



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

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



Uniting Strengths and Forging Ahead
凝聚力量 攜手同行

Annual Report
2018/2019 年報

CONTENTS 目錄

| | | |
|---|--------------|-----|
| Corporate Information and Key Dates | 公司資料及重要日期 | 2 |
| Results Summary | 業績概要 | 4 |
| Management Discussion and Analysis | 管理層討論與分析 | 5 |
| Biographies of Directors and Senior Management | 董事及高級管理層之履歷 | 13 |
| Directors' Report | 董事會報告 | 16 |
| Corporate Governance Report | 企業管治報告 | 33 |
| Independent Auditor's Report | 獨立核數師報告 | 59 |
| Consolidated Statement of Profit or Loss and Other Comprehensive Income | 綜合損益及其他全面收益表 | 68 |
| Consolidated Statement of Financial Position | 綜合財務狀況表 | 69 |
| Consolidated Statement of Changes in Equity | 綜合權益變動表 | 71 |
| Consolidated Statement of Cash Flows | 綜合現金流量表 | 72 |
| Notes to the Consolidated Financial Statements | 綜合財務報表附註 | 74 |
| Financial Summary | 財務概要 | 168 |



CORPORATE INFORMATION AND KEY DATES

公司資料及重要日期

Directors

Daisy Yeung (*Managing Director*)

Choi Suk Hing, Louisa

Pearl Chan

Chu Kar Wing*

Poon Yan Wai*

Wan Choi Ha*

* *Independent Non-executive Directors*

Company Secretary

Choi Suk Hing, Louisa

Executive Committee

Daisy Yeung (*Chairperson*)

Choi Suk Hing, Louisa

Pearl Chan

Audit Committee

Poon Yan Wai (*Chairman*)

Chu Kar Wing

Wan Choi Ha

Remuneration Committee

Chu Kar Wing (*Chairman*)

Daisy Yeung

Poon Yan Wai

Nomination Committee

Wan Choi Ha (*Chairperson*)

Daisy Yeung

Chu Kar Wing

Corporate Governance Committee

Choi Suk Hing, Louisa (*Chairperson*)

Poon Yan Wai

Wan Choi Ha

a representative from company secretarial function

a representative from finance and accounts function

Auditor

Deloitte Touche Tohmatsu

Investor Relations Contact

Luk Man Ching, Anna

Email: ir717@emperorgroup.com

Website

<http://www.emperorcapiatal.com>

Stock Code

Hong Kong Stock Exchange: 717

董事

楊玳詩(*董事總經理*)

蔡淑卿

陳佩斯

朱嘉榮*

潘仁偉*

溫彩霞*

* *獨立非執行董事*

公司秘書

蔡淑卿

執行委員會

楊玳詩(*主席*)

蔡淑卿

陳佩斯

審核委員會

潘仁偉(*主席*)

朱嘉榮

溫彩霞

薪酬委員會

朱嘉榮(*主席*)

楊玳詩

潘仁偉

提名委員會

溫彩霞(*主席*)

楊玳詩

朱嘉榮

企業管治委員會

蔡淑卿(*主席*)

潘仁偉

溫彩霞

一名公司秘書職能代表

一名財務及會計職能代表

核數師

德勤•關黃陳方會計師行

投資者關係查詢

陸文靜

電郵: ir717@emperorgroup.com

網站

<http://www.emperorcapiatal.com>

股份代號

香港聯合交易所: 717

CORPORATE INFORMATION AND KEY DATES

公司資料及重要日期

Registered Office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business

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

Principal Share Registrar and Transfer Office

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

Hong Kong Branch Share Registrar and Transfer Office

Tricor Secretaries Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Principal Bankers

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

Key Dates

| | |
|--|---------------------------------------|
| Annual Results Announcement | 12 December 2019 |
| 2020 Annual General Meeting (2020 AGM) | 13 February 2020 |
| - Latest time to lodge transfers | 7 February 2020 (before 4:30 p.m.) |

Corporate Communications

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

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

主要營業地點

香港
灣仔
軒尼詩道288號
英皇集團中心
24樓

主要股份過戶登記處

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

香港股份過戶登記分處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心54樓

主要往來銀行

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

重要日期

| | |
|--------------|-------------------------|
| 年度業績公告 | 2019年12月12日 |
| 2020股東週年大會 | 2020年2月13日 |
| - 遞交過戶文件最後限期 | 2020年2月7日 (下午4時30分前) |

公司通訊

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

RESULTS SUMMARY

業績概要

| | | For the year ended 30 September | |
|--|------------------|---------------------------------|----------------------|
| | | 截至9月30日止年度 | |
| | | 2019 | 2018 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Total revenue | 總收入 | 1,082,854 | 1,314,270 |
| Financing | 貸款 | 940,016 | 1,085,879 |
| Brokerage | 經紀 | 102,020 | 133,844 |
| Placing & Underwriting | 配售與包銷 | 34,453 | 75,920 |
| Corporate Finance | 企業融資 | 6,365 | 18,627 |
| Net (loss)/profit | 淨(虧損)/溢利 | | |
| Per reported | 按報表 | (258,706) | 549,195 |
| Adjusted ¹ | 經調整 ¹ | 630,578 ¹ | 754,773 ¹ |
| Basic (loss)/earnings per share (HK cents) | 每股基本(虧損)/盈利(港仙) | (3.84) | 8.15 |

¹ Excluding aggregate impairment allowances on margin loans and, loans and advances, net of reversal, totalling approximately HK\$889.3 million (2018: HK\$205.6 million)

¹ 撇除合共約889,300,000港元(2018年: 205,600,000港元)之孖展貸款以及貸款和墊款之減值撥備(扣除撥回)

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

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

Over the past decade, the Group has successfully transformed into an interest income based financial institution and diversified its income streams. The core strength of the Group lies in its robust business model, with diverse businesses to withstand increasingly complex market conditions. The Group currently operates 4 branches in Hong Kong, and 3 liaison offices in mainland China.

英皇證券集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)於1993年成立，為一間香港著名金融機構，提供廣泛的金融服務，包括(i)商業及個人貸款以及孖展及首次公開發售融資；(ii)經紀、財富管理及資產管理；(iii)為上市發行人提供配售與包銷服務；及(iv)企業融資顧問服務。本公司於2007年4月於香港聯合交易所有限公司(「聯交所」)主板上市。

過去十年間，本集團已成功轉型為以利息收入為本的金融機構，並使收入來源多元化。本集團的主要優勢在於其健全的業務模式及多元化的業務，能抵禦日益複雜的市場環境。本集團目前在中國香港經營四間分行，並在中國內地設有三間聯絡辦事處。



ECG 12th Listing Anniversary Dinner
英皇證券集團上市12周年晚宴

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

MARKET REVIEW

The year ended 30 September 2019 (the “Year”) was challenging. US-China trade war disputes made it harder to assess the global economic outlook, which in turn adversely affected the general business environment and investor sentiment. With additional uncertainties surrounding Brexit and currency crises in emerging markets, the development of the global economy was hindered.

A weaker Renminbi and intensifying control of outbound capital flows reduced appetites for outbound investment of mainland investors. Especially since June 2019, the relentless social unrest campaigns resulted in unfavourable investment sentiment in the local property market and other sectors, weighing on the Hong Kong and mainland China economies, and further deterring investors. With reduced clarity regarding both regional and global outlooks, the Hong Kong financial market became very volatile. During the Year, the Hang Seng Index dropped by more than 6%, and closed at 26,092 on 30 September 2019.

市場回顧

截至2019年9月30日止年度(「本年度」)充滿挑戰。中美貿易戰糾紛使評估全球經濟前景變得更加困難，進而對整體營商環境及投資者情緒產生負面影響。英國脫歐及新興市場貨幣危機帶來額外的不明朗因素，阻礙全球經濟發展。

人民幣貶值及境外資本流動的控制加強降低了內地投資者對外投資的意欲。尤其是自2019年6月，不間斷的社會不穩運動導致本地物業市場及其他行業的投資意欲低迷，拖累中國香港及中國內地經濟，並進一步阻嚇投資者。由於地區及全球前景不明朗，中國香港金融市場非常動盪。於本年度，恒生指數下跌超過6%，於2019年9月30日收報26,092點。



GBA Outstanding Women Entrepreneur Awards 2019
2019年度大灣區傑出女企業家獎

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FINANCIAL REVIEW

Overall Review

During the Year, against the backdrop of the unfavourable market situation, the Group's revenue decreased to HK\$1,082.9 million (2018: HK\$1,314.3 million). The loss for the year attributable to owners of the Company was HK\$258.7 million (2018: profit of HK\$549.2 million), which was mainly due to the downward adjustment in revenue across all business segments, and the recognition of impairment allowances for margin loans as well as loans and advances, net of reversal ("Impairment Allowances"). The Impairment Allowances of approximately HK\$889.3 million were mainly made on certain clients, after reviewing their accounts portfolio and financial positions. Excluding the Impairment Allowances, the Group's adjusted profit decreased by 16.5% to HK\$630.6 million (2018: HK\$754.8 million). Basic loss per share was HK3.84 cents (2018: basic earnings per share of HK8.15 cents).

Capital Structure, Liquidity and Financial Resources

The Group financed its operations by cash mainly generated from operations and borrowings, as well as proceeds raised from issuance of bonds. As at 30 September 2019, the Group's current assets and current liabilities were HK\$9,440.2 million (as at 30 September 2018: HK\$10,470.3 million) and HK\$2,584.4 million (as at 30 September 2018: HK\$3,524.6 million), respectively. As at 30 September 2019, aggregate of bank balances, cash and pledged bank deposits of the Group amounted to HK\$1,905.5 million (as at 30 September 2018: HK\$1,043.0 million), which were mainly denominated in Hong Kong dollar ("HK\$").

During the Year, the Group entered into a placing agreement for placing of bonds with an aggregate amount of up to HK\$500.0 million on or before 31 January 2019, which was subsequently extended to 30 April 2019. The bonds are 3-year unsecured bonds denominated in HK\$, bearing interest at 5.25% per annum payable annually in arrears. Before 30 April 2019, an aggregate principal amount of HK\$500.0 million of bonds were fully placed and issued in 5 tranches.

財務回顧

整體回顧

於本年度，在不利的市場形勢的背景之下，本集團收入下跌至1,082,900,000港元(2018年：1,314,300,000港元)。本公司擁有人應佔本年度虧損為258,700,000港元(2018年：溢利為549,200,000港元)，乃主要由於所有業務分部收入的下行調整，以及確認孳展貸款以及貸款和墊款的減值撥備(扣除撥回)(「減值撥備」)。減值撥備約889,300,000港元主要乃經審查某些客戶的賬目組合及財務狀況後就該等客戶計提。扣除減值撥備後，本集團的經調整溢利減少16.5%至630,600,000港元(2018年：754,800,000港元)。每股基本虧損為3.84港仙(2018年：每股基本盈利為8.15港仙)。

資本架構、流動資金及財務資源

本集團主要以經營業務、借貸及發行債券所籌得的款項為其業務提供資金。於2019年9月30日，本集團之流動資產及流動負債分別為9,440,200,000港元(於2018年9月30日：10,470,300,000港元)及2,584,400,000港元(於2018年9月30日：3,524,600,000港元)。於2019年9月30日，本集團之銀行結餘、現金及已抵押銀行存款合共為1,905,500,000港元(於2018年9月30日：1,043,000,000港元)，主要以港元計值。

於本年度，本集團訂立配售協議，以於2019年1月31日或之前配售合計本金額上限為500,000,000港元之債券，隨後延長至2019年4月30日。該等債券為以港元計值之三年期無抵押債券，按年利率5.25%計息，須於每年期末支付。於2019年4月30日前，本金總額共500,000,000港元之債券已分五批悉數配售及發行。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

During the Year, the Group has entered into another placing agreement for placing of bonds with an aggregate principal amount of up to HK\$500.0 million on or before 30 September 2019, which are 3-year unsecured bonds denominated in HK\$, bearing interest at 5.25% per annum payable annually in arrears. Before 30 September 2019, an aggregate principal amount of HK\$500.0 million of bonds were fully placed and issued in 4 tranches.

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

As at 30 September 2019, the total carrying amount of the Company's outstanding bonds was approximately HK\$2,813.5 million (as at 30 September 2018: HK\$2,785.0 million). Principal amounts of HK\$ bonds and United States dollar ("US\$") bonds were HK\$2,802.2 million and US\$3.3 million (equivalent to approximately HK\$25.6 million) respectively. With maturity dates falling within 2019 and 2022, the HK\$ bonds carry coupon rates ranging between 5.0% and 5.25% per annum, whilst the US\$ bonds carry coupon rates between 4.5% and 4.75% per annum.

As at 30 September 2019, short-term bank borrowings of the Group decreased to HK\$231.2 million (as at 30 September 2018: HK\$460.2 million). These bank borrowings were denominated in HK\$ and carried interest rates approximating market rates. Together with the bonds, the total borrowings of the Group amounted to HK\$3,044.7 million (as at 30 September 2018: HK\$3,245.3 million), with a gearing ratio of 59.5% (as at 30 September 2018: 59.7%; calculated as a percentage of total borrowings over total equity of the Group). The Group did not have any material foreign exchange exposure as at 30 September 2019.

With the Group's sufficient bank balances and cash, its available unutilised banking facilities of HK\$2,722.8 million, as well as the proceeds raised from the issuance of bonds, the board of directors (the "Board" or the "Directors") of the Company considers the Group has sufficient working capital for its operation and future development.

Pledge of Assets

As at 30 September 2019, bank deposit of the Group with aggregate carrying amount of HK\$160.0 million (as at 30 September 2018: HK\$160.0 million) was pledged to a bank as security for banking facilities.

於本年度，本集團訂立另一配售協議，以於2019年9月30日或之前配售合計本金額上限為500,000,000港元之債券，其為以港元計值之三年期無抵押債券，按年利率5.25%計息，須於每年期末支付。於2019年9月30日前，本金總額共500,000,000港元之債券已分四批悉數配售及發行。

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

於2019年9月30日，本公司已發行債券合共賬面值約為2,813,500,000港元(於2018年9月30日：2,785,000,000港元)。港元債券及美元債券的本金額分別為2,802,200,000港元及3,300,000美元(相當於約25,600,000港元)。港元債券的票息率介乎每年5.0%至5.25%，而美元債券的票息率為每年4.5%至4.75%，有關債券之到期日為2019年至2022年內。

於2019年9月30日，本集團之短期銀行借款減少至231,200,000港元(於2018年9月30日：460,200,000港元)。該等銀行借款以港元計值，其利率與市場利率相若。連同有關債券，本集團之借貸總額為3,044,700,000港元(於2018年9月30日：3,245,300,000港元)，權益負債率為59.5%(於2018年9月30日：59.7%；按本集團借貸總額佔權益總額之百分比計算)。於2019年9月30日，本集團並無任何重大外匯風險。

憑藉本集團充裕的銀行結餘及現金，其可動用但未使用之銀行融資額度2,722,800,000港元以及發行債券之所得款項，本公司董事會(「董事會」或「董事」)認為本集團擁有足夠營運資金，以應付其營運及未來發展所需。

資產抵押

於2019年9月30日，本集團賬面總值為160,000,000港元(於2018年9月30日：160,000,000港元)之銀行存款已抵押予一間銀行，作為銀行融資之擔保。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS REVIEW

Financing

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

Fluctuations in the local stock and property markets have influenced the demand for the Group's loans and financing services as well as its performance. During the Year, the segment's revenue decreased by 13.4% to HK\$940.0 million (2018: HK\$1,085.9 million), accounting for 86.8% (2018: 82.6%) of the Group's total revenue.

With the volatile global financial markets and unfavourable business environment during the Year, the Group exerted considerable efforts to reinforce its risk management and strengthen its capital management. The Group has implemented stricter scrutiny of loan approval procedures, and adjusted the interest charge and loan-to-value ratio as appropriate. Legal proceedings have been initiated in response to the significant amount of Impairment Allowances during the Year.

業務回顧

貸款

本集團貸款分部包括商業及個人貸款以及孖展及首次公開發售融資之利息收入。授予客戶之貸款類別涵蓋短期無抵押貸款(如稅務貸款、過橋貸款、定期貸款、私人貸款)至長期抵押貸款(如物業按揭)。本集團在提供專業及個人化貸款服務方面享有卓越聲譽，在貸款市場建立一個獨特定位，為企業及零售客戶提供度身訂制的流動資金解決方案以滿足彼等之企業目標及個人需要。

本地股票及地產市場之波動對本集團貸款及融資服務的需求及其表現造成影響。於本年度，該分部之收入減少13.4%至940,000,000港元(2018年：1,085,900,000港元)，佔本集團總收入的86.8%(2018年：82.6%)。

於本年度，由於全球金融市場動盪及不利的營商環境，本集團已作出重大努力以加強其風險管理並強化其資本管理。本集團已實施更嚴格的貸款審批程序，並於適當時候調整利息費用以及貸款對估值比率。就本年度產生的重大減值撥備金額，相關法律訴訟已展開。



Outstanding Corporate Strategy Awards 2019, East Week
東周刊傑出企業策略大獎2019



Greater China Super Brands Awards 2018, East Week
東周刊大中華優秀品牌大獎2018

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Brokerage

The Group currently provides brokerage services for securities, futures and options traded on exchanges in Hong Kong, mainland China (via Shanghai and Shenzhen-Hong Kong Stock Connect schemes respectively) and major overseas countries, as well as wealth management and asset management services. As at 30 September 2019, the Group operated 4 branches in Hong Kong, covering key commercial and popular residential areas with high pedestrian flow. The Group also runs 3 liaison offices in mainland China, which are located in Beijing, Shanghai and Guangzhou, respectively. In addition to the branches, the Group offers web-based and mobile trading platforms which enable real-time transaction and investment portfolio monitoring. During the Year, revenue from brokerage segment decreased to HK\$102.0 million (2018: HK\$133.8 million), mainly attributable to the sluggish investment sentiment. The segment accounted for 9.4% (2018: 10.2%) of total revenue.

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

Placing and Underwriting

With a highly experienced team of professionals, the Group offers placing and underwriting services to various Hong Kong listed companies. The Group serves as placing agents in equity and debt placing deals and IPO-related transactions. The Group also participates in underwriting rights issue exercises.

During the Year, the Group participated in a number of primary and secondary market financing projects. Revenue from the placing and underwriting segment was HK\$34.5 million (2018: HK\$75.9 million), accounting for 3.2% (2018: 5.8%) of total revenue.

During the Year, the Group acted as the Lead Manager and Sole Bookrunner in the IPO of Metropolis Capital Holdings Limited (Stock Code: 8621) which was listed on the GEM of the Stock Exchange in December 2018. The Group also acted as the Joint Lead Manager and Underwriter in the IPO of Design Capital Limited (Stock Code: 1545) which was listed on the Main Board of the Stock Exchange in April 2019.

經紀

本集團目前為於中國香港、中國內地(分別透過滬港通及深港通計劃)及主要海外國家交易所買賣之證券、期貨及期權提供經紀服務,以及財富管理及資產管理服務。於2019年9月30日,本集團於中國香港經營4間分行,位於人流暢旺的主要商業區及繁盛的住宅區。本集團亦於中國內地設有3個聯絡辦事處,分別位於北京、上海及廣州。除該等分行外,本集團亦提供網上及手機交易平台,可作實時交易及監控投資組合。於本年度,來自經紀分部之收入減少至102,000,000港元(2018年:133,800,000港元),主要歸因於投資氣氛低迷。該分部佔總收入的9.4%(2018年:10.2%)。

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

配售與包銷

憑藉具備豐富經驗的專業團隊,本集團為多間香港上市公司提供配售及包銷服務。本集團於股份及債券配售交易以及首次公開發售相關交易中擔任配售代理。本集團亦有參與包銷供股項目。

於本年度,本集團參與多個初級及二級市場融資項目。配售及包銷分部的收入為34,500,000港元(2018年:75,900,000港元),佔總收入的3.2%(2018年:5.8%)。

於本年度,本集團於Metropolis Capital Holdings Limited(股份代號:8621)的首次公開發售項目中擔任牽頭經辦人及獨家賬簿管理人,該公司於2018年12月在聯交所GEM上市。本集團亦於設計都會有限公司(股份代號:1545)的首次公開發售項目中擔任聯席牽頭經辦人及包銷商,該公司於2019年4月於聯交所主板上市。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Corporate Finance

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

The Group has engaged in a number of corporate transactions and IPO projects during the Year. Revenue from the corporate finance segment was HK\$6.4 million (2018: HK\$18.6 million), accounting for 0.6% (2018: 1.4%) of total revenue.

During the Year, the Group acted as the Sole Sponsor in the reverse takeover and public offer of Da Yu Financial Holdings Limited (Stock Code: 1073; formerly known as China Agrotech Holdings Limited), which resumed its listing and trading of shares on the Main Board of the Stock Exchange in July 2019.

OUTLOOK

Overall foreign direct investment in mainland China rose by 2.9% in the first three quarters of 2019, compared to the same period last year. Two thirds of the overall investment was from Hong Kong, with investment via Hong Kong even increasing by 8.1%, showing Hong Kong remains the key gateway for investment into mainland China. By capitalising on its unique competitive advantages of the HK\$ being pegged to the US\$ plus free capital mobility, Hong Kong continues to be a key financial hub in China. With the development of the Greater Bay Area, Hong Kong will fully leverage its strengths as an international financial centre, and further enhance its role and support the economic development of the region. The Group views Hong Kong's position will remain resilient in the long-term, regardless of the currently challenging external environment.

The local government's policy address included several relief measures to solve the city's housing problems, by raising the mortgage cap for first-time buyers from October 2019. Coupled with the Hong Kong Monetary Authority subsequently proposing a base lending rate cut by 25 basis points, this measure will stimulate property transactions. In view of the growing demand for property mortgages, the Group will deploy more resources for seizing this market potential. Meanwhile, the Group will adopt a very prudent approach, and further strengthen its credit control measures to minimise potential risks posed to the Group.

企業融資

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

本集團於本年度參與多宗企業交易及首次公開發售項目。企業融資分部錄得收入為6,400,000港元(2018年：18,600,000港元)，佔總收入之0.6%(2018年：1.4%)。

於本年度，本集團於大禹金融控股有限公司(股份代號：1073；前稱浩倫農業科技集團有限公司)之反向收購及公開發售擔任獨家保薦人，該公司於2019年7月於聯交所主板恢復上市和股份買賣。

前景

於2019年前三季度，中國內地的境外直接投資總額較去年同期增長2.9%。三分之二的投資總額來自中國香港，透過中國香港的投資甚至增長8.1%，這表明中國香港仍為向中國內地投資的主要渠道。透過利用港元與美元掛鈎的獨特競爭優勢加上自由資本流動性，中國香港繼續為中國的主要金融中心。隨著大灣區的發展，中國香港將充分利用其作為國際金融中心之優勢，進一步發揮其作用並支持該地區的經濟發展。本集團認為，儘管當前外部環境面臨諸多挑戰，就長遠而言，中國香港的地位仍會保持抗跌力。

本地政府的施政報告包括自2019年10月起提高首次購房者的按揭上限之多項紓困措施，以解決城市住房難題。此外，香港金融管理局隨後提出將基準貸款利率降低25個基點，該措施將促進物業交易。鑒於對物業按揭的需求不斷增加，本集團將部署更多資源以把握該市場潛力。同時，本集團將採取十分審慎之態度，並進一步加強其信貸控制措施，從而減少本集團面對的潛在風險。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

With its integrated business model and diversification strategies, the Group can meet customers' demands amidst the volatile economic environment. The Group is well poised to seize development opportunities, whilst endeavouring to maintain steady development of its businesses.

EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2019, the Group had 80 (2018: 98) account executives and 162 (2018: 191) employees. Total staff costs (including directors' remuneration) were approximately HK\$99.0 million (2018: HK\$121.6 million). Employees' remuneration was determined in accordance with individual's responsibility, competence and skills, experience and performance as well as market pay level. Staff benefits include medical and life insurance, provident funds and other competitive fringe benefits.

To provide incentives or rewards to the staff, the Company adopted a share option scheme on 26 January 2017, particulars of which are set out in the section headed "Share Options" in note 29 to the consolidated financial statements.

憑藉其綜合業務模式以及多元化戰略，本集團可在波動的經濟環境下滿足客戶需求。本集團已準備好抓緊發展機遇，同時致力於維持其業務的穩定發展。

僱員及薪酬政策

於2019年9月30日，本集團有80名(2018年：98名)客戶經理及162名(2018年：191名)僱員。員工成本總額(包括董事酬金)約為99,000,000港元(2018年：121,600,000港元)。僱員薪酬乃根據個人職責、才幹及技能、經驗及表現以及市場薪酬水平而釐定。員工福利包括醫療及人壽保險、公積金及其他具競爭力之額外福利。

本公司於2017年1月26日採納一項購股權計劃向員工提供獎勵或回報，有關詳情已載列於綜合財務報表附註29。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層之履歷

DAISY YEUNG CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

楊玳詩
行政總裁兼董事總經理



Daisy Yeung, aged 54, joined the Group in January 1996. She is the Managing Director of the Board and the Chief Executive Officer of the Group. Ms. Yeung is the Chairperson of the Executive Committee as well as a member of the Remuneration Committee and the Nomination Committee of the Company. She is responsible for the formulation of corporate strategy, overseeing operations and the overall steering of the Company's management focusing in the areas of marketing and business development. Ms. Yeung is also a director of various subsidiaries of the Company, including Emperor Securities Limited, Emperor Futures Limited, Emperor Wealth Management Limited and Emperor Asset Management Limited, all of which she is also a responsible officer under the Securities and Futures Ordinance ("SFO"). Moreover, she is now the Permanent Honorary President and Vice-Chairman of The Institute of Securities Dealers Limited and a General Committee member of The Chamber of Hong Kong Listed Companies. She has accumulated over 23 years of management experience in financial industry and has been active in driving the development of the local securities industry. Ms. Yeung holds a Bachelor's Degree of Science in Business Administration.

楊玳詩(前名:楊黛思), 54歲, 於1996年1月加入本集團。彼為董事會之董事總經理及本集團之行政總裁。楊女士為本公司之執行委員會主席兼薪酬委員會及提名委員會成員。彼負責制訂公司策略、監督營運以及整體上掌舵本公司之管理, 尤其專注於市場推廣及業務發展領域。楊女士亦擔任本公司多間附屬公司之董事, 包括英皇證券(香港)有限公司、英皇期貨有限公司、英皇財富管理有限公司及英皇資產管理有限公司, 而彼亦為該等公司根據《證券及期貨條例》下之負責人員。此外, 彼現任證券商協會有限公司永遠名譽會長兼副主席及香港上市公司商會常務委員會委員。彼於金融行業累積逾23年管理經驗, 並一直大力推動本地證券業發展。楊女士持有工商管理學士學位。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層之履歷



CHOI SUK HING, LOUISA
EXECUTIVE DIRECTOR
AND COMPANY
SECRETARY

蔡淑卿
執行董事兼公司秘書

Choi Suk Hing, Louisa, aged 55, joined the Board in March 2008. She is an Executive Director and the Company Secretary of the Company. Ms. Choi is the Chairperson of the Corporate Governance Committee and a member of the Executive Committee of the Company as well as a director of various subsidiaries of the Company. She is also a responsible officer of Emperor Capital Limited, a subsidiary of the Company under the SFO. Ms. Choi has over 21 years of experience in the finance industry covering securities, futures and corporate finance. Before that, she had worked in the company secretary profession in both listed companies as well as professional firms for over 8 years. Ms. Choi holds a Master's Degree in Applied Finance from Macquarie University, Australia. She is a fellow member and Chartered Governance Professional of both The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries.

蔡淑卿，55歲，於2008年3月加入董事會。彼為本公司之執行董事兼公司秘書。蔡女士為本公司企業管治委員會主席及執行委員會成員以及本公司多間附屬公司之董事。彼亦擔任英皇融資有限公司(本公司之附屬公司)根據《證券及期貨條例》下之負責人員。蔡女士於金融行業擁有逾21年經驗，涵蓋範圍包括證券、期貨及企業融資。在此之前，彼曾在上市公司及專業機構擔任公司秘書職務逾8年。蔡女士持有澳洲Macquarie University應用金融學碩士學位。彼為英國特許秘書及行政人員公會及香港特許秘書公會資深會員及特許企業管治專業人士。



PEARL CHAN
EXECUTIVE DIRECTOR

陳佩斯
執行董事

Pearl Chan, aged 46, joined the Board in June 2011. She is an Executive Director and a member of the Executive Committee of the Company. She is also a director and responsible officer of Emperor Capital Limited under the SFO. She has been working in the corporate finance field for more than 18 years. She was a practising lawyer in Hong Kong before joining the Group. Ms. Chan holds a Bachelor's Degree in Laws from The University of Hong Kong and a Master's Degree in Management from Macquarie University, Australia.

陳佩斯，46歲，於2011年6月加入董事會。彼為本公司之執行董事及執行委員會成員。彼亦擔任英皇融資有限公司之董事兼該公司根據《證券及期貨條例》下之負責人員。彼於企業融資行業擁有逾18年經驗，彼於加盟本集團前為香港執業律師。陳女士持有香港大學法律學士學位及澳洲Macquarie University管理學碩士學位。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層之履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Chu Kar Wing, aged 62, joined the Board in May 2010. He is the Chairman of the Remuneration Committee as well as a member of the Audit Committee and the Nomination Committee of the Company. Mr. Chu was previously an independent non-executive director of another Hong Kong delisted company, China Power Clean Energy Development Company Limited (Stock Code: 735) until 19 August 2019. He has extensive experience in the banking and finance sector for several well-known corporations. Moreover, he is now the President of Canada-China Culture and Education Association. Mr. Chu holds a Bachelor's Degree of Social Sciences majoring in Economics.

Poon Yan Wai, aged 49, joined the Board in January 2014. He is the Chairman of the Audit Committee as well as a member of the Remuneration Committee and the Corporate Governance Committee of the Company. He is now the financial controller, company secretary and an authorised representative of a Hong Kong listed company. He is also an independent non-executive director of a Hong Kong listed company, Dragon Mining Limited (Stock Code: 1712). He was previously an independent non-executive director of another Hong Kong listed company, China Brilliant Global Limited (formerly known as Prosten Health Holdings Limited)(Stock Code: 8026) until 12 February 2018. He has over 20 years of experience in the auditing and accounting field. Mr. Poon holds a Bachelor's Degree in Accountancy and a Master's Degree in Corporate Finance from the Hong Kong Polytechnic University. He is a fellow member of The Hong Kong Institute of Certified Public Accountants.

Wan Choi Ha, aged 52, joined the Board in July 2015. She is the Chairperson of the Nomination Committee as well as a member of the Audit Committee and the Corporate Governance Committee of the Company. Ms. Wan has been admitted as a solicitor in Hong Kong since 1993 and is now a Senior Partner of Wan and Leung, Solicitors. Ms. Wan graduated from The University of Hong Kong with a Bachelor's Degree in Laws.

獨立非執行董事

朱嘉榮，62歲，於2010年5月加入董事會。彼為本公司薪酬委員會主席以及審核委員會與提名委員會成員。朱先生曾為另一間香港已除牌上市公司中國電力清潔能源發展有限公司(股份代號：735)之獨立非執行董事，直至2019年8月19日。彼於多家知名企業取得銀行及金融業方面之廣博經驗。此外，彼現任加中文化教育協會會長。朱先生持有社會科學學士學位，主修經濟學。

潘仁偉，49歲，於2014年1月加入董事會。彼為本公司審核委員會主席以及薪酬委員會與企業管治委員會成員。彼目前擔任一間香港上市公司之財務總監、公司秘書及授權代表。彼亦為一間香港上市公司龍資源有限公司(股份代號：1712)之獨立非執行董事。彼曾為另一間香港上市公司朗華國際集團有限公司(前稱長達健康控股有限公司)(股份代號：8026)之獨立非執行董事，直至2018年2月12日。彼於審核及會計領域擁有逾20年經驗。潘先生持有香港理工大學會計學士學位及企業融資碩士學位。彼為香港會計師公會資深會員。

溫彩霞，52歲，於2015年7月加入董事會。彼為本公司提名委員會主席以及審核委員會與企業管治委員會成員。溫女士自1993年於香港獲取律師資格，現為溫彩霞律師事務所之高級合夥人。溫女士畢業於香港大學，持有法律學士學位。

DIRECTORS' REPORT

董事會報告

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

PRINCIPAL ACTIVITIES

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

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

RESULTS AND DIVIDENDS

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 68 of this report.

No interim dividend (2018: HK2.21 cents per share, amounting to HK\$148.97 million) was paid during the Year.

The Board did not recommend any payment of a final dividend for the Year (2018: HK0.64 cent per share, amounting to HK\$43.1 million).

BUSINESS REVIEW AND PERFORMANCE

A fair review of the Group's business, a discussion and analysis of the Group's performance during the Year and an analysis of the likely future development of the Group's business are set out in the Management Discussion and Analysis from pages 5 to 12 of this report. Description of the principal risks and uncertainties facing the Group are set out in the Corporate Governance Report from pages 33 to 58 of this report and notes 36 and 37 to the consolidated financial statements respectively.

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

In addition, discussion on the Group's environmental policies and performance, key relationships with the Company's key stakeholders as well as compliance with relevant laws and regulations which have significant impact on the Company are set out in the Environmental, Social and Governance Report 2018/2019 of the Company.

董事欣然提呈本年度報告及本集團本年度之經審核綜合財務報表。

主要業務

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

其主要附屬公司之業務載於綜合財務報表附註35。

業績及股息

本集團於本年度之業績載於本報告第68頁之綜合損益及其他全面收益表內。

概無就本年度派付任何中期股息(2018年：每股2.21港仙，總額為148,970,000港元)。

董事會並不建議就本年度派付任何末期股息(2018年：每股0.64港仙，總額為43,100,000港元)。

業務回顧及表現

本集團業務的中肯回顧、本集團本年度表現的討論與分析及本集團業務可能的未來發展的分析載於本報告第5至第12頁之管理層討論與分析。有關本集團所面對主要風險及不明朗因素的闡述分別載於本報告第33至第58頁之企業管治報告及綜合財務報表附註36及37。

於本年度末至本報告日期並無發生對本集團有影響的重大事件。

此外，有關本集團環保政策及表現、與本公司關鍵持份者之重要關係及遵守對本公司有重大影響的相關法律及法規之討論載於本公司2018/2019環境、社會及管治報告。

DIRECTORS' REPORT

董事會報告

RESERVES AND DISTRIBUTABLE RESERVES OF THE COMPANY

Details of movements in the reserves of the Group during the Year are set out in the consolidated statement of changes in equity on page 71.

The Company's reserves available for distribution to Shareholders as at 30 September 2019 represented the aggregate of contributed surplus (stated as "special reserve" in note 34 to the consolidated financial statement) and retained profits amounting to approximately HK\$101.9 million and HK\$89.2 million respectively (2018: HK\$101.9 million and HK\$50.3 million).

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

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

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

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the last five financial years is set out on page 168 of this annual report.

SHARE CAPITAL

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

本公司之儲備及可供分派儲備

本年度內本集團儲備變動之詳情載於第71頁之綜合權益變動表。

於2019年9月30日，本公司可分派予股東之儲備為繳入盈餘（載述於綜合財務報表附註34下之「特別儲備」）及保留溢利之總和，分別約為101,900,000港元及89,200,000港元（2018年：101,900,000港元及50,300,000港元）。

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

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

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

五年財務概要

本集團過去五個財政年度之業績及資產與負債之概要載於本年報第168頁。

股本

本公司於本年度內之股本變動詳情載於綜合財務報表附註28。

DIRECTORS' REPORT

董事會報告

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

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

PRE-EMPTIVE RIGHTS

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

EQUITY-LINKED AGREEMENTS

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

PROPERTY AND EQUIPMENT

During the Year, the Group acquired property and equipment at a cost of approximately HK\$4,696,000.

Details of changes in the property and equipment of the Group are set out in note 16 to the consolidated financial statements.

DEBENTURE

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

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the aggregate amount of turnover attributable to the Group's five largest customers accounted for 20% (2018: 24%) of the Group's total turnover. The largest customer accounted for 6% (2018: 10%) of the Group's total turnover.

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

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

購買、出售或贖回本公司之上市證券

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

優先購買權

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

股票掛鈎協議

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

物業及設備

於本年度內，本集團購入物業及設備之成本約為4,696,000港元。

本集團物業及設備之變動詳情載於綜合財務報表附註16。

債權證

有關本公司無抵押債券之債權證詳情載於綜合財務報表附註27。

主要客戶及供應商

於本年度內，本集團五大客戶合共應佔之營業額佔本集團總營業額20% (2018年：24%)。最大客戶佔本集團總營業額6% (2018年：10%)。

概無董事、彼等緊密聯繫人士或任何股東(就董事所深知擁有本公司已發行股本超過5%)於本集團五大客戶中擁有任何實益權益。

基於本集團之主要業務性質，本集團並無主要供應商。

DIRECTORS' REPORT

董事會報告

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive Directors:

Ms. Daisy Yeung (*Managing Director*)
Ms. Choi Suk Hing, Louisa
Ms. Pearl Chan
Mr. Chan Shek Wah (resigned on 31 August 2019)

Independent Non-executive Directors:

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

Biographical details of the current Directors and senior management as at the date of this report are set out from pages 13 to 15 of this annual report. Details of the Directors' remuneration are set out in note 10 to the consolidated financial statements.

In accordance with the Bye-laws 87(1) and 87(2) of the Company's Bye-laws, Ms. Pearl Chan and Mr. Poon Yan Wai shall retire by rotation at the 2020 AGM and, being eligible, shall offer themselves for re-election thereat.

None of the Directors offering themselves for re-election at the 2020 AGM has an unexpired service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

MANAGEMENT CONTRACTS

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

PERMITTED INDEMNITY PROVISIONS

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

董事及董事之服務合約

於本年度內及直至本報告日期止之董事如下：

執行董事：

楊玳詩女士(董事總經理)
蔡淑卿女士
陳佩斯女士
陳錫華先生(於2019年8月31日辭任)

獨立非執行董事：

朱嘉榮先生
潘仁偉先生
溫彩霞女士

於本報告日期現任董事及高級管理層之履歷詳情載於本年報第13至第15頁。董事薪酬詳情載於綜合財務報表附註10。

根據本公司之章程細則第87(1)條及第87(2)條，陳佩斯女士及潘仁偉先生將於2020股東週年大會上輪值告退，彼等均符合資格並願意於會上膺選連任。

概無願意於2020股東週年大會上膺選連任之董事與本公司或其任何附屬公司訂有本集團不可於一年內免付賠償(法定賠償除外)而終止之未屆滿服務合約。

管理合約

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

獲准許的彌償條文

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

DIRECTORS' REPORT

董事會報告

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

As at 30 September 2019, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

Long position interests in the Company

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

董事及最高行政人員於股份、相關股份及債權證之權益及淡倉

於2019年9月30日，本公司董事及最高行政人員於本公司及其相聯法團(定義見《證券及期貨條例》第XV部)之股份、相關股份及債權證中擁有登記於本公司根據《證券及期貨條例》第352條須備存登記冊或根據聯交所證券上市規則(「上市規則」)上市發行人董事進行證券交易之標準守則(「標準守則」)須另行知會本公司及聯交所之權益及淡倉如下：

於本公司之好倉權益

本公司每股面值0.01港元之普通股(「股份」)

| Name of Director 董事姓名 | Capacity/Nature of Interests 身份／權益性質 | Number of Shares Interested 擁有權益的股份數目 | % of Issued Voting Shares 佔已發行有投票權股份% |
|------------------------------------|--|--|--|
| Ms. Daisy Yeung 楊玳詩女士 | Eligible beneficiary of a private trust 私人信託之合資格受益人 | 2,879,521,438 (Note) (附註) | 42.72% |
| Ms. Daisy Yeung 楊玳詩女士 | Beneficial owner 實益擁有人 | 18,000,000 | 0.26% |
| Ms. Choi Suk Hing, Louisa 蔡淑卿女士 | Beneficial owner 實益擁有人 | 4,680,000 | 0.07% |
| Ms. Pearl Chan 陳佩斯女士 | Beneficial owner 實益擁有人 | 2,925,000 | 0.04% |

Note: The above Shares were held by Emperor Capital Group Holdings Limited, a wholly-owned subsidiary of Albert Yeung Capital Holdings Limited ("AY Capital Holdings"). AY Capital Holdings was in turn held by TAS Trust (Jersey) Limited ("TAS") in trust for a private discretionary trust set up by Dr. Yeung Sau Shing, Albert ("Dr. Albert Yeung") under which Ms. Daisy Yeung had deemed interest by virtue of being one of the eligible beneficiaries.

附註：以上股份乃由楊受成證券控股有限公司(「楊受成證券控股」)之全資附屬公司英皇證券集團控股有限公司持有。楊受成證券控股由TAS Trust (Jersey) Limited (「TAS」)以信託形式代一項私人酌情信託(由楊受成博士(「楊博士」)創立)持有，當中楊玳詩女士為合資格受益人之一，故被視為擁有權益。

DIRECTORS' REPORT

董事會報告

Save as disclosed above, as at 30 September 2019, none of the Directors nor chief executives of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

SHARE OPTIONS

The Company has adopted a share option scheme ("Share Option Scheme") on 26 January 2017. Particulars of the Share Option Scheme are set out in note 29 to the consolidated financial statements. No option was granted, exercised or cancelled under the Share Option Scheme since its adoption and up to 30 September 2019.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

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

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 30 September 2019, none of the Directors or their respective close associates was interested in any business which was considered to compete or was likely to compete, either directly or indirectly, with the business of the Group as required to be disclosed pursuant to the Listing Rules.

除上文所披露者外，於2019年9月30日，概無本公司董事或最高行政人員於本公司或其任何相聯法團(定義見《證券及期貨條例》第XV部)之股份、相關股份及債權證中擁有任何權益或淡倉。

購股權

本公司於2017年1月26日採納一項購股權計劃(「購股權計劃」)。購股權計劃的詳情載於綜合財務報表附註29。自其獲採納起及直至2019年9月30日，概無根據購股權計劃授出、行使或註銷購股權。

購入股份或債權證之安排

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

董事於競爭業務之權益

於2019年9月30日，概無董事或彼等各自之緊密聯繫人士於被認為與根據上市規則須予披露與本集團業務直接或間接構成競爭或可能構成競爭之任何業務中擁有權益。

DIRECTORS' REPORT

董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS

So far as is known to any Directors or chief executives of the Company, as at 30 September 2019, the following persons or corporations (other than a Director or chief executive of the Company) had, or were deemed or taken to have interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept under Section 336 of the SFO ("DI Register") were as follows:

Long position in the Shares

主要股東及其他人士之權益

就本公司董事或最高行政人員所知，於2019年9月30日，以下人士或公司(除本公司董事或最高行政人員外)於股份或相關股份中擁有或視為或當作擁有根據《證券及期貨條例》第336條須備存於登記冊(「權益披露登記冊」)之權益或淡倉：

於股份之好倉

| Name 姓名／名稱 | Capacity/Nature of Interests 身份／權益性質 | Number of Shares Interested 擁有權益的股份數目 | % of Issued Voting Shares 佔已發行有投票權股份% |
|--|---|--|--|
| AY Capital Holdings 楊受成證券控股 | Interest in a controlled corporation 於受控制法團之權益 | 2,879,521,438 (Note) (附註) | 42.72% |
| TAS | Trustee of a private trust 私人信託之受託人 | 2,879,521,438 (Note) (附註) | 42.72% |
| Dr. Albert Yeung 楊博士 | Founder of a private trust 私人信託之創立人 | 2,879,521,438 (Note) (附註) | 42.72% |
| Ms. Luk Siu Man, Semon ("Ms. Semon Luk") 陸小曼女士(「陸女士」) | Interest of spouse 配偶之權益 | 2,879,521,438 | 42.72% |
| China Huarong International Holdings Limited 中國華融國際控股有限 公司 | Interest in a controlled corporation 於受控制法團之權益 | 609,914,000 | 9.05% |
| Huarong Real Estate Co. Ltd. 華融置業有限責任公司 | Interest in a controlled corporation 於受控制法團之權益 | 609,914,000 | 9.05% |
| China Huarong Asset Management Co., Ltd. 中國華融資產管理股份 有限公司 | Interest in a controlled corporation 於受控制法團之權益 | 609,914,000 | 9.05% |

DIRECTORS' REPORT

董事會報告

| Name 姓名／名稱 | Capacity/Nature of Interests 身份／權益性質 | Number of Shares Interested 擁有權益的股份數目 | % of Issued Voting Shares 佔已發行有投票權股份% |
|--|---|--|--|
| Taiping Assets Management (HK) Company Limited 太平資產管理(香港)有限公司 | Investment Manager 投資管理人 | 612,900,000 | 9.09% |
| Taiping Trustees Limited 太平信託有限公司 | Trustee 受託人 | 612,900,000 | 9.09% |

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

附註: 此等股份為上文「董事及最高行政人員於股份、相關股份及債權證之權益及淡倉」一節中所載楊玳詩女士被視為擁有權益之相同股份。

Save as disclosed above, as at 30 September 2019, the Directors or chief executives of the Company were not aware of any person or corporation (other than a Director or chief executive of the Company) who had, or were deemed or taken to have, any interests or short positions in any Shares or underlying Shares as recorded in DI Register.

除上文披露者外，於2019年9月30日，本公司董事或最高行政人員並不知悉任何人士或法團(除本公司董事或最高行政人員外)於任何股份或相關股份中擁有或視為或當作擁有記錄於權益披露登記冊之任何權益或淡倉。

DIRECTORS' REPORT

董事會報告

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

Continuing Connected Transactions

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

1. Master Leasing Agreement (“MLA”)

| | |
|----------|---|
| Date: | 24 May 2018 |
| Parties: | (1) The Company (2) Emperor International Holdings Limited (“Emperor International”) |
| Nature: | MLA sets out the framework of the terms governing all existing and future tenancy/licensing transaction(s) (“Tenancy Transaction(s)”) regarding leasing of certain office properties or other properties (including signage or signboard space) from Emperor International and its subsidiaries (“Emperor International Group”) for the period from 24 May 2018 to 31 March 2021 with aggregate tenancy annual caps being set for each of the financial years ended/ending 30 September 2018, 2019, 2020 and for the six months ending 31 March 2021 (“Aggregate Tenancy Annual Caps”). |

董事於重要交易、安排或合約之權益及關連交易

持續關連交易

於本年度內，本集團曾與本公司之關連人士(定義見上市規則)進行下列交易：

1. 總租賃協議(「總租賃協議」)

| | |
|------|--|
| 日期: | 2018年5月24日 |
| 訂約方: | (1) 本公司 (2) 英皇集團(國際)有限公司(「英皇國際」) |
| 性質: | 總租賃協議載列規管就於2018年5月24日至2021年3月31日期間自英皇國際及其附屬公司(「英皇國際集團」)租賃若干辦公室物業或其他物業(包括廣告牌或招牌)之所有現有及未來租賃／授權交易(「租賃交易」)的框架條款，並就截至2018年、2019年及2020年9月30日止各財政年度及截至2021年3月31日止六個月分別訂立總租賃年度上限(「總租賃年度上限」)。 |

DIRECTORS' REPORT

董事會報告

Pursuant to the MLA, relevant members of the Group and the relevant members of Emperor International group may from time to time enter into any definitive leasing agreements in relation to any Tenancy Transactions (“Definitive Leasing Agreement(s)”). The terms of each Definitive Leasing Agreement shall be on normal commercial terms or on terms which are no less favorable to the Group than terms offered by independent third parties. The terms and rental shall be subject to arm’s length negotiation and determined based on the condition of the properties and with reference to the then prevailing market rents on property(ies) comparable in location, area and permitted use.

Under Chapter 14A of the Listing Rules, Emperor International was a connected person of the Company and accordingly, the transactions contemplated under the MLA constitute continuing connected transactions of the Company. The MLA and the Aggregate Annual Caps were approved by the Board and by the independent shareholders of Emperor International. Ms. Daisy Yeung, a Director, has deemed interest in the transactions by virtue of being one of the eligible beneficiaries of the private discretionary trust of which Emperor International was being held.

During the Year, the aggregate amounts of the Tenancy Transactions with Emperor International or its relevant members was HK\$11,078,000.

Effective Date: 9 August 2018, whereupon the Aggregate Tenancy Annual Caps had replaced all the then annual caps previously obtained by the Company for the Tenancy Transactions.

Announcement: 24 May 2018 and 9 August 2018

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

根據上市規則第14A章，英皇國際為本公司之關連人士，故總租賃協議項下進行之交易構成本公司之持續關連交易。總租賃協議及總租賃年度上限已經本公司董事會及英皇國際之獨立股東批准。董事楊玳詩女士為持有英皇國際的私人酌情信託下合資格受益人之一，故彼被視作於交易中擁有權益。

於本年度，與英皇國際或其相關成員公司之租賃交易總額為11,078,000港元。

生效日期: 2018年8月9日，屆時總租賃年度上限取代本公司先前就租賃交易獲得的所有當時年度上限。

公告: 2018年5月24日及2018年8月9日

DIRECTORS' REPORT

董事會報告

2. Financial Services Agreement with Albert Yeung Holdings Limited (“AY Holdings”) for Emperor Group (“Emperor Group FSA”) 2. 與楊受成產業控股有限公司(「楊受成產業控股」)就英皇集團訂立之金融服務協議(「英皇集團金融服務協議」)

Date: 27 August 2018

日期: 2018年8月27日

Parties: (1) The Company

訂約方: (1) 本公司

(2) AY Holdings

(2) 楊受成產業控股

Nature of transaction

交易性質

Amount
for the Year

本年度之金額

HK\$'000

千港元

| | |
|--|-------|
| (a) Commission, brokerage, fees and interest income from the listed members under AY Holdings, its subsidiaries and associates (“Emperor Group”) 來自楊受成產業控股旗下上市成員公司、其附屬公司及聯繫人士(「英皇集團」)之佣金、經紀費、費用及利息收入 | 113 |
| (b) Maximum margin loan amount to the listed members of the Emperor Group 給予英皇集團旗下上市成員公司之最高孖展貸款金額 | — |
| (c) Maximum IPO loan amount to the listed members of the Emperor Group 給予英皇集團旗下上市成員公司最高首次公開發售貸款金額 | — |
| (d) Maximum term loan amount to the listed members of the Emperor Group 給予英皇集團旗下上市成員公司最高定期貸款金額 | — |
| (e) Financial advisory fee from the listed members of the Emperor Group 來自英皇集團旗下上市成員公司金融諮詢費 | 2,120 |

DIRECTORS' REPORT

董事會報告

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

Term: From 1 October 2018 to 30 September 2021 (on normal commercial terms and at rates no more favourable than those available to other independent third parties)

Announcement: 27 August 2018

Circular: 5 October 2018

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

Date: 27 August 2018

Parties: (1) The Company
(2) Ms. Daisy Yeung

根據英皇集團金融服務協議，本集團同意向英皇集團旗下其他上市成員公司提供(i)證券、期貨及期權買賣之經紀服務；(ii)財富管理及資產管理服務；(iii)配售及包銷服務；(iv)融資服務，包括孖展貸款、首次公開發售貸款及定期貸款；及(v)金融諮詢服務。英皇集團金融服務協議項下進行之交易構成本公司之持續關連交易。楊玳詩女士為持有英皇集團旗下其他上市成員公司的私人酌情信託下之合資格受益人之一，故被視為於是項協議中擁有權益。

年期：自2018年10月1日起至2021年9月30日(按一般商業條款及按不優於提供予其他獨立第三方之價格)

公告：2018年8月27日

通函：2018年10月5日

3. 與楊玳詩女士就楊氏家族訂立之金融服務協議(「楊氏金融服務協議」)

日期：2018年8月27日

訂約方：(1) 本公司
(2) 楊玳詩女士

DIRECTORS' REPORT

董事會報告

| Nature of transaction 交易性質 | Amount for the Year 本年度之金額 HK\$'000 千港元 |
|---|---|
| (a) Commission, brokerage, fees and interest income from Ms. Daisy Yeung and her associate, but excluding the listed members of the Emperor Group ("Yeung Family") 來自楊玳詩女士及其聯繫人士，但不包括英皇集團旗下上市成員公司(「楊氏家族」)之佣金、經紀費、費用及利息收入 | 2,965 |
| (b) Maximum margin loan amount to the Yeung Family 給予楊氏家族之最高孖展貸款金額 | 29,405 |
| (c) Maximum IPO loan amount to the Yeung Family 給予楊氏家族最高首次公開發售貸款金額 | 1,165 |
| (d) Maximum term loan amount to the Yeung Family 給予楊氏家族之最高定期貸款金額 | - |
| (e) Financial advisory fee from the Yeung Family 來自楊氏家族之金融諮詢費 | - |
| (f) Commission and fee payment to the Yeung Family for their services being provided to the Group 向楊氏家族支付其為本集團提供服務之佣金及費用 | - |

Under the Yeung FSA, the Group has agreed to provide to members of the Yeung Family (i) brokerage services for securities, futures and options trading; (ii) wealth management and asset management services; (iii) financing services including margin loans, IPO loans and term loans; and (iv) financial advisory services. The Group has also agreed to pay commission and fee to the Yeung Family, including (1) the commission and fee for their acting as placees or underwriters for the securities of the Company or for the securities underwritten or placed by the Group; and (2) referral fee for introducing clients to the Group relating to the Group's business. Ms. Daisy Yeung has deemed interest in this agreement by virtue of being one of the members of the Yeung Family. As such, the transactions contemplated under the Yeung FSA constitute continuing connected transactions of the Company.

根據是楊氏金融服務協議，本集團同意向楊氏家族成員提供(i)證券、期貨及期權買賣經紀服務；(ii)財富管理及資產管理服務；(iii)融資服務，包括孖展貸款、首次公開發售貸款及定期貸款；及(iv)金融諮詢服務。本集團亦同意向楊氏家族支付佣金及費用，包括(1)就其擔任本公司的證券或由本集團所包銷或配售的證券之承配人或包銷商之佣金及費用，及(2)就其為本集團之業務向本集團介紹客戶而支付之轉介費用。楊玳詩女士為楊氏家族成員之一，故被視為於是項協議中擁有權益。因此，楊氏金融服務協議項下進行之交易構成本公司之持續關連交易。

DIRECTORS' REPORT

董事會報告

Term: From 1 October 2018 to 30 September 2021 (on normal commercial terms and at rates no more favourable than those available to other independent third parties) 年期: 自2018年10月1日起至2021年9月30日(按一般商業條款及按不優於提供予其他獨立第三方之價格)

Announcement: 27 August 2018 公告: 2018年8月27日

Circular: 5 October 2018 通函: 2018年10月5日

4. Financial Services Agreement with Mr. Chan Shek Wah ("Chan FSA") 4. 與陳錫華先生訂立之金融服務協議(「陳氏金融服務協議」)

Date: 12 February 2018 日期: 2018年2月12日

Parties: (1) The Company 訂約方: (1) 本公司
(2) Mr. Chan Shek Wah ("Mr. Chan") (resigned as an executive Director of the Company on 31 August 2019 and remained as a connected person of the Company during the Year under Chapter 14A of the Listing Rules) (2) 陳錫華先生(「陳先生」)(於2019年8月31日辭任本公司執行董事，根據上市規則第14A章，彼於本年度仍為本公司之關連人士)

| Nature of transaction 交易性質 | Amount for the Year 本年度之金額 HK\$'000 千港元 |
|--|---|
| (a) Commission, brokerage, fees and interest income from Mr. Chan and his associates ("Chan Family") 來自陳先生及其聯繫人士(「陳氏家族」)之佣金、經紀費、費用及利息收入 | 507 |
| (b) Maximum loan amount to the Chan Family 給予陳氏家族之最高貸款金額 | 30,633 |
| (c) Commission and fee payment to the Chan Family for their services being provided to the Group 向陳氏家族支付其為本集團提供服務之佣金及費用 | - |

DIRECTORS' REPORT

董事會報告

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

Term*: From 12 February 2018 to 30 September 2020 (on normal commercial terms and at rates no more favourable than those available to other independent third parties)

Announcement: 12 February 2018

* Mr. Chan will cease to be a connected person of the Company as from 1 September 2020.

Compliance with Disclosure Requirements

Regarding the related party transaction as set out in note 32 to the consolidated financial statements, the transactions as shown in item (i), the amount of HK\$11,078,000 as incorporated in item (iii) and items (iv) to (vi) are non-exempt continuing connected transactions and that the Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules.

Auditor's Letter on Non-exempt Continuing Connected Transactions

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

The auditor has issued an unqualified letter containing its findings and conclusions in respect of the CCTs disclosed by the Group as set out from pages 24 to 30 of this Annual Report in accordance with Rule 14A.56 of the Listing Rules. A copy of the Auditor's Letter has been provided by the Company to the Stock Exchange.

根據陳氏金融服務協議，本集團同意向陳先生及其聯繫人（「陳氏家族」）提供(i)證券、期貨及期權買賣經紀服務以及財富管理及資產管理服務；及(ii)融資服務，包括孖展貸款、首次公開發售貸款及定期貸款。本集團亦同意向陳氏家族支付就其擔任本公司的證券或由本集團所包銷或配售的證券之承配人或包銷商之佣金及費用。陳先生為本公司前任董事，且於本年度內仍為本公司之關連人士。因此，陳氏金融服務協議項下進行之交易構成本公司之持續關連交易。

年期*：自2018年2月12日起至2020年9月30日（按一般商業條款及按不優於提供予其他獨立第三方之價格）

公告：2018年2月12日

* 陳先生將於2020年9月1日起終止成為本公司之關連人士。

遵守披露規定

有關綜合財務報表附註32所載之關連人士交易，當中第(i)項、包含在第(iii)項為11,078,000港元之金額及第(iv)至(vi)項所示之交易均為非豁免之持續關連交易，而本公司已根據上市規則第14A章遵守披露規定。

核數師有關非豁免之持續關連交易之函件

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

根據上市規則第14A.56條，核數師已就本年報第24至第30頁所載本集團披露的持續關連交易發出無保留意見，並載有其發現和結論的函件。本公司已將核數師函件副本提供予聯交所。

DIRECTORS' REPORT

董事會報告

Confirmation of Independent Non-executive Directors

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

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

Save as disclosed above, there was no transaction, arrangement or contract of significance which was significant in relation to the Group's business to which the Company or any of its holding companies, subsidiaries or fellow subsidiaries was a party and in which a Director or his/her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

EMOLUMENT POLICY

The emoluments of the Directors shall be decided by the Board as recommended by the Remuneration Committee having regard to a written remuneration policy (which ensures a clear link to business strategy and a close alignment with the Shareholders' interest and current best practice). Remuneration should be paid with reference to the Board's corporate goals and objectives, the salaries paid by comparable companies, time commitment and responsibilities of the Executive and Non-executive Directors, internal equity of employment conditions across the Group and applicability of performance based remuneration. The Directors' fees are paid fees in line with market practice. No individual should determine his or her own remuneration.

獨立非執行董事之確認

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

- (i) 於本集團之日常及一般業務中訂立；
- (ii) 按照一般或更佳（視情況而定）商業條款進行；及
- (iii) 根據有關協議進行，條款公平合理，並符合股東的整體利益。

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

獨立非執行董事之獨立性確認書

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

薪酬政策

董事薪酬由薪酬委員會參照一套書面薪酬政策（以確保與業務策略有清晰聯繫，並密切符合股東之權益及現行最佳常規）提供推薦意見，並由董事會釐定。薪酬乃參考董事會企業目標及目的、可資比較公司支付的薪金、執行及非執行董事的時間投入及職責、本集團內部一貫的僱傭條件及與表現掛鈎的薪酬之適用性。董事袍金則以符合市場常規而支付。並無個別人士可釐定其本身之薪酬。

DIRECTORS' REPORT

董事會報告

Employees' remuneration was determined in accordance with individual's responsibility, competence and skills, experience and performance as well as market pay level. Remuneration package includes, as the case may be, basic salaries, Directors' fees, contribution to pension schemes, discretionary bonus relating to financial performance of the Group and individual performance, and other competitive fringe benefits such as medical and life insurances. Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in notes 10 and 11 to the consolidated financial statements.

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report from pages 33 to 58 of this report.

SUFFICIENCY OF PUBLIC FLOAT

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

DONATIONS

During the Year, the Group made charitable donations amounting to approximately HK\$141,000.

AUDITOR

A resolution will be submitted to the 2020 AGM to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

Daisy Yeung
Managing Director

Hong Kong
12 December 2019

僱員薪酬乃根據個人職責、才幹及技能、經驗及表現以及市場薪酬水平而釐定。薪酬組合包括(視情況而定)基本薪金、董事袍金、退休金計劃供款、與本集團財務表現及個人表現掛鉤之酌情花紅及其他具有競爭力之額外福利(如醫療及人壽保險)。董事及本集團五名最高薪酬人士之薪酬詳情載於綜合財務報表附註10及11。

企業管治

本公司所採納之主要企業管治常規載於本報告第33至第58頁之企業管治報告。

足夠之公眾持股量

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

捐款

於本年度內，本集團作出慈善捐款約141,000港元。

核數師

續聘德勤•關黃陳方會計師行為本公司核數師之決議案將於2020股東週年大會上提呈。

代表董事會

董事總經理
楊琬詩

香港
2019年12月12日

CORPORATE GOVERNANCE REPORT

企業管治報告

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

THE BOARD

Board Composition

As at 30 September 2019, the Board comprised six Directors (three Executive Directors and three INEDs) who possess the skills, experience and expertise either in the same industry or relevant to the management of the business of the Group. The biographies of the Directors are set out from pages 13 to 15 of this report under the “Biographies of Directors and Senior Management” section.

Chairperson and Chief Executive Officer

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

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

董事會

董事會組成

於2019年9月30日，董事會由六位董事（三位執行董事及三位獨立非執行董事）組成，彼等具有在相同行業或與本集團之業務管理有關之技能、經驗及專長。董事之履歷載於本報告第13頁至第15頁之「董事及高級管理層之履歷」一節內。

主席及行政總裁

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

CORPORATE GOVERNANCE REPORT

企業管治報告

Independent Non-executive Directors

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

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

Roles and Responsibilities of the Board

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

Delegation to the Management

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

- determining the Group's objectives and strategies;
- approving annual and interim results and financial reporting;
- declaring or recommending payment of dividends or other distributions;

獨立非執行董事

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

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

董事會之角色及責任

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

授權予管理層

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

- 釐定本集團之目標及策略；
- 批准年度及中期業績以及財務報告；
- 宣派或建議派付股息或其他分派；

CORPORATE GOVERNANCE REPORT

企業管治報告

- approving major changes that require notification by announcement under the Listing Rules;
 - approving publication of the announcement for notifiable transactions (except for discloseable transactions in relation to lease transactions recognizing the right-of-use asset according to HKFRS 16) under the Listing Rules;
 - approving non-exempt connected transactions/non-exempt continuing connected transactions (other than those transactions which took place from time to time under the master agreement(s) previously approved by the Board/Shareholders (as the case may be)) under the Listing Rules;
 - approving proposed transactions requiring Shareholders' approval under the Listing Rules;
 - approving major capital restructuring and issue of new securities of the Company;
 - approving the establishment of Board committees;
 - approving policies and practices on compliance with legal and regulatory requirements, including but not limited to risk management policy, remuneration policy and corporate governance policy;
 - approving financial assistance to Directors;
 - ensuring the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions; and
 - approving such other matters or transactions as specified by the Board or as thought fit by the Committee or as required by all applicable laws, rules and regulations from time to time.
- 批准根據上市規則須以公告形式作出通知之重大變動；
 - 批准刊發有關上市規則項下之須予公佈交易(與根據香港財務報告準則第16號確認使用權資產之租賃交易有關之須予披露交易除外)之公告；
 - 批准根據上市規則之非豁免關連交易／非豁免持續關連交易(根據已由董事會／股東(視情況而定)批准之主協議不時進行之交易除外)；
 - 批准根據上市規則需要股東批准之建議交易；
 - 批准本公司之主要資本重組及發行新證券；
 - 批准成立董事委員會；
 - 批准有關遵守法例及監管規定方面的政策及常規，包括但不限於風險管理政策、薪酬政策及企業管治政策；
 - 批准對董事之財務援助；
 - 確保本公司會計、內部審核及財務匯報職能之資源、員工資格及經驗、培訓計劃及預算之充足性；及
 - 批准董事會指定或委員會認為適合或所有不時適用的法律、規則及法規規定之有關其他事項或交易。

CORPORATE GOVERNANCE REPORT

企業管治報告

Induction, Support and Professional Development of Directors

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

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

董事之啟導、支援及專業發展

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

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

Name of Directors

董事姓名

| | |
|---|------------------------|
| Daisy Yeung | 楊玳詩 |
| Choi Suk Hing, Louisa | 蔡淑卿 |
| Pearl Chan | 陳佩斯 |
| Chu Kar Wing | 朱嘉榮 |
| Poon Yan Wai | 潘仁偉 |
| Wan Choi Ha | 溫彩霞 |
| Chan Shek Wah (resigned on 31 August 2019) | 陳錫華 (於2019年8月31日辭任) |

Topics on training covered by all Directors

所有董事所涵蓋之培訓主題

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

Relationship between the Board Members

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

董事會成員間之關係

董事會成員之間概無任何關係(包括財務、業務、家屬或其他重大／相關關係)。

Directors' Insurance

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

董事之保險

本公司已就董事可能會面對之任何法律訴訟作出適當之投保安排。

CORPORATE GOVERNANCE REPORT

企業管治報告

Directors' Attendance and Time Commitment

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

董事之出席情況及時間投入

本年度董事出席會議之情況載列如下：

| Name of Directors 董事姓名 | No. of meetings attended/held 出席會議／舉行會議次數 | | | | | | | |
|---|--|--------------------------|---------------------------------|-------------------------------|---|------------------------------|---|--|
| | Board 董事會 | Audit Committee 審核委員會 | Remuneration Committee 薪酬委員會 | Nomination Committee 提名委員會 | Corporate Governance Committee 企業管治委員會 | Executive Committee 執行委員會 | Chairperson Meeting with INEDs 主席與獨立非執行董事之會議 | 2019 Annual General Meeting 2019年股東週年大會 |
| Executive Directors 執行董事 | | | | | | | | |
| Ms. Daisy Yeung (Note 1) 楊玳詩女士(附註1) | 10/10 | | 1/1 | 1/1 | | 20/20 | 1/1 | 1/1 |
| Mr. Chan Shek Wah (Note 2) 陳錫華先生(附註2) | 10/10 | | | | | 18/19 | | 1/1 |
| Ms. Choi Suk Hing, Louisa (Note 3) 蔡淑卿女士(附註3) | 10/10 | | | | 1/1 | 20/20 | | 1/1 |
| Ms. Pearl Chan 陳佩斯女士 | 10/10 | | | | | 20/20 | | 1/1 |
| Independent Non-Executive Directors 獨立非執行董事 | | | | | | | | |
| Mr. Chu Kar Wing (Note 4) 朱嘉榮先生(附註4) | 10/10 | 3/3 | 1/1 | 1/1 | | | 1/1 | 1/1 |
| Mr. Poon Yan Wai (Note 5) 潘仁偉先生(附註5) | 10/10 | 3/3 | 1/1 | | 1/1 | | 1/1 | 1/1 |
| Ms. Wan Choi Ha (Note 6) 溫彩霞女士(附註6) | 10/10 | 3/3 | | 1/1 | 1/1 | | 1/1 | 1/1 |
| Total number of meetings held: 舉行會議之總數： | 10 | 3 | 1 | 1 | 1 | 20 | 1 | 1 |

Notes:

- Chairperson of the Executive Committee
- Resigned on 31 August 2019 and automatically ceased to be a member of the Executive Committee
- Chairperson of the Corporate Governance Committee
- Chairman of the Remuneration Committee
- Chairman of the Audit Committee
- Chairperson of the Nomination Committee

附註：

- 執行委員會主席
- 於2019年8月31日辭任且自動不再為執行委員會之成員
- 企業管治委員會主席
- 薪酬委員會主席
- 審核委員會主席
- 提名委員會主席

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board has reviewed the contribution required from each Director to perform his/her responsibilities to the Company and is satisfied that each Director has been spending sufficient time in performing their responsibilities during the Year.

Board Meetings and Proceedings

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

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

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

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

董事會已檢討各董事所需之貢獻，以履行其對本公司之職責，並信納各董事已於本年度投入足夠時間，履行其職責。

董事會會議及程序

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

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

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

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

CORPORATE GOVERNANCE REPORT

企業管治報告

Board Committees

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

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

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

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

董事委員會

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

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

1. **執行委員會(於2014年11月18日成立)**

執行委員會現由三名執行董事組成，分別為楊玳詩女士(委員會主席)、蔡淑卿女士及陳佩斯女士。執行委員會之主要職責為(a)就與本集團管理及日常營運有關之事項制定業務政策及作出決定(包括訂立交易)；(b)制定及檢討本集團之企業/財務/庫務計劃、投資及營運策略；(c)討論及批准任何本集團或代表本集團制定之財務、借貸、收費及保證承諾；(d)批准任何交易，包括先前根據上市規則已由董事會/股東(視情況而定)批准之主協議不時進行之須予披露交易、獲豁免關連交易及非豁免持續關連交易；及(e)擁有董事會之所有權力及授權，惟董事會不時採納之「需要董事會決定及由董事會授權之事項之正式預定計劃表」所載指定由全體董事會作決定之事項除外。

CORPORATE GOVERNANCE REPORT

企業管治報告

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

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

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

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

- i. reviewed with the management/finance personnel and/or the external auditor the effectiveness of audit process and the accounting principles and practices adopted by the Group, the accuracy and fairness of the annual consolidated financial statements for the financial year ended 30 September 2018 ("Previous Year") and the interim consolidated financial statements for the six months ended 31 March 2019;
- ii. reviewed with the senior management and finance personnel the effectiveness of the risk management and internal control systems of the Group during the Previous Year;
- iii. performed annual review of the non-exempt continuing connected transactions of the Group for the Previous Year;
- iv. recommended the Board on the re-appointment of external auditor at the 2019 annual general meeting ("2019 AGM"); and
- v. approved the audit plan for the financial year ended 30 September 2019, reviewed the independence of external auditor and approved its engagement.

2. 審核委員會(於2007年3月1日成立)

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

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

於本年度內，審核委員會所履行之工作概要載列如下：

- i. 與管理層／財務人員及／或外聘核數師審閱審核過程及本集團所採納之會計原則及實務之成效，以及分別截至2018年9月30日止財政年度(「上一年度」)之年度綜合財務報表及截至2019年3月31日止六個月之中期綜合財務報表之準確性及公平性；
- ii. 與高級管理層及財務人員檢討本集團上一年度風險管理及內部監控系統之成效；
- iii. 對本集團於上一年度之非豁免持續關連交易進行年度審閱；
- iv. 建議董事會於2019年股東週年大會(「2019股東週年大會」)上重新委聘外聘核數師；及
- v. 批准截至2019年9月30日止財政年度之審核計劃、檢討外聘核數師之獨立性及批准其委聘。

CORPORATE GOVERNANCE REPORT

企業管治報告

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

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

The specific written terms of reference of the Remuneration Committee is available on the websites of the Stock Exchange and the Company. The Remuneration Committee is primarily responsible for making recommendation to the Board on (a) the Company's policy and structure of all remuneration of Directors and senior management; (b) the remuneration of INEDs; and (c) the specific remuneration packages for individual Executive Directors and senior management. Details of the remuneration of each of the Directors for the Year are set out in note 10 to the consolidated financial statements. The Remuneration Committee held one meeting during the Year.

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

- i. reviewed the Directors' fees and made recommendation to the Board; and
- ii. reviewed the current remuneration structure/package of the Executive Directors and senior management and recommended the Board to approve their specific packages.

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

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

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

3. 薪酬委員會(於2007年3月1日成立)

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

薪酬委員會之具體書面職權範圍可於聯交所及本公司網站查閱。薪酬委員會主要負責就(a)本公司之董事及高級管理層之所有薪酬政策及架構；(b)獨立非執行董事之薪酬；及(c)個別執行董事及高級管理層之具體薪酬待遇向董事會提供推薦意見。本年度各董事之薪酬詳情載於綜合財務報表附註10。薪酬委員會於本年度舉行一次會議。

於本年度內，薪酬委員會所履行之工作概要載列如下：

- i. 檢討董事袍金並向董事會提供推薦意見；及
- ii. 檢討執行董事及高級管理層之現時薪酬架構／待遇水平，並就批准彼等之具體薪酬待遇向董事會提供建議。

4. 提名委員會(於2012年3月28日成立)

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

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

CORPORATE GOVERNANCE REPORT

企業管治報告

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

- i. reviewed the structure, size and diversity of the Board;
- ii. reviewed the independence of the INEDs;
- iii. reviewed the confirmation from the Directors on time commitment in performing their duties as Directors;
- iv. made recommendation to the Board on the re-election of Directors at the 2019 AGM; and
- v. made recommendation to the Board on the adoption of the Nomination Policy and a revised terms of reference of the Nomination Committee.

Board Diversity Policy

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

Nomination Policy

During the Year, the Company had adopted a written Nomination Policy of the Group. It aims at assisting the Nomination Committee in identifying and nominating suitable candidates for directorship based on the Board Diversity Policy and sets out the nomination criteria and the nomination procedures for (i) nominating additional Director to fill a casual vacancy on the Board; (ii) making recommendation to Shareholders regarding any Director for election or re-election of Director at general meeting; and (iii) nomination by Shareholders on election of new Director.

於本年度內，提名委員會所履行之工作概要載列如下：

- i. 檢討董事會之架構、人數及多元化；
- ii. 檢討獨立非執行董事之獨立性；
- iii. 檢討董事就履行擔任董事之職責所投入時間之確認；
- iv. 就於2019年股東週年大會上膺選連任之董事向董事會提供推薦意見；及
- v. 就採納提名政策及提名委員會經修訂職權範圍向董事會提供推薦意見。

董事會多元化政策

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

提名政策

於本年度內，本公司已採納本集團之書面提名政策。該政策旨在協助提名委員會根據董事會多元化政策物色及提名董事之合適候選人，並訂明有關以下內容之提名標準及提名程序：(i)提名額外董事，以填補董事會之臨時空缺；(ii)就於股東大會上選舉或重選董事，向股東提供推薦意見；及(iii)股東就選舉新董事之提名。

CORPORATE GOVERNANCE REPORT

企業管治報告

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

The Corporate Governance Committee consists of five members, namely Ms. Choi Suk Hing, Louisa (Chairperson of the Committee) being an Executive Director, Mr. Poon Yan Wai and Ms. Wan Choi Ha, both being INEDs, a representative of company secretarial function and a representative of finance and accounts function.

The specific written terms of reference of the Corporate Governance Committee is available on the Company's website. The primary duties of the Corporate Governance Committee are (a) reviewing the policies and practices on corporate governance of the Company and making recommendations to the Board; (b) reviewing and monitoring the policies and practices of the Company on compliance with legal and regulatory requirements; (c) developing, reviewing and monitoring the code of conduct applicable to Directors and relevant employees of the Group on dealings with the Company's securities; (d) reviewing and monitoring the training and continuous professional development of Directors and senior management; and (e) reviewing the Company's compliance with the CG Code and disclosure in this report. The Corporate Governance Committee held one meeting during the Year.

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

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

5. 企業管治委員會(於2012年3月28日成立)

企業管治委員會由五名成員組成，其分別為執行董事蔡淑卿女士(委員會主席)、獨立非執行董事潘仁偉先生及溫彩霞女士、一名公司秘書職能部門代表及一名財務及會計職能部門代表。

企業管治委員會之具體書面職權範圍可於本公司網站查閱。企業管治委員會之主要職責為(a)檢討本公司在企業管治方面之政策及常規並向董事會提供推薦意見；(b)檢討及監察本公司在遵守法規及監管規定方面之政策及常規；(c)制定、檢討及監察董事及本集團相關僱員買賣本公司證券所適用之行為守則；(d)檢討及監察董事及高級管理層之培訓及持續專業發展；及(e)檢討本公司遵守企業管治守則及本報告披露之情況。企業管治委員會於本年度舉行一次會議。

於本年度內，企業管治委員會所履行之工作概要載列如下：

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

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPANY SECRETARY

The Company Secretary whose appointment was approved by the Board, plays an important role in supporting the Board for ensuring good information flow within the Board and ensuring that the Board policies and procedures are followed. She is responsible for advising the Board on governance matters and has facilitated induction and professional development of the Director. She has day-to-day knowledge of the Company's affairs. During the Year, the Company Secretary had duly complied with the training requirement under Rule 3.29 of the Listing Rules.

SECURITIES TRANSACTIONS OF DIRECTORS

The Company had adopted its own code of conduct regarding securities transactions ("ECG Securities Code") on no less exacting terms than the required standards set out in the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") in Appendix 10 of the Listing Rules. Having made specific enquiry to the Directors, all of them confirmed that they had complied with the required standard of dealings as set out in the Model Code and ECG Securities Code throughout the Year.

ACCOUNTABILITY AND AUDIT

Financial Reporting

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

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

公司秘書

公司秘書由董事會批准委聘，其在支持董事會方面擔當重要角色，以確保董事會內部之資訊流通良好及董事會政策及程序獲得遵行。彼負責就管治事宜向董事會提供意見，並已推動董事之啟導及專業發展。彼對本公司之日常事務有所認識。於本年度內，公司秘書已妥為遵守上市規則第3.29條項下之培訓規定。

董事之證券交易

本公司已採納其自訂之證券交易行為守則（「英皇證券集團證券守則」），其條款不遜於上市規則附錄十之《上市發行人董事進行證券交易的標準守則》（「標準守則」）所載之規定標準。經向董事作出特定查詢後，全體董事確認，彼等於本年度內一直遵守標準守則及英皇證券集團證券守則所載有關進行交易之買賣準則。

問責及核數

財務匯報

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

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

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

A. Goals and objectives

Internal control is fundamental to the successful operation and day-to-day running of a business and it assists a company in achieving its business objectives. Internal control policies and procedures within the Group are updated regularly with the primary objective of providing general guidance and recommendations on a basic framework of risk management and internal control systems (“Systems”).

The Board is responsible to ensure that the Group establishes and maintains appropriate and effective Systems. Such Systems are designed to manage rather than eliminate risks of failure to achieve business objectives, and can only provide reasonable, but not absolute, assurance against material misstatement or losses.

The key objectives of the Systems include:

- safeguarding assets;
- ensuring completeness, accuracy and validity of financial records and reports;
- promoting adherence to policies, procedures, regulations and laws; and
- promoting effectiveness and efficiency of operations.

A review has been conducted on (i) the Group’s internal control measures and procedures covering material controls, including operational, financial and compliance controls; and (ii) risk management functions in the principal subsidiaries of the Company.

風險管理及內部監控

A. 宗旨及目標

內部監控乃成功運作及日常業務運作之基礎，有助公司達成其業務目標。本集團之內部監控政策及程序定期更新，其主要目的乃為風險管理及內部監控系統（「該等系統」）之基本框架提供一般指引及意見。

董事會負責確保本集團設立及維持合適及有效之該等系統。該等系統旨在管理而非消除未能達成業務目標之風險，並僅可就重大錯誤陳述或損失提供合理而非絕對保證。

該等系統之主要目標包括：

- 保障資產；
- 確保財務記錄及報告之完整性、準確性及有效性；
- 促進遵守政策、程序、規例及法例；及
- 促進營運之有效性及高效性。

已就以下內容進行檢討：(i)本集團之內部監控措施及程序，覆蓋重大監控，包括營運、財務及合規監控；及(ii)本公司主要附屬公司之風險管理職能。

CORPORATE GOVERNANCE REPORT

企業管治報告

B. Governance Control

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

(1) *The Board*

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

(2) *Audit Committee*

- review and discuss the Systems with the management annually to ensure that the management has performed its duty to have effective Systems. This discussion includes the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting functions; and
- consider major findings on internal control matters raised by external auditors and make recommendations to the Board.

B. 管治監控

該等系統之監控架構載列如下：

(1) *董事會*

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

(2) *審核委員會*

- 每年與管理層檢討並討論該等系統，以確保管理層履行其職責以維持該等系統之有效性。該討論包括本公司會計及財務匯報職能之資源、員工資格及經驗、培訓計劃及預算之充足性；及
- 考慮由外部核數師提出之內部監控事宜的重要調查結果並向董事會作出推薦建議。

CORPORATE GOVERNANCE REPORT

企業管治報告

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

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

(4) *Internal Audit Department*

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

C. Risk management

(1) *Risk Management Process*

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

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

(3) *管理層(包括業務單位、部門及分部主管)*

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

(4) *內部審核部門*

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

C. 風險管理

(1) *風險管理程序*

風險管理過程包括風險識別、風險分析、風險評估、風險管理措施及風險監控及檢討。

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

CORPORATE GOVERNANCE REPORT

企業管治報告

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

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

(2) Significant Risks and Strategies

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

(i) Credit Risk

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

根據風險評估，本公司將管理風險如下：

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

(2) 重大風險及策略

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

(i) 信貸風險

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

CORPORATE GOVERNANCE REPORT

企業管治報告

The Group's Credit Committee, the ultimate credit decision-making organ of the Group, is responsible for putting in place credit policies and procedures for approving margin financing and lending portfolio as well as debt recovery procedures to ensure prompt and effective recovery of outstanding debts. The Group's exposure to credit risk lies mainly in two areas:

a) Margin financing

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

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

本集團之信貸委員會乃本集團最終信貸決策機構，負責制定適當信貸政策及程序以審批孖展融資及貸款組合，以及建立債務收回程序以確保能迅速及有效地收回未償還債務。本集團之信貸風險主要在於兩個方面：

a) 孖展融資

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

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

CORPORATE GOVERNANCE REPORT

企業管治報告

b) Lending portfolio

All loans and advances are subject to credit analysis, borrower's due diligence, risk assessment and are approved by the management according to the credit policies set by the Credit Committee. The Loans Operation Department is tasked with the daily monitoring of exposures for loans and advances.

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

(ii) *Equity Risk*

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

b) 貸款組合

所有貸款及墊款須進行信貸分析、借款人盡職調查及風險評估，並須獲得管理層根據信貸委員會制定之信貸政策作出批准。貸款營運部之任務為日常監控貸款及墊款風險。

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

(ii) 權益風險

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

CORPORATE GOVERNANCE REPORT

企業管治報告

(iii) Liquidity Risk

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

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

(iv) Operational Risk

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

(iii) 流動資金風險

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

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

(iv) 營運風險

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

CORPORATE GOVERNANCE REPORT

企業管治報告

D. Internal Control

(1) Operational Control

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

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

D. 內部監控

(1) 營運監控

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

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

CORPORATE GOVERNANCE REPORT

企業管治報告

(2) Financial Controls

- proper controls are in place for the recording of complete, accurate and timely accounting and management information;
- annual budget and quarterly forecast on all capital and revenue items are prepared and approved by the management before being adopted;
- the management monitors the business activities closely and reviews monthly financial results of operations against budgets/forecast;
- regular reports on revenue, trade receivables' ageing and debtors' ageing and internal financial reports are prepared to the management which give a balanced and understandable assessment of the Group's financial performance;
- monthly updates on internal financial statements are provided to all Directors which give a balanced and understandable assessment of the Group's performance, financial position and prospects in sufficient details;
- annual audit by external auditor is carried out to ensure that the consolidated financial statements are prepared in accordance with generally accepted accounting principles, the Group's accounting policies and the applicable laws and regulations; and
- daily available fund report is reviewed to monitor the cash flows against budgets/forecast.

(2) 財務監控

- 已建立適當的監控程序，確保全面、準確及準時記錄會計及管理資料；
- 所有資本及收入項目之年度預算及季度預測編製後，均須先獲管理層批准方可採納；
- 管理層嚴密監控業務活動並每月將經營之財務業績與預算／預測進行對比檢討；
- 為管理層編製收入、貿易應收款項賬齡及應收債項賬齡的定期報告以及內部財務報告，對本集團的財務表現給予公正及易於理解的評估；
- 每月向全體董事提供內部財務報表之更新資料，其中載有本集團表現、財務狀況及前景的公正及易於理解的評估，並具有充足詳情；
- 外聘核數師進行年度審核以確保綜合財務報表乃根據公認會計原則、本集團之會計政策及適用之法律及法規編製；及
- 審閱每日所得的資金報告，以就現金流量與預算／預測的對比進行監控。

CORPORATE GOVERNANCE REPORT

企業管治報告

(3) Compliance Control

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

- **Systems and Procedures on Disclosure of Inside Information** to ensure, with the assistance of internal work team (if required), that any material information which comes to the knowledge of any one or more officers should be promptly identified, assessed and escalated, where appropriate, for the attention of the Board. The Board shall make timely decisions on disclosure, if necessary, and take appropriate measures to preserve confidentiality of inside information until proper dissemination of the inside information;
- **Policies and practices on compliance with legal and regulatory requirements** which shall be reviewed and monitored regularly by the Corporate Governance Committee as delegated by the Board;
- **CCT Compliance Committee** is established to monitor, control and regularly review connected transactions and continuing connected transactions of the Company and ensure proper compliance with all relevant laws and regulations and the Listing Rules and disclosure requirements;
- **Whistle-blowing policy** for employees of the Group to raise concerns, in confidence, about possible improprieties in financial reporting, internal control or other matters of the Group. Such arrangement will be reviewed by the Audit Committee which ensures that proper arrangement is in place for fair and independent investigation of the matters; and
- **Anti-money Laundering and Counterterrorist Financing Policy and Procedures** is established to set out the general framework for combating crime against money laundering and financing of terrorism. It provides guideline to prevent the Group's employees and clients/customers/suppliers/vendors/contractors from being misused for money laundering, terrorist financing or other financial crime and has set out some indications of potentially suspicious transactions/activities for employees' reference.

(3) 合規監控

下列政策及程序乃為保障合規監控：

- **內幕消息披露機制及程序**，以在內部工作組的協助下(如需要)，確保任何一名或多名高級人員得悉的任何重大資料須予及時識別、評估及提交(倘適用)至董事會。董事會須適時就披露作出決定(如需要)，並採取適當措施將內幕消息保密，直至妥善發佈內幕消息為止；
- **有關遵守法例及監管規定方面的政策及常規**由董事會委派之企業管治委員會定期檢討及監察；
- **持續關連交易合規委員會**已經成立，以監察、監管及定期檢討本公司之關連交易及持續關連交易，確保妥為遵守一切相關法律及法規、上市規則以及披露規定；
- **舉報政策**已為本集團僱員制定，以在保密情況下就本集團的財務匯報、內部監控或其他事宜中的可能不當行為提出關注。有關安排將由審核委員會檢討，確保有恰當安排就有關事項進行公平及獨立之調查；及
- **打擊洗錢及恐怖分子資金籌集政策及程序**已予制定，其訂明打擊洗錢及恐怖主義資金籌集罪行之整體框架，並提供指引防止本集團員工及客戶／顧客／供應商／賣方／承包商被誤用於洗錢、恐怖主義資金籌集或其他金融罪行，亦已列出部分潛在可疑交易／活動之指標，供員工參考。

CORPORATE GOVERNANCE REPORT

企業管治報告

E. Management Confirmation

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

COMMUNICATION WITH SHAREHOLDERS

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

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

Separate resolutions are proposed at general meetings for substantial issues, including the re-election of retiring Directors. The Company's notice to Shareholders for the 2019 AGM was sent to Shareholders at least 20 clear business days before the meeting and notices of all other general meetings are sent to Shareholders at least 10 clear business days before the meetings.

The Chairperson of the 2019 AGM and chairman/members of the Board Committees and the external auditors had attended the 2019 AGM to answer questions from the Shareholders. With the assistance of the Company Secretary, the Chairperson of the meeting had explained the procedures for conducting a poll voting during the meeting.

E. 管理層確認

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

與股東之溝通

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

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

各重大事項（包括重選退任董事）均會於股東大會上提呈個別決議案。本公司2019年股東週年大會致股東之通告已於大會舉行前至少足20個營業日向股東發送，而所有其他股東大會之通告則在該等大會舉行前至少足10個營業日向股東發送。

2019年股東週年大會之主席及董事會轄下委員會之主席／成員及外部核數師均已出席2019年股東週年大會以回答股東之提問。透過公司秘書之協助，大會主席已於大會上解釋以點票方式表決的程序。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIVIDEND POLICY

The Company had adopted a written dividend policy setting out the principles for the Board to determine appropriate amount of dividend to be distributed. The Company intends to provide Shareholders with regular interim and final dividends (as the case may be) based on the earnings attribution to its Shareholders after taking into consideration of the factors stated in the policy, inter alia, (i) cash flow requirements for business operations; (ii) cash available, financial liabilities and capital commitment; (iii) market environment and challenges; and (iv) future development and investment opportunities. The declaration of dividends or recommendation on such payment shall be subject to all applicable laws, rules and regulations including but not limited to the Listing Rules, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the applicable laws of Bermuda and the memorandum of association and Bye-laws of the Company.

SHAREHOLDERS' RIGHTS

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

Right to Convene/Call General Meetings

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

股息政策

本公司已採納書面股息政策，其訂明供董事會釐定將予派付之合適數額的股息之原則。本公司擬根據其股東應佔之盈利，向股東提供經常性的中期及末期股息(視情況而定)，當中已考慮已於政策中訂明之以下因素：(i)業務營運之現金流量需求；(ii)可用現金、金融負債及資本承擔；(iii)市場環境及挑戰；及(iv)未來發展及投資機遇。宣派股息或建議作出有關派付時須符合所有適用法律、規則及規例，包括但不限於上市規則、公司條例(香港法例第622章)、百慕達之適用法律及本公司之組織章程大綱及公司章程細則。

股東之權利

根據企業管治守則須予披露之若干股東權利概要載列如下：

召開股東大會之權利／召開股東大會

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

CORPORATE GOVERNANCE REPORT

企業管治報告

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

Putting Forward Proposals at General Meetings

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

Proposing a Person for Election as a Director

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

Enquires from Shareholders

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

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

於股東大會上提出建議

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

提名人士參選董事

股東提名人士參選董事之程序可於本公司網站查閱。

股東查詢

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

CORPORATE GOVERNANCE REPORT

企業管治報告

CONSTITUTIONAL DOCUMENTS

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

AUDITOR'S INDEPENDENCE AND REMUNERATION

The Audit Committee is mandated to review and monitor the independence of the auditors to ensure objectivity and the effectiveness of the audit process of the financial statements in accordance with applicable standards. Members of the Audit Committee were of the view that the Company's auditors, Messrs. Deloitte Touche Tohmatsu is independent and has recommended the Board to re-appoint it as the Company's auditors at the 2020 AGM. During the Year, Messrs. Deloitte Touche Tohmatsu has rendered audit services and certain non-audit services to the Group and the remuneration paid/payable to it by the Group is set out as follows:

組織章程文件

於本年度，本公司之組織章程文件並無任何重大變動。

核數師之獨立性及酬金

審核委員會獲授權根據適用之準則審閱及監督核數師之獨立性，以確保審計過程中財務報表之客觀性及有效性。審核委員會成員認為，本公司之核數師德勤•關黃陳方會計師行屬獨立人士，並已向董事會作出推薦建議，於2020年股東週年大會續聘其為本公司之核數師。於本年度內，德勤•關黃陳方會計師行曾向本集團提供核數服務及若干非核數服務，而本集團已付／應付予彼之酬金載列如下：

| Services rendered 所提供服務 | Fees paid/payable 已付／應付費用 HK\$'000 千港元 |
|--|---|
| Audit services 核數服務 | 2,365 |
| Non-audit services: 非核數服務： | |
| Review of the preliminary results announcement 審閱初步業績公告 | 60 |

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Deloitte.

德勤

TO THE SHAREHOLDERS OF EMPEROR CAPITAL GROUP LIMITED

(incorporated in Bermuda with limited liability)

致英皇證券集團有限公司全體股東

(於百慕達註冊成立之有限公司)

Opinion

We have audited the consolidated financial statements of Emperor Capital Group Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 68 to 167, which comprise the consolidated statement of financial position as at 30 September 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 September 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

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

意見

本核數師(以下簡稱「我們」)已審計列載於68至167頁英皇證券集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)之綜合財務報表，此財務報表包括於2019年9月30日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於2019年9月30日的綜合財務狀況及截至該日止年度的綜合財務表現及其綜合現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

意見之基礎

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matters

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

關鍵審計事項

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

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

我們之審計如何處理關鍵審計事項

Adoption of HKFRS 9 “Financial Instruments” (“HKFRS 9”) on the application of Expected Credit Loss (“ECL”) Model on loans and advances and accounts receivable from secured margin clients (collectively referred to as the “Advances to Customers”)

就對貸款及墊款及應收有抵押孖展客戶賬款(統稱為「向客戶墊款」)應用預期信貸虧損(「預期信貸虧損」)模式而採用香港財務報告準則第9號「金融工具」(「香港財務報告準則第9號」)

We identified the impairment of Advances to Customers (other than the impairment in stage 3 as a separate key audit matter), arising from the application of the ECL Model upon the adoption of HKFRS 9, as a key audit matter due to the significant judgment and estimation made by management to determine the ECL amount at the reporting date.

我們將因採用香港財務報告準則第9號後應用預期信貸虧損模式而產生向客戶墊款減值(獨立關鍵審計事項之於第三階段之減值除外)確認為一項關鍵審計事項，此乃由於釐定報告日期之預期信貸虧損金額時需要管理層作出重大判斷及估計。

As disclosed in note 4 to the consolidated financial statements, the ECL measurement involves significant management judgement and estimation, with the involvement of the Group's external specialist, in (i) the selection of appropriate models and key inputs used in the ECL model, including the probability of default (“PD”) and loss given default (“LGD”), and (ii) the selection and use of reasonable and supportable forward-looking information without undue cost or effort in the ECL model to estimate the future movement of different economic drivers and how these drivers will affect each other and the correlation with the key inputs, including PD and LGD.

誠如綜合財務報表附註4所披露，預期信貸虧損計量涉及以下管理層與 貴集團外部專家所作出之重大判斷及評估：(i)選擇用於預期信貸虧損模式之合適模式及關鍵輸入數據(包括違約概率及違約虧損)；及(ii)在預期信貸虧損模式中選擇及使用在無須耗費不必要之人力物力情況下合理和可提供合理證據的前瞻性信息，以估計不同經濟推動因素之未來變動以及該等因素如何互相影響及如何與關鍵輸入數據(包括違約概率及違約虧損)互相關連。

Our procedures in relation to the impairment of Advances to Customers included:

我們就有關向客戶墊款之減值執行的程序包括：

- Understanding the Group's established credit risk policies and procedures for impairment assessment in relation to the application of ECL model under HKFRS 9, including model set up and approval and selection and application of assumptions and key inputs into the model;
- 了解 貴集團既有信貸風險政策及就應用香港財務報告準則第9號項下預期信貸虧損模式的減值評估程序，包括模式的設立及審批、選擇及應用加入模式的假設及關鍵輸入數據；
- Understanding the key controls over ongoing monitoring processes, including:
- 了解持續監察過程的主要監控，包括：
 - (i) the process of margin call procedures for margin shortfall and identification of impaired accounts receivable from margin clients arising from the business of dealing in securities;
 - (i) 保證金不足時進行的追收保證金程序及確定已減值之來自證券買賣業務之應收孖展客戶賬款的程序；
 - (ii) the process of periodic reviews for identification of any indicators of deterioration of the creditability of borrowers through searching of publicly available information and any delinquency in loans or interest repayment for loans and advances;
 - (ii) 就貸款及墊款透過搜尋公眾可得資料確定借款人信譽惡化及拖欠任何貸款或利息還款的跡象之定期審閱程序；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matters (continued)

關鍵審計事項(續)

Key audit matter (continued)

How our audit addressed the key audit matter (continued)

關鍵審計事項(續)

我們之審計如何處理關鍵審計事項(續)

Adoption of HKFRS 9 “Financial Instruments” (“HKFRS 9”) on the application of Expected Credit Loss (“ECL”) Model on loans and advances and accounts receivable from secured margin clients (collectively referred to as the “Advances to Customers”) (continued)

就對貸款及墊款及應收有抵押孖展客戶賬款(統稱為「向客戶墊款」)應用預期信貸虧損(「預期信貸虧損」)模式而採用香港財務報告準則第9號「金融工具」(「香港財務報告準則第9號」)(續)

The management further assesses whether there has been a significant increase in credit risk (“SICR”) for exposures since initial recognition. If there has been a SICR, the Group will measure the loss allowance based on lifetime ECL rather than 12-month ECL. In assessing whether the credit risk of an asset has significantly increased, the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information with significant judgement involved.

管理層進一步評估於初步確認起信貸風險是否顯著增加。倘信貸風險顯著增加，貴集團將根據全期預期信貸虧損而非12個月預期信貸虧損計量虧損撥備。於評估一項資產之信貸風險是否顯著增加時，貴集團考慮定性及定量之合理和可提供合理證據的前瞻性信息，當中涉足重大判斷。

The total gross amount of (i) loans and advances and (ii) accounts receivable from secured margin clients under stages 1 and 2 as at 30 September 2019 are HK\$2,997,012,000 and HK\$2,445,478,000 less impairment loss of HK\$10,464,000 and HK\$23,586,000 respectively. Please see notes 20, 21 and 37 to the consolidated financial statements.

於2019年9月30日，第一及第二階段項下的(i)貸款及墊款以及(ii)應收有抵押孖展客戶賬款總金額分別為2,997,012,000港元及2,445,478,000港元，減去減值虧損分別為10,464,000港元及23,586,000港元。請參閱綜合財務報表附註20、21及37。

- Assessing the reasonableness and appropriateness of the management’s judgement on staging criteria for determining if SICR has occurred (stage 1 or 2) or the financial asset is credit-impaired (stage 3) and the basis for classification of exposures into the 3 stages as required by HKFRS 9 and examining supporting information on a sample basis to assess the appropriateness of the classification of loan exposures as at the end of the reporting period;
- 評估管理層對釐定是否出現信貸風險顯著增加(第一或第二階段)或金融資產是否已信貸減值(第三階段)的階段準則以及按香港財務報告準則第9號所規定將風險分類為三個階段的基準所作判斷的合理性及恰當性，以及抽樣核實證明資料以評估於報告期末的貸款風險分類的恰當性；
- Evaluating, together with our internal valuation specialists, the reasonableness and appropriateness of the ECL models and assumptions, information and parameters used in the model in establishing the forward looking factors, and the relationship between the forward looking factors and the key inputs, including PD and LGD, in the ECL model to determine the impairment loss of Advances to Customers in stage 1 or 2; and
- 與我們的內部估值專家評估預期信貸虧損模式及確定前瞻性因素模式所用的假設、資料及參數的合理性及恰當性，及評估預期信貸虧損模式內前瞻性因素與關鍵輸入數據(包括違約概率及違約虧損)的關係，以釐定第一或第二階段的向客戶墊款的減值虧損；及
- Testing the accuracy and completeness of key data sources applied in the ECL computation on a sample basis by checking to the Group’s supporting information, the relevant loan files and external data source, as applicable.
- 透過核實 貴集團相關貸款檔案及外部數據來源(如適用)的證明資料，抽樣測試應用於預期信貸虧損計算的關鍵數據來源的準確性及完整性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matters (continued)

關鍵審計事項(續)

Key audit matter (continued)

How our audit addressed the key audit matter (continued)

關鍵審計事項(續)

我們之審計如何處理關鍵審計事項(續)

Impairment of loans and advances and accounts receivable from secured margin clients (collectively referred to as the "Advances to Customers") at Stage 3

於第三階段之貸款及墊款及應收有抵押孖展客戶賬款(統稱為「向客戶墊款」)之減值

We identified the impairment of Advances to Customers at Stage 3 as a key audit matter due to the involvement of significant management estimation in determining the ECL amount.

我們將於第三階段之向客戶墊款之減值確認為一項關鍵審計事項，此乃由於釐定預期信貸虧損之金額涉及重大管理層估計。

In assessing the lifetime ECL on Advances to Customers classified as stage 3, the Group performed the assessment based on the Group's historical credit loss experience, adjusted for factors that are specific to the borrowers, general economic conditions at the reporting date as well as the forecast of future conditions with significant judgment involved. The Group also reviews the value of the collateral received from the customers in determining the impairment. The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between loss estimates and actual loss experience.

於評估分類為第三階段的向客戶墊款的全期預期信貸虧損時，貴集團根據貴集團的過往信貸虧損經驗進行評估，並按照借款人的特定因素、於報告日期的一般經濟狀況和未來狀況預測進行調整，當中涉及重大判斷。貴集團亦於釐定減值時審閱已收客戶的抵押品價值。估計未來現金流量的金額及時間所用的方法及假設將獲定期審閱，以降低虧損估計與實際虧損經驗的差異。

Our procedures in relation to the impairment of Advances to Customers at Stage 3 included those covered in the above key audit matter related to ECL model and the following additional procedures:

我們就有關於第三階段的向客戶墊款之減值執行的程序包括上文有關預期信貸虧損模式的關鍵審計事項所涵蓋者以及下列額外程序：

- Corroborating and challenging management's assessment and key estimations used in determining expectation of reasonably possible outcomes on the recoverability of the loans to the borrower against our understanding of the situation and the industries of the borrowers or guarantor and collateral, if any, from reading public announcements and other externally available information; and
- 就我們透過查閱公告及其他外部可得資料對借款人或擔保人以及抵押品(如有)的情況及所處行業的瞭解，證實及質疑管理層釐定就收回借款人的貸款的合理可能結果預期所用的評估及關鍵估計；及
- Examining underlying documentation supporting the management's key estimations used in determining the present value of the estimated future cash flows, including the historical repayment records and any settlement subsequent to the end of the reporting period, fair value of the collateral, if any, and other information available for the creditability of those borrowers.
- 檢查支持管理層釐定估計未來現金流量現值的關鍵估計的相關文件，包括歷史還款記錄及報告期末後的任何結算、抵押品的公平值(如有)以及就該等借款人信譽的其他可得資料。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matters (continued)

關鍵審計事項(續)

| Key audit matter (continued) | How our audit addressed the key audit matter (continued) |
|------------------------------|--|
| 關鍵審計事項(續) | 我們之審計如何處理關鍵審計事項(續) |

Impairment of loans and advances and accounts receivable from secured margin clients (collectively referred to as the “Advances to Customers”) at Stage 3 (continued)

於第三階段之貸款及墊款及應收有抵押孖展客戶賬款(統稱為「向客戶墊款」)之減值(續)

As set out in notes 20, 21, and 37 to the consolidated financial statements, the total gross amount as at 30 September 2019 of (i) loans and advances and (ii) accounts receivable from secured margin clients amounted to HK\$3,487,726,000 and HK\$4,003,638,000 respectively, of which HK\$490,714,000 and HK\$1,558,160,000 respectively are classified as Stage 3.

誠如綜合財務報表附註20、21及37所載，於2019年9月30日，(i)貸款及墊款以及(ii)應收有抵押孖展客戶賬款總金額分別為3,487,726,000港元及4,003,638,000港元，其中490,714,000港元及1,558,160,000港元分別分類為第三階段。

An ECL of HK\$405,720,000 and HK\$706,129,000 has been recognised in relation to (i) loans and advances and (ii) accounts receivable from secured margin clients under stage 3, respectively, as disclosed in note 7 to the consolidated financial statements.

誠如綜合財務報表附註7所披露，已就第三階段項下的(i)貸款及墊款及(ii)應收有抵押孖展客戶賬款確認預期信貸虧損分別為405,720,000港元及706,129,000港元。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Other Information

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

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

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

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

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

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

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

其他信息

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

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

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

董事及治理層就綜合財務報表須承擔之責任

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

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

治理層須負責監督貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

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

核數師就審計綜合財務報表須承擔之責任

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

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致之重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

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

核數師就審計綜合財務報表須承擔之責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就貴集團內實體或業務活動的財務資訊獲取充足、適當的審計憑證，以對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

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

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

核數師就審計綜合財務報表須承擔之責任(續)

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

出具本獨立核數師報告的審計項目合夥人是唐業銓。

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
12 December 2019

德勤•關黃陳方會計師行
執業會計師
香港
2019年12月12日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 30 September 2019 截至2019年9月30日止年度

| | Notes 附註 | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|--|-------------|-------------------------|-------------------------|
| Revenue 收入 | | | |
| Commission and fee income 佣金及費用收入 | 6 | 118,184 | 215,628 |
| Interest income 利息收入 | 6 | 964,670 | 1,098,642 |
| | | 1,082,854 | 1,314,270 |
| Other operating income 其他經營收入 | | 6,884 | 9,946 |
| Impairment allowances, net of reversal 減值撥備，扣除撥回 | 7 | (889,284) | (205,578) |
| Staff costs 員工成本 | 8 | (98,999) | (121,642) |
| Commission expenses 佣金支出 | | (44,683) | (63,684) |
| Other expenses 其他支出 | | (108,850) | (117,126) |
| Finance costs 財務費用 | 9 | (176,261) | (153,978) |
| Share of loss of an associate 應佔一間聯營公司之虧損 | | (1,880) | (2,160) |
| (Loss) profit before taxation 除稅前(虧損)溢利 | 12 | (230,219) | 660,048 |
| Taxation 稅項 | 13 | (28,487) | (110,853) |
| (Loss) profit for the year 年度(虧損)溢利 | | (258,706) | 549,195 |
| (Loss) profit and total comprehensive (expense) income for the year attributable to owners of the Company 本公司擁有人應佔年度(虧損)溢利及全面(開支)收益總額 | | (258,706) | 549,195 |
| (Loss) earnings per share 每股(虧損)盈利 | | | |
| Basic 基本 | 15 | HK(3.84) cents港仙 | HK8.15 cents港仙 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 30 September 2019 於2019年9月30日

| | Notes 附註 | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|--|-------------|-------------------------|-------------------------|
| Non-current assets 非流動資產 | | | |
| Property and equipment 物業及設備 | 16 | 9,306 | 7,387 |
| Intangible assets 無形資產 | 17 | — | — |
| Interest in an associate 於一間聯營公司之權益 | 18 | — | — |
| Amount due from an associate 應收一間聯營公司款項 | 18 | 3,435 | 5,315 |
| Other assets 其他資產 | 19 | 8,871 | 9,320 |
| Loans and advances 貸款及墊款 | 20 | 419,757 | 279,297 |
| Financial assets at fair value through other comprehensive income 透過其他全面收益按公平值列賬之金融資產 | 25 | — | — |
| Available-for-sale investment 可供出售投資 | 25 | — | — |
| Deferred tax assets 遞延稅項資產 | | 5,618 | — |
| | | 446,987 | 301,319 |
| Current assets 流動資產 | | | |
| Accounts receivable 應收賬款 | 21 | 3,428,457 | 5,524,233 |
| Loans and advances 貸款及墊款 | 20 | 2,651,785 | 2,230,649 |
| Other debtors, deposits and prepayments 其他應收賬款、按金及預付款項 | | 10,403 | 30,125 |
| Tax recoverable 可回收稅項 | | 27,338 | — |
| Pledged bank deposits – general accounts 已抵押銀行存款 – 一般賬戶 | 22 | 160,000 | 160,000 |
| Bank balances and cash – segregated accounts 銀行結餘及現金 – 獨立賬戶 | 23 | 1,416,696 | 1,642,300 |
| Bank balances and cash – general accounts 銀行結餘及現金 – 一般賬戶 | 23 | 1,745,508 | 883,041 |
| | | 9,440,187 | 10,470,348 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 30 September 2019 於2019年9月30日

| | Notes 附註 | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|---|-------------|-------------------------|-------------------------|
| Current liabilities 流動負債 | | | |
| Accounts payable 應付賬款 | 24 | 1,564,292 | 1,835,634 |
| Other creditors and accrued charges 其他應付賬款及應計費用 | | 127,879 | 122,454 |
| Tax liabilities 稅項負債 | | 34,150 | 136,443 |
| Short-term bank borrowings 短期銀行借款 | 26 | 231,173 | 460,225 |
| Bonds issued 已發行債券 | 27 | 626,904 | 969,859 |
| | | 2,584,398 | 3,524,615 |
| Net current assets 淨流動資產 | | 6,855,789 | 6,945,733 |
| Total assets less current liabilities 總資產減流動負債 | | 7,302,776 | 7,247,052 |
| Non-current liabilities 非流動負債 | | | |
| Bonds issued 已發行債券 | 27 | 2,186,640 | 1,815,181 |
| Net assets 淨資產 | | 5,116,136 | 5,431,871 |
| Capital and reserves 資本及儲備 | | | |
| Share capital 股本 | 28 | 67,408 | 67,408 |
| Reserves 儲備 | | 5,048,728 | 5,364,463 |
| Total equity 權益總額 | | 5,116,136 | 5,431,871 |

The consolidated financial statements on pages 68 to 167 were approved and authorised for issue by the Board of Directors on 12 December 2019 and are signed on its behalf by:

董事會於2019年12月12日批准及授權刊印第68頁至第167頁之綜合財務報表，並由下列董事代表董事會簽署：

DAISY YEUNG

楊玳詩

DIRECTOR

董事

CHOI SUK HING, LOUISA

蔡淑卿

DIRECTOR

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 30 September 2019 截至2019年9月30日止年度

| | Attributable to owners of the Company 本公司擁有人應佔 | | | | | | | Total 總計 HK\$'000 千港元 |
|--|---|---|---|--|---|--|-----------|--------------------------------|
| | Share capital 股本 HK\$'000 千港元 | Share premium 股份溢價 HK\$'000 千港元 | Special reserve 特別儲備 HK\$'000 千港元 | Capital contribution | Translation reserve 換算儲備 HK\$'000 千港元 | Retained profits 保留溢利 HK\$'000 千港元 | | |
| | | | | reserve 資本 繳入儲備 HK\$'000 千港元 | | | | |
| At 1 October 2017 於2017年10月1日 | 67,408 | 3,199,289 | 9,950 | 2,004 | (27) | 1,855,486 | 5,134,110 | |
| Profit and total comprehensive income for the year 年度溢利及全面收益總額 | - | - | - | - | - | 549,195 | 549,195 | |
| Dividend recognised as distribution 確認作分派之股息 | - | - | - | - | - | (251,434) | (251,434) | |
| At 30 September 2018 於2018年9月30日 | 67,408 | 3,199,289 | 9,950 | 2,004 | (27) | 2,153,247 | 5,431,871 | |
| HKFRS 9 adjustment (note 2) 香港財務報告準則第9號調整(附註2) | - | - | - | - | - | (13,888) | (13,888) | |
| At 1 October 2018 (restated) 於2018年10月1日(經重列) | 67,408 | 3,199,289 | 9,950 | 2,004 | (27) | 2,139,359 | 5,417,983 | |
| Loss and total comprehensive expense for the year 年度虧損及全面開支總額 | - | - | - | - | - | (258,706) | (258,706) | |
| Dividend recognised as distribution 確認作分派之股息 | - | - | - | - | - | (43,141) | (43,141) | |
| At 30 September 2019 於2019年9月30日 | 67,408 | 3,199,289 | 9,950 | 2,004 | (27) | 1,837,512 | 5,116,136 | |

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

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

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

資本繳入儲備指因豁免過往年度若干數額管理費而由一間同系附屬公司當作繳入之款項。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 30 September 2019 截至2019年9月30日止年度

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|---|-------------------------|-------------------------|
| OPERATING ACTIVITIES 經營活動 | | |
| (Loss) profit before taxation 除稅前(虧損)溢利 | (230,219) | 660,048 |
| Adjustments for: 調整: | | |
| Finance costs 財務成本 | 176,261 | 153,978 |
| Interest income 利息收入 | (964,670) | (1,098,642) |
| Depreciation of property and equipment 物業及設備之折舊 | 2,771 | 1,872 |
| Share of loss of an associate 應佔一間聯營公司之虧損 | 1,880 | 2,160 |
| Impairment allowances, net of reversal 減值撥備，扣除撥回 | 889,284 | 205,578 |
| Operating cash flows before movements in working capital 營運資金變動前之經營現金流量 | (124,693) | (75,006) |
| Decrease (increase) in accounts receivable 應收賬款之減少(增加) | 1,572,477 | (572,352) |
| Decrease in other assets 其他資產之減少 | 449 | 3,989 |
| Increase in loans and advances 貸款及墊款之增加 | (944,146) | (727,947) |
| Decrease (increase) in other debtors, deposits and prepayments 其他應收賬款、按金及預付款項之減少(增加) | 19,722 | (8,259) |
| Decrease in bank balances and cash – segregated accounts 銀行結餘及現金－獨立賬戶之減少 | 225,604 | 212,175 |
| Decrease in accounts payable 應付賬款之減少 | (271,342) | (379,279) |
| Decrease in other creditors and accrued charges 其他應付賬款及應計費用之減少 | (23,524) | (6,649) |
| Cash generated from (used in) operations 來自(用於)營運之現金 | 454,547 | (1,553,328) |
| Hong Kong Profits Tax paid 已付香港利得稅 | (159,806) | (127,982) |
| The People's Republic of China ("PRC") Tax paid 已付中華人民共和國(「中國」)稅項 | (122) | (52) |
| Canada income tax paid 已付加拿大所得稅 | (1,131) | – |
| Interest paid (excluding bond interest) 已付利息(不包括債券利息) | (10,573) | (31,195) |
| Interest received 已收利息 | 964,670 | 1,098,642 |
| NET CASH GENERATED FROM (USED IN) FROM OPERATING ACTIVITIES | 1,247,585 | (613,915) |
| 來自(用於)經營活動之現金淨額 | | |

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 30 September 2019 截至2019年9月30日止年度

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|---|-------------------------|-------------------------|
| INVESTING ACTIVITIES 投資活動 | | |
| Purchase of property and equipment 購買物業及設備 | (4,696) | (4,146) |
| Proceeds from disposal of property and equipment 出售物業及設備之所得款項 | 6 | 5 |
| Net cash inflows on deemed acquisition of a subsidiary 視作收購一間附屬公司之現金流入淨額 | – | 472 |
| NET CASH USED IN INVESTING ACTIVITIES 用於投資活動之現金淨額 | (4,690) | (3,669) |
| FINANCING ACTIVITIES 融資活動 | | |
| Drawdown on bank borrowings 提取銀行借款 | 6,356,000 | 52,702,964 |
| Repayment of bank borrowings 償還銀行借款 | (6,585,052) | (52,571,250) |
| Proceeds from bonds issuance 發行債券所得款項 | 1,000,000 | 1,199,870 |
| Redemption of bonds issued 贖回已發行債券 | (971,500) | – |
| Bonds issuing cost paid 已付債券發行成本 | (9,438) | (11,268) |
| Interest paid on bonds issued 已發行債券之已付利息 | (127,297) | (82,386) |
| Dividend paid 已付股息 | (43,141) | (251,434) |
| NET CASH (USED IN) FROM FINANCING ACTIVITIES (用於)來自融資活動之現金淨額 | (380,428) | 986,496 |
| NET INCREASE IN CASH AND CASH EQUIVALENTS 現金及現金等價物之增加淨額 | 862,467 | 368,912 |
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR 年初之現金及現金等價物 | 883,041 | 514,129 |
| CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR 年終之現金及現金等價物 | 1,745,508 | 883,041 |
| ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS 現金及現金等價物之結餘分析 | | |
| Bank balances and cash – general accounts 銀行結餘及現金 – 一般賬戶 | 1,745,508 | 883,041 |

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

有關融資活動所引致的負債變動之披露於綜合財務報表附註31中詳述。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

1. General

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

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

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

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

1. 一般資料

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

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

本公司作為投資控股公司。本公司主要附屬公司之主要業務載於附註35。

綜合財務報表乃以港元(「港元」)呈列，其亦為本公司之功能貨幣。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

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

New and Amendments to HKFRSs that are mandatorily effective for the current year

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

| | |
|-----------------------|--|
| HKFRS 9 | Financial Instruments |
| HKFRS 15 | Revenue from Contracts with Customers and the related Amendments |
| HK(IFRIC) – Int 22 | Foreign Currency Transactions and Advance Consideration |
| Amendments to HKFRS 2 | Classification and measurement of share-based Payment Transactions |
| Amendments to HKAS 28 | As part of the Annual Improvements to HKFRSs 2014 – 2016 Cycle |

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

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

本年度強制生效的新訂及經修訂香港財務報告準則

本集團已於本年度首次應用由香港會計師公會（「香港會計師公會」）頒佈之下列與本集團相關之新訂及經修訂香港財務報告準則：

| | |
|-------------------------|----------------------------------|
| 香港財務報告準則第9號 | 金融工具 |
| 香港財務報告準則第15號 | 來自客戶合約之收入及相關修訂本 |
| 香港（國際財務報告詮釋委員會）– 詮釋第22號 | 外匯交易及預付代價 |
| 香港財務報告準則第2號之修訂本 | 以股份為基礎之付款交易之分類及計量 |
| 香港會計準則第28號之修訂本 | 作為香港財務報告準則2014年至2016年週期之年度改進之一部份 |

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

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

HKFRS 9 “Financial Instruments”

In the current year, the Group has applied HKFRS 9 “Financial Instruments” (“HKFRS 9”) and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for (1) the classification and measurement of financial assets and financial liabilities; (2) expected credit losses (“ECL”) for financial assets and other items (for example contract assets (if any)) and (3) general hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9, i.e. applied the classification and measurement requirements (including impairment under ECL model) retrospectively to instruments that have not been derecognised as at 1 October 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 October 2018. The difference between carrying amounts as at 30 September 2018 and the carrying amounts as at 1 October 2018 are recognised in the opening retained profits and other components of equity, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 “Financial Instruments: Recognition and Measurement” (“HKAS 39”).

Accounting policies resulting from application of HKFRS 9 are disclosed in note 3.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第9號「金融工具」

於本年度，本集團已應用香港財務報告準則第9號「金融工具」(「香港財務報告準則第9號」)及其他香港財務報告準則之相關相應修訂本。香港財務報告準則第9號引入有關(1)金融資產及金融負債之分類及計量；(2)金融資產及其他項目(例如合約資產(如有))之預期信貸虧損(「預期信貸虧損」)；及(3)一般對沖會計處理之新規定。

本集團已根據香港財務報告準則第9號所載之過渡條文應用香港財務報告準則第9號，即對於2018年10月1日(首次應用日期)尚未終止確認之工具追溯應用分類及計量規定(包括預期信貸虧損模式下之減值)，而並無對已於2018年10月1日終止確認之工具應用有關規定。於2018年9月30日之賬面值與於2018年10月1日之賬面值之間的差異於年初保留溢利及其他權益組成部分中確認，且並無重列比較資料。

因此，基於比較資料已根據香港會計準則第39號「金融工具：確認及計量」(「香港會計準則第39號」)編製，若干比較資料未必具有可比性。

應用香港財務報告準則第9號導致之會計政策披露於附註3。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

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

Summary of effects arising from initial application of HKFRS 9

The table below illustrates the classification and measurement of financial assets and financial liabilities and other items subject to ECL under HKFRS 9 and HKAS 39 at the date of initial application, 1 October 2018:

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

初步應用香港財務報告準則第9號所產生之影響概要

下表說明根據香港財務報告準則第9號及香港會計準則第39號於初步應用日期(2018年10月1日)可能出現預期信貸虧損之金融資產及金融負債以及其他項目之分類及計量：

| | Loans and advances 貸款及墊款 HK\$'000 千港元 | Accounts receivable 應收賬款 HK\$'000 千港元 | Deferred tax assets 遞延稅項資產 HK\$'000 千港元 | Retained profits 保留溢利 HK\$'000 千港元 |
|---|--|--|--|---|
| Closing balance at 30 September 2018 於2018年9月30日之年末結餘 | | | | |
| - HKAS 39 - 香港會計準則第39號 | 2,509,946 | 5,524,233 | - | 2,153,247 |
| Effect arising from initial application of HKFRS 9: 初步應用香港財務報告準則第9號之影響： | | | | |
| Remeasurement 重新計量 | | | | |
| Impairment allowances under ECL model 預期信貸虧損模式項下之減值撥備 | (5,184) | (11,381) | 2,677 | (13,888) |
| Opening balance at 1 October 2018 於2018年10月1日之年初結餘 | 2,504,762 | 5,512,852 | 2,677 | 2,139,359 |

Except for the above adjustments arising from ECL under HKFRS 9 as of 1 October 2018, there is no reclassification adjustment under HKFRS 9 except that the Group elected to present in other comprehensive income (“OCI”) for the fair value changes of an equity investment of HK\$ Nil previously classified as available-for-sale (“AFS”) equity investment. This investment is not held for trading and not expected to be sold in the foreseeable future. At the date of initial application of HKFRS 9, HK\$ Nil were reclassified from AFS investments to equity instruments at fair value through other comprehensive income (“FVTOCI”).

除於2018年10月1日根據香港財務報告準則第9號所產生之預期信貸虧損作出上述調整外，惟本集團選擇於其他全面收益(「其他全面收益」)呈列先前分類為可供出售(「可供出售」)權益投資之公平值變動零港元外，並無其他根據香港財務報告準則第9號作出之重新分類調整。該等投資乃並非持作買賣用途，且預計不會於可見將來出售。於初步應用香港財務報告準則第9號日期，零港元由可供出售投資重新分類至透過其他全面收益按公平值列賬(「透過其他全面收益按公平值列賬」)之權益工具。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

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

Summary of effects arising from initial application of HKFRS 9 (continued)

Notes:

(a) Impairment under ECL model

The following table reconciles the impairment allowances measured in accordance with HKAS 39 (under incurred loss model) as at 30 September 2018 to the new impairment allowances measured with HKFRS 9 (under ECL model) at 1 October 2018:

| | Impairment allowances under HKAS 39 根據香港會計準則第39號之減值撥備 HK\$'000 千港元 | Additional impairment allowances under remeasurement 重新計量之額外減值撥備 HK\$'000 千港元 | Impairment allowances under HKFRS 9 根據香港財務報告準則第9號之減值撥備 HK\$'000 千港元 |
|--|---|--|--|
| Loans and advances 貸款及墊款 | 33,634 | 5,184 | 38,818 |
| Accounts receivable from secured margin clients arising from the business of dealing in securities 證券買賣業務之應收有抵押孖展客戶賬款 | 206,416 | 11,381 | 217,797 |
| Total 總計 | 240,050 | 16,565 | 256,615 |

Such amount represents the impairment under ECL model upon application of HKFRS 9.

Loss allowances for financial assets that are not the result of transactions within the scope of HKFRS 15, are measured on 12-month ECL (“12m ECL”) basis (“Stage 1”) as there had been no significant increase in credit risk since initial recognition, except for those loans and advances and accounts receivable from secured margin clients which are measured on lifetime ECL basis as those credit risk had increased significantly (“Stage 2”) or assessed to be credit-impaired (“Stage 3”) since initial recognition.

As at 1 October 2018, the additional credit allowance of HK\$16,565,000 has been recognised against the retained profits. The additional impairment allowance is charged against the respective asset. Deferred tax assets of HK\$2,677,000 have been recognised for the additional loss allowance.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

初步應用香港財務報告準則第9號所產生之影響概要(續)

附註：

(a) 預期信貸虧損模式項下之減值

下表載列於2018年9月30日根據香港會計準則第39號(已產生虧損模式)計量之減值撥備與於2018年10月1日根據香港財務報告準則第9號(預期信貸虧損模式)計量之新減值撥備對賬：

有關金額指應用香港財務報告準則第9號後預期信貸虧損模式項下之減值。

由於自初始確認以來信貸風險概無大幅增加，並非於香港財務報告準則第15號範圍內交易所產生之金融資產虧損撥備乃按12個月預期信貸虧損(「12個月預期信貸虧損」)基準計量(「第一階段」)，而就信貸風險大幅增加者(「第二階段」)或自初始確認以來經評定為出現信貸減值者(「第三階段」)，即應收有抵押孖展客戶賬款以及貸款及墊款則以存續期間預期信貸虧損基準計量。

於2018年10月1日，額外信貸撥備16,565,000港元已於保留溢利中確認。有關額外減值撥備乃自相關資產中扣除。遞延稅項資產2,677,000港元已確認為額外虧損撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

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

Summary of effects arising from initial application of HKFRS 9 (continued)

Note: (continued)

(a) Impairment under ECL model (continued)

Based on the assessment performed on the date of initial application of HKFRS 9, the directors of the Company considered that the additional impairment allowances in relation to other assets, other debtors and deposits, accounts receivable (except for accounts receivable from secured margin clients arising from the business of dealing in securities), amount due from an associate, bank balances and cash and pledged bank deposits are insignificant to the financial performance and position of the Group and hence have not been recorded due to being immaterial.

HKFRS 15 “Revenue from contracts with customers”

The Group has applied HKFRS 15 for the first time in the current year. HKFRS 15 superseded HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this Standard recognised at the date of initial application, 1 October 2018. Any difference at the date initial application is recognised in the opening retained profits and comparative information has not been restated. The application of HKFRS 15 on 1 October 2018 has no material impact on the Group’s financial performance and positions at the initial application, and accordingly, there is no adjustment on the opening consolidated statement of financial position and consolidated statement of changes in equity.

The Group recognises revenue from the following major sources:

- Commission income on dealing in securities, futures and options contracts;
- Commission income on underwriting and placing and insurance brokerage and wealth management;
- Corporate financial advisory service fee; and
- Interest income from a financial asset (under HKFRS 9 as detailed previously)

Information about the Group’s performance obligations and the accounting policies resulting from application of HKFRS 15 are disclosed in note 3.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

初步應用香港財務報告準則第9號所產生之影響概要(續)

附註：(續)

(a) 預期信貸虧損模式項下之減值(續)

根據於初步應用香港財務報告準則第9號當日所作之評估，本公司董事認為有關涉及其他資產、其他應收賬款及存款、應收賬款(證券買賣業務之應收有抵押孖展客戶賬款除外)、應收一間聯營公司之款項、銀行結餘及現金以及已抵押銀行存款之額外減值撥備對本集團財務表現及財務狀況之影響甚微並因為不重大而未被記錄。

香港財務報告準則第15號「來自客戶合約之收入」

本集團已於本年度首次應用香港財務報告準則第15號。香港財務報告準則第15號取代香港會計準則第18號「收入」、香港會計準則第11號「建造合約」及相關詮釋。

本集團已追溯應用香港財務報告準則第15號，而首次應用該準則的累計影響於2018年10月1日(首次應用日期)確認。於首次應用日期之任何差異於年初保留溢利中確認，且並無重列比較資料。於2018年10月1日應用香港財務報告準則第15號對本集團於首次應用財務表現及狀況並無重大影響。因此，年初綜合財務狀況表及綜合權益變動表並無任何調整。

本集團就以下主要收入來源確認收入：

- 買賣證券、期貨及期權合約之佣金收入；
- 包銷及配售所賺取之佣金收入以及保險經紀及財富管理；
- 企業融資顧問服務費；及
- 金融資產之利息收入(先前已根據香港財務報告準則第9號詳細說明)

有關本集團履約責任之資料及應用香港財務報告準則第15號導致之會計政策披露於附註3。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

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

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

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

| | |
|--|--|
| HKFRS 16 | Leases ¹ |
| HKFRS 17 | Insurance Contracts ³ |
| HK(IFRIC) – Int 23 | Uncertainty over Income Tax Treatments ¹ |
| Amendments to HKFRS 3 | Definition of a Business ⁴ |
| Amendments to HKFRS 10 and HKAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ² |
| Amendments to HKFRS 9 | Prepayment Features with Negative Compensation ¹ |
| Amendments to HKFRS 9, HKAS 39 and HKFRS 7 | Interest Rate Benchmark Reform ⁵ |
| Amendments to HKAS 1 and HKAS 8 | Definition of Material ⁵ |
| Amendments to HKAS 19 | Plan Amendment, Curtailment or Settlement ¹ |
| Amendments to HKAS 28 | Long-term Interests in Associates and Joint Ventures ¹ |
| Amendments to HKFRSs | Annual Improvements to HKFRSs 2015–2017 Cycle ¹ |

- ¹ Effective for annual periods beginning on or after 1 January 2019.
- ² Effective for annual periods beginning on or after a date to be determined.
- ³ Effective for annual periods beginning on or after 1 January 2021.
- ⁴ Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.
- ⁵ Effective for annual periods beginning on or after 1 January 2020.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則以及詮釋

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則以及詮釋(可能與本集團有關):

| | |
|--|---|
| 香港財務報告準則第16號 | 租賃 ¹ |
| 香港財務報告準則第17號 | 保險合約 ³ |
| 香港(國際財務報告詮釋委員會) – 詮釋第23號 | 所得稅處理之不确定性 ¹ |
| 香港財務報告準則第3號之修訂本 | 業務之定義 ⁴ |
| 香港財務報告準則第10號及香港會計準則第28號之修訂本 | 投資者與其聯營公司或合營企業間出售或注入資產 ² |
| 香港財務報告準則第9號之修訂本 | 提早還款特性及負補償 ¹ |
| 香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂本 | 利率基準改革 ⁵ |
| 香港會計準則第1號及香港會計準則第8號之修訂本 | 重大之定義 ⁵ |
| 香港會計準則第19號之修訂本 | 計劃修訂、縮減或結清 ¹ |
| 香港會計準則第28號之修訂本 | 於聯營公司及合營企業之長期權益 ¹ |
| 香港財務報告準則之修訂本 | 香港財務報告準則2015年至2017年週期之年度改進 ¹ |

- ¹ 於2019年1月1日或之後開始之年度期間生效。
- ² 於將予釐定之日期或之後開始之年度期間生效。
- ³ 於2021年1月1日或之後開始之年度期間生效。
- ⁴ 於業務合併及資產收購時生效，其中收購日期為於2020年1月1日或之後開始之首個年度期間開始或之後。
- ⁵ 於2020年1月1日或之後開始之年度期間生效。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

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

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

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

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

HKFRS 16 “Leases”

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

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting and replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

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

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則以及詮釋(續)

除上述新訂及經修訂香港財務報告準則外，經修訂財務報告概念框架於2018年發佈。其後續修訂香港財務報告準則中對概念框架的提述的修訂將於2020年1月1日或之後開始的年度期間生效。

除下文所述之新訂香港財務報告準則外，本公司董事預期應用所有其他新訂及經修訂香港財務報告準則於可見未來對財務報表並無重大影響。

香港財務報告準則第16號「租賃」

香港財務報告準則第16號為識別出租人及承租人的租賃安排及會計處理引入一個綜合模式。香港財務報告準則第16號將於生效時取代香港會計準則第17號「租賃」及相關詮釋。

香港財務報告準則第16號根據所識別資產是否由一名客戶控制來區分租賃及服務合約。除短期租賃及租賃低值資產外，經營租賃與融資租賃的差異自承租人會計處理中撤銷，並由承租人須就所有租賃確認使用權資產及相應負債的模式替代。

使用權資產初步按成本計量，而其後乃按成本(若干例外情況除外)減累計折舊及減值虧損計量，並就租賃負債任何重新計量而作出調整。租賃負債初步按並非於該日支付之租賃付款現值計量。其後，租賃負債會就利息及租賃付款以及(其中包括)租賃修訂的影響而作出調整。就現金流量分類而言，本集團現時將經營租賃付款呈列為營運現金流量。根據香港財務報告準則第16號，本集團將有關租賃負債之租賃付款分配為本金及利息部分，分別呈列為融資現金流量及營運現金流量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

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

HKFRS 16 “Leases” (continued)

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

Furthermore, extensive disclosures are required by HKFRS 16.

As at 30 September 2019, the Group has non-cancellable operating lease commitments of approximately HK\$18,371,000 as disclosed in note 33. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

In addition, the Group currently considers refundable rental deposits paid of HK\$3,620,000 as rights and obligations under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost. Adjustments to refundable rental deposits paid would be considered as additional lease payments and included in the carrying amount of right-of-use assets.

The application of new requirements may result in changes in measurement, presentation and disclosure as indicated above. The Group intends to elect the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC) – Int 4 “Determining whether an Arrangement contains a Lease” and not apply this standard to contracts that were not previously identified as containing a lease applying HKAS 17 and HK(IFRIC) – Int 4. Therefore, the Group will not reassess whether the contracts are, or contain a lease which already existed prior to the date of initial application. Furthermore, the Group intends to elect the modified retrospective approach for the application of HKFRS 16 as lessee and will recognise the cumulative effect of initial application to opening retained profit without restating comparative information.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第16號「租賃」(續)

除亦適用於出租人的若干規定外，香港財務報告準則第16號大致保留香港會計準則第17號內出租人會計規定，並繼續規定出租人將租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號要求更詳盡之披露。

誠如附註33所披露，於2019年9月30日，本集團擁有不可撤銷經營租賃承擔約18,371,000港元。一份初步評估顯示，該等安排將符合租賃之定義。自應用香港財務報告準則第16號後，本集團將就所有該等租賃確認使用權資產及相應之負債，除非有關租賃符合低價值或短期租賃。

此外，本集團目前將已付可退回租賃按金3,620,000港元視為香港會計準則第17號適用的租賃下的權利及責任。根據香港財務報告準則第16號租賃款項的定義，有關按金並非與相關資產使用權有關的款項，因此，該等按金的賬面值可能會調整為攤銷成本。已付可退回租賃按金的調整將被視為額外租賃付款，並計入使用權資產的賬面值內。

應用新規定可能導致計量、呈列及披露方式會出現如上所述的變動。本集團擬選用於實務操作上之簡便方法，以應用香港財務報告準則第16號於先前識別為租賃並應用香港會計準則第17號及香港(國際財務報告詮釋委員會)–詮釋第4號「釐定一項安排是否包含租賃」之合約，以及不應以此準則於並無於先前識別為包含租賃並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號之合約。因此，本集團將不會重新評估合約是否為或包含一項於首次應用日期前已存在之租賃。此外，本集團擬就應用香港財務報告準則第16號(作為承租人)選用經修訂之追溯法，並將確認首次應用之累計影響至期初保留溢利，而並無重列比較資料。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies

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

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

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

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

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

The principal accounting policies are set out below.

3. 重大會計政策

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

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

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

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

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

主要會計政策載列如下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Basis of consolidation

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

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

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

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

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

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

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

3. 重大會計政策(續)

綜合基準

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

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

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

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

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Interest in an associate

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

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

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

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

3. 重大會計政策(續)

於一間聯營公司之權益

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

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Interest in an associate (continued)

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of HKFRS 9/HKAS 39, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

Revenue recognition (upon application of HKFRS 15 on 1 October 2018)

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

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

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

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

3. 重大會計政策(續)

於一間聯營公司之權益(續)

倘若本集團失去對聯營公司之重大影響力或失去於合營企業之共同控制權，將被列作出售於該被投資方之全部權益，所產生之收益或虧損於損益確認。倘本集團於先前聯營公司保留權益，而該保留權益為香港財務報告準則第9號／香港會計準則第39號範圍內之一項金融資產，則本集團按該日之公平值計量該保留權益，而該公平值被視為其於初步確認時之公平值。聯營公司於權益法不再使用當日之賬面值，與於聯營公司之任何保留權益之公平值及出售聯營公司部分權益之任何所得款項間之差額於釐定出售聯營公司之盈虧時計算在內。此外，本集團將先前於其他全面收益確認之有關該聯營公司之所有款項按倘該聯營公司已直接出售相關資產或負債則須遵循之相同基準入賬。因此，倘該聯營公司先前於其他全面收益確認之盈虧重新分類至出售相關資產或負債之損益，則本集團於不再使用權益法時將該等盈虧由權益重新分類至損益(作為重新分類調整)。

收入確認(於2018年10月1日應用香港財務報告準則第15號後)

根據香港財務報告準則第15號，本集團在(或隨著)完成履約責任時確認收入，即當與特定履約責任相關的商品或服務的「控制權」轉移給客戶時，本集團確認相關收入。

履約責任指大致相同的獨特商品或服務或一系列獨特的商品或服務(或捆綁式商品或服務)。

控制權隨時間轉移，如滿足以下其中一項標準，則收入會按照完全滿足相關履約責任的進展情況而隨時間確認：

- 本集團履約時，客戶同時取得並使用本集團履約所提供的利益；
- 本集團履約產生了或強化了資產，而該資產的控制權在產生或強化時是屬於客戶的；或
- 本集團履約並未產生對本集團有替代用途的資產，且本集團對目前為止已完成履約的款項具有可執行的權利。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Revenue recognition (upon application of HKFRS 15 on 1 October 2018) (continued)

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

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

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liabilities relating to the same contract are accounted for and presented on a net basis.

Description of the Group's performance obligation of main source of income under the scope of HKFRS 15 are as follows:

Brokerage

The Group provides broking and dealing services for securities, futures and options contracts. Commission income is recognised at a point in time on the execution date of the trades at a certain percentage of the transaction value of the trades executed. The Group provides custodian and handling services for securities, futures and options customer accounts. Fee income is recognised when the transaction is executed and service is completed, except for custodian service fee which is recognised over time.

Corporate finance

The Group provides placing, underwriting or sub-underwriting services to customers for their fund raising activities in equity and debt capital markets. Revenue is recognised when the relevant placing, underwriting, sub-underwriting are completed. Accordingly, the revenue is recognised at a point in time.

3. 重大會計政策(續)

收入確認(於2018年10月1日應用香港財務報告準則第15號後)(續)

否則，收入會在客戶獲得獨特商品或服務的控制權時確認。

合約資產指本集團以商品或服務換取代價的權利，前提是本集團轉讓給客戶的商品或服務仍不是無條件的。合約資產是根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價付款到期前僅需等待時間推移。

合約負債指，因本集團已收取客戶代價(或已到期代價金額)而須轉讓商品或服務予客戶的義務。

與相同合約有關的合約資產及合約負債以淨額列賬並呈列。

本集團根據香港財務報告準則第15號範圍內主要收入來源的履約責任描述如下：

經紀

本集團提供證券、期貨及期權合約經紀及買賣服務。佣金收入於訂立買賣當日按所訂立買賣交易價值的若干百分比確認。本集團為證券、期貨及期權客戶賬戶提供託管人及處理服務。費用收入於訂立交易及服務完成時確認，惟託管人服務費隨時間確認。

企業融資

本集團為客戶提供股權資本市場和債券資本市場融資活動的配售、包銷或分包銷服務。收入於有關配售、包銷、分包銷完成時確認。因此，收入於某一時間點獲確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Revenue recognition (upon application of HKFRS 15 on 1 October 2018) (continued)

Corporate finance (continued)

The Group also provides sponsoring services to clients for their fund raising activities and corporate advisory services to corporate clients for their corporate actions. The Group considers that all the services promised in a particular contract of being a sponsor or corporate advisor are interdependent and interrelated and should be therefore accounted for as a single performance obligation. As there is enforceable right to payment for the Group for the performance of services completed up to date based on the contracts with customers regarding sponsor or corporate advisory services, the revenue is recognised over time based on the stage of completion of the contract, the services transferred to customers up to date.

Asset management

The Group provides asset management services to customers. The customers simultaneously receives and consumes the benefit provided by the Group, hence the revenue is recognised as a performance obligation satisfied over time. Asset management fee income is charged at a fixed percentage per month of the net asset value of the managed accounts under management of the Group.

The Group is also entitled to a performance fee when there is a positive performance for the relevant performance period and it is recognised at the end of the relevant performance period, when it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

Interest income

The Group provides margin financing, fixed-rate and variable-rate loans to the customers. Interest income is recognised on an accrual basis using the effective interest method as described in the accounting policy of financial instruments.

3. 重大會計政策(續)

收入確認(於2018年10月1日應用香港財務報告準則第15號後)(續)

企業融資(續)

本集團亦為客戶提供融資活動保薦服務及為企業客戶提供公司行動的企業顧問服務。本集團認為，於特定保薦或企業顧問合約的所有已承諾服務均為互相依存及互相關聯，因而應入賬為單一履約責任。由於本集團根據與客戶有關保薦或企業顧問服務合約就履行迄今已完成服務擁有付款的可執行權利，收入根據迄今完成合約及向客戶轉讓服務的階段隨時間確認。

資產管理

本集團為客戶提供資產管理服務。客戶同時收取及使用本集團提供的利益，故收入於履約責任隨時間達成時確認。資產管理費收入按本集團管理層的管理賬戶資產淨值的固定百分比每月收取。

於相關表現期取得正面表現時，本集團亦有權收取表現費。當可變代價相關的不確定性於其後解決，而已確認累計收入金額將不大可能大幅撥回時，其將於相關表現期末確認。

利息收入

本集團向客戶提供孖展融資、固定利率及浮息貸款。利息收入使用金融工具會計政策中所述的實際利率法按應計基準確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Revenue recognition (prior to 1 October 2018)

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

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

Property and equipment

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

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

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

3. 重大會計政策(續)

收入確認(於2018年10月1日前)

收入乃以金融服務所產生之已收或應收代價之公平值計量並按下列基準予以確認:

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

物業及設備

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Leasing

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

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

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

Foreign currencies

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

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

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

3. 重大會計政策(續)

租賃

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

本集團作為承租人

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

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

外幣

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Foreign currencies (continued)

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

Equity-settled share-based payment transactions

Share options granted to directors and employees

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

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

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

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

Employment benefit

Retirement benefit costs

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

3. 重大會計政策(續)

外幣(續)

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

按權益結算以股份為基礎之付款交易

授予董事及僱員之購股權

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

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

就於授出日期即時歸屬之購股權而言,所授出購股權之公平值即時於損益中支銷。

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

僱員福利

退休福利費用

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Employment benefit (continued)

Bonus plans

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

All other short-term employee benefits

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

Borrowing costs

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

Taxation

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

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

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

3. 重大會計政策(續)

僱員福利(續)

花紅計劃

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

所有其他短期僱員福利

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

借貸成本

所有借貸成本按其產生期間在損益中確認。

稅項

所得稅費用指本期應付稅項及遞延稅項之總和。

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associate, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Intangible assets

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

3. 重大會計政策(續)

稅項(續)

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

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

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

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

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

無形資產

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Impairment losses on tangible and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

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

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

3. 重大會計政策(續)

有形及無形資產之減值虧損

於報告期末，本集團會檢討有形資產之賬面值，以確定是否存在任何跡象顯示該等資產已出現減值虧損。倘若存在任何相關跡象，則會估計資產之可收回金額以釐定減值虧損(如有)之程度。具有無限可使用年期之無形資產會至少每年及於有跡象表明其可能減值時進行減值測試。

有形及無形資產之可收回金額乃分別估計，倘無法分別估計資產之可收回金額，則本集團估計該項資產所屬之現金產生單位之可收回金額。倘有可識別之合理一致分配基準，企業資產亦會分配至個別現金產生單位，或分配至有可識別之合理一致分配基準之現金產生單位之最小組別。

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Impairment losses on tangible and intangible assets (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately.

Financial instruments

Financial assets and financial liabilities are recognised on the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 October 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income which are derived from the Group's ordinary course of business are presented as revenue.

3. 重大會計政策(續)

有形及無形資產之減值虧損(續)

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

金融工具

當集團實體成為工具合約條文的一名訂約方時，本公司會在綜合財務狀況表上確認金融資產及金融負債。所有以常規方式購買或出售之金融資產均按交易日基準進行確認及撇除確認。以常規方式購買或出售是指購買或出售要求按相關市場中之規則或慣例設定之期限內交付資產之金融資產。

自2018年10月1日起，根據香港財務報告準則第15號金融資產及金融負債初步按公平值計量，惟客戶合約所產生的貿易應收款項除外。收購或發行金融資產及金融負債直接應佔之交易成本乃於初步確認時加入金融資產或金融負債的公平值或自金融資產或金融負債的公平值內扣除(視乎合適情況而定)。

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

在本集團日常業務過程中獲取的利息收入呈列為收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 on 1 October 2018)

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in the fair value of an equity investment (that is not held for trading and is not contingent consideration of an acquirer in a business combination) in OCI, with only dividend income generally recognised in profit or loss.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

3. 重大會計政策(續)

金融工具(續)

金融資產

金融資產之分類及其後計量(於2018年10月1日應用香港財務報告準則第9號後)

符合下列條件之金融資產其後按攤銷成本計量:

- 業務模式的目的為持有金融資產以收取合約現金流量;及
- 合約條款規定在指定日期時會產生現金流量,而該等現金流量僅用作支付本金及尚未償還本金之利息。

符合下列條件之金融資產其後透過其他全面收益按公平值列賬計量:

- 業務模式的目的為持有金融資產以收取合約現金流量及出售;及
- 合約條款規定在指定日期時會產生現金流量,而該等現金流量僅用作支付本金及尚未償還本金之利息。

所有其他金融資產其後均透過損益按公平值列賬計量,惟於首次應用/初始確認金融資產當日,本集團在不可撤回地選擇以其他全面收益呈列股本投資公平值之其後變動(並非持作買賣用途,亦非收購方於業務合併中之或然代價),僅有股息收入一般會於損益內確認。

倘屬以下情況,金融資產被分類為持作買賣用途:

- 其獲收購主要目的為在短期內出售;或
- 在初步確認時,其為本集團所管理及已識別為部分的金融工具組合並擁有短期獲利之近期實際模式;或
- 其為並非指定及有效作對沖的衍生工具。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 on 1 October 2018) (continued)

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period (with the amortised cost being the gross carrying amount less the impairment allowance). If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest income on the financial assets.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產之分類及其後計量(於2018年10月1日應用香港財務報告準則第9號後)(續)

此外，本集團在不可撤回地將須按攤銷成本或透過其他全面收益按公平值列賬之金融資產指定為透過損益按公平值列賬計量，前提是採取此種計量方法可消除或大幅減少會計錯配。

(i) 攤銷成本及利息收入

就其後按攤銷成本計量的金融資產，採用實際利率法確認利息收入。利息收入透過實際利率應用於金融資產賬面總值來計算，惟其後已變為信貸減值的金融資產(見下文)除外。就其後已變為信貸減值的金融資產而言，利息收入透過將實際利率應用於自下個報告期起計的金融資產攤銷成本(攤銷成本指賬面總值減去減值撥備)確認。倘信貸減值金融工具的信貸風險降低令金融資產不再維持信貸減值，則利息收入在斷定資產不再維持信貸減值後，透過實際利率應用於自報告期開始起計的金融資產賬面總值確認。

(ii) 透過損益按公平值列賬之金融資產

不符合按攤銷成本或透過其他全面收益按公平值列賬計量條件或指定為透過其他全面收益按公平值列賬的金融資產，乃透過損益按公平值列賬計量。

透過損益按公平值列賬之金融資產，在各報告期末會使用公平值計量，如有公平值收益或虧損，則會在損益中確認。於損益中確認的收益或虧損淨額不包括就金融資產所收取的任何股息及利息收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 2)

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including accounts receivable that is not result of transactions within the scope of HKFRS 15, loans and advances, other debtors and deposits, pledged bank deposits – general accounts, bank balances and cash – general accounts, bank balances and cash – segregated accounts and other assets). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12m ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for accounts receivable and contract assets (if any) that result from transactions within the scope of HKFRS 15 and the ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with debtors having similar credit ratings.

For all other instruments, the Group applies the general approach to measure ECL for all financial assets and loan commitments, if any, which are subject to impairment under HKFRS 9. On this basis, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(根據附註2之過渡條文應用香港財務報告準則第9號後)

本集團依照香港財務報告準則第9號項下須進行減值的金融資產(包括應收賬款(並非因香港財務報告準則第15號範圍內所涵蓋的交易所產生)、貸款及墊款、其他應收賬款及按金、已抵押銀行存款—一般賬戶、銀行結餘及現金—一般賬戶、銀行結餘及現金—獨立賬戶以及其他資產)確認預期信貸虧損減值撥備, 預期信貸虧損的金額會在各報告日予以更新, 以反映在首次確認以來的信貸風險變動。

全期預期信貸虧損指將相關工具的預期使用期內所有可能的違約事件產生之預期信貸虧損。相反, 12個月預期信貸虧損將預期於報告日期後12個月內可能發生的違約事件導致之全期預期信貸虧損部分。評估乃根據本集團的歷史信貸虧損經驗進行, 並根據債務人特有的因素、一般經濟狀況以及對報告日期當前狀況的評估以及對未來狀況的預測作出調整。

本集團一貫會對香港財務報告準則第15號範圍內交易所產生的應收賬款及合約資產(如有)的全期預期信貸虧損進行確認, 並會針對有巨額結欠債務人的資產個別進行評估及/或針對具有類似信貸評級的債務人使用提列矩陣進行集體評估。

對於其他金融工具, 本集團會採用一般性的方法來計量所有金融資產及貸款承擔的預期信貸虧損(如有)並須根據香港財務報告準則第9號進行減值。在以此為基礎情況下, 本集團會以12個月預期信貸虧損來計量虧損撥備, 除非在該等工具首次確認後, 信貸風險大幅增加, 在此情況下, 本集團會確認全期預期信貸虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 2) (continued)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- significant changes in external market indicators of credit risk for a particular financial instrument or similar financial instruments with the same expected life;
- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant change in the borrower's ability to meet its debt obligations;
- an actual or expected significant change in the operating results of the borrower;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the borrower that results in a significant change in the borrower's ability to meet its debt obligations;
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements;
- an actual or expected significant change in the quality of credit enhancement;
- significant changes in the expected performance and behaviour of the borrower.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(根據附註2之過渡條文應用香港財務報告準則第9號後)
(續)

(i) 信貸風險大幅增加

為評估信貸風險在首次確認後有否大幅增加，本集團會將金融工具在報告日發生的違約風險與金融工具在首次確認日發生的違約風險相比較。本集團進行評估時，會以合理並有充份支持的定量及定性資料(包括參考過往經驗及無須耗費龐大人力物力而取得的前瞻性信息)。

特別是，本集團在評估信貸風險有否大幅增加時，會將下列信息納入考慮範圍：

- 特定金融工具或具有相同預計年期的類似金融工具的信貸風險的外部市場指標顯著變動；
- 金融工具的外部(如有)或內部信貸評級實際上或預計會嚴重下降；
- 導致借款人履行其償債義務的能力發生顯著變化的業務、財務或經濟狀況出現現有或預測不利變化；
- 借款人經營業績實際或預期顯著變動；
- 導致借款人履行其償債義務的能力發生顯著變化的監管、經濟或技術環境出現實際或預測顯著不利變化；
- 支持負債的抵押品價值或第三方擔保或信用增強質素顯著變動；
- 信用增強的質素實際或預期顯著變動；
- 債務人的預期表現及行為顯著變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 2) (continued)

(i) Significant increase in credit risk (continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due (except for accounts receivable from secured margin clients where a shorter period of "past due" has been applied by the directors in view of the nature of business operation and practice in managing the credit risk), unless the Group has reasonable and supportable information that demonstrates otherwise.

For loan commitments, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a loan commitment, the Group considers changes in the risk of a default occurring on the loan to which a loan commitment relates.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

The Group considers that default has occurred when the instrument is more than 90 days past due (except for accounts receivable from secured margin clients where a shorter period of "past due" has been applied by the directors in view of the nature of business operation and practice in managing the credit risk), unless the Group has reasonable and supportable information that demonstrates otherwise.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(根據附註2之過渡條文應用香港財務報告準則第9號後)
(續)

(i) 信貸風險大幅增加(續)

如不考慮上述的評估結果，除非本集團有合理及可提供充分證據的信息另作說明，否則如合約付款逾期超過30日(除應收有抵押孖展客戶賬款會有較短「逾期」外，此乃董事認為業務經營的性質及管理信貸風險的慣常做法)，本集團會推定信貸風險在首次確認後已大幅增加。

對於貸款承擔，本集團成為不可撤回承擔的訂約方當日被視為就評估金融工具進行減值的首次確認日期。於評估信貸風險在首次確認貸款承擔後是否大幅增加，本集團會考慮與貸款承擔相關的貸款的違約風險變動。

本集團定期監控用以識別信貸風險有否大幅增加的標準之有效性，且修訂標準(如適當)來確保標準能在金額逾期前識別信貸風險大幅增加。

(ii) 違約定義

除非本集團有合理及可提供充分證據的信息另作說明，否則如金融工具逾期超過90日(除應收有抵押孖展客戶賬款會有較短「逾期」外，此乃董事認為業務經營的性質及管理信貸風險的慣常做法)，本集團會將其視為已發生違約。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 2) (continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(根據附註2之過渡條文應用香港財務報告準則第9號後)
(續)

(iii) 信貸減值金融資產

如發生一項或多項事件預期會對金融資產估計未來現金流量造成不利的影響，則有關金融資產會被評定為出現信貸減值。金融資產出現信貸減值的證據包括有關下列可觀察數據的事件：

- (a) 發行人或借款人面臨重大財務困難；
- (b) 違反合約，例如違約或逾期事件；
- (c) 借款人的貸款人因有關借款人關於經濟或合約理由上的財務困難，而貸款人向借款人批出不會另行考慮的特許權；
- (d) 借款人將可能陷入破產或其他財務重組；或
- (e) 該金融資產因財務困難而在活躍市場消失。

(iv) 撇銷政策

當有資料顯示對手方處於嚴重財務困難及無實際收回可能(例如對手方已處於清盤狀態或已進行破產程序)，則本集團撇銷金融資產。經考慮法律意見後(倘合適)，遭撇銷的金融資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成終止確認事件。任何其後收回在損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 2) (continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default are based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

For undrawn loan commitments, the ECL is the present value of the difference between the contractual cash flows that are due to the Group if the holder of the loan commitments draws down the loan, and the cash flows that the Group expects to receive if the loan is drawn down.

For ECL on loan commitments for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(根據附註2之過渡條文應用香港財務報告準則第9號後)
(續)

(v) 預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約虧損(即違約虧損程度)及違約風險之函數。違約概率及違約虧損之評估乃基於歷史數據按前瞻性信息作調整。預期信貸虧損的預估乃無偏概率加權平均金額，以權重確定發生違約的風險。

一般而言，預期信貸虧損乃根據合約應付本集團之所有合約現金流量與本集團預期收取之所有現金流量之間的差額(按初始確認時釐定之實際利率貼現)作出估計。

利息收入乃根據金融資產之賬面總值計算，除非金融資產作出信貸減值，在此情況下，利息收入按金融資產之攤銷成本計算。

對於未提取貸款承擔，預期信貸虧損即貸款承擔持有人提取貸款時應付本集團的合約現金流量與本集團估計提取貸款時可收回的現金流量的差額現值。

就貸款承擔的預期信貸虧損而言，倘實際利率無法釐定時，本集團將採用可反映當前市場對貨幣時間價值的評估及現金流量特定的風險的貼現率，惟僅倘，及僅限於調整貼現率時方考慮該等風險，而非調整貼現的現金差額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 2) (continued)

(v) Measurement and recognition of ECL (continued)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of accounts receivable from secured margin clients and loans and advances where the corresponding adjustment is recognised through a loss allowance account and presented under "net of allowances for impairment".

In assessing the lifetime ECL for financial assets, the Group performs the assessment based on the Group's historical credit loss experience, adjusted for factors specific to the borrowers and the current conditions at the reporting date as well as the forecast of future conditions. The Group also reviews the value of collateral received from the customers in measuring impairment. The methodology and assumptions used for estimating the impairment amount are reviewed regularly to reduce any differences between loss estimates and actual loss experience.

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 October 2018)

The Group's financial assets are classified into two categories, including loans and receivables and AFS financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Loans and receivables

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

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(根據附註2之過渡條文應用香港財務報告準則第9號後)
(續)

(v) 預期信貸虧損之計量及確認(續)

本集團對所有金融工具賬面值進行調整，並在損益中確認其減值收益或虧損，惟應收有抵押孖展客戶賬款以及貸款及墊款除外，而本集團會在虧損撥備賬中確認相關調整及於「扣除減值撥備」呈列。

在評估金融資產的全期預期信貸虧損時，本集團根據本集團過往的信貸虧損經驗，並按照報告當日借款人的特定因素及當時狀況以及未來狀況的預測作出調整。本集團亦會檢討自客戶收取的抵押品價值以計量減值。估計減值金額的方法及假設將作定期評估，以減少預期虧損及實際虧損經驗之間之差異。

金融資產之分類及其後計量(於2018年10月1日應用香港財務報告準則第9號前)

本集團之金融資產主要分類為兩個類別，包括貸款及應收賬款以及可供出售之金融資產。分類取決於金融資產之性質及目的，並於初步確認時予以釐定。

貸款及應收賬款

貸款及應收賬款為款項固定或可釐定，且並無在活躍市場上報價的非衍生金融資產。於初步確認後，貸款及應收賬款(包括應收賬款、貸款及墊款、其他應收賬款及按金、應收一間聯營公司款項、銀行結餘及現金以及已抵押銀行存款)均採用實際利率法，按攤銷成本減任何已識別減值虧損賬(見下文有關金融資產減值虧損之會計政策)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets (continued)

AFS financial assets

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

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

Impairment of financial assets (before application of HKFRS 9 on 1 October 2018)

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

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

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

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

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

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

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

可供出售之金融資產

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

當本集團收取股息之權利獲確定時，於損益中確認可供出售權益工具之股息。

金融資產之減值(於2018年10月1日應用香港財務報告準則第9號前)

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

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

就所有其他金融資產而言，減值之客觀證據可包括：

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (before application of HKFRS 9 on 1 October 2018) (continued)

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

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

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

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

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

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(於2018年10月1日應用香港財務報告準則第9號前)(續)

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

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

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial liabilities

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

Equity instruments

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

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised directly in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Financial assets and financial liabilities offsetting

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

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

3. 重大會計政策(續)

金融工具(續)

金融負債及權益工具

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

金融負債

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

權益工具

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

撤除確認

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

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

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

金融資產與金融負債之抵銷

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

4. Critical Accounting Judgements and Key Source of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The application of ECL Model

The directors of the Company estimate the amount of loss allowance for ECL on financial assets at amortised cost based on the credit risk of the respective financial instrument. The loss allowance amount is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit loss of the respective financial instrument. The assessment of the credit risk and therefore expected cash flows of the respective financial instrument involves a high degree of estimation and uncertainty. When the actual future cash flows are less than expected or more than expected, a material impairment loss or a material reversal of impairment loss may arise, accordingly. The information about the ECL and the financial assets at amortised cost are disclosed in respective notes to the financial statements.

Upon adoption of HKFRS 9, the Risk Management Department is responsible in developing and maintaining the processes for measuring ECL including monitoring of credit risk, incorporation of forward looking information and the method used to measure ECL; and ensuring that the Group has policies and procedures in place to appropriately maintain and validate models used to assess and measure ECL.

4. 重大會計判斷及估計不明朗因素的主要來源

於應用附註3所述的本集團會計政策時，本公司董事須就未能於其他來源取得的資產及負債之賬面值作出判斷、估計及假設。

估計及相關假設乃根據過往經驗及其他被認為屬相關之因素作出。實際結果可能與該等估計有異。

本集團會持續檢討該等估計及相關假設。倘會計估計之修訂僅影響修訂估計的期間，則有關估計修訂將於作出修訂之期間確認，或倘修訂對本期及未來期間均會構成影響，則會於作出修訂之期間及未來期間確認。

估計不明朗因素之主要來源

應用預期信貸虧損模式

本公司董事根據相關金融工具之信貸風險估計按攤銷成本列賬之金融資產之預期信貸虧損之虧損撥備金額。虧損撥備金額乃按資產賬面值與估計未來現金流量現值之間差額計量，並考慮各金融工具之預期未來信貸虧損。對各項金融工具之信貸風險及預期現金流量所作評估涉及高度估計及不確定性。倘實際未來現金流量低於預期或超出預期，則可能出現重大減值虧損或重大減值虧損撥回。有關預期信貸虧損及按攤銷成本列賬之金融資產之資料於財務報表相關附註披露。

採納香港財務報告準則第9號後，風險管理部負責制定及維持預期信貸虧損之計量程序，包括監察信貸風險、納入前瞻性資料及計量預期信貸虧損所用方法；並確保本集團訂有政策及程序，以適當維護及驗證用於評估及計量預期信貸虧損之模型。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

4. Critical Accounting Judgements and Key Source of Estimation Uncertainty (continued)

Key sources of estimation uncertainty (continued)

The application of ECL Model (continued)

Incorporation of forward-looking information

The Group employs experts who use external and internal information to generate scenarios of future forecasts of relevant economic variables. The internal and external information used includes the historical data of the Group and economic data and forecasts published by governmental bodies and monetary authorities respectively. Accordingly, when measuring ECL the Group selects and uses reasonable and supportable forward-looking information without undue cost or effort in its assessment, which is based on assumptions and estimates for the future movement of different economic drivers and how these drivers will affect each other as well as the correlation.

Measurement of ECL

Probability of default ("PD") constitutes a key input in measuring ECL. PD is an estimate of the likelihood of default over a given time horizon and the calculation is based on reasonable and appropriate statistical rating models selected by the management with estimation. These statistical models are based on market data (where available), as well as internal data comprising both quantitative and qualitative factors which includes historical data, assumptions and expectations of future conditions. The management gathers this information and adjust the data to reflect probability-weighted forward looking information that is reasonable and supportable and available without undue cost or effort.

Loss Given Default ("LGD") is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements with estimation involved. The LGD models for secured assets consider forecasts of future collateral valuation taking into account sale discounts, transaction volume of the secured assets and seniority of claim. For unsecured loans, the calculation of LGD includes the judgments in determining the proportion of loan recovered after default and the duration of recovery.

4. 重大會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素之主要來源(續)

應用預期信貸虧損模式(續)

納入前瞻性資料

本集團聘請專家，運用外部及內部資料得出相關經濟變量之未來預測狀況。所採用內部及外部資料包括本集團歷史數據以及分別由政府機構及貨幣機關公佈之經濟數據及預測。因此，計量預期信貸虧損時，本集團就評估選擇並採用毋須付出不必要成本或精力即可獲得之合理可作為依據之前瞻性資料，此乃基於對不同經濟驅動因素未來變動之假設及估計以及該等驅動因素如何相互影響及其相關性。

計量預期信貸虧損

違約概率(「違約概率」)構成計量預期信貸虧損之關鍵輸入數據。違約概率是對一定時期內違約可能性之估計，並按管理層估計選擇合理恰當之統計評級模型而計算。該等統計模型基於市場數據(如有)以及包含定量及定性因素(包括歷史數據及未來狀況假設與預測)之內部數據。管理層收集有關資料並調整數據以反映毋須付出不必要成本或精力即可獲得之合理可作為依據之概率加權前瞻性資料。

違約虧損率(「違約虧損率」)是對違約虧損的估計。其基於到期合約現金流量與貸款人預期收到的合約現金流量之間的差額，同時會考慮涉及估計之抵押品產生的現金流量和整體信貸增級。已抵押資產的違約虧損率模型考慮未來抵押品估值的預測，以及已抵押資產之銷售折扣、交易量及申索之優先次序。就無抵押貸款而言，違約虧損率的計算包括釐定違約後收回的貸款比例及收回期限的判斷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

4. Critical Accounting Judgements and Key Source of Estimation Uncertainty (continued)

Key sources of estimation uncertainty (continued)

The application of ECL Model (continued)

Measurement of ECL (continued)

In assessing the lifetime ECL on credit-impaired financial assets classified as stage 3, the Group performs the assessment based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors or borrowers, which include any (i) significant financial difficulty of the debtors or borrowers, (ii) breach of contract or probability that the debtors or borrowers will enter bankruptcy and (iii) the status and progress of financial restructuring, general economic conditions and both the current conditions at the reporting date as well as the forecast of future conditions with significant judgments involved. Moreover, the Group also reviews and assesses the fair value of the collateral received from the customers in determining the impairment.

Relevant information with regard to the exposure of credit risk and expected credit losses are set out in note 37 to the consolidated financial statements.

Significant increase in credit risk in measurement of ECL

As explained in note 3, the Group monitors all financial assets that are subject to impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition, except for certain loans and advances and account receivables from margin clients which are measured on lifetime ECL basis as for those credit risk had increased significantly since initial recognition. If there has been a significant increase in credit risk, the Company will measure the loss allowance based on lifetime rather than 12m ECL. HKFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Information that will be taken into account when assessing whatever there is significant increase in credit risks are set out in "Impairment of financial assets" in note 3 and note 37.

4. 重大會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素之主要來源(續)

應用預期信貸虧損模式(續)

計量預期信貸虧損(續)

評估歸類為第三階段之信貸減值金融資產之全期預期信貸虧損時，本集團根據本集團過往信貸虧損經驗進行評估，並按債務人及借款人特定因素，其中包括(i)債務人或借款人陷入嚴重財困，(ii)違約或債務人或借款人可能破產及(iii)財務重組狀況及進度，整體經濟狀況、及於報告日期的目前狀況以及涉及重大判斷之未來狀況作調整。此外，於釐定減值時，本集團亦會審閱及評估客戶所提供抵押品之公平值。

有關面對的信貸風險及預期信貸虧損之有關資料載於綜合財務報表附註37。

計量預期信貸虧損之信貸風險顯著增加

如附註3所闡述，本集團監控須遵守減值規定的所有金融資產，以評估自初次確認起信貸風險是否已顯著增加。而就自初次確認起信貸風險顯著增加者，應收有抵押孖展客戶賬款以及貸款及墊款則以全期預期信貸虧損基準計量。如信貸風險顯著增加，本公司將基於全期(而非12個月)預期信貸虧損計量虧損撥備。香港財務報告準則第9號並未界定信貸風險顯著增加的原因。評估一項資產的信貸風險是否顯著增加時，本集團考慮合理及可靠的量性及質性的資料，包括過往經驗及無需付出不必要成本或努力即可取得的前瞻性資料。於評估信貸風險是否顯著增加時將考慮之資料載於附註3及附註37之「金融資產之減值」。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

4. Critical Accounting Judgements and Key Source of Estimation Uncertainty (continued)

Key sources of estimation uncertainty (continued)

Estimated impairment allowance for accounts receivable from secured margin clients arising from the business of dealing in securities and loans and advances (before application of HKFRS 9 on 1 October 2018)

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

Determination of consolidation scope of certain pledged securities in money lending

The Group entered into secured loan arrangements with customers that contains several covenants such that the Group may have the voting rights on certain relevant activities of the pledged company if a covenant is breached. When these protective rights become exercisable, there is a change in facts and circumstances and the control assessment is reassessed.

All facts and circumstances must be taken into consideration in the assessment of whether these rights are substantive and whether the Group, as lender, have practical ability to exercise these rights as power to direct the relevant activities of the pledged company. The principle of control sets out the following three elements of control: (a) power over the pledged company; (b) exposure, or rights, to variable returns from involvement with the pledged company; and (c) the ability to use power over the pledged company to affect the amount of the lender's returns.

In conducting the assessment to determine this consolidated scope, the directors of the Company considers whether the rights held by the Group are substantive and are there any barriers (economic or otherwise) that prevent or deter the Group from exercising its rights based on all facts and circumstances.

4. 重大會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素之主要來源(續)

證券買賣業務產生之應收有抵押孖展客戶賬款和貸款及墊款之估計減值撥備(於2018年10月1日應用香港財務報告準則第9號前)

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

確定若干借款抵押證券之合併範圍

本集團與客戶訂立抵押貸款安排(包含若干契約)，倘違反契約，本集團可於抵押公司若干相關活動中擁有投票權。當行使該等保護權時，事實及情況產生變動，並重新評估控制評估。

評估該等權利是否具有實質性及本集團作為貸款人是否具有行使該等權利的實際能力，以指導抵押公司的相關活動，須考慮一切事實及情況。控制原則包括三個控制權要素：(a)對抵押公司的權力；(b)因參與抵押公司而承擔或享有可變回報的風險或權利；及(c)運用對抵押公司的權力影響投資者的回報金額的能力。

於進行評估以確定此合併範圍時，本公司董事基於一切事實及情況，考慮本集團所持有之權利是否具有實質性，是否存在任何障礙(經濟或其他方面)防止或制止本集團行使權利。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

5. Segment Information

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

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

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

Segment revenue and results

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

For the year ended 30 September 2019

5. 分部資料

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

根據香港財務報告準則第8號，本集團有以下經營及可呈報分部：

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

分部收入及業績

以下為本集團之收入及業績按經營及可呈報分部之分析：

截至2019年9月30日止年度

| | Financing 貸款 | Brokerage 經紀 | Placing and underwriting 配售與包銷 | Corporate finance 企業融資 | Elimination 撇銷 | Total 總計 |
|---|-----------------|-----------------|--------------------------------------|------------------------------|-------------------|-----------------|
| | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| REVENUE 收入 | | | | | | |
| Segment revenue – external customers 分部收入 – 外部客戶 | | | | | | |
| Commission and fee income 佣金及費用收入 | – | 77,366 | 34,453 | 6,365 | – | 118,184 |
| Interest income 利息收入 | 940,016 | 24,654 | – | – | – | 964,670 |
| Inter-segment sales 分部間銷售 | 305,391 | – | 20,000 | 3,505 | (328,896) | – |
| | 1,245,407 | 102,020 | 54,453 | 9,870 | (328,896) | 1,082,854 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

5. Segment Information (continued)

Segment revenue and results (continued)

For the year ended 30 September 2019 (continued)

Inter-segment sales are charged at prevailing market rates.

5. 分部資料(續)

分部收入及業績(續)

截至2019年9月30日止年度(續)

分部間銷售乃按現行市場價格收費。

| | Financing 貸款 | Brokerage 經紀 | Placing and underwriting 配售與包銷 | Corporate finance 企業融資 | Total 總計 |
|---|-----------------|-----------------|--------------------------------------|------------------------------|-----------------|
| | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| RESULTS 業績 | | | | | |
| Segment results 分部業績 | (189,435) | 45,263 | 10,040 | (3,965) | (138,097) |
| Unallocated other operating income 未分配其他經營收入 | | | | | 230 |
| Unallocated corporate expenses 未分配企業費用 | | | | | |
| - staff costs (including directors' remuneration but excluding staff commission expenses) - 員工成本(包括董事之酬金, 但不包括員工佣金支出) | | | | | (53,142) |
| - management fee to a related company (note 32(a)(ii)) - 給予一間關連公司之管理費(附註32(a)(ii)) | | | | | (263) |
| - service charge to related companies (note 32(a)(ii)) - 給予關連公司之服務費(附註32(a)(ii)) | | | | | (15,921) |
| - others - 其他 | | | | | (21,146) |
| Share of loss of an associate 應佔一間聯營公司之虧損 | | | | | (1,880) |
| Loss before taxation 除稅前虧損 | | | | | (230,219) |
| Taxation 稅項 | | | | | (28,487) |
| Loss for the year 年度虧損 | | | | | (258,706) |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

5. Segment Information (continued)

Segment revenue and results (continued)

For the year ended 30 September 2018

5. 分部資料(續)

分部收入及業績(續)

截至2018年9月30日止年度

| | Financing 貸款 HK\$'000 千港元 | Brokerage 經紀 HK\$'000 千港元 | Placing and underwriting 配售與包銷 HK\$'000 千港元 | Corporate finance 企業融資 HK\$'000 千港元 | Elimination 撇銷 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|------------------------------------|------------------------------------|---|---|--------------------------------------|--------------------------------|
| REVENUE 收入 | | | | | | |
| Segment revenue – external customers 分部收入 – 外部客戶 | | | | | | |
| Commission and fee income 佣金及費用收入 | – | 121,081 | 75,920 | 18,627 | – | 215,628 |
| Interest income 利息收入 | 1,085,879 | 12,763 | – | – | – | 1,098,642 |
| Inter-segment sales 分部間銷售 | 205,580 | – | 23,998 | – | (229,578) | – |
| | 1,291,459 | 133,844 | 99,918 | 18,627 | (229,578) | 1,314,270 |

Inter-segment sales are charged at prevailing market rates.

分部間銷售乃按現行市場價格收費。

| | Financing 貸款 HK\$'000 千港元 | Brokerage 經紀 HK\$'000 千港元 | Placing and underwriting 配售與包銷 HK\$'000 千港元 | Corporate finance 企業融資 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--|------------------------------------|------------------------------------|---|---|--------------------------------|
|--|------------------------------------|------------------------------------|---|---|--------------------------------|

RESULTS 業績

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

5. Segment Information (continued)

Segment revenue and results (continued)

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

Other segment information

For the year ended 30 September 2019

5. 分部資料(續)

分部收入及業績(續)

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

其他分部資料

截至2019年9月30日止年度

| | Financing 貸款 HK\$'000 千港元 | Brokerage 經紀 HK\$'000 千港元 | Placing and underwriting 配售與包銷 HK\$'000 千港元 | Corporate finance 企業融資 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--|------------------------------------|------------------------------------|---|---|--------------------------------|
| Additions of property and equipment 添置物業及設備 | 167 | 4,512 | — | 17 | 4,696 |
| Depreciation of property and equipment 物業及設備之折舊 | 1,159 | 1,609 | — | 3 | 2,771 |
| Impairment allowances on accounts receivable, net of reversal 應收賬款之減值撥備，扣除撥回 | 511,918 | — | — | — | 511,918 |
| Impairment allowances on loans and advances, net of reversal 貸款及墊款之減值撥備，扣除撥回 | 377,366 | — | — | — | 377,366 |
| Interest income 利息收入 | 940,016 | 24,654 | — | — | 964,670 |
| Finance costs 財務費用 | 176,261 | — | — | — | 176,261 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

5. Segment Information (continued)

Other segment information (continued)

For the year ended 30 September 2018

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

5. 分部資料(續)

其他分部資料(續)

截至2018年9月30日止年度

Geographical information

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

地區資料

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

| | Revenue 收入 | |
|------------------|-------------------------|-------------------------|
| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
| Hong Kong 香港 | 1,075,106 | 1,299,234 |
| United States 美國 | 7,738 | 15,026 |
| Others 其他 | 10 | 10 |
| | 1,082,854 | 1,314,270 |

Information about major customer

For the years ended 30 September 2019 and 30 September 2018, there was no single customer who contributed 10% or more of the Group's revenue.

有關主要客戶之資料

截至2019年9月30日及2018年9月30日止年度，並無單一客戶帶來的收入佔本集團收入的10%或以上。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

6. Revenue

6. 收入

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|---|-------------------------|-------------------------|
| Revenue (notes (i) and (vii)) 收入(附註(i)及(vii)) | | |
| Commission and fee income (note (ii)): 佣金及費用收入(附註(ii)): | | |
| Commission and fees income on dealing in securities (note (iii)) 買賣證券之佣金及費用收入(附註(iii)) | 58,753 | 93,745 |
| Commission and fees income on dealing in futures and options contracts (note (iii)) 買賣期貨及期權合約之佣金及費用收入(附註(iii)) | 12,318 | 19,177 |
| Commission from insurance brokerage and wealth management (note (iii)) 保險經紀及財富管理之佣金(附註(iii)) | 6,295 | 8,159 |
| Corporate finance advisory services fee income (note (iv)) 企業融資顧問服務費收入(附註(iv)) | 6,365 | 18,627 |
| Placing and underwriting commission (note (v)) 配售及包銷佣金(附註(v)) | 34,453 | 75,920 |
| | 118,184 | 215,628 |
| Interest income: 利息收入: | | |
| Interest income from margin and initial public offer financing ("IPO") (note (vi)) 孖展及首次公開招股(「首次公開招股」)融資之利息收入(附註(vi)) | 541,606 | 799,440 |
| Interest income from loans and advances (note (vi)) 貸款及墊款之利息收入(附註(vi)) | 398,410 | 286,439 |
| Interest income from bank deposits (note (iii)) 銀行存款之利息收入(附註(iii)) | 24,476 | 12,684 |
| Others (note (iii)) 其他(附註(iii)) | 178 | 79 |
| | 964,670 | 1,098,642 |
| | 1,082,854 | 1,314,270 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

6. Revenue (continued)

Notes:

- (i) To better reflect the major revenue sources of the Group and its proportion to the total revenue, the Group has decided to present revenue items into two major categories: "Commission and fee income" and "Interest income" for the purpose of preparing the consolidated financial statements for the year ended 30 September 2019. Accordingly, comparative information has been re-arranged to conform to the current year's presentation.
- (ii) The commission and fee income is the only revenue arising under the scope of HKFRS 15, while interest income is under the scope of HKFRS 9.

Included in revenue, revenue arising from contract with customers recognised at a point in time and over time were HK\$111,819,000 and HK\$6,365,000, respectively.

All services provided to customers are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

- (iii) Amounts are reported under brokerage segment as set out in note 5.
- (iv) Amounts are reported under corporate finance segment set out in note 5.
- (v) Amounts are reported under placing and underwriting segment set out in note 5.
- (vi) Amounts are reported under financing segment set out in note 5.
- (vii) Except for the amounts of commission and fee income on dealing in futures and options contracts of HK\$7,738,000 and HK\$6,000 (2018: commission and fee income on dealing in futures and options contracts of HK\$15,026,000 and HK\$5,000) which are incurred from United States products trading and other overseas products trading respectively, and interest income from bank deposits of HK\$4,000 (2018: interest income from bank deposits of HK\$5,000) which are under other overseas locations, all other revenues from external customers are under Hong Kong operation as set out in note 5.

6. 收入(續)

附註：

- (i) 為更好反映本集團主要收入來源及其於總收入中所佔比例，就編製截至2019年9月30日止年度綜合財務報表而言，本集團決定將收入項目按兩個主要類別呈列：「佣金及費用收入」和「利息收入」。因此，為符合本年度之呈列，比較資料已作重新安排。
- (ii) 佣金及費用收入根據香港財務報告準則第15號產生的唯一收入，而利息收入則屬於香港財務報告準則第9號的範圍。

收入包括於某個時間點及一段時間後確認之客戶合約收入分別為111,819,000港元及6,365,000港元。

提供給客戶之所有服務期限為一年或更短。根據香港財務報告準則第15號項下規定，分配於該等未完成合約之交易價格尚未披露。

- (iii) 經紀分部項下之呈報金額載於附註5。
- (iv) 企業融資分部項下之呈報金額載於附註5。
- (v) 配售與包銷分部項下之呈報金額載於附註5。
- (vi) 融資分部項下之呈報金額載於附註5。
- (vii) 美國產品交易及其他海外產品交易產生之買賣期貨及期權合約之佣金及費用收入金額分別為7,738,000港元及6,000港元(2018年：買賣期貨及期權合約之佣金及費用收入金額分別為15,026,000港元及5,000港元)以及其他海外位置之銀行存款之利息收入4,000港元(2018年：銀行存款之利息收入5,000港元)除外，來自於香港經營之外部客戶的所有其他收入均載於附註5。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

7. Impairment Allowances, net of Reversal

7. 減值撥備，扣除撥回

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|---|-------------------------|-------------------------|
| Impairment allowances on: 減值撥備： | | |
| Accounts receivable 應收賬款 | 521,768 | 203,416 |
| Loans and advances 貸款及墊款 | 379,594 | 2,196 |
| Reversal of impairment allowances on: 減值撥備撥回： | | |
| Accounts receivable 應收賬款 | (9,850) | – |
| Loans and advances 貸款及墊款 | (2,228) | (34) |
| | 889,284 | 205,578 |

8. Staff Costs

8. 員工成本

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|--|-------------------------|-------------------------|
| Staff costs represent the amounts paid and payable to the directors and employees and comprise: 員工成本指已付及應付予董事及僱員之金額，包括： | | |
| Salaries, bonus and allowances 薪金、花紅及津貼 | 94,872 | 118,173 |
| Contributions to retirement benefits scheme 退休福利計劃供款 | 4,127 | 3,469 |
| | 98,999 | 121,642 |

9. Finance Costs

9. 財務費用

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|-----------------------------------|-------------------------|-------------------------|
| Interest on: 下列項目之利息： | | |
| Bank overdrafts and loans 銀行透支及貸款 | 10,553 | 31,176 |
| Bonds issued 已發行債券 | 165,688 | 122,783 |
| Others 其他 | 20 | 19 |
| | 176,261 | 153,978 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

10. Directors' and Chief Executive's Emoluments 10. 董事及最高行政人員之酬金

The emoluments paid or payable to each of the 7 (2018: 7) directors and the chief executive were as follows:

已付或應付予7位(2018年: 7位)董事及最高行政人員之酬金如下:

For the year ended 30 September 2019

截至2019年9月30日止年度

| | Executive directors 執行董事 | | | | Independent non-executive directors 獨立非執行董事 | | | Total 總計 |
|--|---------------------------------|---------------------------------|------------------------------------|-----------------------|--|------------------------|-----------------------|-----------------|
| | Daisy Yeung 楊琬詩 | Chan Shek Wah 陳錫華 | Choi Suk Hing, Louisa 蔡淑卿 | Pearl Chan 陳佩斯 | Chu Kar Wing 朱嘉榮 | Poon Yan Wai 潘仁偉 | Wan Choi Ha 溫彩霞 | |
| | 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 | HK\$'000 千港元 |
| | (Notes (b), (d)) (附註(b)、(d)) | (Notes (b), (e)) (附註(b)、(e)) | (Note (b)) (附註(b)) | (Note (b)) (附註(b)) | (Note (c)) (附註(c)) | (Note (c)) (附註(c)) | (Note (c)) (附註(c)) | |
| Fees 袍金 | 250 | 229 | 250 | 250 | 250 | 250 | 250 | 1,729 |
| Other remuneration 其他酬金 | | | | | | | | |
| Salaries and allowances 薪金及津貼 | 2,160 | 4,632 | 2,586 | 2,217 | – | – | – | 11,595 |
| Discretionary bonus (Note (a)) 酌情花紅(附註(a)) | 1,200 | 1,200 | 525 | 360 | – | – | – | 3,285 |
| Contributions to retirement benefits scheme 退休福利計劃供款 | 17 | 55 | 181 | 129 | – | – | – | 382 |
| Total remuneration 酬金總額 | 3,627 | 6,116 | 3,542 | 2,956 | 250 | 250 | 250 | 16,991 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

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

For the year ended 30 September 2018

10. 董事及最高行政人員之酬金 (續)

截至2018年9月30日止年度

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

Notes:

- (a) Discretionary bonus is determined as regard to the Group's operating results, individual performance and comparable market statistics.
- (b) The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and its subsidiaries. There was no arrangement under which a director waived or agreed to waive any remuneration during the year.
- (c) The non-executive directors' emoluments shown above were for their services as directors of the Company and/or its subsidiaries. There was no arrangement under which a director waived or agreed to waive any remuneration during the year.
- (d) Ms. Daisy Yeung is also the Chief Executive of the Company and her emoluments disclosed above include those for services rendered by her as Chief Executive. No apportionment has been made as it is impracticable to apportion this amount among her services to the Company and its subsidiaries.
- (e) Mr. Chan Shek Wah resigned as executive director on 31 August 2019.

附註:

- (a) 酌情花紅乃視乎本集團經營業績、個人表現及市場統計可比較數字而定。
- (b) 上表所列執行董事的酬金為彼等與本公司及其附屬公司管理事宜相關服務的報酬。於本年度內，董事概無根據任何安排放棄或同意放棄領取任何酬金。
- (c) 上表所列非執行董事的酬金乃為彼等擔任本公司及／或其附屬公司董事的報酬。於本年度內，董事概無根據任何安排放棄或同意放棄領取任何酬金。
- (d) 楊玳詩女士亦為本公司最高行政人員以及上表所披露之酬金包括彼作為最高行政人員所提供之服務而獲得之酬金。由於無法將彼向本公司及其附屬公司提供服務所得酬金進行按比例分開，故並無作出任何分攤。
- (e) 陳錫華先生於2019年8月31日辭任執行董事。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

11. Employees' Remuneration

The five individuals with the highest emoluments in the Group included three (2018: four) directors of the Company for the year ended 30 September 2019, details of whose emoluments are included in the disclosures in note 10 above. The emoluments of the remaining two (2018: one) individual for the year were as follows:

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|--|-------------------------|-------------------------|
| Salaries, allowances and benefits in kind 薪金、津貼及實物福利 | 1,871 | 285 |
| Bonus 花紅 | 5,366 | 3,694 |
| Contributions to retirement benefits scheme 退休福利計劃供款 | 119 | 23 |
| | 7,356 | 4,002 |

The remunerations were within the following bands:

酬金介乎下列範圍：

| | Number of employees 僱員人數 | |
|--|-----------------------------|------|
| | 2019 | 2018 |
| HK\$3,000,001 to HK\$3,500,000 3,000,001港元至3,500,000港元 | 1 | - |
| HK\$4,000,001 to HK\$4,500,000 4,000,001港元至4,500,000港元 | 1 | 1 |
| HK\$7,000,001 to HK\$7,500,000 7,000,001港元至7,500,000港元 | - | - |

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

12. (Loss) Profit Before Taxation

12. 除稅前(虧損)溢利

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|--|-------------------------|-------------------------|
| (Loss) profit before taxation has been arrived at after charging: 除稅前(虧損)溢利已扣除： | | |
| Included in other expenses: 包含於其他支出： | | |
| Auditor's remuneration 核數師酬金 | 2,425 | 2,200 |
| Depreciation of property and equipment 物業及設備之折舊 | 2,771 | 1,872 |
| Net exchange loss 匯兌虧損淨額 | 810 | 51 |
| Operating lease rentals in respect of 下列各項之經營租約租金 | | |
| – rented premises – 租賃物業 | 16,856 | 16,453 |
| – equipment – 設備 | 14,945 | 11,916 |

13. Taxation

13. 稅項

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|--|-------------------------|-------------------------|
| Current year: 本年度： | | |
| Hong Kong Profits Tax 香港利得稅 | 28,806 | 110,931 |
| PRC Enterprise Income Tax 中國企業所得稅 | 122 | 52 |
| Canada Income Tax 加拿大所得稅 | 2,500 | – |
| Overprovision in prior year: 過往年度超額撥備： | | |
| Hong Kong 香港 | – | (130) |
| Deferred tax: 遞延稅項： | | |
| Current year 本年度 | (2,941) | – |
| | 28,487 | 110,853 |

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

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

於兩個年度，香港利得稅乃就估計應課稅溢利按16.5%之稅率計算。

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

13. Taxation (continued)

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

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

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|--|-------------------------|-------------------------|
| (Loss) profit before taxation 除稅前(虧損)溢利 | (230,219) | 660,048 |
| Taxation at income tax rate of 16.5% (2018: 16.5%) 按16.5% (2018年: 16.5%)之所得稅稅率計算之稅項 | (37,986) | 108,908 |
| Tax effect of expenses not deductible for tax purpose 就稅務而言不可扣減支出之稅務影響 | 171 | 905 |
| Tax effect of income not taxable for tax purpose 就稅務而言毋須課稅收入之稅務影響 | (4,464) | (2,040) |
| Overprovision in respect of prior years 過往年度超額撥備 | (34) | (130) |
| Utilisation of tax losses previously not recognised 運用過往未有確認之稅項虧損 | - | (51) |
| Tax effect of tax losses not recognised 未有確認稅項虧損之稅務影響 | 72,412 | 3,379 |
| Tax effect of share of loss of an associate 分佔一間聯營公司虧損之稅務影響 | - | 356 |
| Others 其他 | (1,612) | (474) |
| Taxation charge for the year 本年度稅項開支 | 28,487 | 110,853 |

As at 30 September 2019, the Group had unused estimated tax losses of approximately HK\$563,068,000 (2018: HK\$124,206,000) available for offset against future profits of the respective companies in which the losses arose. No deferred tax asset has been recognised in respect of such tax losses due to unpredictability of future profit streams. The unused tax losses can be carried forward indefinitely with no expiry date but subject to the approval of the Hong Kong Inland Revenue Department.

13. 稅項(續)

其他司法權區之稅項按有關司法權區之現行稅率計算。

本年度稅項與綜合損益及其他全面收益表所載除稅前(虧損)溢利對賬如下：

於2019年9月30日，本集團可用作抵銷產生有關虧損之相關公司之未來溢利之未動用估計稅項虧損約為563,068,000港元(2018年：124,206,000港元)。由於未來溢利流量不可預測，並無就該等稅項虧損確認遞延稅項資產。未使用之稅項虧損並無屆滿日期而可無限期結轉，惟須待香港稅務局批准後，方始作實。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

14. Dividends

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|---|-------------------------|-------------------------|
| Recognised as distribution: 確認作分派: | | |
| Interim dividend paid: Nil (2018: HK\$0.0221 per share) 已付中期股息: 零 (2018年: 每股0.0221港元) | - | 148,973 |
| Final dividend paid in respect of 2018: HK\$0.0064 per share (2018: HK\$0.0152 per share in respect of 2017) 就2018年已付之末期股息: 每股0.0064港元 (2018年: 就2017年每股派付0.0152港元) | 43,141 | 102,461 |
| | 43,141 | 251,434 |

The Directors did not recommend any payment of a final dividend for the year ended 30 September 2019 (2018: HK0.64 cent, approximately HK\$43,141,000 in aggregate).

董事不建議就截至2019年9月30日止年度派付末期股息(2018年: 每股0.64港仙, 合共約為43,141,000港元)。

15. (Loss) Earnings Per Share

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

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|---|-------------------------|-------------------------|
| (Loss) earnings (虧損) 盈利 | | |
| (Loss) earnings for the purpose of basic (loss) earnings per share 用於計算每股基本(虧損)盈利之(虧損)盈利 | (258,706) | 549,195 |

| | 2019 '000 千股 | 2018 '000 千股 |
|--|-------------------------------------|------------------------|
| Number of shares 股份數目 | | |
| Weighted average number of ordinary shares for the purposes of basic (loss) earnings per share 用於計算每股基本(虧損)盈利之普通股加權平均數 | 6,740,846 | 6,740,846 |
| Basic (loss) earnings per share 每股基本(虧損)盈利 | HK(3.84) cents (3.84) 港仙 | HK8.15 cents 8.15港仙 |

No diluted (loss) earnings per share for the years ended 30 September 2019 and 30 September 2018 were presented as there were no potential ordinary shares outstanding during the years.

由於本公司在截至2019年9月30日及2018年9月30日止年度均無任何潛在尚未行使普通股, 因此並無呈列該等年度之每股攤薄(虧損)盈利。

14. 股息

15. 每股(虧損)盈利

本公司擁有人應佔每股基本(虧損)盈利乃根據下列數據計算:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

16. Property and Equipment

16. 物業及設備

| | Leasehold improvements 物業裝修 HK\$'000 千港元 | Furniture and fixtures 傢俬及裝置 HK\$'000 千港元 | Office equipment 辦公室設備 HK\$'000 千港元 | Computer and other equipment 電腦及其他設備 HK\$'000 千港元 | Motor vehicle 汽車 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|---|--|--|--|--|--------------------------------|
| COST 成本 | | | | | | |
| At 1 October 2017 於2017年10月1日 | 14,633 | 2,144 | 6,518 | 15,512 | 673 | 39,480 |
| Additions 添置 | 200 | - | 48 | 3,898 | - | 4,146 |
| Disposals 出售 | - | - | - | (34) | - | (34) |
| At 30 September 2018 於2018年9月30日 | 14,833 | 2,144 | 6,566 | 19,376 | 673 | 43,592 |
| Additions 添置 | 990 | 36 | 43 | 3,627 | - | 4,696 |
| Disposals 出售 | - | - | - | (49) | - | (49) |
| At 30 September 2019 於2019年9月30日 | 15,823 | 2,180 | 6,609 | 22,954 | 673 | 48,239 |
| ACCUMULATED DEPRECIATION 累計折舊 | | | | | | |
| At 1 October 2017 於2017年10月1日 | 11,902 | 1,901 | 6,340 | 13,826 | 393 | 34,362 |
| Provided for the year 本年度撥備 | 828 | 79 | 224 | 606 | 135 | 1,872 |
| Eliminated on disposals 出售時抵銷 | - | - | - | (29) | - | (29) |
| At 30 September 2018 於2018年9月30日 | 12,730 | 1,980 | 6,564 | 14,403 | 528 | 36,205 |
| Provided for the year 本年度撥備 | 829 | 64 | 45 | 1,699 | 135 | 2,772 |
| Eliminated on disposals 出售時抵銷 | - | - | - | (44) | - | (44) |
| At 30 September 2019 於2019年9月30日 | 13,559 | 2,044 | 6,609 | 16,058 | 663 | 38,933 |
| CARRYING VALUES 賬面值 | | | | | | |
| At 30 September 2019 於2019年9月30日 | 2,264 | 136 | - | 6,896 | 10 | 9,306 |
| At 30 September 2018 於2018年9月30日 | 2,103 | 164 | 2 | 4,973 | 145 | 7,387 |

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

17. Intangible Assets

17. 無形資產

| | HK\$'000 千港元 |
|---|-----------------|
| COST 成本 | |
| At 1 October 2017, 30 September 2018 and 30 September 2019 於2017年10月1日、2018年9月30日及2019年9月30日 | 9,802 |
| AMORTISATION AND IMPAIRMENT 攤銷及減值 | |
| At 1 October 2017, 30 September 2018 and 30 September 2019 於2017年10月1日、2018年9月30日及2019年9月30日 | 9,802 |
| CARRYING VALUES 賬面值 | |
| At 30 September 2019 於2019年9月30日 | - |
| At 30 September 2018 於2018年9月30日 | - |

Trading rights were fully amortised over 10 years from the effective date of the merger of the Stock Exchange, the Hong Kong Futures Exchange and the Hong Kong Securities Clearing Company Limited to year 2000.

交易權自2000年聯交所、香港期交所及香港中央結算有限公司之合併生效日期起按10年予以悉數攤銷。

18. Interest in an Associate

18. 於一間聯營公司之權益

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|---|-------------------------|-------------------------|
| Cost of investment in an unlisted associate 於非上市聯營公司之投資成本 | 1 | 1 |
| Share of post-acquisition (loss) profit and other comprehensive (expense) income 應佔收購後(虧損)溢利及其他全面(開支)收益 | (1) | (1) |
| | - | - |
| Amount due from an associate (Note 1) 應收一間聯營公司款項(附註1) | 5,987 | 5,987 |
| Less: Loss allocated in excess of cost of investment 減: 已分配虧損超過投資成本 | (2,552) | (672) |
| | 3,435 | 5,315 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

18. Interest in an Associate (continued)

As at 30 September 2018 and 30 September 2019, the Group had interest in the following associate:

| Name of entity 實體名稱 | Form of business structure 業務結構形式 | Place of incorporation 註冊成立地點 | Class of share held 所持股份類型 | Proportion of nominal value of issued capital held by the Group 本集團所持有已發行股本面值之比例 | | Principal activity 主要業務 |
|--|--------------------------------------|----------------------------------|-------------------------------|---|---------------------------|--|
| | | | | 2019 (Note 2) (附註2) | 2018 (Note 2) (附註2) | |
| Boom High Investment Limited ("Boom High") 高茂投資有限公司(「高茂」) | Incorporated 註冊成立 | BVI 英屬處女群島 | Ordinary shares 普通股 | 28% | 28% | Trading in securities and investment in funds 證券買賣及基金投資 |

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|---|-------------------------|-------------------------|
| The Group's share of loss 本集團應佔虧損 | (1,880) | (2,160) |
| The Group's share of total comprehensive expense 本集團應佔全面開支總額 | (1,880) | (2,160) |
| Aggregate carrying amount of the Group's interest in the associate 本集團於聯營公司權益之賬面總值 | — | — |

Notes:

- (1) The amount due from an associate is unsecured, non-interest bearing and repayable on demand.
- (2) The Group is able to exercise significant influence over Boom High because it has more than 20% voting rights in its financial and operating policy decisions.

附註：

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

19. Other Assets

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|--------------------------------------|-------------------------|-------------------------|
| Statutory and other deposits 法定及其他按金 | 8,871 | 9,320 |

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

19. 其他資產

法定及其他按金指存於不同交易所及結算所之按金。該等按金為免息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

20. Loans and Advances

20. 貸款及墊款

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|---------------------------------------|-------------------------|-------------------------|
| Fixed-rate loans receivable 應收固定利率貸款 | 3,269,090 | 2,524,430 |
| Variable-rate loans receivable 應收浮息貸款 | 218,636 | 19,150 |
| | 3,487,726 | 2,543,580 |
| Less: Impairment allowances 減：減值撥備 | (416,184) | (33,634) |
| | 3,071,542 | 2,509,946 |
| Analysed as: 分析為： | | |
| Current 流動部分 | 2,615,785 | 2,230,649 |
| Non-current 非流動部分 | 419,757 | 279,297 |
| | 3,071,542 | 2,509,946 |

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

本集團之應收固定利率及浮息貸款之賬面值連同剩餘合約到期日呈列如下：

| | 2019 HK\$'000 千港元 |
|--|-------------------------|
| Fixed-rate loans receivable: 應收固定利率貸款： | |
| Within one year 一年內 | 2,507,222 |
| In more than one year but no more than five years 一年後但五年內 | 78,822 |
| Over five years 五年後 | 131,540 |
| | 2,717,584 |
| Past due 已逾期 | 135,322 |
| | 2,852,906 |
| Variable-rate loans receivable: 應收浮息貸款： | |
| Within one year 一年內 | 9,241 |
| In more than one year but no more than five years 一年後但五年內 | 32,932 |
| Over five years 五年後 | 176,463 |
| | 218,636 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

20. Loans and Advances (continued)

20. 貸款及墊款(續)

| | 2018 HK\$'000 千港元 |
|--|-------------------------|
| Fixed-rate loans receivable: 應收固定利率貸款： | |
| Within one year 一年內 | 2,034,038 |
| In more than one year but no more than five years 一年後但五年內 | 90,384 |
| Over five years 五年後 | 180,267 |
| | 2,304,689 |
| Past due but not impaired 已逾期但未減值 | 186,107 |
| | 2,490,796 |
| Variable-rate loans receivable: 應收浮息貸款： | |
| Within one year 一年內 | 10,504 |
| In more than one year but no more than five years 一年後但五年內 | 1,875 |
| Over five years 五年後 | 6,771 |
| | 19,150 |

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

Details of movements in provision for impairment of loans and advances are set out in note 37.

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

貸款及墊款減值撥備變動之詳情載於附註37。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

20. Loans and Advances (continued)

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

| | 2019 | 2018 |
|--|--|---|
| Effective interest rates: 實際利率： | | |
| Fixed-rate loans receivable 應收固定利率貸款 | 0.5% per month to 3.83% per month 每月0.5%至3.83% | 0.19% per month to 3.83% per month 每月0.19%至3.83% |
| Variable-rate loans receivable 應收浮息貸款 | Prime rate - 2.75% per annum to prime rate per annum 每年最優惠利率-2.75%至每年最優惠利率 | Prime rate per annum to prime rate + 1% per annum 每年最優惠利率至每年最優惠利率+1% |

As at 30 September 2019, 156 (2018: 119) secured loans with the aggregate amount of approximately HK\$1,157,508,000 (2018: HK\$785,358,000) were secured by first legal charges in respect of respective properties located in Hong Kong. The collateral for each individual loan is sufficient to cover the loan amount on an individual basis. They were advanced to various independent borrowers and will be due for repayment within 1 to 30 years (2018: 1 to 30 years). The remaining balance of the loans receivable amounting to approximately HK\$1,914,034,000 (2018: HK\$1,724,588,000) were provided to independent third parties of the Group, of which the loan amount of approximately HK\$948,774,000 (2018: HK\$886,388,000) were with second or third legal charges in respect of properties located in Hong Kong and will be due for repayment within 1 to 30 years (2018: 1 to 30 years) from the respective loans' date of advance.

As at 30 September 2019 and 30 September 2018, each of the fixed-rate and variable-rate secured loans receivable represented less than 10% of the gross loans and advances balance.

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

Details of credit risk profile disclosure are set out in "credit risk and impairment assessment" in note 37.

20. 貸款及墊款(續)

本集團應收貸款之實際利率如下：

於2019年9月30日，156項(2018年：119項)總額約1,157,508,000港元(2018年：785,358,000港元)之有抵押貸款乃以香港各物業之第一法定押記作抵押。各個別貸款的抵押品足以擔保各項貸款數額。該等貸款乃墊付予多名獨立借款人，並將於1至30年(2018年：1至30年)內到期償還。應收貸款餘額約1,914,034,000港元(2018年：1,724,588,000港元)乃為給予本集團之獨立第三方，其中約948,774,000港元(2018年：886,388,000港元)之貸款乃以香港物業之第二或第三法定押記為擔保，並將於由各有關貸款之墊付日期起計1至30年(2018年：1至30年)內到期償還。

於2019年9月30日及2018年9月30日，各項應收固定利率及浮息有抵押貸款均少於貸款及墊款結餘總額之10%。

本集團之貸款及墊款之賬面值與其公平值相若。

信貸風險情況披露載於附註37之「信貸風險及減值評估」。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

21. Accounts Receivable

21. 應收賬款

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|---|-------------------------|-------------------------|
| Accounts receivable from the business of dealing in securities: 來自證券買賣業務之應收賬款： | | |
| Clearing houses, dealers, brokers and cash clients 結算所、交易商、經紀及現金客戶 | 68,686 | 98,292 |
| Secured margin loans 有抵押孖展貸款 | 4,003,638 | 5,499,963 |
| Accounts receivable from the business of dealing in futures contracts: 來自期貨合約買賣業務之應收賬款： | | |
| Clearing houses and brokers 結算所及經紀 | 85,133 | 131,819 |
| Accounts receivable from the business of corporate finance 來自企業融資業務之應收賬款 | 715 | 575 |
| | 4,158,172 | 5,730,649 |
| Less: provision for impairment 減：減值撥備 | (729,715) | (206,416) |
| | 3,428,457 | 5,524,233 |

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

Normal settlement terms of accounts receivable from the business of corporate finance are determined in accordance with the contractual terms. The Group seeks to maintain tight control over its outstanding accounts receivable from the business of corporate finance in order to minimise the credit risk.

Details of credit risk profile disclosure are set out in "credit risk and impairment assessment" in note 37.

As at 30 September 2019, accounts receivable from foreign brokers denominated in Australian dollar, Renminbi, Singapore dollar and United States dollar were approximately HK\$207,000 (2018: HK\$232,000), HK\$720,000 (2018: HK\$722,000), HK\$Nil (2018: HK\$146,000) and HK\$55,200,000 (2018: HK\$86,692,000) respectively.

證券買賣業務所產生之應收賬款(有抵押孖展貸款及首次公開招股孖展貸款除外)之結算期限為交易日後兩日，而期貨合約買賣業務所產生之應收賬款之結算期限為交易日後一日。

來自企業融資業務之應收賬款的正常結算期乃根據合約條款釐定。為降低信貸風險，本集團力求對其尚未償還來自企業融資業務之應收賬款保持嚴密監控。

信貸風險情況披露載於附註37之「信貸風險及減值評估」。

於2019年9月30日，應收境外經紀賬款以澳元、人民幣、新加坡元及美元計值，分別約為207,000港元(2018年：232,000港元)、720,000港元(2018年：722,000港元)、零港元(2018年：146,000港元)及55,200,000港元(2018年：86,692,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

21. Accounts Receivable (continued)

As at 30 September 2019 and 30 September 2018, no individual account represented more than 10% of the total balance of accounts receivable.

No ageing analysis of secured margin loans and IPO margin loans is disclosed as in the opinion of the executive directors of the Company, the ageing analysis does not give additional value in view of the nature of this business.

The ageing analysis of the remaining of the accounts receivable (before impairment) are as follows:

21. 應收賬款(續)

於2019年9月30日及2018年9月30日，概無個別賬項佔應收賬款結餘總額10%以上。

本公司執行董事認為，因業務性質關係，賬齡分析之附加價值不大，故並無披露有抵押孖展貸款及首次公開招股孖展貸款之賬齡分析。

餘下應收賬款之賬齡分析(減值前)如下：

| | 2019 HK\$'000 千港元 |
|---|-------------------------|
| Past due: 逾期： | |
| 0 – 30 days 0 – 30日 | 395 |
| 31 – 60 days 31 – 60日 | 62 |
| 61 – 90 days 61 – 90日 | 103 |
| Over 90 days 超過90日 | 347 |
| Accounts receivable which were past due 已逾期之應收賬款 | 907 |
| Accounts receivable which were not past due 無逾期之應收賬款 | 153,627 |
| | 154,534 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

21. Accounts Receivable (continued)

21. 應收賬款(續)

| | 2018 HK\$'000 千港元 |
|---|-------------------------|
| Past due: 逾期: | |
| 0 – 30 days 0 – 30日 | 403 |
| 31 – 60 days 31 – 60日 | 105 |
| 61 – 90 days 61 – 90日 | 309 |
| Over 90 days 超過90日 | 285 |
| Accounts receivable which were past due but not impaired 已逾期但不作減值之應收賬款 | 1,102 |
| Accounts receivable which were neither past due nor impaired 無逾期亦不作減值之應收賬款 | 229,584 |
| | 230,686 |

22. Pledged Bank Deposits – General Accounts

22. 已抵押銀行存款 – 一般賬戶

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|-------------------------------|-------------------------|-------------------------|
| Pledged bank deposits 已抵押銀行存款 | 160,000 | 160,000 |

The deposits of HK\$160,000,000 (2018: HK\$160,000,000) with a bank were to secure the banking facilities granted to the Group to the extent of HK\$530,000,000 (2018: HK\$530,000,000), of which HK\$150,000,000 was utilised as at 30 September 2019 (2018: HK\$Nil). The pledged bank deposits will be released upon the expiry of banking facilities.

銀行存款160,000,000港元(2018年: 160,000,000港元)已作為本集團獲授銀行融資最多530,000,000港元(2018年: 530,000,000港元)之抵押, 其中150,000,000港元已於2019年9月30日獲動用(2018年: 零港元)。該等已抵押銀行存款將於有關銀行融資屆滿時獲解除。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

23. Bank Balances and Cash

23. 銀行結餘及現金

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|--|-------------------------|-------------------------|
| Bank balances 銀行結餘 | | |
| – segregated accounts (Note) – 獨立賬戶(附註) | 1,416,696 | 1,642,300 |
| – general accounts and cash – 一般賬戶及現金 | 1,745,508 | 883,041 |
| | 3,162,204 | 2,525,341 |

Note: The Group receives and holds money deposited by clients and other institutions in the course of the conduct of the regulated activities. These clients' money are maintained in one or more segregated bank accounts and bear interest at commercial rates. The Group has recognised the corresponding accounts payable to respective clients and other institutions. However, the Group currently does not have an enforceable right to offset those payables with the deposits placed.

As at 30 September 2019, bank balances and cash denominated in Australian dollar, Canadian dollar, Japanese Yen, United States dollar, Renminbi and Singapore dollar, are approximately HK\$80,000 (2018: HK\$90,000), HK\$47,000 (2018: HK\$2,065,000), HK\$10,000 (2018: HK\$10,000), HK\$270,224,000 (2018: HK\$261,942,000), HK\$47,486,000 (2018: HK\$27,249,000) and HK\$2,778,000 (2018: HK\$2,417,000) respectively.

The general accounts and cash comprise cash held by the Group and bank deposits bearing interest at commercial rates with original maturity of three months or less.

附註： 在進行受規管業務過程中，本集團收取及持有客戶及其他機構存放之款項。該等客戶款項存置於一個或多個獨立銀行賬戶內及按商業利率計息。本集團已確認應付予有關客戶及其他機構之相關賬款。然而，本集團現時並無以所存放之按金抵銷該等應付賬款之可強制執行權。

於2019年9月30日，以澳元、加拿大元、日圓、美元、人民幣及新加坡元計值之銀行結餘及現金分別約為80,000港元(2018年：90,000港元)、47,000港元(2018年：2,065,000港元)、10,000港元(2018年：10,000港元)、270,224,000港元(2018年：261,942,000港元)、47,486,000港元(2018年：27,249,000港元)及2,778,000港元(2018年：2,417,000港元)。

一般賬戶及現金包括本集團持有之現金及按商業利率計息且原到期日為三個月或以內之銀行存款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

24. Accounts Payable

24. 應付賬款

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|---|-------------------------|-------------------------|
| Accounts payable from the business of dealing in securities: 來自證券買賣業務之應付賬款： | | |
| Clearing houses and brokers 結算所及經紀 | 8,189 | 802 |
| Margin and cash clients 孖展及現金客戶 | 1,390,735 | 1,591,776 |
| Accounts payable from the business of dealing in futures contracts: 來自期貨合約買賣業務之應付賬款： | | |
| Margin clients 孖展客戶 | 165,368 | 243,056 |
| | 1,564,292 | 1,835,634 |

The settlement terms of accounts payable, except for margin clients, arising from the business of dealing in securities are two days after trade date and accounts payable arising from the business of dealing in futures contracts are one day after trade date. No ageing analysis is disclosed as in the opinion of the executive directors of the Company, the ageing analysis does not give additional value in view of the nature of this business.

Accounts payable to margin and cash clients arising from the business of dealing in securities bear variable interest at commercial rates, and are repayable on demand subsequent to settlement date.

Included in accounts payable, amounts of approximately HK\$1,416,696,000 and HK\$1,642,300,000 as at 30 September 2019 and 30 September 2018 respectively were payable to clients and other institutions in respect of the segregated bank balances received and held for clients and other institutions in the course of conducting the regulated activities. However, the Group currently does not have an enforceable right to offset these accounts payable with the deposits placed.

As at 30 September 2019, accounts payable denominated in Australian dollar, Japanese Yen, United States dollar, Singapore dollar and Renminbi were approximately HK\$74,000 (2018: HK\$84,000), HK\$11,000 (2018: HK\$10,000), HK\$227,800,000 (2018: HK\$261,401,000), HK\$45,000 (2018: HK\$Nil) and HK\$23,168,000 (2018: HK\$19,012,000) respectively.

證券買賣業務所產生之應付賬款(孖展客戶除外)之結算期限為交易日後兩日，而期貨合約買賣業務所產生之應付賬款之結算期限為交易日後一日。由於本公司執行董事認為，鑒於此項業務之性質，賬齡分析並無帶來額外價值，故並無披露任何賬齡分析。

因證券買賣業務而產生之應付孖展及現金客戶之款項乃按浮動商業利率計息，並須於結算日後按要求償還。

就在進行受規管業務過程中為客戶及其他機構收取及持有之獨立銀行結餘而言，於2019年9月30日及2018年9月30日之應付賬款包括須向客戶及其他機構支付之款項分別約為1,416,696,000港元及1,642,300,000港元。然而，本集團現時並無以所存放之按金抵銷該等應付賬款之可強制執行權。

於2019年9月30日，以澳元、日圓、美元、新加坡元及人民幣計值之應付賬款分別約為74,000港元(2018年：84,000港元)、11,000港元(2018年：10,000港元)、227,800,000港元(2018年：261,401,000港元)、45,000港元(2018年：零港元)及23,168,000港元(2018年：19,012,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

25. Financial Assets at Fair Value Through Other Comprehensive Income/Available-for-sale Investment

The Group holds 15% equity interest in Emperor Investment Fund Limited ("EIFL"). EIFL had no business operations and had net liabilities as at 30 September 2018 and 2019.

In the opinion of the executive directors of the Company, the equity interests held by the Group in EIFL are with a primary objective for capital appreciation and recognised as financial asset at FVTOCI, which was previously classified as available-for-sale investment (note (2)).

The executive directors of the Company consider the fair value of the EIFL as at 30 September 2018 and 2019 are approximated to zero with reference to the net liabilities of EIFL.

26. Short-term Bank Borrowings

As at 30 September 2018, included in the short-term bank borrowings of HK\$460,225,000 were bank borrowings of HK\$300,000,000 which were secured by charges over client securities with market value of HK\$1,113,000,000. No short-term bank borrowings were secured by charges over client securities during the current year. As at 30 September 2019, short-term bank borrowings of HK\$150,000,000 (2018: HK\$Nil) were secured by bank deposits of the Group (note 22). The remaining balance represented unsecured bank borrowings. All of these bank borrowings carried interest with a range of HIBOR+1.3% p.a. to HIBOR+2.3% p.a. (2018: HIBOR+1.3% p.a. to HIBOR+2.3% p.a.).

25. 透過其他全面收益按公平值列賬之金融資產可供出售投資

本集團持有英皇投資基金有限公司(「英皇投資基金」)15%股權。英皇投資基金於2018年及2019年9月30日並無業務營運及錄得負債淨額。

本公司執行董事認為，本集團於英皇投資基金所持有之股權主要目的為尋求資本升值，並確認為透過其他全面收益按公平值列賬之金融資產先分前類為可供出售投資(附註(2))。

本公司執行董事認為，參考英皇投資基金之負債淨額，英皇投資基金於2018年及2019年9月30日之公平值接近於零。

26. 短期銀行借款

於2018年9月30日，短期銀行借款460,225,000港元中包括銀行借款300,000,000港元，由市值1,113,000,000港元之客戶證券押記作抵押。本年度概無短期銀行借款由客戶證券押記作抵押。於2019年9月30日，短期銀行借款150,000,000港元(2018年：零港元)由本集團之銀行存款作抵押(附註22)。餘下之餘額指無抵押銀行借款。所有該等銀行借款的年息率介乎香港銀行同業拆息加1.3%至香港銀行同業拆息加2.3%之間(2018年：香港銀行同業拆息加1.3%至香港銀行同業拆息加2.3%之間)。

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|--|-------------------------|-------------------------|
| The carrying amounts of the above borrowings are repayable: 須於以下期間償還之上述借款之賬面值： | | |
| Within one year 一年內 | 231,173 | 460,225 |
| The carrying amounts of bank loans that contain a repayment on demand clause (shown under current liabilities) but repayable: 載有須按要求償還條款但須於以下期間償還之銀行貸款 (列入流動負債)之賬面值： | | |
| Within one year 一年內 | 231,173 | 460,225 |
| Amounts due within one year shown under current liabilities 須於一年內償還列入流動負債之金額 | 231,173 | 460,225 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

27. Bonds Issued

27. 已發行債券

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|-------------------------------------|-------------------------|-------------------------|
| Current 流動 | | |
| Corporate bonds – Placing 公司債券 – 配售 | 626,904 | 969,859 |
| Non-current 非流動 | | |
| Corporate bonds – Placing 公司債券 – 配售 | 2,186,640 | 1,815,181 |

During the year ended 30 September 2018, the Company has issued (i) four tranches of the corporate bonds under the placing agreement dated 16 January 2018 for bonds issuing with an aggregate principal amount of up to HK\$800 million (the “3rd Placing Agreement”) and (ii) four tranches of the corporate bonds under the placing agreement dated 11 April 2018 for bonds issuing with an aggregate principal amount of up to HK\$400 million (the “4th Placing Agreement”) in principal amount totalling approximately HK\$1,190.5 million and US\$1.2 million (equivalent to approximately HK\$9.4 million).

During the current year, the Company has issued (i) five tranches of the corporate bonds under the placing agreement dated 5 November 2018 for bonds issuing with an aggregate principal amount of up to HK\$500 million (the “5th Placing Agreement”) and (ii) four tranches of the corporate bonds under the placing agreement dated 12 April 2019 for bonds issuing with an aggregate principal amount of up to HK\$500 million (the “6th Placing Agreement”) in principal amount totalling approximately HK\$1,000 million.

As at 30 September 2019, the current portion of outstanding corporate bonds balance of approximately HK\$626.9 million (2018: HK\$969.9 million) represented four (2018: eight) tranches of the corporate bonds issued under the placing agreement dated 15 March 2016 for bonds issuing with an aggregate principal amount of up to HK\$1,200 million (the “1st Placing Agreement”), and one tranche of corporate bond under the placing agreement dated 14 November 2016 of bond issuing with an aggregate principal amount of up to HK\$400 million (“2nd Placing Agreement”), including an aggregate principal amount of Hong Kong Dollars bonds of approximately HK\$611.7 million (2018: HK\$909.5 million) and an aggregate principal amount of U.S. Dollars bonds of US\$2.1 million (2018: US\$8 million) (equivalent to approximately HK\$16.3 million (2018: HK\$62.0 million)).

於截至2018年9月30日止年度，本公司已(i)根據日期為2018年1月16日之配售協議(「第三配售協議」)就發行本金額合共最多為800,000,000港元債券發行四批公司債券；及(ii)根據日期為2018年4月11日之配售協議(「第四配售協議」)就發行本金額合共最多為400,000,000港元債券發行四批公司債券，本金額合共約為1,190,500,000港元及1,200,000美元(相當於約9,400,000港元)。

於本年度，本公司已(i)根據日期為2018年11月5日之配售協議(「第五配售協議」)就發行本金額合共最多為500,000,000港元債券發行五批公司債券；及(ii)根據日期為2019年4月12日之配售協議(「第六配售協議」)就發行本金額合共最多為500,000,000港元債券發行四批公司債券，本金額合共約為1,000,000,000港元。

於2019年9月30日，未償還公司債券結餘之流動部分之約626,900,000港元(2018年：969,900,000港元)指根據日期為2016年3月15日之配售協議(「第一配售協議」)就發行本金額合共最多為1,200,000,000港元債券發行之四批(2018年：八批)公司債券，及根據日期為2016年11月14日之配售協議(「第二配售協議」)就發行本金額合共最多為400,000,000港元債券發行之一批公司債券(包括本金總額約611,700,000港元(2018年：909,500,000港元)之港元債券及本金總額2,100,000美元(2018年：8,000,000美元)(相當於約16,300,000港元(2018年：62,000,000港元))之美元債券。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

27. Bonds Issued (continued)

As at 30 September 2019, the non-current portion of outstanding corporate bonds balances of approximately HK\$2,186.6 million (2018: HK\$1,815.2 million) represented (i) the two (2018: two) tranches of the corporate bonds issued under the 1st Placing Agreement, (ii) a corporate bond issued under the 2nd Placing Agreement, (iii) the four tranches of the corporate bonds issued under the 3rd Placing Agreement and (iv) the four tranches of the corporate bonds issued under the 4th Placing Agreement, (v) five tranches of the corporate bonds issued under the 5th Placing Agreement, and (vi) four tranches of the corporate bonds issued under the 6th Placing Agreement, including an aggregate principal amount of Hong Kong Dollars bonds of approximately HK\$2,190.5 million (2018: 1,802.2 million) and an aggregate principal amount of U.S. Dollars bonds of US\$1.2 million (2018: US\$3.3 million) (equivalent to approximately HK\$9.4 million (2018: HK\$25.6 million)).

Except for the bonds denominated in Hong Kong Dollars and U.S. Dollars issued under the 1st Placing Agreement, 5th Placing Agreement and 6th Placing Agreement, which carry a fixed annual interest rate of 5.25% and 4.5% respectively, the remaining bonds denominated in Hong Kong Dollars and U.S. Dollars issued carry a fixed annual interest rate of 5% and 4.75% respectively. All the above bonds are with a maturity period of 3 years from the issue date, and the interest will be paid annually in arrears with the first interest payment date on the first anniversary date after bond issuance.

Pursuant to the bond instrument of bonds placing abovementioned, the Group may, at any time, before the maturity date of the bonds, redeem the bonds by giving not less than 10 business days written notice at 100% of the principal amount of such bonds together with payment of interest accrued thereon up to the date of redemption. The directors considered that such early redemption option of the bonds was not separated from the bonds since the economic characteristics and risks of such early redemption option were closely related to the economic characteristics and risks of the bonds. Subject to the conditions of the bond instrument, the bondholder(s) shall not have the right to request the Company to redeem the bonds prior to the maturity date of the bonds.

Subsequent to the year end but before the reporting date, the Company has not entered into any placing agreements.

27. 已發行債券(續)

於2019年9月30日，未償還公司債券結餘之非流動部分約2,186,600,000港元(2018年：1,815,200,000港元)指(i)根據第一配售協議發行之兩批(2018年：兩批)公司債券；(ii)根據第二配售協議發行之公司債券；(iii)根據第三配售協議發行之四批公司債券；及(iv)根據第四配售協議發行之四批公司債券，(v)根據第五配售協議發行之五批公司債券，及(vi)根據第六配售協議發行之四批公司債券(包括本金總額約2,190,500,000港元(2018年：1,802,200,000港元)之港元債券及本金總額1,200,000美元(2018年：3,300,000美元)(相當於約9,400,000港元(2018年：25,600,000港元))之美元債券。

除根據第一配售協議、第五配售協議、第六配售協議發行之以港元及美元計值之債券(分別按固定年利率5.25%及4.5%計息)外，以港元及美元計值之餘下債券分別按固定年利率5%及4.75%計息。所有上述債券之屆滿期為自發行日期起計三年，而利息將按年支付，首個付息日為債券發行後第一個週年日。

根據上述債券配售之債券文據，本集團可於債券到期日前隨時透過發出不少於10個營業日之書面通知按有關債券本金額之100%連同截至贖回日期應計之利息款項贖回債券。董事認為，提前贖回債券選擇權並無與債券分離，此乃由於有關提前贖回選擇權的經濟特徵及風險與債券的經濟特徵及風險乃緊密相關。在債券文據之條件之規限下，債券持有人將無權要求本公司於債券到期日前贖回債券。

於年結日後但在呈報日期前，本公司尚未訂立任何配售協議。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

28. Share Capital

| | Number of ordinary shares of HK\$0.01 each 每股面值0.01港元之普通股數目 | | Nominal value of ordinary shares 普通股面值 | |
|-----------------------------------|---|-----------------|--|-------------------------|
| | 2019 | 2018 | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
| Authorised: 法定: | | | | |
| At beginning of year 年初 | 500,000,000,000 | 500,000,000,000 | 5,000,000 | 5,000,000 |
| At end of year 年終 | 500,000,000,000 | 500,000,000,000 | 5,000,000 | 5,000,000 |
| Issued and fully paid: 已發行及繳足: | | | | |
| At beginning of year 年初 | 6,740,845,724 | 6,740,845,724 | 67,408 | 67,408 |
| Issue of shares 發行股份 | — | — | — | — |
| At end of year 年終 | 6,740,845,724 | 6,740,845,724 | 67,408 | 67,408 |

28. 股本

29. Share Options

The shareholders of the Company passed an ordinary resolution at the annual general meeting of the Company held on 26 January 2017 to approve the adoption of a share option scheme of the Company which became effective on 27 January 2017 ("2017 Share Option Scheme"). During the year, no share options were granted under the 2017 Share Option Scheme.

A summary of the 2017 Share Option Scheme is set out as follows:

1. Purpose of the 2017 Share Option Scheme

To enable the Group to attract, retain and motivate talented eligible participants to strive for future developments and expansion of the Group.

2. Eligibility

Eligible participants include employees (whether full-time or part time, including Non-executive Directors) and such other eligible participants.

29. 購股權

本公司股東已於2017年1月26日舉行之本公司股東週年大會上通過一項普通決議案，批准採納本公司一項購股權計劃(其於2017年1月27日生效)(「2017年購股權計劃」)。於本年度，概無根據2017年購股權計劃授出任何購股權。

2017年購股權計劃之概要載列如下：

1. 2017年購股權計劃之目的

讓本集團能夠吸引、挽留及激勵卓越之合資格參與者為本集團之日後發展及擴張而努力。

2. 合資格人士

合資格參與者包括僱員(不論全職或兼職，包括非執行董事)及有關其他合資格參與者。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

29. Share Options (continued)

3. Shares available for issue under the 2017 Share Option Scheme

- (i) Total number of shares: 674,084,572 shares as at 12 December 2019 (i.e. the date of this Annual Report).
- (ii) Percentage of the issued shares that it represents: 10% as at 12 December 2019.

4. Maximum entitlement of each eligible participant under the 2017 Share Option Scheme

- (i) in aggregate not to exceed 1% of the shares in issue in any 12-month period unless approved by the shareholders; and
- (ii) options granted to substantial shareholders or Independent Non-executive Directors or their respective associates in any 12-month period exceeding the higher of 0.1% of the shares in issue and with an aggregate value in excess of HK\$5,000,000 must be approved by the shareholders of the Company.

5. Period within which the shares must be taken up under an option

At any time from the date of grant of the option to such a date determined by the Board but in any event not exceeding 10 years from the date of grant.

6. Minimum period for which an option must be held before it can be exercised

No minimum period unless otherwise determined by the Board.

- 7. (i) **Price** payable on application or acceptance of the option: HK\$1.00;
- (ii) The period within which **payments or calls** must or may be made: Within 28 days from the date of grant;
- (iii) Period within which **loans** for such purposes of the payments or calls must be **repaid**: Not applicable.

8. Basis for determining the exercise price:

The exercise price is determined by the Board (subject to adjustment) and will not be less than the highest of (i) the closing price of the share as stated in the daily quotation sheet of the Stock Exchange on the offer date; (ii) the average closing price of the shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the offer date; and (iii) the nominal value of a share.

29. 購股權(續)

3. 2017年購股權計劃項下可供發行股份

- (i) 股份總數：於2019年12月12日(即本年報日期)為674,084,572股股份。
- (ii) 佔已發行股份百分比：於2019年12月12日為10%。

4. 根據2017年購股權計劃每名合資格參與者享有之最大配額

- (i) 除非獲得股東批准，合共不得超過於任何十二個月期間已發行股份之1%；及
- (ii) 於任何十二個月期間授予主要股東或獨立非執行董事或彼等各自的聯繫人的購股權若超逾已發行股份的0.1%及總價值超過5,000,000港元，必須獲本公司股東批准。

5. 須認購購股權下股份之期間

自購股權授出日期起至董事會釐定之有關日期止期間內任何時間，惟無論如何不超過授出日期起計10年。

6. 於可行使購股權之前須持有購股權的最短期間

除非董事會另行決定，否則概無最短期間。

- 7. (i) 於申請或接納購股權時應付之價格：1.00港元；
- (ii) 必須或可能作出付款或通知付款的期限：自授出日期起計28日內；
- (iii) 必須償還就付款或通知付款目的貸款的期限：不適用。

8. 行使價之釐定基準：

行使價由董事會釐定(可予調整)，並將不低於(i)股份於要約日期於聯交所每日報價表所示之收市價；(ii)股份於緊接要約日期前五個營業日於聯交所每日報價表所示之平均收市價；及(iii)一股股份之面值(以最高者為準)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

29. Share Options (continued)

9. The remaining life of the 2017 Share Option Scheme:

Approximately 7 years (expiring on 26 January 2027).

During the years ended 30 September 2018 and 2019, no option was granted, exercised, cancelled or remained outstanding under the 2017 Share Option Scheme and no share-based payment expenses have been recognised in both current and prior years.

30. Retirement Benefits Scheme

The Group participates in both a defined contribution scheme which is registered under the Hong Kong Occupational Retirement Schemes Ordinance (the "ORSO Scheme") and a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Hong Kong Mandatory Provident Fund Scheme Ordinance in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of independent trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying within the ORSO Scheme or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1 December 2000 are required to join the MPF Scheme.

The ORSO Scheme is funded by monthly contributions from both employees and the Group at rates ranging from 5% to 7% of the employee's basic salary, depending on the length of service with the Group.

For members of the MPF Scheme, the Group contributes 5% of relevant payroll costs to the Scheme with maximum cap at HK\$1,500, of which contribution is matched by the employee.

The retirement benefit costs charged to the profit or loss represent contributions payable to the funds by the Group at rates specified in the rules of the schemes. Where there are employees who leave the ORSO Scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

At 30 September 2018 and 30 September 2019, no forfeited contributions arose upon employees leaving the ORSO Scheme.

29. 購股權(續)

9. 2017年購股權計劃之餘下年期：

約7年(於2027年1月26日屆滿)。

於截至2018年及2019年9月30日止年度，概無購股權為根據2017年購股權計劃授出、行使、註銷或仍未行使，以及並無於本年度及以往年度確認以股份為基礎之付款開支。

30. 退休福利計劃

本集團同時參與根據香港職業退休計劃條例註冊之定額供款計劃(「職業退休計劃」)及於2000年12月根據香港強制性公積金計劃條例設立之強制性公積金計劃(「強積金計劃」)。該等計劃之資產與本集團之資產分開，並以獨立託管人管理之基金形式持有。於強積金計劃設立前屬職業退休計劃成員之僱員均可選擇繼續參加職業退休計劃或轉為參加強積金計劃，惟於2000年12月1日或以後所有本集團之新入職僱員均須參加強積金計劃。

職業退休計劃每月由僱員及本集團按僱員基本薪金5%至7%之比率根據僱員於本集團之服務時長供款。

就強積金計劃之成員而言，本集團按相關薪金成本之5%向該計劃供股，最高上限為1,500港元，供款與僱員一致。

於損益中扣除之退休福利成本乃本集團按有關計劃規則指定之比率須應付該等基金之供款。倘若有僱員於獲悉數授與供款前退出職業退休計劃，則本集團應付供款乃減去被沒收供款額。

於2018年9月30日及2019年9月30日，並無因僱員退出職業退休計劃而產生之被沒收供款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

31. Reconciliation of Liabilities arising from Financing Activities

The table below details changes in the Group's loans and borrowings arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

31. 融資活動產生的負債的對賬

下表詳述本集團融資活動產生的貸款及借款變動，包括現金及非現金變動。融資活動產生的負債為相關現金流量或相關的未來現金流量將在本集團的綜合現金流量表中分類為融資活動現金流量的負債。

| | Dividend payable (included in other creditors) 應付股息 (計入其他應付賬款) HK\$'000 千港元 | Bond interest payable (included in other creditors) 應付債券利息 (計入其他應付賬款) HK\$'000 千港元 | Short-term bank borrowings 短期銀行借款 HK\$'000 千港元 | Bonds issued 已發行債券 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--------------------------------------|--|---|---|--|--------------------------------|
| At 1 October 2017 於2017年10月1日 | - | 44,086 | 328,511 | 1,589,114 | 1,961,711 |
| Financing cash flows 融資現金流量 | (251,434) | (82,386) | 131,714 | 1,188,602 | 986,496 |
| Interest on bonds issued 已發行債券之利息 | - | 122,783 | - | - | 122,783 |
| Dividend declared 已宣派股息 | 251,434 | - | - | - | 251,434 |
| Other changes 其他變動 | - | (2,725) | - | 7,324 | 4,599 |
| At 30 September 2018 於2018年9月30日 | - | 81,758 | 460,225 | 2,785,040 | 3,327,023 |
| Financing cash flows 融資現金流量 | (43,141) | (127,297) | (229,052) | 19,062 | (380,428) |
| Interest on bonds issued 已發行債券之利息 | - | 165,688 | - | - | 165,688 |
| Dividend declared 已宣派股息 | 43,141 | - | - | - | 43,141 |
| Other changes 其他變動 | - | (28,522) | - | 9,442 | 19,080 |
| At 30 September 2019 於2019年9月30日 | - | 91,627 | 231,173 | 2,813,544 | 3,174,504 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

32. Related Party Transactions

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following significant transactions with related parties:

32. 關連人士交易

- (a) 除於該等財務報表其他部分所詳述之交易外，本集團與關連人士進行下列重大交易：

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|---|-------------------------|-------------------------|
| (i) Corporate finance advisory services fee income from related companies (notes 3 & 6) 向關連公司收取之企業融資顧問服務費收入(附註3及6) | 2,120 | 2,320 |
| (ii) Sharing of information system and administrative expenses paid and payable to related companies (notes 2 & 6) 就分估資訊系統及行政服務而已付及應付予關連公司之費用(附註2及6) | 15,922 | 16,697 |
| Management fee to a related company (notes 2 & 6) 給予一間關連公司之管理費(附註2及6) | 263 | 301 |
| (iii) Operating lease rentals expenses to related companies (notes 3 & 6) 向關連公司支付經營租賃租金(附註3及6) | 12,198 | 11,847 |
| (iv) Commission and brokerage income from 向下列收取佣金及經紀費收入 | | |
| - a related company (notes 3 & 6) - 一間關連公司(附註3及6) | 113 | 55 |
| - directors of the Company (notes 1 & 3) - 本公司之董事(附註1及3) | 57 | 235 |
| (v) Interest income from directors of the Company (notes 1 & 3) 向本公司董事收取之利息收入(附註1及3) | 483 | 1,485 |
| (vi) Placing and underwriting commission expenses to a director of the Company and associates (notes 1 & 3) 向本公司一名董事及聯繫人支付配售及包銷佣金支出(附註1及3) | 394 | 270 |
| (vii) Printing, advertising and promotion expenses to related companies (notes 2 & 6) 向關連公司支付印刷、廣告及宣傳費用(附註2及6) | 2,284 | 2,790 |
| (viii) Accounts payable to margin and cash clients arising from business of dealing in securities by 來自證券買賣業務之應付孖展及現金客戶之應付賬款 | | |
| - an associate (notes 2 & 4) - 一間聯營公司(附註2及4) | 5,647 | 5,620 |
| - directors of the Company (notes 1 & 2) - 本公司之董事(附註1及2) | 391 | 742 |
| | 6,038 | 6,362 |
| (ix) Rental and other deposits paid to related companies (notes 5 & 6) 向關連公司支付租金及其他按金(附註5及6) | 3,656 | 4,133 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

32. Related Party Transactions (continued)

(a) (continued)

Notes:

- (1) For the transactions with the director(s) of the Company, the directors include a director who is one of the eligible beneficiaries of the relevant private discretionary trust set up by Dr. Albert Yeung who is the deemed controlling shareholder of the Company.
 - (2) These transactions are connected transactions exempted from reporting, announcement and independent shareholders' approval requirements under Rule 14A.33 of the Listing Rules.
 - (3) These or some of these transactions are discloseable continuing connected transactions (as defined under Chapter 14A of the Listing Rules) of the Company of which details have been set out in the section headed "Continuing Connected Transactions" under "Directors' Interests in Transactions, Arrangements or Contracts of Significance and Connected Transactions" of the Directors' Report. The directors confirmed that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.
 - (4) The associate company of the Group is disclosed in note 18 to the consolidated financial statements.
 - (5) This amount represents refundable rental deposits paid for the continuing connected transactions as set out in item 1 of the section headed "Continuing Connected Transactions" under "Directors' Interests in Transactions, Arrangements or Contracts of Significance and Connected Transactions" of the Director's Report.
 - (6) The related companies are ultimately controlled by the relevant private discretionary trusts of which Ms. Daisy Yeung is also one of the eligible beneficiaries.
- (b) The compensation to directors and key management personnel was disclosed in notes 10 and 11.

32. 關連人士交易(續)

(a) (續)

附註:

- (1) 就該等與本公司董事進行之交易而言，董事包括一名董事，其為由楊博士設立之相關私人酌情信託合資格受益人之一，而楊博士被視為本公司之控股股東。
 - (2) 依照上市規則第14A.33條，該等交易屬關連交易，獲豁免遵守匯報、公告及獨立股東批准之規定。
 - (3) 該等交易或某些交易屬本公司之須予披露持續關連交易(定義見上市規則第14A章)，詳情載於董事會報告內「董事於重要交易、安排或合約之權益及關連交易」下「持續關連交易」一節內。董事確認本公司已根據上市規則第14A章遵守披露規定。
 - (4) 本集團聯營公司於綜合財務報表附註18內披露。
 - (5) 該金額指就董事會報告「董事於重要交易、安排或合約之權益及關連交易」下「持續關連交易」一節內項目1所載持續關連交易支付之可退回租賃按金。
 - (6) 該等關連公司最終由相關私人酌情信託所控制，而楊玳詩女士為其合資格受益人之一。
- (b) 董事及主要管理人員之酬金於附註10及11內披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

33. Operating Lease Commitments

At the end of each of the reporting periods, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of office premises and hired equipment which fall due as follows:

| | 2019 | | 2018 | |
|--|--|--|--|--|
| | Rental premises 租用物業 HK\$'000 千港元 | Hired equipment 租用設備 HK\$'000 千港元 | Rental premises 租賃物業 HK\$'000 千港元 | Hired equipment 租用設備 HK\$'000 千港元 |
| Within one year 一年內 | 9,112 | 2,362 | 13,860 | 1,589 |
| In the second to fifth years inclusive 第二至第五年(包括首尾兩年) | 5,070 | 1,827 | 9,962 | 1,891 |
| | 14,182 | 4,189 | 23,822 | 3,480 |

For office premises and hired equipment, leases are mainly negotiated and rentals are fixed for an average term of two years.

33. 經營租賃承擔

於各報告期末，本集團有根據辦公物業及租用設備之不可撤回經營租賃而日後支付最低租賃款項之承擔，款項到期應付之情況如下：

就辦公物業及租用設備而言，租約主要經磋商後訂定，租金乃固定，平均租約期為兩年。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

34. Summary Financial Information of the Company

34. 本公司財務資料概要

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|--|-------------------------|-------------------------|
| Non-current asset 非流動資產 | | |
| Investment in a subsidiary 於一間附屬公司之投資 | 219,003 | 219,003 |
| Current assets 流動資產 | | |
| Amounts due from subsidiaries 應收附屬公司之款項 | 3,972,613 | 3,874,195 |
| Subordinated loan due from a subsidiary 應收一間附屬公司之後償貸款 | 2,150,000 | 2,150,000 |
| Other assets 其他資產 | 213 | 196 |
| Bank balances and cash 銀行結餘及現金 | 12,121 | 17,301 |
| | 6,134,947 | 6,041,692 |
| Current liabilities 流動負債 | | |
| Other creditors and accrued charges 其他應付賬款及應計費用 | 91,934 | 81,640 |
| Tax liabilities 稅項負債 | 20,846 | 6,076 |
| Bonds issued 已發行債券 | 626,666 | 953,479 |
| | 739,446 | 1,041,195 |
| Net current assets 流動資產淨值 | 5,395,501 | 5,000,497 |
| Total assets less current liabilities 資產總值減流動負債 | 5,614,504 | 5,219,500 |
| Non-current liabilities 非流動負債 | | |
| Bonds issued 已發行債券 | 2,171,288 | 1,815,181 |
| Net assets 資產淨值 | 3,443,216 | 3,404,319 |
| Capital and reserves 資本及儲備 | | |
| Share capital 股本 | 67,408 | 67,408 |
| Reserves 儲備 | 3,375,808 | 3,336,911 |
| Total equity (Note) 權益總額(附註) | 3,443,216 | 3,404,319 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

34. Summary Financial Information of the Company (continued)

Note:

34. 本公司財務資料概要(續)

附註：

| | Share capital 股本 HK\$'000 千港元 | Share premium 股份溢價 HK\$'000 千港元 | Special reserve 特別儲備 HK\$'000 千港元 | Retained profits 保留溢利 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|--|--|--|---|--------------------------------|
| At 1 October 2017 於2017年10月1日 | 67,408 | 3,184,623 | 101,953 | 86,407 | 3,440,391 |
| Profit and total comprehensive income for the year 年度溢利及全面收益總額 | - | - | - | 215,362 | 215,362 |
| Dividend recognised as distribution 確認作分派之股息 | - | - | - | (251,434) | (251,434) |
| At 30 September 2018 於2018年9月30日 | 67,408 | 3,184,623 | 101,953 | 50,335 | 3,404,319 |
| Profit and total comprehensive income for the year 年度溢利及全面收益總額 | - | - | - | 82,038 | 82,038 |
| Dividend recognised as distribution 確認作分派之股息 | - | - | - | (43,141) | (43,141) |
| At 30 September 2019 於2019年9月30日 | 67,408 | 3,184,623 | 101,953 | 89,232 | 3,443,216 |

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

35. Principal Subsidiaries

Details of the principal subsidiaries of the Company as at 30 September 2018 and 2019 are as follows:

35. 主要附屬公司

於2018年及2019年9月30日，本公司主要附屬公司之詳情如下：

| Name of subsidiary 附屬公司名稱 | Place of incorporation/ operation 註冊成立/ 營業地點 | Issued and fully paid capital 已發行及 繳足資本 | Proportion of nominal value of issued share capital held by the Company 本公司持有之已發行 股本面值比例 | | Principal activities 主要業務 |
|---|---|--|--|----------------|---|
| | | | 30.9.2019 % | 30.9.2018 % | |
| Emperor Asset Management Limited 英皇資產管理有限公司 | Hong Kong 香港 | HK\$7,000,000 7,000,000港元 | 100 | 100 | Provision of asset management services 提供資產管理服務 |
| Emperor Capital Limited 英皇融資有限公司 | Hong Kong 香港 | HK\$10,000,000 10,000,000港元 | 100 | 100 | Provision of corporate finance advisory services 提供企業融資顧問服務 |
| Emperor Capital (China) Limited 英皇證券中國業務有限公司 | Hong Kong 香港 | HK\$100,000 100,000港元 | 100 | 100 | Provision of promotion and marketing services in the PRC 於中國提供宣傳及市場推廣服務 |
| Emperor Finance Limited 英皇財務有限公司 | Hong Kong 香港 | HK\$2 2港元 | 100 | 100 | Provision of money lending services 提供貸款服務 |
| Emperor Futures Limited 英皇期貨有限公司 | Hong Kong 香港 | HK\$50,000,000 50,000,000港元 | 100 | 100 | Provision of futures brokerage services 提供期貨經紀服務 |
| Emperor Prestige Credit Limited 英皇卓越信貸有限公司 | Hong Kong 香港 | HK\$1,000,000 1,000,000港元 | 100 | 100 | Provision of money lending services 提供貸款服務 |
| Emperor Securities Limited 英皇證券(香港)有限公司 | Hong Kong 香港 | HK\$900,000,000 900,000,000港元 | 100 | 100 | Provision of securities brokerage services and margin financing services 提供證券經紀服務及孖展融資服務 |
| Emperor Wealth Management Limited 英皇財富管理有限公司 | Hong Kong 香港 | HK\$6,500,000 6,500,000港元 | 100 | 100 | Provision of insurance and other brokerage services 提供保險及其他經紀服務 |
| 英証管理諮詢(上海)有限公司* | PRC 中國 | HK\$1,000,000 1,000,000港元 | 100 | 100 | Business development in the PRC 於中國進行業務發展 |
| 英皇投資諮詢(北京)有限公司* | PRC 中國 | HK\$1,000,000 1,000,000港元 | 100 | 100 | Business development in the PRC 於中國進行業務發展 |
| 英皇投資諮詢(深圳)有限公司* | PRC 中國 | HK\$500,000 500,000港元 | 100 | 100 | Business development in the PRC 於中國進行業務發展 |

* The subsidiary is a wholly foreign owned enterprise.

該附屬公司乃外商獨資企業。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

35. Principal Subsidiaries (continued)

The above table lists the subsidiaries of the Company which, in the opinion of the executive directors, principally affected the results or net assets of the Group.

To give details of all subsidiaries would, in the opinion of the executive directors, result in particulars of excessive length.

None of the subsidiaries had any debt securities outstanding at the end of the year, or at any time during the year.

36. Capital Risk Management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The capital structure of the Group consists of debts, which include short-term bank borrowings, bonds issued as disclosed in respective notes, and equity attributable to owners of the Company, comprising issued share capital and reserves as set out on the consolidated statement of financial position, consolidated statement of changes in equity and respective notes. The Group's overall strategy remains unchanged from the prior year.

The management reviews the capital structure by considering the cost of capital and the risks associated with the share capital. In view of this, the Group manages its overall capital structure through the drawdown and repayment of bank borrowings, payment of dividends and issue of share capital.

Several subsidiaries of the Group (the "Regulated Subsidiaries") are registered with Securities and Futures Commission ("SFC") for the business they operate in. The Regulated Subsidiaries are subject to liquid capital requirements under Securities and Futures (Financial Resources) Rules ("SF(FR)R") adopted by the SFC. Under the SF(FR)R, the Regulated Subsidiaries must maintain their liquid capital in excess of HK\$3 million or 5% of their total adjusted liabilities, whichever is higher. The required information is filed with SFC on a monthly basis.

Another subsidiary of the Group is a member of the Professional Insurance Brokers Association Limited and is required to maintain a minimum net assets value of HK\$100,000 at all times.

35. 主要附屬公司(續)

上表載列執行董事認為主要影響本集團業績或資產淨值之本公司附屬公司。

執行董事認為，詳細載列所有附屬公司會導致篇幅過於冗長。

於本年度末或本年度內之任何時間，該等附屬公司概無任何未償還之債務證券。

36. 資本風險管理

本集團管理其資本，以確保本集團之實體將能夠繼續按持續經營基準經營，同時透過優化債務及權益結餘將給予股東之回報最大化。本集團之資本架構包括債務(包括短期銀行借款、已發行債券(誠如各附註所披露)及本公司擁有人應佔權益(包括綜合財務狀況表、綜合權益變動表及各自附註所載之已發行股本及儲備))。本集團之整體策略自上年起維持不變。

管理層透過考慮資本成本及股本相關風險檢討資本架構。有鑑於此，本集團透過提取及償還銀行借款、支付股息及發行股本管理其整體資本架構。

本集團若干附屬公司(「受規管附屬公司」)就彼等營運之業務向證券及期貨事務監察委員會(「證監會」)領牌。受規管附屬公司須遵守證監會所採納之證券及期貨(財政資源)規則(「SF(FR)R」)之流動資本規定。根據SF(FR)R，受規管附屬公司須維持彼等之流動資金超過3,000,000港元或彼等之經調整負債總額之5%(以較高者為準)。所規定資料按月向證監會提交。

本集團之另一間附屬公司為專業保險經紀協會之成員，並須於所有時間內維持最低資產淨值100,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

37. Financial Risk Management Objectives and Policies

The Group's major financial instruments include AFS, financial assets at FVTOCI, other debtors and deposits, accounts receivable, loans and advances, amount due from an associate, bank balances and cash, pledged bank deposits, accounts payable, short-term bank borrowings, bonds issued and other creditors. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Currency risk

Currency risk is the risk of loss due to adverse movements in foreign exchange rates relating to receivable from and payable to foreign brokers and foreign currency deposits with banks. The management monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arises.

It is the Group's policy for each operating entity to operate in local currencies as far as possible to minimise currency risks. Most of the Group's principal businesses are conducted and recorded in Hong Kong dollar, the functional currency of respective group entities, except for certain receivables from and payable to foreign brokers and bank deposits which are denominated in Australian dollar, Canadian dollar, United States dollar, Renminbi, Japanese Yen and Singapore dollar (see notes 21, 23 and 24 for details). The executive directors of the Company considered that the effect of currency risk is insignificant as the Group has minimal exposure in Australian dollar, Renminbi, Japanese Yen and Singapore dollar and there is the linked exchange rate system of Hong Kong dollar against United States dollar. Accordingly, no sensitivity analysis in relation to foreign currency exposure has been carried out by the management.

37. 金融風險管理目標及政策

本集團主要金融工具包括可供出售投資、透過其他全面收益按公平值列賬之金融資產、其他應收賬款及存款、應收賬款、貸款及墊款、應收一間聯營公司之款項、銀行結餘及現金、已抵押銀行存款、應付賬款、短期銀行借款、已發行債券及其他應付賬款。該等金融工具之詳情披露於各自之附註。與該等金融工具有關之風險及如何減輕該等風險之政策載列如下。管理層管理及監察該等風險，以確保適時以有效方式採取適當措施。

市場風險

貨幣風險

貨幣風險為因與應收及應付予境外經紀之賬款及外幣銀行存款有關之外匯匯率不利變動所致之虧損風險。管理層監察外匯風險，並於必要時考慮對沖重大外匯風險。

本集團就各個經營實體採取之政策為盡可能以當地貨幣經營，將外幣風險最小化。本集團之大多數主要業務以港元(各自集團實體之功能貨幣)進行及入賬，惟若干應收及應付境外經紀之賬款及銀行存款以澳元、加拿大元、美元、人民幣、日圓及新加坡元計值除外(詳情見附註21、23及24)。本公司執行董事認為，由於本集團以澳元、人民幣、日圓及新加坡元進行之交易較少以及港元與美元掛鈎之匯率制度，外幣風險並無造成重大影響，因此，管理層並無就外幣風險進行任何敏感度分析。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

37. Financial Risk Management Objectives and Policies (continued)

Cash flow interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate accounts receivable, bank balances, loans and advances, accounts payable and short-term bank borrowings.

The Group's cash flow interest rate risk is mainly relating to the fluctuation of best lending rate arising from the Group's accounts receivable and loans and advances, market savings interest rate arising from the Group's bank balances and accounts payable and Hong Kong Interbank Offered Rate arising from Group's short-term bank borrowings. The Group's exposure to interest rates on financial assets and financial liabilities are detailed below.

Financial instruments bearing variable interest rates in nature

| | 2019 HK\$'000 千港元 | 2018 HK\$'000 千港元 |
|-----------------------------------|-------------------------|-------------------------|
| Assets 資產 | | |
| Accounts receivable 應收賬款 | 3,303,365 | 5,312,777 |
| Loans and advances 貸款及墊款 | 218,249 | 19,150 |
| Bank balances 銀行結餘 | 1,106,537 | 285,344 |
| Liabilities 負債 | | |
| Accounts payable 應付賬款 | 1,289,049 | 1,491,919 |
| Short-term bank borrowings 短期銀行借款 | 231,173 | 460,225 |

37. 金融風險管理目標及政策(續)

現金流量利率風險

本集團面臨與浮動利率應收賬款、銀行結餘、貸款及墊款、應付賬款及短期銀行借款有關之現金流量利率風險。

本集團之現金流量利率風險主要有關本集團之應收賬款及貸款及墊款所產生之最優惠貸款利率、本集團銀行結餘及應付賬款所產生之市場儲蓄利率及本集團短期銀行借款所產生之香港銀行同業拆息波動。本集團所面臨之金融資產及金融負債之利率風險詳述如下。

具有浮動利率性質之金融工具

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

37. Financial Risk Management Objectives and Policies (continued)

Cash flow interest rate risk (continued)

Interest rate sensitivity

The sensitivity analysis below has been determined based on the exposure to interest rates at the end of the reporting period and it is assumed that the amount of the above assets and liabilities at the end of the reporting period was in existence for the whole year and all other variables were held constant throughout the respective year. A 50 basis point (2018: 50 basis point) change represents management's assessment of the reasonably possible change in interest rates in respect of variable rate accounts receivable, loans and advances, bank balances, accounts payable and short-term bank borrowings.

| | 2019 | | 2018 | |
|---|--------------------------------|----------|--------------------------------|----------|
| | Change in basis points 基點變動 | | Change in basis points 基點變動 | |
| | +50 | -50 | +50 | -50 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | 千港元 | 千港元 | 千港元 | 千港元 |
| Increase (decrease) in (loss) profit after tax for the year 本年度除稅後(虧損)溢利增加(減少) | 12,976 | (12,976) | 15,302 | (15,302) |

In management's opinion, the sensitivity analysis is unrepresentative of the market interest rate risk as the year end exposure does not reflect the exposure during the year.

Credit risk and impairment assessment

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. In order to minimise the credit risk, the management of the Group has a delegated team to compile the credit and risk management policies, to approve credit limits and to determine any debt recovery action on those delinquent receivables. In addition, the Group reviews the recoverable amount of each individual receivable at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

37. 金融風險管理目標及政策(續)

現金流量利率風險(續)

利率敏感度

下文之敏感度分析乃根據於報告期末之利率風險予以釐定，並假設於報告期末上述資產及負債金額於全年一直存在及所有其他變量於各自年度一直維持不變。50個基點(2018年：50個基點)變動指管理層就浮動利率之應收賬款、貸款及墊款、銀行結餘、應付賬款及短期銀行借款對利率合理可能變動之評估。

管理層認為，由於年末所面對之風險並不反映年內所面對之風險，故市場利率風險之敏感度分析不具代表性。

信貸風險及減值評估

倘若對方未能履行彼等之責任，本集團就各類已確認金融資產所面臨之最大信貸風險為綜合財務狀況表所載之該等資產之賬面值。為將信貸風險最小化，本集團管理層委派一支團隊，負責編撰信貸及風險管理政策，以批准信貸限額及釐定對該等拖欠應收賬款採取任何收賬行動。此外，本集團於報告期末檢討各個別應收賬款之可收回金額，以確保就無法收回款項作出足夠減值虧損準備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

37. Financial Risk Management Objectives and Policies (continued)

Credit risk and impairment assessment (continued)

The Group's concentration of credit risk by geographical locations is mainly in Hong Kong. The Group has no significant concentration of credit risk by any single debtor as the exposure is spread over a number of individual and institutional customers, except for the loans and advances and accounts receivable as disclosed in notes 20 and 21.

The credit risks on bank balances are limited because the counterparties are financial institutions with high credit ratings assigned by international credit-rating agencies.

The Group's internal credit risk grading assessment comprises the following categories:

37. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

本集團按地域劃分之集中信貸風險主要位於香港。本集團並無於任何單一應收賬款重大集中信貸風險，此乃由於風險分散多個個人及機構客戶，惟附註20及21披之貸款及墊款及應收賬款除外。

由於對手方為由國際信貸評級機構評為高信貸評級之金融機構，該銀行結餘之信貸風險有限。

本集團的內部信貸風險評級包括以下類別：

| Internal credit rating 內部信貸評級 | Description 說明 | Financial assets at amortised cost 按攤銷成本計量之 金融資產 |
|----------------------------------|---|--|
| Low risk 低風險 | The counterparty has a low risk of default and does not have any past-due amounts debtor frequently repays after due dates in full 對手方的違約風險較低且無任何逾期款項，債務人經常在到期日後悉數償還 | 12m ECL 12個月預期信貸虧損 |
| Medium risk 中度風險 | There have been significant increases in credit risk since initial recognition through information developed internally or external resources 根據內部資料或外部資源，信貸風險自初始確認起大幅增加 | 12m ECL Lifetime ECL — not credit-impaired 12個月預期信貸虧損 全期預期信貸虧損 — 並未發生信貸減值 |
| High risk 高風險 | There is evidence indicating the asset is credit-impaired 有證據顯示資產出現信貸減值 | Lifetime ECL — credit-impaired 全期預期信貸虧損 — 已發生信貸減值 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

37. Financial Risk Management Objectives and Policies (continued)

Credit risk and impairment assessment (continued)

The tables below detail the credit risk exposures of the Group's financial assets which are subject to ECL assessment:

37. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

下表載列本集團金融資產根據預期信貸虧損評估之信貸風險詳情：

| September 2019 2019年9月 | Notes 附註 | Internal credit rating 內部信貸評級 | 12m or lifetime ECL 12個月或全期預期信貸虧損 | Gross carrying amount 賬面總值 | |
|--|-------------|-------------------------------------|---|-------------------------------|-----------------|
| | | | | HK\$'000 千港元 | HK\$'000 千港元 |
| Financial assets at amortised cost 按攤銷成本計量之金融資產 | | | | | |
| Other debtors, deposits and prepayment (notes (i) & (ii)) 其他應收賬款、按金及預付款項 (附註(i)及(ii)) | | Low risk 低風險 | 12m ECL 12個月預期信貸虧損 | | 52,788 |
| Amount due from an associate (note (ii)) 應收聯營公司款項(附註(ii)) | 18 | Low risk 低風險 | 12m ECL 12個月預期信貸虧損 | | 3,435 |
| Loans and advances 貸款及墊款 | 20 | Low risk 低風險 | 12m ECL 12個月預期信貸虧損 | 2,826,592 | |
| | | Medium risk 中度風險 | Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 並未發生 信貸減值 | 170,420 | |
| | | High risk 高風險 | Lifetime ECL — credit-impaired 全期預期信貸虧損 — 已發生 信貸減值 | 490,714 | 3,487,726 |
| Accounts receivable 應收賬款 | 21 | Low risk 低風險 | 12m ECL 12個月預期信貸虧損 | 2,148,105 | |
| | | Medium risk 中度風險 | Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 並未發生 信貸減值 | 451,907 | |
| | | High risk 高風險 | Lifetime ECL — credit-impaired 全期預期信貸虧損 — 已發生信貸 減值 | 1,558,160 | 4,158,172 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

37. Financial Risk Management Objectives and Policies (continued)

Credit risk and impairment assessment (continued)

37. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

| September 2019 2019年9月 | Notes 附註 | Internal credit rating 內部信貸評級 | 12m or lifetime ECL 12個月或全期預期信貸虧損 | Gross carrying amount 賬面總值 | |
|---|-------------|-------------------------------------|--------------------------------------|-------------------------------|-----------------|
| | | | | HK\$'000 千港元 | HK\$'000 千港元 |
| Other assets (note (ii)) 其他資產(附註(ii)) | 19 | Low risk 低風險 | 12m ECL 12個月預期信貸虧損 | | 8,871 |
| Pledged bank deposits — general accounts (note (ii)) 已抵押銀行存款 — 一般賬戶(附註(ii)) | 22 | Low risk 低風險 | 12m ECL 12個月預期信貸虧損 | | 160,000 |
| Bank balances and cash — segregated accounts (note (ii)) 銀行結餘及現金 — 獨立賬戶(附註(ii)) | 23 | Low risk 低風險 | 12m ECL 12個月預期信貸虧損 | | 1,416,696 |
| Bank balances and cash — general accounts (note (ii)) 銀行結餘及現金 — 一般賬戶(附註(ii)) | 23 | Low risk 低風險 | 12m ECL 12個月預期信貸虧損 | | 1,745,508 |

Notes:

- (i) Prepayment of HK\$1,584,000 (2018: HK\$2,552,000) under other debtors, deposits and prepayment were not classified as financial assets at amortised cost.
- (ii) The directors of the Company consider the impacts of the ECL are immaterial to the Group and no reconciliation of gross carrying amount and loss allowances have been prepared.

The following tables show reconciliation of gross carrying amount and loss allowances that has been recognised for loans and advances and accounts receivable from margin client.

附註:

- (i) 其他應收賬款、按金及預付款項項下之預付款項1,584,000港元(2018年: 2,552,000港元)並未分類為按攤銷成本計量之金融資產。
- (ii) 本公司董事認為, 預期信貸虧損之影響對本集團而言並不重大, 故並無就賬面總值與虧損撥備進行對賬。

下表列示就貸款及墊款及利息以及應收孖展客戶賬款確認賬面總值與虧損撥備之對賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

37. Financial Risk Management Objectives and Policies (continued)

Credit risk and impairment assessment (continued)

Loan and advances – loss allowance (note ii)

37. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

貸款及墊款 – 虧損撥備(附註 ii)

| | 12m ECL 12個月預期 信貸虧損 HK\$'000 千港元 | Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (並未發生 信貸減值) HK\$'000 千港元 | Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (已發生 信貸減值) HK\$'000 千港元 <i>(Note (ii))</i> <i>(附註(ii))</i> | Total 總計 HK\$'000 千港元 |
|---|--|---|---|--------------------------------|
| Loss allowance as at 1 October 2018 <i>(note (i))</i> 於2018年10月1日之虧損撥備(附註(i)) | 2,674 | 2,170 | 33,974 | 38,818 |
| Changes in the loss allowance due to financial assets as at 1 October 2018 於2018年10月1日因金融資產產生之虧損撥備變動 | | | | |
| – Transfer from 12m ECL to lifetime ECL – 自12個月預期信貸虧損轉移至全期預期信貸虧損 | (149) | 50 | 99 | – |
| – Transfer from lifetime ECL to 12m ECL – 自全期預期信貸轉移至12個月預期信貸虧損 | 13 | – | (13) | – |
| – Net remeasurement of ECL arising from financial assets transferred from 12m ECL to lifetime ECL – 金融資產自12個月預期信貸虧損轉移至 全期預期信貸虧損產生之預期信貸 虧損之重新計量淨額 | – | 904 | 372,045 | 372,949 |
| – Net remeasurement of ECL arising from financial assets transferred from lifetime ECL to 12m ECL – 金融資產自全期預期信貸虧損轉移至12個月 預期信貸虧損產生之預期信貸虧損之 重新計量淨額 | (7) | – | – | (7) |
| – Net remeasurement of ECL due to change in credit risk without transfer of stage – 因信貸風險變動而無階段轉移之預期 信貸虧損之重新計量淨額 | (1,097) | (31) | (6) | (1,134) |
| New financial assets originated or purchased 產生或購入之新金融資產 | 346 | 8,921 | 13 | 9,280 |
| Financial assets that have been derecognised 已終止確認之金融資產 | (1,246) | (2,084) | (392) | (3,722) |
| As at 30 September 2019 於2019年9月30日 | 534 | 9,930 | 405,720 | 416,184 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

37. Financial Risk Management Objectives and Policies (continued)

Credit risk and impairment assessment (continued)

Loan and advances – loss allowance (note ii) (continued)

Analysis of the gross carrying amount of loans and advances is as follows:

| | Stage 1 第一階段 HK\$'000 千港元 | Stage 2 第二階段 HK\$'000 千港元 | Stage 3 第三階段 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--|------------------------------------|------------------------------------|------------------------------------|--------------------------------|
| As at 1 October 2018 於2018年10月1日 | 2,499,762 | 35,691 | 8,127 | 2,543,580 |
| As at 30 September 2019 於2019年9月30日 | 2,826,592 | 170,420 | 490,714 | 3,487,726 |

37. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

貸款及墊款 – 虧損撥備(附註ii)(續)

貸款及墊款之賬面總值分析如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

37. Financial Risk Management Objectives and Policies (continued)

Credit risk and impairment assessment

(continued)

Accounts receivable from secured margin clients – loss allowance

37. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

應收有抵押孖展客戶賬款 – 虧損撥備

| | 12m ECL 12個月預期 信貸虧損 HK\$'000 千港元 | Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (並未發生 信貸減值) HK\$'000 千港元 | Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (已發生 信貸減值) HK\$'000 千港元 <i>(Note (iii))</i> <i>(附註(iii))</i> | Total 總計 HK\$'000 千港元 |
|---|--|---|---|--------------------------------|
| Loss allowance as at 1 October 2018 <i>(note (i))</i> 於2018年10月1日之虧損撥備(附註(i)) | 7,039 | 4,340 | 206,418 | 217,797 |
| Changes in the loss allowance due to financial assets as at 1 October 2018 於2018年10月1日因金融資產產生之虧損撥備變動 | | | | |
| – Transfer from 12m ECL to lifetime ECL – 自12個月預期信貸虧損轉移至全期預期信貸虧損 | (483) | 1 | 482 | – |
| – Transfer from lifetime ECL to 12m ECL – 自全期預期信貸轉移至12個月預期信貸虧損 | 476 | (476) | – | – |
| – Net remeasurement of ECL arising from financial assets transferred from 12m ECL to lifetime ECL – 金融資產自12個月預期信貸虧損轉移至 全期預期信貸虧損產生之預期信貸虧損之 重新計量淨額 | – | 76 | 482,094 | 482,170 |
| – Net remeasurement of ECL arising from financial assets transferred from lifetime ECL to 12m ECL – 金融資產自全期預期信貸虧損轉移至12個月 預期信貸虧損產生之預期信貸虧損之 重新計量淨額 | 422 | – | – | 422 |
| – Net remeasurement of ECL due to change in credit risk without transfer of stage – 因信貸風險變動而無階段轉移之預期 信貸虧損之重新計量淨額 | 12,234 | 5,182 | 20,665 | 38,081 |
| New financial assets originated or purchased 產生或購入之新金融資產 | 650 | – | – | 650 |
| Financial assets that have been derecognised 已終止確認之金融資產 | (2,784) | (3,091) | (3,530) | (9,405) |
| As at 30 September 2019 於2019年9月30日 | 17,554 | 6,032 | 706,129 | 729,715 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

37. Financial Risk Management Objectives and Policies (continued)

Credit risk and impairment assessment

(continued)

Accounts receivable from secured margin clients – loss allowance (continued)

Analysis of the gross carrying amount of account receivable from secured margin clients is as follows:

37. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

應收有抵押孖展客戶賬款 – 虧損撥備(續)

應收有抵押孖展客戶款項賬面總值分析如下：

| | Stage 1 第一階段 HK\$'000 千港元 | Stage 2 第二階段 HK\$'000 千港元 | Stage 3 第三階段 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--|------------------------------------|------------------------------------|------------------------------------|--------------------------------|
| As at 1 October 2018 於2018年10月1日 | 3,823,811 | 1,022,845 | 653,307 | 5,499,963 |
| As at 30 September 2019 於2019年9月30日 | 1,993,571 | 451,907 | 1,558,160 | 4,003,638 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

37. Financial Risk Management Objectives and Policies (continued)

Credit risk and impairment assessment

(continued)

Movements in provision for impairment of loans and advances and accounts receivable from secured margin clients for the year ended 2018 are as follows:

| Impairment of loans and advances 貸款及墊款之減值 | Total 總計 HK\$'000 千港元 |
|--|--------------------------------|
| As at 1 October 2017 於2017年10月1日 | 31,472 |
| Provision for the year 年內撥備 | 2,196 |
| Amounts recovered during the year 年內收回之金額 | (34) |
| As at 30 September 2018 於2018年9月30日 | 33,634 |

| Impairment of accounts receivable from secured margin clients 應收有抵押孖展客戶賬款之減值 | Total 總計 HK\$'000 千港元 |
|---|--------------------------------|
| As at 1 October 2017 於2017年10月1日 | 3,000 |
| Provision for the year 年內撥備 | 203,416 |
| As at 30 September 2018 於2018年9月30日 | 206,416 |

Notes:

- (i) Details of the reconciliation of impairment allowance measured in accordance with HKAS 39 as at 30 September 2018 to HKFRS 9 as at 1 October 2018 has included in summary of effects arising from initial application of HKFRS 9, please refer to note 2.
- (ii) As at 30 September 2019, credit impaired loans and advances of HK\$85 million is secured by properties. In determining the allowances for credit impaired loans and advances, the management of the Group also takes into account the fair value of collateral and the outstanding balance of loan receivables individually taking into account of executable settlement plan and restructuring arrangements with available forward looking information. In the opinion of the directors of the Company, the impairment provision for the current year is sufficient.

信貸風險及減值評估(續)

截至2018年止年度之貸款及墊款以及應收有抵押孖展客戶賬款之減值撥備變動情況如下：

附註：

- (i) 於2018年9月30日根據香港會計準則第39號與於2018年10月1日根據香港財務報告準則第9號計量之減值撥備對賬詳情載於初步應用香港財務報告準則第9號所產生之影響概要，請參閱附註2。
- (ii) 於2019年9月30日，信貸減值貸款及墊款之85,000,000港元乃以物業抵押。於釐定信貸減值貸款及墊款撥備時，本集團管理層亦考慮抵押品之公平值以及應收貸款之未償還結餘，並個別計及可執行的還款計劃及重組安排取得之前瞻性資料。本公司董事認為，本年度減值撥備屬充足。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

37. Financial Risk Management Objectives and Policies (continued)

Credit risk and impairment assessment (continued)

Notes: (continued)

(ii) (continued)

The Group has established credit policies to ensure all loans and advances are subject to credit risk assessment and ongoing monitoring, including evaluation of customers' credit ratings, financial background and repayment abilities. ECL assessment is carried out based on a close monitoring and evaluation of the collectability of individual account and on management's judgement, including the current creditworthiness of the borrowers, collateral value, the past collection history and available forward looking information. The Group had commenced legal proceedings against the borrowers of these impaired loans of the outstanding balances totalling approximately HK\$367,947,000 (2018: HK\$30,971,000) for recovery, on which provision for impairment of HK\$343,127,000 (2018: HK\$30,971,000) was made as at 30 September 2019. As at the reporting date of the consolidated financial statements, the legal proceedings are still in progress.

(iii) As at 30 September 2019, 76% (2018: 86%) of the outstanding balances in gross carrying amount were secured by sufficient collateral. In determining the allowances for credit impaired loans to margin clients, the management of the Group also takes into account shortfall by comparing the fair value of listed securities pledged as collateral and the outstanding balance of accounts receivable from margin client individually taking into account of subsequent settlement or executable settlement plan and restructuring arrangements. In the opinion of the directors of the Company, the impairment provision for the current year is sufficient.

To minimise the Group's exposure to credit risk, the Group has a policy for reviewing impairment allowances for accounts receivable without sufficient collateral and those with default or delinquency in interest or principal payment. ECL assessment is carried out based on an evaluation of the collectability and ageing analysis of the accounts and on management's judgement including the current creditworthiness, collateral value, the past collection history and available forward looking information.

37. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

附註：(續)

(ii) (續)

本集團已制定信貸政策，以確保所有貸款及墊款均受信貸風險評估及持續監控(包括評估客戶之信貸評級、財務背景及償還能力)所規限。預期信貸虧損評估乃基於緊密監督、對個別賬目可收回性之估算以及管理層之判斷(包括各名個別借款人之現有信譽、抵押品價值、過往還款記錄及可取得之前瞻性資料)。本集團已向該等減值貸款中總額約367,947,000港元(2018年：30,971,000港元)之未償還結餘的借款人展開法律訴訟以收回貸款，於2019年9月30日作出的減值撥備為343,127,000港元(2018年：30,971,000港元)。於該等綜合財務報表呈報日期，法律訴訟仍在進行中。

(iii) 於2019年9月30日，76%(2018年：86%)賬面總值之尚未償還結餘均以足夠的抵押品抵押。於釐定提供予孖展客戶之信貸減值貸款撥備時，本集團管理層亦考慮透過對比質押為抵押品之上市證券公平值與各孖展客戶所獲貸款之未償還結餘所得之短欠之情況，並個別計及後續還款或可執行還款計劃以及重組安排。本公司董事認為，本年度減值撥備屬充足。

為減低本集團信貸風險，本集團就無足夠抵押品及因拖欠或逾期繳付利息或本金付款之應收賬款訂有檢討減值撥備之政策。預期信貸虧損評估乃基於對可收回性之估算及賬目之賬齡分析以及管理層之判斷(包括現有信譽、抵押品價值、過往還款記錄及可取得之前瞻性資料)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

37. Financial Risk Management Objectives and Policies (continued)

Credit risk and impairment assessment (continued)

Notes: (continued)

(iii) (continued)

Management had set up the credit limits for each individual customer which are subject to regular reviews by the management. Any extension of credit beyond these approval limits has to be approved by relevant level of management on an individual basis according to the exceeded amount. In determining the allowances for impaired loans to margin clients, the management of the Group also takes into account shortfall by comparing the market value of securities pledged as collateral and the outstanding balance of loan to margin clients individually. Impairments are made for those clients with shortfall as at the year end and with no settlement or executable settlement plan and arrangement after the year end. The Group had commenced legal proceedings against the borrowers of these impaired loans of the outstanding balances totalling approximately HK\$1,196,538,000 (2018: HK\$325,110,000) for recovery, on which provision for impairment of HK\$584,325,000 (2018: HK\$196,261,000) was made as at 30 September 2019. As at the reporting date of the consolidated financial statements, the legal proceedings are still in progress.

Liquidity risk

Internally generated cash flow, bank borrowings and bonds issued are the sources of funds to finance the operations of the Group. The majority of the Group's banking facilities are subject to floating rate and are renewable annually. The Group's liquidity risk management includes making available standby banking facilities and diversifying the funding sources. The Group regularly reviews the major funding positions to ensure adequate financial resources are available to meet their respective financial obligations.

As at 30 September 2019, the Group has available unutilised banking facilities of approximately HK\$3,349 million (2018: HK\$2,279 million).

The amounts disclosed in the table below are the contractual undiscounted cash flows. The table includes both interest and principal cash flows.

37. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

附註：(續)

(iii) (續)

管理層針對各個別客戶設定將由管理層定期檢討的信貸限額。任何超過此等信貸核准限額之額度須個別地經相應級別的管理層批准。於釐定孖展客戶涉及之減值貸款的撥備時，本集團管理層亦考慮透過對比質押為抵押品之證券市值與各孖展客戶所獲貸款之未償還結餘所得之短欠之情況。已就於年末出現短欠之情況而於年結日後並無結清或可執行的結清計劃及安排之該等客戶作出減值。本集團已向該等減值貸款中總額約1,196,538,000港元(2018年：325,110,000港元)之未償還結餘的借款人展開法律訴訟以收回貸款，於2019年9月30日作出的減值撥備為584,325,000港元(2018年：196,261,000港元)。於該等綜合財務報表呈報日期，法律訴訟仍在進行中。

流動資金風險

內部產生現金流量、銀行借款及已發行債券為撥付本集團經營所需之資金來源。本集團之大多數銀行融資為受浮動利率所規限並於每年予以重續。本集團之流動資金風險管理包括取得可動用之備用銀行融資及將資金來源多樣化。本集團定期檢討主要資金狀況，以確保可獲得足夠財政資源，以應付彼等各自之財務責任。

於2019年9月30日，本集團有可動用而尚未使用之銀行融資約3,349,000,000港元(2018年：2,279,000,000港元)。

下表披露之金額為合約未貼現現金流量。該表包括利息及本金現金流量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

37. Financial Risk Management Objectives and Policies (continued)

Liquidity risk (continued)

Liquidity table

| | Repayable on demand or less than 3 months 須按要求或 三個月內償還 HK\$'000 千港元 | Over 3 months to 1 year 三個月以上 至一年 HK\$'000 千港元 | Over 1 year to 5 years 一年以上 至五年 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|--|--|--|--------------------------------|
| 30 September 2019 2019年9月30日 | | | | |
| Accounts payable 應付賬款 | 1,564,292 | — | — | 1,564,292 |
| Other creditors (excluding bonds interest) 其他應付賬款(不包括債券利息) | 7,906 | — | — | 7,906 |
| Bonds issued (including bonds interest) 已發行債券(包括債券利息) | 673,094 | 99,198 | 2,364,840 | 3,137,132 |
| Short-term bank borrowings (note) 短期銀行借款(附註) | 231,173 | — | — | 231,173 |
| | 2,476,465 | 99,198 | 2,364,840 | 4,940,503 |

| | Repayable on demand or less than 3 months 須按要求或 三個月內償還 HK\$'000 千港元 | Over 3 months to 1 year 三個月以上 至一年 HK\$'000 千港元 | Over 1 year to 5 years 一年以上 至五年 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|--|--|--|--------------------------------|
| 30 September 2018 2018年9月30日 | | | | |
| Accounts payable 應付賬款 | 1,835,634 | — | — | 1,835,634 |
| Other creditors (excluding bonds interest) 其他應付賬款(不包括債券利息) | 7,212 | — | — | 7,212 |
| Bonds issued (including bonds interest) 已發行債券(包括債券利息) | 31,847 | 1,031,470 | 1,979,632 | 3,042,949 |
| Short-term bank borrowings (note) 短期銀行借款(附註) | 460,225 | — | — | 460,225 |
| | 2,334,918 | 1,031,470 | 1,979,632 | 5,346,020 |

37. 金融風險管理目標及政策(續)

流動資金風險(續)

流動資金表

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

37. Financial Risk Management Objectives and Policies (continued)

Liquidity risk (continued)

Note: Bank borrowings with a repayment on demand clause are included in the 'repayable on demand or less than 3 months' time band in the maturity analysis. As at 30 September 2019, the aggregate undiscounted principal amounts of these bank borrowings amounted to HK\$231,173,000 (2018: HK\$460,225,000). Taking into account the Group's financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the aggregate principal and interest cash outflows will amount to HK\$231,255,000 (2018: HK\$461,102,000).

Fair value

Except as detailed in the following table, the executive directors of the Company consider that the carrying amounts of financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values:

| | Carrying amount 賬面值 HK\$'000 千港元 | Fair value 公平值 HK\$'000 千港元 |
|--|---|--------------------------------------|
| As at 30 September 2019 於2019年9月30日 | | |
| Bond issued 已發行債券 | 2,813,544 | 2,831,862 |
| As at 30 September 2018 於2018年9月30日 | | |
| Bond issued 已發行債券 | 2,785,040 | 2,781,215 |

This liabilities are classified under Level 2 in the fair value hierarchy.

流動資金風險(續)

附註：載有須按要求償還條款之銀行借款乃計入到期分析之「須按要求或三個月內償還」時間組別。於2019年9月30日，該等銀行借款之未貼現本金總額為231,173,000港元(2018年：460,225,000港元)。經考慮本集團之財務狀況，董事認為銀行不大可能行使酌情權要求立即償還。董事相信該等銀行借款將會根據貸款協議所載的計劃還款日期償還。屆時，本金及利息之現金流出總額將為231,255,000港元(2018年：461,102,000港元)。

公平值

除於下表詳述者外，本公司執行董事認為於綜合財務報表內按攤銷成本入賬之金融負債之賬面值與彼等公平值相若：

此等負債於公平值層級內歸類為第二級。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

38. Financial Assets and Financial Liabilities Offsetting

The disclosures set out in the tables below include financial assets and financial liabilities that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments that are either:

- offset in the Group's consolidated statement of financial position; or
- not offset in the consolidated statement of financial position as the offsetting criteria are not met.

Under the agreement of continuous net settlement made between the Group and Hong Kong Securities Clearing Company Limited ("HKSCC") and brokers, the Group has a legally enforceable right to set off the money obligations receivable and payable with HKSCC and brokers on the same settlement date and the Group intends to settle on a net basis.

In addition, the Group has a legally enforceable right to set off the accounts receivable and payable with brokerage clients that are due to be settled on the same date and the Group intends to settle these balances on a net basis.

Except for balances which are due to be settled on the same date which are being offset, amounts due from/to HKSCC, dealers, brokers and brokerage clients that are not to be settled on the same date, financial collateral including cash and securities received by the Group, deposit placed with HKSCC and brokers do not meet the criteria for offsetting in the consolidated statement of financial position since the right of set-off of the recognised amounts is only enforceable following an event of default.

38. 金融資產及金融負債抵銷

下表所載之披露包括受可強制執行總淨額結算安排或類似協議所規限之金融資產及金融負債，涵蓋：

- 於本集團綜合財務狀況表內抵銷之類似金融工具；或
- 因不符合抵銷標準而並無於綜合財務狀況表內抵銷之類似金融工具。

根據本集團與香港中央結算有限公司（「香港結算」）及經紀人間作出之持續淨額結算協議，本集團擁有合法可強制執行權利，以在相同結算日與香港結算及經紀人抵銷應收及應付貨幣責任，而本集團有意按淨額基準結算。

此外，本集團擁有合法可強制執行權利，以與經紀業務客戶抵銷於相同日期須予以結算之應收及應付賬款，而本集團有意按淨額基準結算此等結餘。

除於相同日期須予以結算且被抵銷之結餘外，應收／應付香港結算、交易商、經紀人及經紀業務客戶且並無於相同日期予以結算之款項、金融抵押品（包括本集團所收取之現金及證券）、存放於香港結算及經紀人之按金並不符合於綜合財務狀況表內抵銷之標準，此乃由於已確認金額之抵銷權利僅於發生違約事件後方可強制執行。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

38. Financial Assets and Financial Liabilities Offsetting (continued)

38. 金融資產及金融負債抵銷(續)

As at 30 September 2019

於2019年9月30日

| | Gross amounts of recognised financial assets 已確認金融資產之總額 HK\$'000 千港元 | Gross amounts of recognised financial liabilities set off in the statement of financial position 於財務狀況表內抵銷之已確認金融負債之總額 HK\$'000 千港元 | Net amounts of financial assets presented in the statement of financial position 於財務狀況表內呈列之金融資產之淨額 HK\$'000 千港元 | Related amounts not set off in the statement of financial position 並無於財務狀況表內抵銷之相關款項 | | Net amount 淨額 HK\$'000 千港元 |
|--|---|---|--|--|---|-------------------------------------|
| | | | | Financial instruments 金融工具 HK\$'000 千港元 | Collateral received 已收抵押品 HK\$'000 千港元 | |
| Financial assets 金融資產 | | | | | | |
| Amounts due from clearing house, dealers, brokers and brokerage clients 應收結算所、交易商、經紀人及經紀業務客戶之款項 | 3,555,318 | (126,861) | 3,428,457 | (29,473) | (3,052,512) | 346,472 |
| Deposits placed with clearing house 存放於結算所之按金 | 8,871 | – | 8,871 | – | – | 8,871 |
| Financial liabilities 金融負債 | | | | | | |
| Amounts due to clearing house, dealers, brokers and brokerage clients 應付結算所、交易商、經紀人及經紀業務客戶之款項 | 1,691,153 | (126,861) | 1,564,292 | (29,473) | – | 1,534,819 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 September 2019 截至2019年9月30日止年度

38. Financial Assets and Financial Liabilities Offsetting (continued)

As at 30 September 2018

38. 金融資產及金融負債抵銷(續)

於2018年9月30日

| | Gross amounts of recognised financial assets 已確認金融資產 之總額 HK\$'000 千港元 | Gross amounts of recognised financial liabilities 已確認金融負債 之總額 HK\$'000 千港元 | Gross amounts set off in the statement of financial position 於財務狀況表內 抵銷之已確認 金融資產之總額 HK\$'000 千港元 | Gross amounts set off in the statement of financial position 於財務狀況表 內呈列之金融 資產之淨額 HK\$'000 千港元 | Related amounts not set off in the statement of financial position 並無於財務狀況表內 抵銷之相關款項 | | Net amount 淨額 HK\$'000 千港元 |
|---|--|---|--|---|--|--|--|
| | | | | | Financial instruments 金融工具 HK\$'000 千港元 | Collateral received 已收抵押品 HK\$'000 千港元 | |
| Financial assets 金融資產 | | | | | | | |
| Amounts due from clearing house, dealers, brokers and brokerage clients 應收結算所、交易商、經紀人及 經紀業務客戶之款項 | 5,683,090 | (158,857) | | 5,524,233 | (29,534) | (5,206,461) | 288,238 |
| Deposits placed with clearing house 存放於結算所之按金 | 9,320 | - | | 9,320 | - | - | 9,320 |

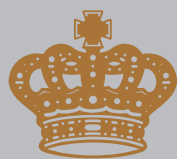
| | Gross amounts of recognised financial liabilities 已確認金融負債 之總額 HK\$'000 千港元 | Gross amounts of recognised financial assets 已確認金融資產 之總額 HK\$'000 千港元 | Gross amounts set off in the statement of financial position 於財務狀況表內 抵銷之已確認 金融負債之總額 HK\$'000 千港元 | Gross amounts set off in the statement of financial position 於財務狀況表 內呈列之金融 負債之淨額 HK\$'000 千港元 | Related amounts not set off in the statement of financial position 並無於財務狀況表內 抵銷之相關款項 | | Net amount 淨額 HK\$'000 千港元 |
|---|---|--|--|---|--|--|--|
| | | | | | Financial instruments 金融工具 HK\$'000 千港元 | Collateral received 已收抵押品 HK\$'000 千港元 | |
| Financial liabilities 金融負債 | | | | | | | |
| Amounts due to clearing house, dealers, brokers and brokerage clients 應付結算所、交易商、經紀人及 經紀業務客戶之款項 | 1,994,491 | (158,857) | | 1,835,634 | (29,534) | - | 1,806,100 |

FINANCIAL SUMMARY

財務概要

| | Year ended 30 September 截至9月30日止年度 | | | | |
|--|---------------------------------------|-----------------|-----------------|-----------------|------------------|
| | 2015 | 2016 | 2017 | 2018 | 2019 |
| | 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 |
| RESULTS 業績 | | | | | |
| Revenue 收入 | 835,077 | 986,215 | 1,241,000 | 1,314,270 | 1,082,854 |
| Profit (loss) before taxation 除稅前溢利(虧損) | 519,634 | 634,264 | 793,655 | 660,048 | (230,219) |
| Taxation 稅項 | (89,383) | (108,643) | (134,470) | (110,853) | (28,487) |
| Profit (loss) for the year 年度溢利(虧損) | 430,251 | 525,621 | 659,185 | 549,195 | (258,706) |

| | As at 30 September 截至9月30日止年度 | | | | |
|-------------------------------------|----------------------------------|-----------------|-----------------|-----------------|--------------------|
| | 2015 | 2016 | 2017 | 2018 | 2019 |
| | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| ASSETS AND LIABILITIES 資產及負債 | | | | | |
| Total assets 資產總值 | 6,600,478 | 8,164,009 | 9,516,344 | 10,771,667 | 9,887,173 |
| Total liabilities 負債總額 | (2,961,574) | (3,914,293) | (4,382,234) | (5,339,796) | (4,771,038) |
| Net assets 淨資產 | 3,638,904 | 4,249,716 | 5,134,110 | 5,431,871 | 5,116,135 |



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