements:

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

3. 主要會計政策

本未經審核簡明綜合財務報表乃按歷史成本基準編製，惟若干金融票據乃按各報告期末之公平值計量。

除應用新訂香港財務報告準則及修訂本所引致之會計政策變動外，截至二零一九年六月三十日止六個月之未經審核簡明綜合財務報表所採用之會計政策及計算方法與編製本集團截至二零一八年十二月三十一日止年度之經審核全年綜合財務報表所採納者相同。

於本中期期間，本集團已就編製本集團之未經審核簡明綜合財務報表首次應用以下由香港會計師公會頒佈於二零一九年一月一日或之後開始之年度期間強制生效之新頒佈及經修訂香港財務報告準則：

香港財務報告準則第16號	租賃
香港財務報告準則第9號之修訂	具有負補償之提早還款特性
香港會計準則第19號之修訂	計劃修訂、縮減或清償
香港會計準則第28號之修訂	於聯營公司及合營企業之長期權益
香港財務報告準則之修訂	香港財務報告準則二零一五年至二零一七年週期之年度改進
香港(國際財務報告詮釋委員會)一詮釋第23號	所得稅處理的不確定性

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Except as described below, the application of the other new and amendments to HKFRSs in the current interim period has had no material effect on the amounts reported and/or the disclosures set out in these unaudited condensed consolidated financial statements.

HKFRS 16 Leases

HKFRS 16 introduces new or amended requirements with respect to lease accounting. It introduces significant changes to the lessee accounting by removing the distinction between operating lease and finance lease and requiring the recognition of right-of-use asset and a lease liability for all leases, except for short-term leases and leases of low value assets. In contrast to lessee accounting, the requirements for lessor accounting have remained largely unchanged. Details of these new accounting policies are described below. The Group has applied HKFRS 16 retrospectively with the cumulative effect of initial application as an adjustment to the opening balance of equity, where appropriate, at 1 January 2019, and has not restated comparatives for the 2018 reporting period as permitted under the specific transitional provisions in the standard. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 17 Leases.

On transition to HKFRS 16, the Group elected to apply the practical expedient to grandfather the assessment of which arrangements are, or contain, leases. It applied HKFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

3. 主要會計政策(續)

除下文所述者外，於本中期間應用其他新頒佈及經修訂香港財務報告準則對未經審核簡明綜合財務報表所列報之金額及／或當中所載之披露事項並無重大影響。

香港財務報告準則第16號租賃

香港財務報告準則第16號就租賃會計處理方法引入新訂及經修訂規定。其透過刪除經營租賃與融資租賃之間的差別及規定就所有租賃(惟短期租賃及低價值資產租賃除外)確認使用權資產及租賃負債，引入承租人會計處理方法之重大變動。與承租人會計處理方法相反，出租人會計處理方法之規定大致維持不變。該等新會計政策之詳情於下文詳述。本集團追溯應用香港財務報告準則第16號，首次應用之累計影響確認為於二零一九年一月一日權益期初結餘之調整(如適用)，而按該準則之具體過渡條文所允許並無重列二零一八年報告期間的比較資料。因此，若干比較資料未必可作比較，因比較資料乃根據香港會計準則第17號租賃編製。

於過渡至香港財務報告準則第16號時，本集團選擇應用實際權宜方式豁免屬於租賃或包含租賃的安排的評估。其僅就過往識別為租賃的合約應用香港財務報告準則第16號。根據香港會計準則第17號及香港(國際財務報告詮釋委員會)一詮釋第4號釐定安排是否包含租賃並未識別為租賃的合約不予重新評估。因此，香港財務報告準則第16號項下租賃的定義僅適用於二零一九年一月一日當日或之後訂立或更改的合約。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**簡明綜合財務報表附註**

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

3. SIGNIFICANT ACCOUNTING POLICIES (continued)**HKFRS 16 Leases (continued)**

The major impacts of the adoption of HKFRS 16 on the Group's unaudited condensed consolidated financial statements are described below.

*(i) Impact on adoption of HKFRS 16**The Group as lessee*

On adoption of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of HKAS 17 (except for lease of low value assets and lease with remaining lease term of twelve months or less). These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2019.

The Group recognises right-of-use assets and measures them at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments.

3. 主要會計政策(續)**香港財務報告準則第16號租賃(續)**

採納香港財務報告準則第16號對本集團未經審核簡明綜合財務報表之主要影響描述如下。

*(i) 採納香港財務報告準則第16號之影響**本集團作為承租人*

採納香港財務報告準則第16號時，本集團就過往根據香港會計準則第17號之原則分類為「經營租賃」之租賃確認租賃負債(低價值資產租賃及剩餘租期為十二個月或以下之租賃除外)。此等租賃乃按餘下租賃付款之現值(使用截至二零一九年一月一日承租人之增量借款利率貼現)計量。

本集團確認使用權資產乃按相等於租賃負債之金額(經任何預付或應計付款之金額作出調整)計量。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
簡明綜合財務報表附註

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

3. SIGNIFICANT ACCOUNTING POLICIES (continued)
HKFRS 16 Leases (continued)

(i) Impact on adoption of HKFRS 16 (continued)

The Group as lessee (continued)

The following table summarises the impact of transition to HKFRS 16 at 1 January 2019. Line items that were not affected by the adjustments have not been included.

3. 主要會計政策 (續)

香港財務報告準則第16號租賃 (續)

(i) 採納香港財務報告準則第16號之影響 (續)

本集團作為承租人 (續)

下表概述於二零一九年一月一日過渡至香港財務報告準則第16號之影響。並無載列不受調整影響之項目。

	Carrying amount at 31 December 2018 於二零一八年 十二月三十一日 之賬面值 HK\$'000 千港元	Impact on adoption of HKFRS 16 採納香港財務 報告準則 第16號之影響 HK\$'000 千港元	Carrying amount at 1 January 2019 於二零一九年 一月一日 之賬面值 HK\$'000 千港元
Right-of-use assets (note a) 使用權資產 (附註a)	-	13,622	13,622
Prepayments, deposits and other receivables (note b) 預付款項、按金及其他應收款項 (附註b)	22,429	(442)	21,987
Lease liabilities (note c) 租賃負債 (附註c)	-	(13,180)	(13,180)

Notes:

- (a) As at 1 January 2019, right-of-use assets were measured at an amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease at the date of initial application of HKFRS 16.
- (b) Prepaid rental of approximately HK\$442,000 as at 31 December 2018 was adjusted to right-of-use assets.
- (c) The weighted average incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 5.375%.

附註：

- (a) 於二零一九年一月一日，使用權資產乃按相等於租賃負債之金額（經任何於首次應用香港財務報告準則第16號當日之租賃相關之預付或應計租賃付款之金額作出調整）計量。
- (b) 於二零一八年十二月三十一日約442,000港元之預付租金被調整為使用權資產。
- (c) 應用於二零一九年一月一日之租賃負債之加權平均增量借款利率為5.375%。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

HKFRS 16 Leases (continued)

(i) Impact on adoption of HKFRS 16 (continued)

The Group as lessee (continued)

Difference between operating lease commitment as at 31 December 2018, the date immediately preceding the date of initial application, discounted using the incremental borrowing rate, and the lease liabilities recognised as at 1 January 2019 are as follows:

		HK\$'000 千港元
Operating lease commitment disclosed as at 31 December 2018	於二零一八年十二月三十一日披露之經營租賃承擔	16,665
Less: Short-term leases and other leases with remaining lease term ending on or before 31 December 2019	減：短期租賃及餘下租期於二零一九年十二月三十一日或之前完結之其他租賃	(2,043)
Less: Prepaid rental	減：預付租金	(442)
		<u>14,180</u>
Discounted using the incremental borrowing rate at 1 January 2019	使用於二零一九年一月一日之增量借貸利率貼現	13,180
Lease liabilities recognised as at 1 January 2019	於二零一九年一月一日確認之租賃負債	<u>13,180</u>

3. 主要會計政策(續)

香港財務報告準則第16號租賃(續)

(i) 採納香港財務報告準則第16號之影響(續)

本集團作為承租人(續)

於二零一八年十二月三十一日(即緊接首次應用日期前當日)經營租賃承擔(使用增量借貸利率貼現)與於二零一九年一月一日確認之租賃負債之間的差額如下：

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
簡明綜合財務報表附註

For the six months ended 30 June 2019
 截至二零一九年六月三十日止六個月

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

HKFRS 16 Leases (continued)

(ii) Practical expedients applied

On the date of initial application of HKFRS 16, the Group has used the following practical expedients permitted by the standard:

- not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date, the Group relied on its assessment made applying HKAS 17 and HK(IFRIC)-Int 4;
- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics;
- reliance on previous assessments on whether leases are onerous by applying HKAS 37 Provisions, Contingent Liabilities and Contingent Assets as an alternative to performing an impairment review;
- the accounting for operating leases with a remaining lease term of less than 12 months as at 1 January 2019 as short-term leases;
- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application; and
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

3. 主要會計政策 (續)

香港財務報告準則第16號租賃 (續)

(ii) 應用實際權宜方式

於首次應用香港財務報告準則第16號當日，本集團使用該準則允許之以下實際權宜方式：

- 不重新評估合約在首次應用當日是否屬於租賃或包含租賃。反之，就於過渡日期之前訂立之合約，本集團依賴應用香港會計準則第17號及香港（國際財務報告詮釋委員會）—詮釋第4號作出的評估；
- 對具合理類似特性之租賃組合使用單一貼現率；
- 依賴過往應用香港會計準則第37號撥備、或然負債及或然資產對租賃是否繁重的評估作為進行減值評估的替代方法；
- 對於二零一九年一月一日餘下租期少於12個月的經營租賃入賬為短期租賃；
- 於首次應用日期計量使用權資產時排除初始直接成本；及
- 當合約包含延長或終止租約的選擇權時，以事後分析結果確定租期。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**簡明綜合財務報表附註**

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

3. SIGNIFICANT ACCOUNTING POLICIES (continued)**HKFRS 16 Leases (continued)***(iii) Summary of new accounting policies**Leases*Definition of a lease

Under HKFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Lease liabilities

At the commencement date, the Group measures lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

3. 主要會計政策(續)**香港財務報告準則第16號租賃(續)***(iii) 新會計政策概要**租賃*租賃之定義

根據香港財務報告準則第16號，倘合約賦予權利於一段時間以代價換取控制某已識別資產之權利，該合約即屬於租賃或包含租賃。

本集團作為承租人

於合約成立時，本集團會評估合約是否屬於租賃或包含租賃。本集團就其作為承租人的所有租賃安排確認使用權資產及相應的租賃負債，惟短期租賃(定義為租期為12個月或以下之租賃)及低價值資產之租賃除外。就該等租賃而言，本集團於租期內以直線法確認租賃付款為經營開支，惟倘有另一系統基準更能代表耗用租賃資產經濟利益之時間模式則作別論。

租賃負債

於開始日期，本集團按該日未支付之租賃付款之現值計量租賃負債。該等租賃付款使用租賃中隱含之利率予以貼現。倘該利率不可輕易釐定，則本集團會採用其增量借款利率。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
簡明綜合財務報表附註

For the six months ended 30 June 2019
 截至二零一九年六月三十日止六個月

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

HKFRS 16 Leases (continued)

(iii) Summary of new accounting policies (continued)

Leases (continued)

Lease liabilities (continued)

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

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

The lease liability is presented as a separate line in the unaudited condensed consolidated statement of financial position. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

3. 主要會計政策 (續)

香港財務報告準則第16號租賃 (續)

(iii) 新會計政策概要 (續)

租賃 (續)

租賃負債 (續)

計入租賃負債計量之租賃付款包括：

- 固定租賃付款 (包括實質上為固定付款)，減去任何應收租賃優惠；
- 可變租賃付款，其取決於一項指數或利率，初步計量時使用開始日期之指數或利率；
- 承租人根據剩餘價值擔保預期應付金額；
- 購買選擇權之行使價 (倘合理確定承租人行使該等選擇權)；及
- 終止租賃之罰金付款 (倘租期反映本集團行使選擇權終止租賃)。

租賃負債於未經審核簡明綜合財務狀況表中單獨呈列。租賃負債其後藉增加賬面值以反映租賃負債利息 (採用實際利率法) 及藉減少賬面值以反映所作出之租賃付款予以計量。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**簡明綜合財務報表附註**

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

3. SIGNIFICANT ACCOUNTING POLICIES (continued)**HKFRS 16 Leases (continued)***(iii) Summary of new accounting policies (continued)**Leases (continued)*Lease liabilities (continued)

Lease liability is remeasured (and with a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

3. 主要會計政策(續)**香港財務報告準則第16號租賃(續)***(iii) 新會計政策概要(續)**租賃(續)*租賃負債(續)

每當發生以下情況，租賃負債即予重新計量(並對相關使用權資產作出相應調整)：

- 租期更改或行使購買選擇權之評估出現更改，在此情況下租賃負債藉著使用經修改貼現率將經修改租賃付款貼現予以重新計量。
- 由於指數或利率更改或保證剩餘價值下之預期付款更改導致租賃付款更改，在此情況下租賃負債藉著使用初始貼現率將經修改租賃付款貼現予以重新計量(除非租賃付款更改乃由於浮動利率更改所致，在此情況下將採用經修改貼現率)。
- 租約出現修訂而租賃修訂並不入賬為獨立租賃，在此情況下租賃負債藉著使用經修改貼現率將經修改租賃付款貼現予以重新計量。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
簡明綜合財務報表附註

For the six months ended 30 June 2019
 截至二零一九年六月三十日止六個月

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

HKFRS 16 Leases (continued)

(iii) Summary of new accounting policies (continued)

Leases (continued)

Right-of-use assets

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs, less lease incentives received.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, provision is recognised and measured under HKAS 37 Provision, Contingent Liabilities and Contingent Assets. The costs are included in the related right-of-use asset. The Group applies HKAS 36 Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses, if any. They are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group presents right-of-use assets that do not meet the definition of investment property as a separate line item on the unaudited condensed consolidated statement of financial position.

3. 主要會計政策 (續)

香港財務報告準則第16號租賃 (續)

(iii) 新會計政策概要 (續)

租賃 (續)

使用權資產

使用權資產包括相應租賃負債、於開始日期或之前作出的租賃付款及任何初始直接成本之初步計量，減去已收取的租賃優惠。

每當本集團產生拆除及移除租賃資產、恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態之成本責任時，將根據香港會計準則第37號撥備、或然負債及或然資產確認及計量撥備。成本計入相關使用權資產中。本集團應用香港會計準則第36號資產減值釐定使用權資產是否已減值，並就任何已識別減值虧損入賬。

使用權資產其後按成本減累計折舊及減值虧損（如有）計量。使用權資產乃按租期及相關資產的可使用年期之較短者折舊。倘租賃轉移相關資產之所有權或使用權資產之成本反映本集團預期行使購買權，則相關的使用權資產於相關資產之使用年期內折舊。折舊於租賃開始日期開始計算。

本集團於未經審核簡明綜合財務狀況表將不符合投資物業定義之使用權資產呈列為獨立項目。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**簡明綜合財務報表附註**

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

3. SIGNIFICANT ACCOUNTING POLICIES (continued)**HKFRS 16 Leases (continued)***(iii) Summary of new accounting policies (continued)**Leases (continued)*Lease modification

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the lease increase by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

3. 主要會計政策(續)**香港財務報告準則第16號租賃(續)***(iii) 新會計政策概要(續)**租賃(續)*租賃修訂

倘發生以下情況，本集團將租賃修訂入賬為獨立租賃：

- 修訂藉加入使用一項或多項相關資產之權利以增加租賃範圍；及
- 租賃代價增加，所增加之金額相當於範圍擴大對應之單獨價格及反映特定合約之實際情況對單獨價格進行之任何適當調整。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
簡明綜合財務報表附註

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION

Revenue principally arises from the financial services business comprising the provision of securities, futures and options brokering and dealing, provision of margin financing and money lending services, provision of placing and underwriting services, provision of mergers and acquisitions services, and other corporate finance related advisory services, and proprietary trading.

4. 收益及分部資料

收益主要來自金融服務業務(其中包括提供證券、期貨及期權經紀及買賣;提供保證金融資及放債服務;提供配售及包銷服務;提供合併與收購服務,及其他企業融資相關顧問服務),以及自營買賣業務。

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益		
Revenue from contracts with customers	與客戶訂立合約之收益		
Disaggregated by major services lines	按主要服務劃分		
– Brokerage commission and other related fees from dealing in securities and futures and options contracts	– 買賣證券及期貨及期權合約所得經紀佣金及其他相關費用	6,203	11,577
– Underwriting, sub-underwriting, placing and sub-placing commission	– 包銷、分包銷、配售及分配售佣金	560	–
– Arrangement, referral, advisory and other fee income	– 安排、轉介、顧問及其他費用收入	5,362	5,961
		12,125	17,538
Revenue from other sources	來自其他來源之收益		
– Interest income from clients	– 來自客戶之利息收入	9,360	9,171
		21,485	26,709
Other income	其他收入		
Interest income from authorised institutions	來自認可機構之利息收入	486	287
Interest income from convertible bonds	來自可換股債券之利息收入	1,523	1,464
Sundry income	雜項收入	260	1
		2,269	1,752
Total income	收入總額	23,754	28,461

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**簡明綜合財務報表附註**

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION**(continued)**

The Group's operating businesses are organised and managed separately, according to the nature of products and services provided, with each segment representing a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other operating segments. The Group operates financial services and proprietary trading businesses and classifies its business into five operating segments, namely brokerage and financing businesses, corporate finance and other advisory services, asset management, insurance brokerage and proprietary trading and reports to the Group's Executive Committee (being the Group's Chief Operating Decision Maker) accordingly. Details of these five operating and reportable segments are summarised as follows:

- (i) the brokerage and financing segment engages in securities, futures and options brokering and dealing, provision of margin financing and money lending, and placing and underwriting services;
- (ii) the corporate finance and other advisory services segment engages in the provision of corporate financial advisory services and company secretarial services;
- (iii) the asset management segment engages in the provision of asset management services;
- (iv) the insurance brokerage segment engages in the provision of insurance brokerage services; and
- (v) the proprietary trading segment engages in the trading of equity securities, debt securities and other financial products.

4. 收益及分部資料(續)

本集團各經營業務乃按所提供產品及服務之性質分開組織及管理，各分部為一個策略業務，其提供之產品及服務所面對之風險及賺取之回報，有別於其他經營分部。本集團經營金融服務及自營買賣業務，並將業務分為五個經營分部，即經紀及融資業務、企業融資及其他顧問服務業務、資產管理業務、保險經紀業務及自營買賣業務，並據此向本集團執行委員會（即本集團之主要營運決策者）彙報。上述五個經營及須予報告分部之詳情概述如下：

- (i) 經紀及融資業務分部從事證券、期貨及期權經紀及買賣、提供保證金融資及放債業務，以及配售及包銷服務；
- (ii) 企業融資及其他顧問服務業務分部從事提供企業融資顧問服務及公司秘書服務；
- (iii) 資產管理業務分部從事提供資產管理服務；
- (iv) 保險經紀業務分部從事提供保險經紀服務；及
- (v) 自營買賣業務分部從事股本證券、債務證券及其他金融產品買賣。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION
(continued)

The following tables represent revenue and results information of these operating segments for the six months ended 30 June 2019 and 2018.

Six months ended 30 June 2019 (Unaudited)

4. 收益及分部資料(續)

下表載列截至二零一九年及二零一八年六月三十日止六個月該等經營分部之收益及業績資料。

截至二零一九年六月三十日止六個月
(未經審核)

		Corporate finance and other	Asset management	Insurance brokerage	Proprietary trading	Segment total	Eliminations	Total	
		Brokerage and financing services 企業融資 經紀及 融資業務	及其他顧問 業務 服務業務	資產管理 業務	保險經紀 業務	自營買賣 業務 分部總計	對銷	總計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	
Segment revenue	分部收益	16,123	5,362	-	-	-	21,485	-	21,485
Inter-segment sales	分部間銷售額	16	926	-	-	-	942	(942)	-
		16,139	6,288	-	-	-	22,427	(942)	21,485
Segment profit (loss)	分部溢利(虧損)	9,678	(1,528)	(793)	(111)	(31,677)	(24,431)	-	(24,431)
Unallocated administrative costs	未分配行政成本								(32,855)
Fair value change on financial assets at fair value through profit or loss ("FVTPL")	按公平值列賬及在損益賬處理 (「按公平值列賬及在損益賬處理」) 之財務資產之公平值變動								(10,397)
Share of loss of an associate	分佔聯營公司之虧損								(10)
Loss before tax for the period	期內除稅前虧損								(67,693)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION
(continued)

Six months ended 30 June 2018 (Unaudited)

4. 收益及分部資料(續)

截至二零一八年六月三十日止六個月
(未經審核)

		Brokerage and financing	Corporate finance and other advisory services 企業融資 經紀及 及其他顧問 服務業務	Asset management 業務	Proprietary trading 自營買賣 業務	Segment total	Eliminations	Total
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment revenue	分部收益	20,748	5,961	-	-	26,709	-	26,709
Inter-segment sales	分部間銷售額	194	54	-	-	248	(248)	-
		20,942	6,015	-	-	26,957	(248)	26,709
Segment loss	分部虧損	(2,362)	(1,061)	(778)	(66,752)	(70,953)	-	(70,953)
Unallocated administrative costs	未分配行政成本							(78,160)
Loss on acquisition of financial assets at FVTPL	收購按公平值列賬及在損益賬 處理之財務資產之虧損							(47,436)
Fair value change on financial assets at FVTPL	按公平值列賬及在損益賬處理之 財務資產之公平值變動							(124,887)
Loss before tax for the period	期內除稅前虧損							(321,436)

Segment profit or loss represents the profit earned by/loss from each segment, before the adjustments of unallocated administrative costs, fair value change on financial assets at FVTPL, share of loss of an associate and loss on acquisition of financial assets at FVTPL. This is the measure reported to the Group's Executive Committee for the purposes of resource allocation and performance assessment.

分部溢利或虧損指未就未分配行政成本、按公平值列賬及在損益賬處理之財務資產之公平值變動、分佔聯營公司之虧損及收購按公平值列賬及在損益賬處理之財務資產之虧損調整前各分部所賺取之溢利／產生之虧損。此乃向本集團執行委員會報告以供分配資源及評定表現之基準。

滙盈控股有限公司

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
簡明綜合財務報表附註

For the six months ended 30 June 2019
 截至二零一九年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION
(continued)

For the six months ended 30 June 2019, no single customer contributed 10% or more of the Group's revenue (six months ended 30 June 2018: one customer with revenue of approximately HK\$2,959,000). The Group's operations are mainly located in Hong Kong (place of domicile). The Group's revenue from external customers is mainly derived from Hong Kong for the six months ended 30 June 2019 and 2018. Almost all of its non-current assets other than financial instruments are attributed to the operations in Hong Kong and located in Hong Kong.

Segment assets and liabilities are not presented as they are not regularly provided to the Group's Executive Committee.

5. OTHER GAINS AND LOSSES

4. 收益及分部資料(續)

截至二零一九年六月三十日止六個月，並無單一客戶佔本集團總收益10%或以上(截至二零一八年六月三十日止六個月：一名客戶，其收益約為2,959,000港元)。本集團之業務運作主要設於香港(常駐地)。截至二零一九年及二零一八年六月三十日止六個月，本集團對外客戶之收益主要源自香港。除金融票據外，本集團幾乎全部非流動資產均與香港業務有關及位於香港。

由於分部資產及負債並無定期提供予本集團執行委員會，故並無呈列有關資料。

5. 其他收益及虧損

Six months ended 30 June
截至六月三十日止六個月

		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss on disposal of property and equipment	出售物業及設備之虧損	(225)	(149)
Net exchange (loss) gain	滙兌(虧損)收益淨額	(4)	121
		(229)	(28)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

6. STAFF COSTS (INCLUDING DIRECTORS' EMOLUMENTS)

6. 員工成本(包括董事酬金)

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Staff commission	員工佣金	1,208	5,037
Salaries and wages	薪金及工資	17,562	30,425
Staff welfare	員工福利	733	1,392
Recruitment costs	招聘成本	6	53
Provision of long service payment/ annual leave benefits	長期服務金/ 年假福利撥備	188	718
Retirement benefits scheme contributions	退休福利計劃供款	475	708
Discretionary and performance related incentive payments and provision of gratuity	酌情表現相關獎金及 約滿酬金撥備	1,504	591
Equity-settled share option expense	以股本支付之購股權開支	-	19,770
		21,676	58,694

7. FINANCE COSTS

7. 融資成本

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest on:	以下項目之利息：		
Convertible bonds	可換股債券	1,577	13,661
Bank loans	銀行貸款	11	28
Lease liabilities (Note 13)	租賃負債(附註13)	370	-
		1,958	13,689

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

8. INCOME TAX EXPENSE (CREDIT)

8. 所得稅開支(抵免)

Six months ended 30 June
截至六月三十日止六個月

		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Current tax	即期稅項		
Hong Kong Profits Tax	香港利得稅	836	624
The People's Republic of China (the "PRC") Enterprise Income Tax	中華人民共和國(「中國」) 企業所得稅	27	9
Under (over) provision in prior year	過往年度撥備不足(超額撥備)		
PRC Enterprise Income Tax	中國企業所得稅	4	(1)
Deferred tax	遞延稅項		
Current period	本期間	(231)	(1,783)
		636	(1,151)

Hong Kong Profits Tax is calculated in accordance with the two-tiered profits tax rates regime (8.25% and 16.5%) of the estimated assessable profits for both periods. The PRC representative offices are subject to the PRC Enterprise Income Tax at 25% for the six months ended 30 June 2019 (six months ended 30 June 2018: 25%).

At 30 June 2019, the Group has estimated unused tax losses of approximately HK\$448,196,000 (31 December 2018: HK\$427,935,000) available for offset against future profits. As at 30 June 2019, deferred tax asset and liability have been recognised in respect of tax losses of approximately HK\$4,485,000 (31 December 2018: HK\$4,485,000) and taxable temporary difference of approximately HK\$5,366,000 (31 December 2018: HK\$5,366,000) respectively. No deferred tax asset has been recognised in respect of the remaining tax losses of approximately HK\$443,711,000 (31 December 2018: HK\$423,450,000) due to the unpredictability of future profit streams. The estimated unused tax losses have no expiry date but are subject to further approval of the Hong Kong Inland Revenue Department.

兩段期間之香港利得稅乃以估計應課稅溢利按利得稅兩級制(8.25%及16.5%)計算。截至二零一九年六月三十日止六個月，中國代表處須按25%(截至二零一八年六月三十日止六個月：25%)繳納中國企業所得稅。

於二零一九年六月三十日，本集團有估計未動用稅項虧損約448,196,000港元(二零一八年十二月三十一日：427,935,000港元)，可供抵銷未來溢利。於二零一九年六月三十日，已分別就約4,485,000港元(二零一八年十二月三十一日：4,485,000港元)之稅項虧損及約5,366,000港元(二零一八年十二月三十一日：5,366,000港元)之應課稅臨時差額確認遞延稅項資產及負債。並無就其餘約443,711,000港元(二零一八年十二月三十一日：423,450,000港元)之稅項虧損確認遞延稅項資產，蓋因未來溢利來源無法預測。該等估計未動用稅項虧損不設屆滿日，但須經香港稅務局另行批准，方可作實。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**簡明綜合財務報表附註**

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

9. LOSS FOR THE PERIOD

Loss for the period has been arrived at after charging:

9. 期內虧損

期內虧損經扣除下列各項後列賬：

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Included in other operating expenses:	包含於其他經營開支：		
Auditor's remuneration	核數師酬金	540	630
Operating leases in respect of rental premises	租賃物業之經營租賃	2,657	4,970
Entertainment and travel expenses (mainly incurred for business development)	應酬差旅開支 (主要就業務發展而產生)	3,331	4,918

10. DIVIDENDS

No dividends have been paid or declared or proposed by the Company during the six months ended 30 June 2019 (six months ended 30 June 2018: Nil). The directors of the Company have determined that no dividend will be paid for the six months ended 30 June 2019.

10. 股息

截至二零一九年六月三十日止六個月，本公司並無派付、宣派或建議任何股息 (截至二零一八年六月三十日止六個月：無)。本公司董事決定不會就截至二零一九年六月三十日止六個月派付任何股息。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

11. LOSS PER SHARE

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

11. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 千港元 HK\$'000 (Unaudited) (未經審核)	2018 二零一八年 千港元 HK\$'000 (Unaudited) (未經審核)
Loss	虧損		
Loss for the purposes of basic and diluted loss per share (Loss for the period attributable to owners of the Company)	就計算每股基本及攤薄虧損之虧損 (本公司擁有人應佔期內虧損)	(68,329)	(320,285)
		'000 千股	'000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	就計算每股基本及攤薄虧損之普通股加權平均數	1,230,952	843,356

The computation of diluted loss per share does not assume the conversion of the Company's outstanding convertible bonds since the exercise of the convertible bonds would result in a decrease in loss per share for the six months ended 30 June 2019 and 2018. The computation of diluted loss per share does not assume the exercise of the Company's share options since the exercise price of those share options was higher than the average market price for shares for the six months ended 30 June 2019 and 2018.

計算每股攤薄虧損時並無假設本公司未償還可換股債券換股，因行使可換股債券會導致截至二零一九年及二零一八年六月三十日止六個月之每股虧損減少。計算每股攤薄虧損時並無假設本公司購股權獲行使，因購股權之行使價高於截至二零一九年及二零一八年六月三十日止六個月之股份平均市價。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

12. PROPERTY AND EQUIPMENT

12. 物業及設備

		As at 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Carrying value, at beginning of the period/year	期初／年初賬面值	2,844	4,704
Additions	添置	6,710	869
Depreciation	折舊	(1,704)	(2,108)
Written off/Disposal	撇銷／出售	(578)	(621)
Carrying value, at end of the period/year	期末／年末賬面值	7,272	2,844

13. RIGHT-OF-USE ASSETS/LEASE LIABILITIES

13. 使用權資產／租賃負債

(a) Right-of-use assets

Upon adoption of HKFRS 16, on 1 January 2019, the Group recognised right-of-use assets of approximately HK\$13,622,000 in respect of the leased properties. As at 30 June 2019, the carrying amount of right-of-use assets was approximately HK\$14,109,000 in respect of the leased properties.

During the six months ended 30 June 2019, the Group entered into a lease agreement for staff apartment and lease contains minimum lease payment terms during the lease contract period.

(a) 使用權資產

於二零一九年一月一日採納香港財務報告準則第16號時，本集團就租賃物業確認約13,622,000港元之使用權資產。於二零一九年六月三十日，有關租賃物業之使用權資產之賬面值約為14,109,000港元。

於截至二零一九年六月三十日止六個月，本集團就僱員住所訂立租賃協議，該租賃包含於租賃合約期間內之最低租賃付款條款。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
簡明綜合財務報表附註

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

13. RIGHT-OF-USE ASSETS/LEASE LIABILITIES
(continued)

(b) Lease liabilities

Upon adoption of HKFRS 16, on 1 January 2019, the Group recognised lease liabilities of approximately HK\$13,180,000. As at 30 June 2019, the carrying amount of lease liabilities was approximately HK\$14,239,000.

(c) Amounts recognised in the unaudited condensed consolidated statement of financial position and profit or loss

The movements of the carrying amounts of the Group's right-of-use assets and lease liabilities during the six months ended 30 June 2019 are set out as follows:

13. 使用權資產／租賃負債（續）

(b) 租賃負債

於二零一九年一月一日採納香港財務報告準則第16號時，本集團確認約13,180,000港元之租賃負債。於二零一九年六月三十日，租賃負債之賬面值約為14,239,000港元。

(c) 於未經審核簡明綜合財務狀況表及損益賬確認之金額

於截至二零一九年六月三十日止六個月本集團使用權資產及租賃負債之賬面值變動載列如下：

		Right-of-use assets 使用權資產	Lease liabilities 租賃負債
		HK\$'000 千港元	HK\$'000 千港元
At 1 January 2019 (Unaudited)	於二零一九年一月一日（未經審核）	13,622	13,180
Additions	增加	3,304	3,188
Depreciation expense recognised in profit or loss	於損益賬確認之折舊開支	(2,817)	-
Interest expense recognised in profit or loss	於損益賬確認之利息開支	-	370
Payments for leases	租賃付款	-	(2,499)
At 30 June 2019 (Unaudited)	於二零一九年六月三十日（未經審核）	14,109	14,239

During the six months ended 30 June 2019, the Group recognised rental expenses of approximately HK\$2,657,000 in profit or loss in respect of short-term leases.

於截至二零一九年六月三十日止六個月，本集團於損益賬就短期租賃確認約2,657,000港元之租賃開支。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

14. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

14. 按公平值列賬及在其他全面收入表處理之財務資產

		As at 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Unlisted equity securities (notes a & b)	非上市股本證券 (附註a及b)	207,084	207,084
Analysed for reporting purpose as non-current assets	就報告目的分析作 非流動資產	207,084	207,084

Notes:

附註：

(a) On 8 June 2018, the Company issued convertible bonds with 2% coupon rate at a total principal amount of HK\$160,000,000 to an independent third party, CVP Financial Group Limited, as the consideration of the acquisition of 18% of the entire equity securities issued by Hackett Enterprises Limited, a private entity incorporated in the Republic of Seychelles, which, together with its subsidiaries, is engaged in the business of provision of loan financing and financial consultancy services in the PRC and the provision of money lending services in Hong Kong. The investment was classified as financial assets at fair value through other comprehensive income ("FVTOCI") on initial recognition and subsequently measured at fair value with fair value gains and losses recognised in other comprehensive income and accumulated in the investments revaluation reserve.

(a) 於二零一八年六月八日，本公司發行本金總額為160,000,000港元2厘票面息率之可換股債券予獨立第三方遠見金融集團有限公司，作為收購Hackett Enterprises Limited所發行全部股本證券之18%之投資的代價，該公司為一間於塞舌爾共和國註冊成立之私人公司，連同其附屬公司主要從事於中國提供貸款融資及金融顧問服務，以及於香港提供放債服務。該等投資於初步確認乃分類為按公平值列賬及在其他全面收入表處理（「按公平值列賬及在其他全面收入表處理」），隨後按公平值計量，公平值收益及虧損於其他全面收入表確認，並累計入投資重估儲備。

(b) The amount also includes the Group's investments in 5% and 5% of the unlisted equity securities issued by two private entities incorporated in Hong Kong and the British Virgin Islands respectively. Their principal activities are investment holding in the PRC and Hong Kong respectively. The fair value of investments were approximately HK\$nil as at 30 June 2019 and 31 December 2018.

(b) 此金額亦包括本集團於兩間分別於香港及英屬處女群島註冊成立之私人公司所發行非上市股本證券5%及5%之投資。該等公司之主要業務分別為於中國及香港投資控股。於二零一九年六月三十日及二零一八年十二月三十一日，該等投資之公平值約為零港元。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

15. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

15. 按公平值列賬及在損益賬處理之財務資產

		As at 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Convertible bonds (note)	可換股債券(附註)	188,079	224,573
Derivative financial asset (note)	衍生財務資產(附註)	105,605	79,508
Financial assets held for trading – equity securities listed in Hong Kong	持作買賣財務資產 – 於香港上市之股本證券	174,821	240,282
		468,505	544,363
Analysed for reporting purpose:	就報告目的分析：		
Non-current assets	非流動資產	–	304,081
Current assets	流動資產	468,505	240,282
		468,505	544,363

Note: On 18 October 2017, the Company entered into a sale and purchase agreement with Pacific Alliance Limited ("PAL") as vendor, pursuant to which the Company agreed to purchase, and PAL agreed to sell, the 3-year two per cent. unsecured redeemable convertible bonds in the principal amount of HK\$153,585,000 issued by China Fortune Financial Group Limited ("China Fortune", Stock Code: 290) on 30 March 2017 (the "China Fortune Convertible Bonds") for an aggregate consideration of HK\$400,000,000 (the "Acquisition"). The consideration of HK\$40,000,000 was satisfied in cash and the balance of the consideration of HK\$360,000,000 was satisfied by way of issue of the convertible bonds by the Company at the completion date of the Acquisition. The China Fortune Convertible Bonds are convertible into 2,559,750,000 conversion shares at the initial conversion price of HK\$0.06 per conversion share (subject to adjustments). The Acquisition was completed on 8 January 2018. The China Fortune Convertible Bonds were classified as financial assets at fair value through profit or loss and measured at fair value at initial recognition and at the end of each reporting period.

附註：於二零一七年十月十八日，本公司與 Pacific Alliance Limited (「PAL」，作為賣方) 訂立一份買賣協議，據此，本公司同意購買，而 PAL 同意出售中國富強金融集團有限公司 (「中國富強」，股票代號：290) 於二零一七年三月三十日發行本金額為 153,585,000 港元之三年期 2 厘息無抵押可贖回可換股債券 (「中國富強可換股債券」)，所涉及之總代價為 400,000,000 港元 (「收購事項」)。當中 40,000,000 港元之代價乃以現金支付，其餘 360,000,000 港元之代價則以本公司於收購事項完成日期發行之可換股債券之方式支付。中國富強可換股債券可按初步換股價每股換股股份 0.06 港元 (可予調整) 兌換為 2,559,750,000 股換股股份。收購事項已於二零一八年一月八日完成。中國富強可換股債券乃分類為按公平值列賬及在損益賬處理之財務資產，於初步確認時及各報告期末按公平值計量。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

15. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

Note: (continued)

In return for the Company's undertaking to China Fortune that the Company shall not exercise the conversion rights attaching to the China Fortune Convertible Bonds from the completion date up to and including 29 March 2019, PAL grants to the Company a put option to require PAL to purchase from the Company the China Fortune Convertible Bonds to the extent of the principal amount of HK\$76,792,500. The put option of the bondholder was classified as derivative financial asset and measure at fair value at initial recognition and at the end of each reporting period.

The fair values of the China Fortune Convertible Bonds and the put option were approximately HK\$188,079,000 and HK\$105,605,000 respectively as at 30 June 2019 and were calculated using the binomial option pricing model ("Binomial Model") by an independent professional valuer, in which the parameters were summarised as follows:

Share price of the issuer	發行人之股價	HK\$0.066港元
Effective interest rate of the issuer	發行人之實際利率	13%
Risk free rate	無風險利率	1.69%
Expected volatility of the issuer	發行人之預期波幅	54%
Dividend yield of the issuer	發行人之股息率	0%

The effective interest rate of the issuer was determined with reference to the average of the bond yields of the comparable companies with similar businesses and credit rating of the issuer. Risk free rate was determined with reference to yield of Hong Kong government bonds over the exercise period near the valuation date of 30 June 2019. Expected volatility of the issuer was determined using the historical volatility of the issuer's share price over the exercise period as at the valuation date of 30 June 2019.

15. 按公平值列賬及在損益賬處理之財務資產(續)

附註：(續)

因應本公司向中國富強承諾本公司不會於完成日期起至二零一九年三月二十九日(包括該日)行使中國富強可換股債券所附帶之換股權，PAL向本公司授出認沽期權，可要求PAL向本公司購買中國富強可換股債券(以76,792,500港元之本金額為限)。債券持有人之認沽期權乃分類為衍生財務資產，於初步確認時及各報告期末按公平值計量。

中國富強可換股債券及認沽期權之公平值於二零一九年六月三十日分別約為188,079,000港元及105,605,000港元，乃由獨立專業估值師採用二項式期權定價模式(「二項式模式」)計算，其輸入數據概述如下：

30 June 2019

二零一九年

六月三十日

發行人之實際利率乃參考與發行人業務及信貸評級相若之可資比較公司之平均債券回報率釐定。無風險利率乃參考於估值日期二零一九年六月三十日前後香港政府債券於行使期之回報率釐定。預期波幅乃使用於估值日期二零一九年六月三十日於行使期內發行人股價歷史波幅釐定。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

16. ACCOUNTS RECEIVABLE

16. 應收賬款

		As at 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Accounts receivable arising from the ordinary course of business of dealing in:	在日常業務過程中因進行以下交易而產生之應收賬款：		
Securities transactions (note a):	證券交易(附註a)：		
Clearing house	結算所	884	763
Cash clients	現金客戶	24,477	15,821
Futures and options contracts transactions (note a):	期貨及期權合約交易(附註a)：		
Clearing house	結算所	18	17
Accounts receivable arising from the ordinary course of business of provision of corporate finance and other advisory services (note a)	在日常業務過程中因提供企業融資及其他顧問服務而產生之應收賬款(附註a)	4,056	5,673
		29,435	22,274
Accounts receivable arising from the ordinary course of business of money lending services (note b)	在日常業務過程中因進行放債服務業務而產生之應收賬款(附註b)	103,082	60,552
Less: Impairment loss	減：減值虧損	(37,251)	(40,469)
		65,831	20,083
Accounts receivable arising from the ordinary course of business of dealing in (note c):	在日常業務過程中因進行以下交易而產生之應收賬款(附註c)：		
Securities transactions:	證券交易：		
Margin clients	保證金客戶	133,456	131,157
Less: Impairment loss	減：減值虧損	(11,268)	(5,587)
		122,188	125,570
		217,454	167,927

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

16. ACCOUNTS RECEIVABLE (continued)

The Group measures the loss allowance for accounts receivable at an amount equal to 12-month expected credit losses ("ECL") or lifetime ECL. The expected credit losses on accounts receivable are estimated using a provision matrix with reference to past default experience of the accounts receivable, adjusted for factors that are specific to the accounts receivable, latest collateral valuation, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

Notes:

- (a) The settlement terms of accounts receivable arising from the ordinary course of business of dealing in securities transactions are two trading days after the trade date and accounts receivable arising from the ordinary course of business of dealing in futures and options contracts transactions are one trading day after the trade date. Accounts receivable from clearing house and majority of accounts receivable from cash clients represent trades pending settlement arising from the business of dealing in securities transactions.

In respect of the accounts receivable arising from dealing in securities, futures and options contracts, except for those amounts due from margin clients, the aging analysis based on the trade date is as follows:

Within 30 days	30日內
31-90 days	31至90日
Over 90 days	超過90日

16. 應收賬款(續)

本集團按相等於十二個月預期信貸虧損(「預期信貸虧損」)或整個存續期預期信貸虧損之金額計量應收賬款之虧損準備。應收賬款之預期信貸虧損乃參考應收賬款過往之違約經驗採用撥備方陣估計，並就應收賬款獨有之因素、抵押品最近期估值、整體經濟狀況以及於報告日期對現行及預測狀況發展方向之評估作出調整。

附註：

- (a) 在日常業務過程中因進行買賣證券交易而產生之應收賬款之結算期為買賣日期後兩個交易日，而在日常業務過程中因進行買賣期貨及期權合約交易而產生之應收賬款之結算期為買賣日期後一個交易日。應收結算所賬款及大部分應收現金客戶賬款指因進行買賣證券交易業務而產生之待結算交易。

因進行買賣證券、期貨及期權合約而產生之應收賬款(應收保證金客戶賬款除外)之賬齡分析(按買賣日期計算)如下：

As at 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
24,849	16,158
220	101
310	342
25,379	16,601

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
簡明綜合財務報表附註

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

16. ACCOUNTS RECEIVABLE (continued)*Notes: (continued)*

(a) (continued)

As at 30 June 2019, accounts receivable of approximately HK\$55,000 (31 December 2018: Nil) are due from directors of the Group in respect of transactions in securities undertaken for their accounts.

The settlement terms of accounts receivable arising from provision of corporate finance and other advisory services are normally due immediately from date of billing but the Group may grant a credit period of 30 days on average to its clients. The aging analysis of these receivables based on the invoice date is as follows:

		As at 30 June 2019 於二零一九年 六月三十日 千港元 HK\$'000 (未經審核) (Unaudited)	As at 31 December 2018 於二零一八年 十二月三十一日 千港元 HK\$'000 (經審核) (Audited)
Within 30 days	30日內	353	2,859
31-90 days	31至90日	729	1,387
Over 90 days	超過90日	2,974	1,427
		4,056	5,673

(b) As at 30 June 2019, accounts receivable arising from money lending services bear fixed-rate interest at 1.5% per month or 12% per annum (31 December 2018: 1.5% per month or 12% per annum). The accounts receivable had remaining contractual maturity date falling within one year as at the end of each reporting period. As at 30 June 2019, accounts receivable with net carrying amount of approximately HK\$11 million (31 December 2018: HK\$3 million) were secured by the client's pledged listed securities.

16. 應收賬款 (續)*附註：(續)*

(a) (續)

於二零一九年六月三十日，約55,000港元(二零一八年十二月三十一日：無)之應收賬款為就本集團董事之賬戶進行證券交易而應收彼等之款項。

因提供企業融資及其他顧問服務而產生之應收賬款之結算期一般自發單日期起即時到期，但本集團可給予其客戶平均30日之信貸期。該等應收款項之賬齡分析(按發票日期計算)如下：

(b) 於二零一九年六月三十日，因放債服務產生之應收賬款按每月1.5厘或每年12厘(二零一八年十二月三十一日：每月1.5厘或每年12厘)之固定利率計息。於各報告期末，該等應收賬款之剩餘合約年期為少於一年。於二零一九年六月三十日，賬面淨值約11,000,000港元(二零一八年十二月三十一日：3,000,000港元)之應收賬款以客戶已抵押上市證券為抵押。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

16. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

(b) (continued)

Analysis of the gross carrying amount as at the end of the reporting period by the Group's internal credit rating and classification is as follows:

Internal credit rating	內部信貸評級	12-month	Lifetime	Lifetime	Total
		ECL (Stage 1)	ECL not credit-impaired (Stage 2)	ECL credit-impaired (Stage 3)	
		十二個月 預期信貸虧損 (第1階段)	並無信貸減值 之整個存續期 預期信貸虧損 (第2階段)	已信貸減值 之整個存續期 預期信貸虧損 (第3階段)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 30 June 2019 (Unaudited)	於二零一九年六月三十日 (未經審核)				
Performing	良好	-	-	-	-
Doubtful	懷疑	-	75,862	-	75,862
Default	違約	-	-	27,220	27,220
		-	75,862	27,220	103,082

16. 應收賬款(續)

附註:(續)

(b) (續)

按本集團內部信貸評級及分類於報告期末之賬面總值分析如下:

Internal credit rating	內部信貸評級	12-month	Lifetime	Lifetime	Total
		ECL (Stage 1)	ECL not credit-impaired (Stage 2)	ECL credit-impaired (Stage 3)	
		十二個月 預期信貸虧損 (第1階段)	並無信貸減值 之整個存續期 預期信貸虧損 (第2階段)	已信貸減值 之整個存續期 預期信貸虧損 (第3階段)	總計
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
As at 31 December 2018 (Audited)	於二零一八年十二月三十一日 (經審核)				
Performing	良好	-	-	-	-
Doubtful	懷疑	-	20,332	-	20,332
Default	違約	-	-	40,220	40,220
		-	20,332	40,220	60,552

滙盈控股有限公司

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
簡明綜合財務報表附註

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

16. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

(b) (continued)

Movements in the impairment allowance on accounts receivable arising from money lending services during the period are as follows:

16. 應收賬款 (續)

附註：(續)

(b) (續)

期內因放債服務產生之應收賬款之減值準備變動如下：

		12-month ECL (Stage 1)	Lifetime ECL not credit-impaired (Stage 2)	Lifetime ECL credit-impaired (Stage 3)	Total
		十二個月 預期信貸虧損 (第1階段)	並無信貸減值 之整個存續期 預期信貸虧損 (第2階段)	已信貸減值 之整個存續期 預期信貸虧損 (第3階段)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2018 (Audited)	於二零一八年一月一日 (經審核)	-	5,244	33,243	38,487
Amounts written off	撇銷金額	-	-	(691)	(691)
Impairment reversed during the year	年內撥回之減值	-	(2,803)	(5,332)	(8,135)
Impairment recognised during the year	年內確認之減值	-	808	10,000	10,808
At 31 December 2018 (Audited)	於二零一八年十二月三十一日 (經審核)	-	3,249	37,220	40,469
Impairment reversed during the period	期內撥回之減值	-	(33)	(10,000)	(10,033)
Impairment recognised during the period	期內確認之減值	-	6,815	-	6,815
At 30 June 2019 (Unaudited)	於二零一九年六月三十日 (未經審核)	-	10,031	27,220	37,251

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**簡明綜合財務報表附註**

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

16. ACCOUNTS RECEIVABLE (continued)*Notes: (continued)*

- (c) The accounts receivable due from margin clients of approximately HK\$133,456,000 (31 December 2018: HK\$131,157,000) were secured by the clients' pledged listed securities which carried a fair value of approximately HK\$472,935,000 (31 December 2018: HK\$520,490,000). The management of the Group has assessed the market value of pledged securities of each individual customer that has margin shortfall as at the end of each reporting period and the recognition of impairment allowance when necessary.

Securities are assigned with specific margin ratios for calculating their margin values. Additional funds or collaterals are required if the amount of accounts receivable from margin clients outstanding exceeds the eligible margin value of the securities deposited. The collateral held can be repledged up to 140% of the margin receivable amounts and the corresponding collateral held can be sold at the Group's discretion to settle any outstanding amounts owed by the margin clients. Accounts receivable due from margin clients are repayable on demand and bear interest at commercial rates.

As at 30 June 2019, an impairment of approximately HK\$11,268,000 (31 December 2018: HK\$5,587,000) was recognised in respect of the accounts receivable due from margin clients of approximately HK\$23,838,000 and secured by the pledged list securities which carried a fair value of approximately HK\$12,327,000. Such accounts receivable due from margin clients were assessed to be credit impaired.

16. 應收賬款(續)*附註：(續)*

- (c) 為數約133,456,000港元(二零一八年十二月三十一日：131,157,000港元)應收保證金客戶之應收賬款乃以公平值約472,935,000港元(二零一八年十二月三十一日：520,490,000港元)之已抵押證券作抵押。本集團管理層已評估於各個報告期末每個出現保證金短欠之個別客戶之已抵押上市證券之市值，並於有需要時確認減值準備。

證券均設有特定保證金比率以計算其保證金價值。倘應收保證金客戶之未償還賬款金額超過所寄存證券之合資格保證金價值，則須提供額外資金或抵押品。所持有之抵押品可再質押最高至保證金應收款項的140%，而所持有之相關抵押品亦可由本集團酌情決定出售以清償保證金客戶結欠之任何未償還款項。應收保證金客戶之賬款須於要求時償還並按商業利率計息。

於二零一九年六月三十日，已就為數約23,838,000港元應收保證金客戶之應收賬款確認約11,268,000港元(二零一八年十二月三十一日：5,587,000港元)減值，該應收賬款乃以公平值約12,327,000港元之已抵押上市證券作抵押。該等應收保證金客戶賬款已被評定為出現信貸減值。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
簡明綜合財務報表附註

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

16. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

(c) (continued)

Analysis of the gross carrying amount as at the end of the reporting period by the Group's internal credit rating and classification is as follows:

Internal credit rating	內部信貸評級	12-month	Lifetime	Lifetime	Total
		ECL (Stage 1)	ECL not credit-impaired (Stage 2)	ECL credit-impaired (Stage 3)	
		十二個月 預期信貸虧損 (第1階段)	並無信貸減值 之整個存續期 預期信貸虧損 (第2階段)	已信貸減值 之整個存續期 預期信貸虧損 (第3階段)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
As at 30 June 2019 (Unaudited)	於二零一九年六月三十日 (未經審核)				
Performing	良好	109,618	-	-	109,618
Doubtful	懷疑	-	-	-	-
Default	違約	-	-	23,838	23,838
		109,618	-	23,838	133,456

Internal credit rating	內部信貸評級	12-month	Lifetime	Lifetime	Total
		ECL (Stage 1)	ECL not credit-impaired (Stage 2)	ECL credit-impaired (Stage 3)	
		十二個月 預期信貸虧損 (第1階段)	並無信貸減值 之整個存續期 預期信貸虧損 (第2階段)	已信貸減值 之整個存續期 預期信貸虧損 (第3階段)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
As at 31 December 2018 (Audited)	於二零一八年十二月三十一日 (經審核)				
Performing	良好	112,572	-	-	112,572
Doubtful	懷疑	-	-	-	-
Default	違約	-	-	18,585	18,585
		112,572	-	18,585	131,157

16. 應收賬款 (續)

附註：(續)

(c) (續)

按本集團內部信貸評級及分類於報告期末之賬面總值分析如下：

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

16. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

(c) (continued)

Movements in the impairment allowance on accounts receivable due from margin clients during the period are as follows:

16. 應收賬款(續)

附註：(續)

(c) (續)

期內應收保證金客戶之賬款之減值準備變動如下：

		12-month ECL (Stage 1)	Lifetime ECL not credit-impaired (Stage 2)	Lifetime ECL credit-impaired (Stage 3)	Total
		並無信貸減值 十二個月 預期信貸虧損 (第1階段)	之整個存續期 預期信貸虧損 (第2階段)	已信貸減值 之整個存續期 預期信貸虧損 (第3階段)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2018 (Audited)	於二零一八年一月一日 (經審核)	-	-	-	-
Impairment recognised during the year	年內確認之減值	-	-	5,587	5,587
At 31 December 2018 (Audited)	於二零一八年十二月三十一日 (經審核)	-	-	5,587	5,587
Amounts written off	撇銷金額	-	-	(1)	(1)
Impairment recognised during the period	期內確認之減值	-	-	5,682	5,682
At 30 June 2019 (Unaudited)	於二零一九年六月三十日 (未經審核)	-	-	11,268	11,268

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
簡明綜合財務報表附註For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月**17. BANK BALANCES AND CASH**

As at 30 June 2019, bank balances and cash comprise of cash and short-term bank deposits held by the Group at market interest rates ranging from 0.0625% to 2.4% (31 December 2018: 0.001% to 2.05%) per annum with an original maturity of three months or less.

In the course of the conduct of the regulated activities of its ordinary business, VC Brokerage Limited ("VC Brokerage"), VC Futures Limited and VC Capital Limited act as trustees that result in the holding of clients' monies on behalf of clients and other institutions. These assets are not assets of the Group and, therefore, are not included in its unaudited condensed consolidated statement of financial position. As at 30 June 2019, the Group maintained segregated accounts at a clearing house of approximately HK\$2,760,000 (31 December 2018: HK\$3,463,000) and at other authorised institutions of approximately HK\$143,862,000 (31 December 2018: HK\$162,367,000) in conjunction with its securities, futures and options brokering and dealing business, and corporate financial advisory business as a result of the normal business transactions, which are not otherwise dealt with in the unaudited condensed consolidated financial statements.

17. 銀行結餘及現金

於二零一九年六月三十日，銀行結餘及現金包括本集團所持現金及原到期日為三個月或以下、按市場年利率介乎0.0625厘至2.4厘（二零一八年十二月三十一日：0.001厘至2.05厘）計息之短期銀行存款。

在經營受規管活動之日常業務過程中，滙盈證券有限公司（「滙盈證券」）、滙盈期貨有限公司及滙盈融資有限公司充當受託人，代客戶及其他機構持有客戶款項。該等資產並非本集團之資產，故不計入其未經審核簡明綜合財務狀況表內。於二零一九年六月三十日，本集團因其正常業務交易之證券、期貨及期權經紀及買賣業務以及企業融資顧問業務而於一間結算所設立獨立賬戶約2,760,000港元（二零一八年十二月三十一日：3,463,000港元），及於其他認可財務機構設立獨立賬戶約143,862,000港元（二零一八年十二月三十一日：162,367,000港元），有關賬戶不會在未經審核簡明綜合財務報表中處理。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

18. ACCOUNTS PAYABLE

18. 應付賬款

		As at 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Accounts payable arising from the ordinary course of business of dealing in securities transactions:	在日常業務過程中因進行買賣證券交易而產生之應付賬款：		
Clearing house	結算所	8,907	23,313
Cash clients	現金客戶	29,257	973
Margin clients	保證金客戶	1,198	104
		39,362	24,390

Accounts payable to clearing house represent trades pending settlement arising from dealing in securities which are usually due within two trading days after the trade date.

The accounts payable to cash clients and margin clients are repayable on demand except where certain balances represent pending settlement which are usually due within two trading days after the trade date or deposits received from clients for their securities dealing activities. Only the excessive amounts over the required deposits stipulated are repayable on demand.

No aging analysis is disclosed as in the opinion of directors of the Company, the aging analysis does not give additional value in view of the nature of this business.

As at 30 June 2019, accounts payable of approximately HK\$367,000 (31 December 2018: Nil) are due to the directors of the Group and the close family members of these directors in respect of transactions in securities undertaken for their accounts.

應付結算所賬款指買賣證券產生之待結算交易，一般於買賣日期後之兩個交易日內到期。

應付現金及保證金客戶之賬款須於要求時償還，惟若干待結算交易結餘（一般於買賣日期後之兩個交易日內到期）或就客戶證券買賣活動向其收取之按金除外。僅有多於指定按金之數額為須於要求時償還。

基於此業務之性質，本公司董事認為賬齡分析並無任何額外價值，故未有披露賬齡分析。

於二零一九年六月三十日，約367,000港元（二零一八年十二月三十一日：無）之應付賬款為就本集團董事及該等董事之近親之賬戶進行證券交易而應付彼等之款項。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
簡明綜合財務報表附註

For the six months ended 30 June 2019
 截至二零一九年六月三十日止六個月

19. SHORT-TERM BANK BORROWINGS**19. 短期銀行借款**

		As at 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Secured and guaranteed	有抵押及擔保	–	40,000

As at 30 June 2019, the Group does not have any short-term bank borrowings and banking facilities granted from the bank.

As at 31 December 2018, the short-term bank borrowings, which were secured by the pledged bank deposits of HK\$40,000,000 and the Company's corporate guarantee, bore an interest rate at the bank's cost of funding plus 2% per annum. The short-term bank borrowings were repaid on 3 January 2019.

As at 31 December 2018, the Group had unused banking facilities of HK\$60,000,000, including an amount of HK\$50,000,000 for short-term money market loan for margin financing business and an amount of HK\$10,000,000 for drawings against uncleared cheques.

於二零一九年六月三十日，本集團並無任何由銀行授出之短期銀行借款及銀行融資額。

於二零一八年十二月三十一日，短期銀行借款乃以40,000,000港元之已抵押銀行存款及本公司之企業擔保作抵押，並按銀行資金成本加2厘年利率計息。短期銀行借款已於二零一九年一月三日償還。

於二零一八年十二月三十一日，本集團有為數60,000,000港元之未動用銀行融資額，包括50,000,000港元有關保證金融資業務之短期貨幣市場貸款，另有10,000,000港元乃用於留作未結算支票提款。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**簡明綜合財務報表附註**

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

20. CONVERTIBLE BONDS

On 8 January 2018, the Company issued convertible bonds (the "CB1") with zero coupon rate at a total principal amount of HK\$360,000,000 to PAL as the balance of the consideration of the acquisition of the China Fortune Convertible Bonds as disclosed in note 15. The convertible bonds will mature on the third anniversary of the date of issue of the convertible bonds. The convertible bonds are convertible into 288,000,000 conversion shares at any time between the date of issue of the convertible bonds and the maturity date at the bondholder's option at initial conversion price of HK\$1.25 per conversion share.

On 8 June 2018, the Company issued convertible bonds (the "CB2") with 2% coupon rate at a total principal amount of HK\$160,000,000 to CVP Financial Group Limited as the consideration of the acquisition of unlisted equity securities issued by Hackett Enterprises Limited as disclosed in note 14. The convertible bond will mature on the third anniversary of the date of issue of the convertible bonds. The convertible bonds are convertible into 123,076,923 conversion shares at any time between the date of issue of the convertible bonds and the maturity date at the bondholder's option at initial conversion price of HK\$1.3 per conversion share.

The CB1 and CB2 comprise a liability component and equity conversion component. The residual amount, representing the value of the equity component, is included in the convertible bonds reserve under equity attributable to the owners of the Company.

During the six months ended 30 June 2019, there were no conversions of the CB1 and CB2 exercised by the bondholders.

20. 可換股債券

於二零一八年一月八日，本公司發行本金總額為360,000,000港元零票息率之可換股債券（「可換股債券1」）予PAL，作為附註15所披露收購中國富強可換股債券之餘下代價。可換股債券將於可換股債券發行日期後第三個週年日到期。可換股債券可由債券持有人選擇於可換股債券發行日期起直至到期日止期間內，隨時按初步換股價每股換股股份1.25港元將可換股債券兌換為288,000,000股換股股份。

於二零一八年六月八日，本公司發行本金總額為160,000,000港元2厘票面息率之可換股債券（「可換股債券2」）予遠見金融集團有限公司，作為附註14所披露收購Hackett Enterprises Limited發行之非上市股本證券之代價。可換股債券將於可換股債券發行日期後第三個週年日到期。可換股債券可由債券持有人選擇於可換股債券發行日期起直至到期日止期間內，隨時按初步換股價每股換股股份1.3港元將可換股債券兌換為123,076,923股換股股份。

可換股債券1及可換股債券2由負債部分及權益換股部分組成。殘值（即權益部分之價值）計入本公司擁有人應佔權益下之可換股債券儲備。

截至二零一九年六月三十日止六個月，債券持有人概無轉換可換股債券1及可換股債券2。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

20. CONVERTIBLE BONDS (continued)

During the year ended 31 December 2018, the CB1 with principal amounts of HK\$345,000,000 were converted into 276,000,000 ordinary shares of the Company at the conversion price of HK\$1.25 per share and CB2 with principal amounts of HK\$142,000,000 were converted into 109,230,769 ordinary shares of the Company at the conversion price of HK\$1.3 per share. The amounts of approximately HK\$198,397,000 and HK\$70,293,000 were recognised in convertible bonds reserve upon the conversion of the CB1 and CB2 respectively.

20. 可換股債券(續)

於截至二零一八年十二月三十一日止年度，本金額345,000,000港元之可換股債券1已按每股1.25港元兌換為276,000,000股本公司普通股，而本金額142,000,000港元之可換股債券2已按每股1.3港元兌換為109,230,769股本公司普通股。於兌換可換股債券1及可換股債券2時於可換股債券儲備分別確認約198,397,000港元及70,293,000港元之款額。

		CB1 issued on 8 January 2018 於二零一八年 一月八日發行之 可換股債券1 HK\$'000 千港元	CB2 issued on 8 June 2018 於二零一八年 六月八日發行之 可換股債券2 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Liability component at 1 January 2018 (Audited)	於二零一八年一月一日之 負債部分(經審核)	-	-	-
Liability component on initial recognition	初步確認時之 負債部分	249,415	121,534	370,949
Effective interest expenses (Note 7)	實際利息開支 (附註7)	16,543	4,660	21,203
Interest payable	應付利息	-	(1,023)	(1,023)
Conversion into new ordinary shares	兌換為新普通股	(254,241)	(110,772)	(365,013)
Liability component at 31 December 2018 (Audited)	於二零一八年十二月三十一日 之負債部分(經審核)	11,717	14,399	26,116
Effective interest expenses (Note 7)	實際利息開支 (附註7)	754	823	1,577
Interest payable	應付利息	-	(178)	(178)
Liability component at 30 June 2019 (Unaudited)	於二零一九年六月三十日 之負債部分(未經審核)	12,471	15,044	27,515

The liability component of the CB1 and CB2 are classified under non-current liabilities.

可換股債券1及可換股債券2之負債部分乃分類至非流動負債。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

21. SHARE CAPITAL

21. 股本

		Issued and fully paid ordinary shares 已發行及繳足普通股	
		Number of shares 股份數目	Amount 金額
		'000 千股	HK\$'000 千港元
At 1 January 2018 (Audited)	於二零一八年一月一日(經審核)	794,617	855,363
Issue of shares upon conversion of convertible bonds	因可換股債券換股而發行股份	385,231	656,821
Issue of shares upon top-up placement and subscription	因以先舊後新方式配售及認購而發行股份	50,904	73,811
Transaction costs attributable to issue of shares by top-up placement and subscription	因以先舊後新方式配售及認購而發行股份之交易成本	–	(1,187)
Issue of shares upon exercise of share options	因行使購股權而發行股份	200	431
At 31 December 2018 (Audited) and 30 June 2019 (Unaudited)	於二零一八年十二月三十一日(經審核)及二零一九年六月三十日(未經審核)	1,230,952	1,585,239

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
簡明綜合財務報表附註

For the six months ended 30 June 2019
 截至二零一九年六月三十日止六個月

22. CAPITAL COMMITMENTS

As at the end of the reporting period, the Group's commitments contracted but not provided for in respect of capital contribution to a joint venture and purchase of property and equipment are as follows:

22. 資本承擔

於報告期末，本集團就向合營企業注資以及購買物業及設備作出已訂約但未撥備之承擔如下：

		As at 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Capital contribution to a joint venture (note)	向合營企業注資 (附註)	503,518	502,850
Purchase of property and equipment	購買物業及設備	-	1,979
		503,518	504,829

Note:

In July 2016, VC Brokerage entered into a joint venture agreement (the "Joint Venture Agreement") with three independent third parties to establish a joint venture, in which the principal activity is securities broking in Guangxi, the PRC (the "JV Company"). Pursuant to the Joint Venture Agreement, VC Brokerage will contribute RMB445 million (equivalent to approximately HK\$504 million (31 December 2018: equivalent to approximately HK\$503 million)), representing 44.5% shareholding in the JV Company. Meanwhile, the Company entered into a placing agreement (the "Placing Agreement") with a placing agent to procure on a best effort basis, to not less than six independent parties, to subscribe for the convertible bonds in the aggregate principal amount of up to HK\$850 million during the placing period, to finance the investment of the JV Company.

附註：

於二零一六年七月，滙盈證券與三名獨立第三方訂立一份合營協議（「合營協議」），以於中國廣西省成立一間主要從事證券經紀活動之合營企業（「合營公司」）。根據合營協議，滙盈證券將出資人民幣445,000,000元（相當於約504,000,000港元（二零一八年十二月三十一日：相當於約503,000,000港元）），佔合營公司股權之44.5%。此外，本公司與配售代理訂立一份配售協議（「配售協議」），以按竭盡所能基準於配售期間促使不少於六名獨立人士認購總本金額最多達850,000,000港元之可換股債券，以為合營公司之投資提供資金。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

22. CAPITAL COMMITMENTS (continued)

Note: (continued)

The Joint Venture Agreement and the Placing Agreement will become effective upon (i) the Company having obtained the approval and authorisation from its shareholders and the relevant regulatory authorities about the Joint Venture Agreement and the Placing Agreement; and (ii) VC Brokerage having obtained the approval and authorisation from the relevant regulatory authorities for establishment of the JV Company. On 26 October 2016, the approval and authorisation from the shareholders of the Company in relation to the Joint Venture Agreement and the Placing Agreement had been obtained.

On 21 May 2019, being the expiry date of the extended placing period, the Company was unable to reach agreement with the placing agent to further extend the placing period, the Placing Agreement had lapsed on that date.

As at the date of this report, the application of the formation of the JV Company is still under China Securities Regulatory Commission's review.

23. RELATED PARTY TRANSACTIONS

During the six months ended 30 June 2019 and 2018, the Group entered into the following transactions with related parties:

Brokerage commission income/
interest income earned from certain
directors of the Group or close family
members of these directors

向本集團若干董事或
該等董事之近親
所賺取之經紀
佣金收入／利息收入

Six months ended 30 June
截至六月三十日止六個月

2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
42	81

The balances with related parties are set out in notes 16 and 18.

與關聯方之往來結餘載於附註16及18。

22. 資本承擔(續)

附註: (續)

合營協議及配售協議將於(i)本公司已就合營協議及配售協議取得本公司股東及有關監管當局批准及授權；及(ii)滙盈證券已就成立合營公司取得有關監管當局批准及授權時生效。於二零一六年十月二十六日，合營協議及配售協議已獲得本公司股東批准及授權。

於二零一九年五月二十一日，即經延長配售期間屆滿日期，本公司仍未能與配售代理達成協議以進一步延長配售期間，因此配售協議已於當日失效。

於本報告日期，中國證券監督管理委員會仍在審批成立合營公司之申請。

23. 關聯方交易

截至二零一九年及二零一八年六月三十日止六個月內，本集團曾與關聯方進行以下交易：

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

24. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

The following table provides an analysis of financial instruments that are measured at fair value at the end of the reporting period, grouped into Levels 1 to 3 based on the degree to which the fair value is observable in accordance to the Group's accounting policy.

24. 金融票據公平值計量

下表載列於報告期末公平值計量之金融票據分析，乃基於根據本集團會計政策該公平值之可觀察程度而劃分入第1至3級。

		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 30 June 2019 (Unaudited)	於二零一九年六月三十日 (未經審核)				
Financial assets at FVTPL	按公平值列賬及在損益賬 處理之財務資產				
Convertible bonds	可換股債券	-	-	188,079	188,079
Derivative financial asset	衍生財務資產	-	-	105,605	105,605
Listed equity securities	上市股本證券	174,821	-	-	174,821
Financial assets at FVTOCI	按公平值列賬及在其他全面 收入表處理之財務資產				
Unlisted equity securities	非上市股本證券	-	-	207,084	207,084
		174,821	-	500,768	675,589
		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 December 2018 (Audited)	於二零一八年十二月三十一日 (經審核)				
Financial assets at FVTPL	按公平值列賬及在損益賬 處理之財務資產				
Convertible bonds	可換股債券	-	-	224,573	224,573
Derivative financial asset	衍生財務資產	-	-	79,508	79,508
Listed equity securities	上市股本證券	240,282	-	-	240,282
Financial assets at FVTOCI	按公平值列賬及在其他全面 收入表處理之財務資產				
Unlisted equity securities	非上市股本證券	-	-	207,084	207,084
		240,282	-	511,165	751,447

There were no transfers between levels of the fair value hierarchy in the current and prior periods.

於本期間及過往期間，各公平值層級之間概無轉移。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

24. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (continued)

Fair value of financial assets that are measured at fair value on a recurring basis

The fair value of convertible bonds and derivative financial asset is calculated using the Binomial Model by an independent professional valuer. The fair value of listed equity securities is determined based on the quoted market price available on the Stock Exchange. Details of these financial assets are disclosed in note 15.

Reconciliation of Level 3 fair value measurements of financial assets on recurring basis is as follows:

24. 金融票據公平值計量(續)

按經常性基準以公平值計量之財務資產之公平值

可換股債券及衍生財務資產之公平值乃由獨立專業估值師採用二項式模式計算。上市股本證券之公平值乃按於聯交所取得之市場報價釐定。該等財務資產之詳情於附註15中披露。

按經常性基準以第3級公平值計量之財務資產對賬：

		Convertible bonds 可換股債券 HK\$'000 千港元	Derivative financial asset 衍生財務資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2018 (Audited)	於二零一八年一月一日 (經審核)	-	-	-
Purchases	購買	439,213	28,035	467,248
Fair value (loss) gain recognised in profit or loss	在損益賬確認之公平值 (虧損)收益	(214,640)	51,473	(163,167)
At 31 December 2018 (Audited)	於二零一八年十二月 三十一日(經審核)	224,573	79,508	304,081
Fair value (loss) gain recognised in profit or loss	在損益賬確認之公平值 (虧損)收益	(36,494)	26,097	(10,397)
At 30 June 2019 (Unaudited)	於二零一九年六月三十日 (未經審核)	188,079	105,605	293,684

Financial assets and financial liabilities that are not measured at fair value

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the unaudited condensed consolidated financial statements approximate their fair values.

並非按公平值計量之財務資產及財務負債

本公司董事認為，於未經審核簡明綜合財務報表中按已攤銷成本入賬之財務資產及財務負債之賬面值與其公平值相若。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
簡明綜合財務報表附註For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月**25. EVENT AFTER THE REPORTING PERIOD**

On 1 July 2019, the Company and Macarthur Court Acquisition Corp. (the "Subscriber") entered into a subscription agreement (the "Subscription Agreement") pursuant to which, the Company agreed to offer for subscription and the Subscriber (i) agreed to subscribe for 220,000,000 initial subscription shares at the initial subscription money of HK\$99,000,000 (the "Initial Subscription Shares"); and (ii) has the option but not the obligation to subscribe for 80,000,000 further subscription shares at the further subscription money of HK\$36,000,000 (the "Further Subscription Shares") and convertible bonds at its aggregate principal amount of HK\$99,000,000 (the "Convertible Bonds") within one year of completion of the subscription and the proposed allotment and issue of the Initial Subscription Shares (the "Initial Share Subscription").

Subject to the terms and conditions of the Subscription Agreement, the Subscriber (or through its nominee(s)) shall subscribe for, and the Company shall allot and issue the Initial Subscription Shares to the Subscriber (or its nominee(s)) at the subscription price of HK\$0.45 per subscription share (the "Subscription Price"). The Initial Subscription Shares represent approximately (i) 17.87% of the existing issued share capital of the Company; and (ii) 15.16% of the issued share capital of the Company as enlarged by the issue of the Initial Subscription Shares.

25. 報告期後事項

於二零一九年七月一日，本公司與 Macarthur Court Acquisition Corp. (「認購人」) 訂立一份認購協議 (「認購協議」)，據此，本公司同意提呈發售初步認購金額為99,000,000港元之初步認購股份以供認購，而認購人則(i)同意認購有關金額之220,000,000股初步認購股份 (「初步認購股份」)；及(ii)具有可於認購及建議配發及發行初步認購股份 (「初步認購股份」) 之完成日期起計一年內按進一步認購金額36,000,000港元認購進一步80,000,000股認購股份 (「進一步認購股份」) 及本金總額99,000,000港元之可換股債券 (「可換股債券」) 之選擇權，但並無責任作出認購。

在認購協議之條款及條件規限下，認購人 (或透過其代名人) 將認購及本公司將向認購人 (或其代名人) 配發及發行初步認購股份，認購價為每股認購股份0.45港元 (「認購價」)。初步認購股份相當於(i)本公司現有已發行股本約17.87%；及(ii)本公司經發行初步認購股份所擴大之已發行股本約15.16%。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**簡明綜合財務報表附註**

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

25. EVENT AFTER THE REPORTING PERIOD**(continued)**

Subject to the completion of Initial Share Subscription and the terms and conditions of the Subscription Agreement, the Subscriber (or through its nominee(s)) shall have the option but not the obligation to subscribe for Further Subscription Shares at the Subscription Price and the Convertible Bonds at its aggregate principal amount within one year of completion of the Initial Share Subscription. The resulting conversion shares pursuant to conversion of the Convertible Bonds and the Further Subscription Shares in aggregate represent approximately (i) 24.37% of the existing issued share capital of the Company; and (ii) 19.60% of the issued share capital of the Company as enlarged by the issue of the conversion shares upon full conversion of the Convertible Bonds and the Further Subscription Shares.

As at the date of this report, the Initial Share Subscription was not yet completed.

25. 報告期後事項(續)

在初步股份認購完成及認購協議之條款及條件規限下，認購人(或透過其代名人)將具有可於初步股份認購之完成日期起計一年內按認購價認購進一步認購股份及相當於本金總額之可換股債券之選擇權，但並無責任作出認購。根據可換股債券換股得出之換股股份及進一步認購股份合共相當於(i)本公司現有已發行股本約24.37%；及(ii)本公司經於可換股債券獲悉數換股後所發行之換股股份及進一步認購股份所擴大之已發行股本約19.60%。

於本報告日期，初步股份認購尚未完成。

OTHER INFORMATION 其他資料

INTERIM DIVIDEND

The Directors of the Company (the "Director(s)") do not recommend the payment of an interim dividend for the six months ended 30 June 2019 (six months ended 30 June 2018: Nil).

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than as disclosed in note 23 to the unaudited condensed consolidated financial statements, no contract of significance in relation to the Group's business to which the Group was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the six months ended 30 June 2019 or at any time during such period.

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2019, the interests of the Directors and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

Long Positions in the Shares and Underlying Shares of the Company

(a) Ordinary shares of the Company

Name of Director	Number of ordinary shares held (personal interests)	Approximate % of the total issued ordinary shares
董事姓名	所持普通股數目 (個人權益)	佔已發行普通股總數概約百分比
Mr. Wong Chung Kin, Quentin 黃松堅先生	500,000	0.04%

中期股息

本公司董事(「董事」)不建議就截至二零一九年六月三十日止六個月派付中期股息(截至二零一八年六月三十日止六個月:無)。

董事於重大合約中之權益

除未經審核簡明綜合財務報表附註23所披露者外,於截至二零一九年六月三十日止六個月之完結日或於該期間之任何時間,董事概無在本集團為訂約一方且與本集團業務有關之重大合約中,直接或間接擁有重大權益。

董事於股份、相關股份及債券之權益

於二零一九年六月三十日,董事及彼等之聯繫人士於本公司及其相聯法團之股份、相關股份及債權證中擁有根據《證券及期貨條例》(「證券及期貨條例」)第352條列入本公司存置之登記冊內之有關權益,或根據《上市發行人董事進行證券交易的標準守則》(「標準守則」)須另行知會本公司及香港聯合交易所有限公司(「聯交所」)之權益如下:

於本公司股份及相關股份之好倉

(a) 本公司之普通股

OTHER INFORMATION 其他資料

(b) Share options of the Company

(b) 本公司之購股權

Name of Director	Number of share options 購股權數目				Outstanding at 30 June 2019 於二零一九年六月三十日 尚未行使	Approximate % of total issued ordinary shares 佔已發行普通股總數概約百分比	Date of grant 授出日期	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元
	Outstanding at 1 January 2019 於二零一九年一月一日 尚未行使	Granted during the period 於期內授出	Exercised during the period 於期內行使	Lapsed during the period 於期內失效					
Mr. Fu Yiu Man, Peter 符耀文先生	4,000,000	-	-	-	4,000,000	0.32%	29 September 2016 二零一六年九月二十九日	29 September 2016 – 28 September 2019 二零一六年九月二十九日至二零一九年九月二十八日	1.76
	7,484,000	-	-	-	7,484,000	0.61%	24 January 2018 二零一八年一月二十四日	24 January 2018 – 23 January 2021 二零一八年一月二十四日至二零二一年一月二十三日	1.67
Sub-total 小計	11,484,000	-	-	-	11,484,000	0.93%			
Mr. Tin Ka Pak, Timmy 田家柏先生	6,500,000	-	-	-	6,500,000	0.53%	29 September 2016 二零一六年九月二十九日	29 September 2016 – 28 September 2019 二零一六年九月二十九日至二零一九年九月二十八日	1.76
Mr. Lin Hoi Kwong, Aristo 連海江先生	6,500,000	-	-	-	6,500,000	0.53%	29 September 2016 二零一六年九月二十九日	29 September 2016 – 28 September 2019 二零一六年九月二十九日至二零一九年九月二十八日	1.76
	7,940,000	-	-	-	7,940,000	0.65%	24 January 2018 二零一八年一月二十四日	24 January 2018 – 23 January 2021 二零一八年一月二十四日至二零二一年一月二十三日	1.67
Sub-total 小計	14,440,000	-	-	-	14,440,000	1.18%			

OTHER INFORMATION
其他資料

Name of Director 董事姓名	Number of share options 購股權數目				Outstanding at 30 June 2019 於二零一九年六月三十日 尚未行使	Approximate % of total issued ordinary shares 估已發行普通股總數概約百分比	Date of grant 授出日期	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元
	Outstanding at 1 January 2019 於二零一九年一月一日 尚未行使	Granted during the period 於期內授出	Exercised during the period 於期內行使	Lapsed during the period 於期內失效					
Mr. Wong Chung Kin, Quentin 黃松堅先生	200,000	-	-	-	200,000	0.02%	29 September 2016 二零一六年九月二十九日	29 September 2016 – 28 September 2019 二零一六年九月二十九日至二零一九年九月二十八日	1.76
	200,000	-	-	-	200,000	0.02%	24 January 2018 二零一八年一月二十四日	24 January 2018 – 23 January 2021 二零一八年一月二十四日至二零二一年一月二十三日	1.67
Sub-total 小計	400,000	-	-	-	400,000	0.04%			
Mr. Wong Kam Choi, Kerry, MH 黃錦財先生, MH	200,000	-	-	-	200,000	0.02%	29 September 2016 二零一六年九月二十九日	29 September 2016 – 28 September 2019 二零一六年九月二十九日至二零一九年九月二十八日	1.76
	200,000	-	-	-	200,000	0.02%	24 January 2018 二零一八年一月二十四日	24 January 2018 – 23 January 2021 二零一八年一月二十四日至二零二一年一月二十三日	1.67
Sub-total 小計	400,000	-	-	-	400,000	0.04%			
Mr. Siu Miu Man, Simon, MH 蕭妙文先生, MH	200,000	-	-	-	200,000	0.02%	24 January 2018 二零一八年一月二十四日	24 January 2018 – 23 January 2021 二零一八年一月二十四日至二零二一年一月二十三日	1.67
Total 總計	33,424,000	-	-	-	33,424,000	2.74%			

OTHER INFORMATION**其他資料***Notes:*

1. As at 30 June 2019, the Company's total issued ordinary shares was 1,230,951,598.
2. During the six months ended 30 June 2019, no share option was exercised or was cancelled to Directors of the Company.
3. The share options disclosed above represent personal interests held by the relevant Directors as beneficial owners.

Save as disclosed above, as at 30 June 2019, none of the Directors and their respective associates had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO) which had been entered in 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.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 30 June 2019, none of the Directors or their respective associates has any competing interests in any business, which compete or may compete, either directly or indirectly with the businesses of the Company pursuant to the Listing Rules.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARES OF THE COMPANY

As at 30 June 2019, the following persons had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

附註：

1. 於二零一九年六月三十日，本公司之已發行普通股總數為1,230,951,598股。
2. 截至二零一九年六月三十日止六個月，概無授予董事之購股權獲行使或註銷。
3. 上文披露之購股權指相關董事作為實益擁有人持有之個人權益。

除上文所披露者外，於二零一九年六月三十日，本公司董事或彼等各自之聯繫人士於本公司或其相聯法團（按證券及期貨條例第十五部之定義）之股份、相關股份或債券中，概無擁有列入本公司根據證券及期貨條例第352條存置之登記冊內之任何權益或淡倉，或根據標準守則已另行知會本公司及聯交所之任何權益或淡倉。

董事於競爭業務之權益

於二零一九年六月三十日，根據上市規則，董事或彼等各自之聯繫人士概無擁有與本公司業務直接或間接產生競爭或可能產生競爭之任何業務之任何競爭權益。

主要股東於本公司股份之主要權益

於二零一九年六月三十日，以下人士於本公司股份或相關股份中擁有根據證券及期貨條例第十五部第2及3分部之條文須向本公司披露之權益或淡倉，或按根據證券及期貨條例第336條列入本公司須予存置之登記冊之權益或淡倉，或另行知會本公司及聯交所之權益或淡倉：

OTHER INFORMATION
其他資料

Long Positions in the Shares, Underlying Shares or Debentures of the Company 於本公司股份、相關股份或債權證之好倉

Name of Shareholder	Capacity/Nature of interest	Number of shares held	Number of underlying shares held	Aggregate interests	Approximate % of total issued ordinary shares	Notes
股東姓名／名稱	身份／權益性質	所持股份數目	所持相關股份數目	權益總額	估已發行普通股總數概約百分比	附註
Mr. Chung Chi Shing, Eric 鍾志成先生	Beneficial owner 實益擁有人 Interest in controlled corporation 受控制法團持有	293,352,000 75,000,000	1,392,000	369,744,000	30.04%	2
Power Global Group Limited Power Global Group Limited	Beneficial owner 實益擁有人	75,000,000	-	75,000,000	6.09%	2
Grade Rich Investments Limited Grade Rich Investments Limited	Beneficial owner 實益擁有人	79,000,000	-	79,000,000	6.42%	3
Mr. Wong Kin Ting 王建廷先生	Interest in controlled corporation 受控制法團持有	79,000,000	-	79,000,000	6.42%	3

Notes:

附註：

- As at 30 June 2019, the Company's total issued ordinary shares was 1,230,951,598.
 - Mr. Chung Chi Shing, Eric ("Mr. Chung"), a former executive Director who resigned on 2 March 2018, is beneficially interested in (i) 293,352,000 shares of the Company (the "Share(s)"); and (ii) 1,392,000 share options granted by the Company, and is deemed to be interested in 75,000,000 Shares owned by Power Global Group Limited, the entire issued shares of which is legally and beneficially owned by Mr. Chung, under Part VX of the SFO.
 - Mr. Wong Kin Ting ("Mr. Wong") is deemed to be interested in 79,000,000 Shares owned by Grade Rich Investments Limited, the entire issued shares of which is legally and beneficially owned by Mr. Wong, under Part VX of the SFO.
- 於二零一九年六月三十日，本公司之已發行普通股總數為1,230,951,598股。
 - 鍾志成先生（「鍾先生」）（於二零一八年三月二日辭任之前任執行董事），於(i) 293,352,000股本公司股份（「股份」），及(ii) 本公司授出之1,392,000份購股權中擁有實益權益，並被視為於Power Global Group Limited擁有之75,000,000股股份中擁有權益，Power Global Group Limited全部已發行股份根據證券及期貨條例第XV部由鍾先生合法及實益擁有。
 - 王建廷先生（「王先生」）被視為於Grade Rich Investments Limited擁有之79,000,000股股份中擁有權益，Grade Rich Investments Limited之全部已發行股份根據證券及期貨條例第XV部由王先生合法及實益擁有。

OTHER INFORMATION

其他資料

Save as disclosed above, as at 30 June 2019, the Company had 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 to be kept under Section 336 of the SFO.

SHARE OPTION SCHEMES

Pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 8 June 2009, the Company adopted a share option scheme (the "2009 Share Option Scheme"). On 14 June 2018, by passed an ordinary resolution at the extraordinary general meeting, the Company adopted another share option scheme (the "2018 Share Option Scheme"). On the same date, the 2009 Share Option Scheme was terminated. No further options shall be offered under and/or pursuant to the 2009 Share Option Scheme but in all other respects the provisions of the 2009 Share Option Scheme shall remain in full force and effect and options granted thereunder prior to such termination shall continue to be valid and exercisable in accordance with their terms of issue. The purpose of the 2009 Share Option Scheme and the 2018 Share Option Scheme (collectively known as the "Share Option Schemes") is to recognize the contribution made by the participants to the Group and also provide them an opportunity to have a personal stake in the Company with the view to motivating them to optimize their performance and efficiency for the benefit of the Company and to attract and retain or otherwise maintain ongoing business relationship with them whose contributions are beneficial to the long term growth of the Group.

除上文所披露者外，於二零一九年六月三十日，本公司概無獲知會按根據證券及期貨條例第336條須存置之登記冊所記錄有關本公司股份及相關股份之任何其他權益或淡倉。

購股權計劃

本公司根據於二零零九年六月八日舉行之股東週年大會上通過之普通決議案，採納一項購股權計劃（「二零零九年購股權計劃」）。於二零一八年六月十四日，本公司藉著於股東特別大會上通過之普通決議案採納另一項購股權計劃（「二零一八年購股權計劃」）。於同一日，二零零九年購股權計劃已告終止。再不得按照及／或根據二零零九年購股權計劃授出購股權，惟二零零九年購股權計劃條文於所有其他方面仍具十足效力及作用，且於終止前根據該計劃已授出之購股權仍為有效且可根據其發行條款予以行使。二零零九年購股權計劃及二零一八年購股權計劃（統稱為「購股權計劃」）之目的乃為肯定參與者向本公司所作出之貢獻及為參與者提供個人持有本公司股份權益之機會，藉以達到激勵合資格人士盡力提升工作表現及效率而為本集團帶來裨益；及吸引及挽留或以其他方式維持與合資格人士之持續業務關係，該等合資格人士所作出之貢獻為本集團之長遠發展帶來裨益。

OTHER INFORMATION
其他資料

During the six months ended 30 June 2019, no share option was granted under the Share Option Schemes. As at 30 June 2019, 106,656,000 share options of the Company were outstanding. Details of the movements of the share options during the period are as follows:

於截至二零一九年六月三十日止六個月內，概無根據購股權計劃授出任何購股權。於二零一九年六月三十日，共有106,656,000份本公司之購股權為尚未行使。購股權於期內之變動詳情如下：

Category of participant	Number of share options 購股權數目					Outstanding at 30 June 2019 於 二零一九年 六月三十日 尚未行使	Date of grant 授出日期	Share options duration 購股權之期限	Exercise Price 行使價 HK\$ 港元
	Outstanding at 1 January 2019 於 二零一九年 一月一日 尚未行使	Granted during the period 於期內授出	Reclassified during the period 於期內重新分類	Exercised during the period 於期內行使	Lapsed during the period 於期內失效				
Directors 董事	22,400,000	-	(5,000,000)	-	-	17,400,000	29 September 2016 二零一六年 九月二十九日	29 September 2016 - 28 September 2019 二零一六年九月二十九日至 二零一九年九月二十八日	1.76
Employees 僱員	23,964,000	-	(7,940,000)	-	-	16,024,000	24 January 2018 二零一八年 一月二十四日	24 January 2018 - 23 January 2021 二零一八年一月二十四日至 二零二一年一月二十三日	1.67
Other eligible persons 其他合資格人士	1,300,000	-	(200,000)	-	-	1,100,000	29 September 2016 二零一六年 九月二十九日	29 September 2016 - 28 September 2019 二零一六年九月二十九日至 二零一九年九月二十八日	1.76
	9,132,000	-	(200,000)	-	-	8,932,000	24 January 2018 二零一八年 一月二十四日	24 January 2018 - 23 January 2021 二零一八年一月二十四日至 二零二一年一月二十三日	1.67
	16,900,000	-	5,200,000	-	-	22,100,000	29 September 2016 二零一六年 九月二十九日	29 September 2016 - 28 September 2019 二零一六年九月二十九日至 二零一九年九月二十八日	1.76
	32,960,000	-	8,140,000	-	-	41,100,000	24 January 2018 二零一八年 一月二十四日	24 January 2018 - 23 January 2021 二零一八年一月二十四日至 二零二一年一月二十三日	1.67
Total 總計	106,656,000	-	-	-	-	106,656,000			

OTHER INFORMATION

其他資料

Note: The abovementioned share options can be exercised at any time commencing from the date of grant up to the date falling on 3 years from the date of grant of the share options.

As at 30 June 2019, the total number of shares available for issue under the Share Option Schemes was 89,481,682, representing approximately 7.27% of the total issued shares as at 30 June 2019.

SHARE AWARD SCHEMES

On 31 March 2008, the Company adopted two share incentive award schemes, namely The VC Share Purchase Scheme Trust (the "Share Purchase Scheme") and The VC Share Award Scheme Trust (the "Share Subscription Scheme").

The purpose of each of the Share Purchase Scheme and the Share Subscription Scheme is to attract skilled and experienced personnel, to provide incentives for them to remain with the Group and to motivate them to strive for the future development and expansion of the Group by providing them with the opportunity to acquire equity interests in the Company. The shares of the Company to be awarded pursuant to the Share Purchase Scheme and/or the Share Subscription Scheme may be awarded in such manner as the Board may determine from time to time. The Share Purchase Scheme utilizes shares of the Company purchased in the market whereas the Share Subscription Scheme will subscribe for new shares of the Company. Directors of the Company and/or any of its subsidiaries will be entitled to participate in the Share Purchase Scheme but not the Share Subscription Scheme.

During the six months ended 30 June 2019, there were no shares awarded by the Company to any Directors, Chief Executive and employees of the Company and/or its subsidiaries and outstanding under the Share Purchase Scheme and the Share Subscription Scheme.

SECURITIES DEALINGS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted a code of conduct regarding Directors' securities dealings on terms as set out in the Model Code. Having made specific enquiry of the Directors, all Directors have confirmed that they have complied with the required standard of dealings and code of conduct regarding securities transactions by directors as set out in the Model Code for the six months ended 30 June 2019.

附註： 上述購股權可於授出日期起直至其後三年到期當日隨時行使。

於二零一九年六月三十日，根據購股權計劃可予發行之股份總數為89,481,682股，相當於二零一九年六月三十日已發行股份總數約7.27%。

股份獎勵計劃

於二零零八年三月三十一日，本公司採納兩項股份獎勵計劃，分別名為滙盈股份購買計劃信託（「股份購買計劃」）及滙盈股份獎勵計劃信託（「股份認購計劃」）。

股份購買計劃及股份認購計劃均旨在透過提供取得本公司股本權益之機會，吸引有才能及經驗之人士加入本集團，鼓勵彼等繼續效力本集團，以及激勵彼等致力推動本集團之未來發展及業務擴充。根據股份購買計劃及／或股份認購計劃授出之本公司股份可按董事會不時釐定之有關方式授出。股份購買計劃乃動用在市場上所購買之本公司股份，而股份認購計劃將認購本公司之新股份。本公司及／或其任何附屬公司之董事將有權參與股份購買計劃，但不可參與股份認購計劃。

於截至二零一九年六月三十日止六個月內，本公司概無根據股份購買計劃及股份認購計劃向本公司及／或其附屬公司之任何董事、主要行政人員及僱員獎勵任何股份或存在任何獎勵股份。

董事及相關僱員買賣證券

本公司按標準守則所載條款採納有關董事買賣證券之操守守則。經向董事提出具體徵詢，所有董事均確認彼等於截至二零一九年六月三十日止六個月內均有遵守標準守則所載有關董事進行證券交易之規定買賣準則及操守守則。

OTHER INFORMATION 其他資料

The Board has also established a “Code of Securities Dealings by Relevant Employees” for relevant employees of the Company to regulate their dealings in the securities of the Company so as to comply with the directors’ obligations under code provision A.6.4 of the CG Code (as defined below) of the Listing Rules.

CORPORATE GOVERNANCE

The Company is committed to achieving and maintaining a high standard of corporate governance so as to ensure better transparency and protection of shareholders’ interests. The Company has complied with the code provisions set out in the Corporate Governance Code (the “CG Code”) for the six months ended 30 June 2019, which were contained in Appendix 14 of the Listing Rules, with the deviations mentioned below:

Code provision A.2.1

Under the code provision A.2.1 of the CG Code, the roles of chairman and chief executive of a listed company should be separate and should not be performed by the same individual. Following the resignation of Mr. Tin Ka Pak, Timmy as the Chief Executive Officer of the Company on 1 January 2019, the role of chief executive was vacant since then. The Board is identifying suitable candidate to fill up the vacancy.

Code provision A.4.1

Under the code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term and subject to re-election. All the Non-executive Directors of the Company are not appointed for specific term. However, under the Article 97 of the Articles of Association of the Company, all Directors, including Non-executive Directors, are subject to retirement by rotation and re-election in the annual general meeting of the Company and each Director is effectively appointed under an average term of three years. The Company does not believe that arbitrary term limits on directors’ service are appropriate given that directors ought to be committed to representing the long term interests of the Company’s shareholders, and the retirement and re-election requirements of non-executive directors have given the Company’s shareholders the right to approve continuation of non-executive directors’ offices.

董事會亦已制訂適用於本公司相關僱員的《相關僱員證券交易守則》，以規管彼等買賣本公司證券之交易，以遵守上市規則企業管治守則（定義見下文）守則條文第A.6.4條之規定項下之董事責任。

企業管治

本公司致力達致及維持高水平的企業管治，以確保維持高度透明及保障股東利益。截至二零一九年六月三十日止六個月內，本公司一直遵守上市規則附錄十四所載之《企業管治守則》（「企業管治守則」）所載之守則條文，惟下述各項偏離除外：

守則條文第A.2.1條

根據企業管治守則之守則條文第A.2.1條，上市公司的主席與行政總裁的角色應有區分，並不應由一人同時兼任。自田家柏先生於二零一九年一月一日辭任行政總裁後，行政總裁一職一直懸空。董事會正物色合適人選填補空缺。

守則條文第A.4.1條

根據企業管治守則之守則條文第A.4.1條，非執行董事的委任須有指定任期，並須接受重選。本公司全體非執行董事均不設指定任期。然而，按本公司之章程細則第97條，全體董事（包括非執行董事）均須於本公司之股東週年大會上輪值退任及膺選連任，而各董事之實際任期平均為三年。本公司不相信明文限定董事服務任期屬恰當之舉，蓋因董事須致力代表本公司股東之長遠利益，而非執行董事之退任及膺選連任規定已給予本公司股東批准非執行董事續任的權利。

OTHER INFORMATION**其他資料**

The Company has set up the following board committees to ensure maintenance of a high corporate governance standard:

- a. Executive Committee;
- b. Audit Committee;
- c. Remuneration Committee; and
- d. Nomination Committee.

The terms of reference of all the aforesaid board committees are given at the Company's website under the section "Corporate Governance".

AUDIT COMMITTEE

The Company's Audit Committee is currently composed of three Independent Non-executive Directors of the Company, namely, Mr. Wong Chung Kin, Quentin (Chairman), Mr. Wong Kam Choi, Kerry, MH and Mr. Siu Miu Man, Simon, MH. The primary duties of the Audit Committee are to (i) review the Group's financial statements and published reports; (ii) provide advice and comments thereon to the Board; and (iii) review and supervise the financial reporting process and internal control procedures and risk management systems of the Group. The Audit Committee has reviewed the Group's unaudited condensed consolidated financial statements and results for the six months ended 30 June 2019 and satisfied that these have been prepared in accordance with the applicable accounting standards and fairly present the Group's financial positions and results for the six months ended 30 June 2019.

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

During the six months ended 30 June 2019, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

本公司設立下列董事委員會，以確保維持最高之企業管治水平：

- a. 執行委員會；
- b. 審核委員會；
- c. 薪酬委員會；及
- d. 提名委員會。

上述所有董事委員會的職權範圍載於本公司網站「企業管治」一節。

審核委員會

本公司之審核委員會現由本公司三位獨立非執行董事，即黃松堅先生(主席)、黃錦財先生, MH及蕭妙文先生, MH組成。審核委員會之主要職責是(i)審閱本集團的財務報表及刊發之報告；(ii)就此向董事會提供建議及發表意見；及(iii)審查及監督本集團的財務彙報過程、內部監控程序及風險管理制度。審核委員會已審閱本集團截至二零一九年六月三十日止六個月之未經審核簡明綜合財務報表及業績，並信納其已根據適用會計準則編製，並公平地呈列本集團截至二零一九年六月三十日止六個月之財務狀況及業績。

購買、出售或贖回本公司之上市證券

截至二零一九年六月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

