

Cocoon Holdings Limited

中國天弓控股有限公司

(formerly known as Huge China Holdings Limited)

(前稱為匯嘉中國控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號：428)



2019

ANNUAL REPORT 年報

This annual report, in both English and Chinese versions, is available on the Company's website at www.cocoon.holdings (the "Company Website").

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

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

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

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

本年報的中、英文本已登載於本公司網站 www.cocoon.holdings (「本公司網站」)。

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

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Wu Ming Gai (*Chairman*)

Chan Carman Wing Yan (*Chief Executive Officer*)

Non-executive Directors

William Keith Jacobsen

Chen Albert

Wong Chung Yan Sammy

Independent Non-executive Directors

Chan Man Yi

Leung Yin Ting

Jiang Qian

AUDIT COMMITTEE

Chan Man Yi (*Chairman*)

Leung Yin Ting

Wong Chung Yan Sammy

NOMINATION COMMITTEE

Chan Man Yi (*Chairman*)

Wong Chung Yan Sammy

Jiang Qian

REMUNERATION COMMITTEE

Jiang Qian (*Chairman*)

Chan Man Yi

Leung Yin Ting

Chen Albert

BANKERS

OCBC Wing Hang Bank Limited

Bank of China (Hong Kong) Limited

Bank of Communications Co., Limited

The Hongkong and Shanghai Banking Corporation Limited

董事會

執行董事

胡銘佳(*主席*)

陳詠欣(*行政總裁*)

非執行董事

葉偉其

陳雅博

黃中仁

獨立非執行董事

陳敏儀

梁燕婷

蔣謙

審核委員會

陳敏儀(*主席*)

梁燕婷

黃中仁

提名委員會

陳敏儀(*主席*)

黃中仁

蔣謙

薪酬委員會

蔣謙(*主席*)

陳敏儀

梁燕婷

陳雅博

往來銀行

華僑永亨銀行有限公司

中國銀行(香港)有限公司

交通銀行股份有限公司

香港上海匯豐銀行有限公司

AUDITOR

McMillan Woods (Hong Kong) CPA Limited
Certified Public Accountants
3/F, Winbase Centre
208 Queen's Road Central
Hong Kong

COMPANY SECRETARY

Au Yeung Ming Yin Gordon

REGISTERED OFFICE

Walkers Corporate (Bermuda) Limited
Park Place, 55 Par-la-Ville Road
Third Floor, Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 14A
Fortune House
61 Connaught Road Central
Central, Hong Kong

HONG KONG BRANCH REGISTRAR

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

STOCK CODE

The Stock Exchange of Hong Kong Limited: 428

核數師

長青(香港)會計師事務所有限公司
執業會計師
香港
皇后大道中208號
勝基中心3樓

公司秘書

歐陽銘賢

註冊辦事處

Walkers Corporate (Bermuda) Limited
Park Place, 55 Par-la-Ville Road
Third Floor, Hamilton HM 11
Bermuda

香港主要營業地點

香港中環
干諾道中61號
福興大廈
14A室

香港股份過戶登記分處

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

股份代號

香港聯合交易所有限公司：428

CHAIRMAN'S STATEMENT

主席報告

The board (the "Board") of directors (the "Directors") of Cocoon Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") takes pleasure in presenting the audited consolidated results of the Group for the year ended 31 December 2019 ("Reporting Period").

BUSINESS REVIEW

For the year ended 31 December 2019, the Group recorded a revenue of approximately HK\$8,988,000 as compared to approximately HK\$10,812,000 in the prior year, representing a decrease of approximately 16.9%. The decrease in revenue was mainly due to decrease of interest income during the year. The Group recorded a realised loss of HK\$9,903,000 (2018: HK\$45,350,000) and fair value loss of HK\$9,025,000 (2018: HK\$10,817,000) on listed securities held by the Group. The Group recorded a realised loss of HK\$6,387,000 (2018: 10,770,000) and an unrealised loss of HK\$2,146,000 (2018: HK\$3,681,000) on unlisted securities (comprised of convertible bonds and private equity fund designated at financial assets at FVTPL) held by the Group during the year. During the year, impairment losses of various loan notes of approximately HK\$2,598,000 (2018: HK\$4,992,000) and deposits of approximately HK\$538,000 (2018: HK\$351,000) were recognised. During the year, the loss on disposal of certain loan notes was approximately HK\$2,064,000 (2018: Nil) and the loss on disposal of private equity interest designated at financial assets at fair value through other comprehensive income was HK\$1,676,000 (2018: Nil). With the impact of unfavourable performance of certain publicly traded securities held by the Group and fair value loss of certain unlisted securities during the year, the Group recorded loss attributable to owners of the Company was approximately HK\$35,361,000 as compared to a loss of approximately HK\$78,458,000 in prior year.

As at 31 December 2019, the net assets of the Group were approximately HK\$165,716,000 (2018: HK\$135,391,000). The net assets significantly increased 22.4% when compared last year is mainly due to the decrease in shareholder's loan and the effect of the rights issue completed during the year. The financial assets at fair value through profit or loss decreased from approximately HK\$85,069,000 as at 31 December 2018 to approximately HK\$26,806,000 as at 31 December 2019 and the financial assets at fair value through other comprehensive income of approximately HK\$29,400,000 (2018: HK\$35,176,000) was recognised during the year.

中國天弓控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)之董事(「董事」)會(「董事會」)欣然提呈本集團截至二零一九年十二月三十一日止年度(「報告期」)之經審核綜合業績。

業務回顧

於截至二零一九年十二月三十一日止年度內，本集團錄得收入為約8,988,000港元，而去年則為約10,812,000港元，減少約16.9%。收入減少乃主要由於本年度之利息收入減少所致。本集團所持有之上市證券錄得已變現虧損9,903,000港元(二零一八年：45,350,000港元)以及公允值虧損9,025,000港元(二零一八年：10,817,000港元)。本集團於年內錄得集團所持有之非上市證券(包括指定為按公允值於損益賬列賬之金融資產的可轉換債券及私募基金)的已變現虧損6,387,000港元(二零一八年：10,770,000)及未變現虧損2,146,000港元(二零一八年：3,681,000港元)。於本年度內確認多項貸款票據的減值虧損約2,598,000港元(二零一八年：4,992,000港元)及按金約538,000港元(二零一八年：351,000港元)。本集團於年度內出售若干貸款票據虧損約2,064,000港元(二零一八年：無)，出售指定為按公允價值於其他全面收益列賬之金融資產的私股本股虧損約1,676,000港元(二零一八年：無)。於本年度內，受本集團所持有的若干公開交易證券表現欠佳及若干非上市證券的公允值虧損之影響，本集團錄得本公司擁有人應佔虧損為約35,361,000港元，而於去年則為虧損約78,458,000港元。

於二零一九年十二月三十一日，本集團的資產淨值約為165,716,000港元(二零一八年：135,391,000港元)。資產淨值較去年大幅上升22.4%，主要乃由於股東貸款減少及於本年度內完成的供股的影響所致。按公允值於損益賬列賬的金融資產由二零一八年十二月三十一日之約85,069,000港元減少至二零一九年十二月三十一日之約26,806,000港元而按公允值於其他全面收益列賬之金融資產約29,400,000港元(二零一八年：35,176,000港元)於本年度內確認。

PROSPECTS AND FUTURE PLANS

The external environment is of high relevance to the economy and financial market in Hong Kong. In term of the slow growth projections of Hong Kong and China and the outbreak of coronavirus, the Group expects it is full of challenges in 2020. Looking ahead to 2020, the Company will stay in focus to invest in trading securities, private equity funds and private enterprises with potential prospect. Our approach will keep timely and appropriate investment strategies in response to the volatile market, in order to enhance our investment portfolio and achieve net asset appreciation. The Board will pay close attention to the macro trends and keep seeking opportunities to invest in China, Hong Kong and overseas. The Company will continue to implement its risk management policy with an aim to achieve stable returns on investments for our shareholders.

DIVIDEND

The Board does not recommend the payment of any dividend for the years ended 31 December 2019 and 2018.

APPRECIATION

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

Wu Ming Gai
Chairman

Hong Kong, 20 March, 2020

展望及未來計劃

外部環境與香港的經濟及金融市場高度相關。鑒於香港及中國增速放緩以及新型冠狀病毒的爆發，本集團預期二零二零年將充滿挑戰。展望二零二零年，本公司將保持專注投資於具潛力及前景的交易證券、私募基金及私營企業。我們的策略為因應市場波動採取適時及恰當的投資策略，從而提升投資組合及實現淨資產增值。董事會將會密切注視宏觀趨勢，並繼續尋找於中國、香港及海外投資的機會。本公司將繼續實施其風險管理政策，務求為股東取得穩定的投資回報。

股息

董事會不建議就截至二零一九年及二零一八年十二月三十一日止年度派付股息。

致意

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

主席
胡銘佳

香港，二零二零年三月二十日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

For the year ended 31 December 2019, the Group recorded a revenue of HK\$8,988,000 as compared to HK\$10,812,000 in the prior year, representing a decrease of approximately 16.9%. The decrease in revenue was mainly due to decrease of interest income during the year. The Group recorded a realised loss of HK\$9,903,000 (2018: HK\$45,350,000) and fair value loss of HK\$9,025,000 (2018: HK\$10,817,000) on listed securities held by the Group. The Group recorded a realised loss of approximately HK\$6,387,000 (2018: HK\$10,770,000) and an unrealised loss of approximately HK\$2,146,000 (2018: HK\$3,681,000) on unlisted securities (comprised of convertible bonds and private equity fund designated at financial assets at FVTPL) held by the Group during the year. During the year, impairment losses of various loan notes of approximately HK\$2,598,000 (2018: HK\$4,992,000) and deposits of approximately HK\$538,000 (2018: HK\$351,000) were recognised. During the year, the loss on disposal of certain loan notes was approximately HK\$2,064,000 (2018: Nil) and the loss on disposal of private equity interest designated at financial assets at fair value through other comprehensive income was HK\$1,676,000 (2018: Nil). With the impact of unfavourable performance of certain publicly traded securities held by the Group and fair value loss of certain unlisted securities during the year, the Group recorded loss attributable to owners of the Company was approximately HK\$35,361,000 as compared to a loss of approximately HK\$78,458,000 in prior year.

As at 31 December 2019, the net assets of the Group were approximately HK\$165,716,000 (2018: HK\$135,391,000). The net assets significantly increased 22.4% when compared to the prior year was mainly due to the decrease in shareholder's loan and the effect of the rights issue completed during the year. The financial assets at fair value through profit or loss decreased from approximately HK\$85,069,000 as at 31 December 2018 to approximately HK\$26,806,000 as at 31 December 2019 and the financial assets at fair value through other comprehensive income of approximately HK\$29,400,000 (2018: HK\$35,176,000) was recognised during the year.

業務回顧

於截至二零一九年十二月三十一日止年度內，本集團錄得收入為8,988,000港元，而去年則為約10,812,000港元，減少約16.9%。收入減少乃主要由於本年度之利息收入減少所致。本集團所持有之上市證券錄得已變現虧損9,903,000港元(二零一八年：45,350,000港元)以及公允值虧損9,025,000港元(二零一八年：10,817,000港元)。本集團於年內錄得集團所持有之非上市證券(包括指定為按公允值於損益賬列賬之金融資產的可轉換債券及私募基金)的已變現虧損約6,387,000港元(二零一八年：約10,770,000港元)及未變現虧損約2,146,000港元(二零一八年：3,681,000港元)。於本年度內確認多項貸款票據的減值虧損約2,598,000港元(二零一八年：4,992,000港元)及按金約538,000港元(二零一八年：351,000港元)。本集團於年度內出售若干貸款票據虧損約2,064,000港元(二零一八年：無)，出售指定為按公允值於其他全面收益列賬之金融資產的私募股權虧損約1,676,000港元(二零一八年：無)。於本年度內，受本集團所持有的若干公開交易證券表現欠佳及若干非上市證券的公允值虧損之影響，本集團錄得本公司擁有人應佔虧損為約35,361,000港元，而於去年則為虧損約78,458,000港元。

於二零一九年十二月三十一日，本集團的資產淨值約為165,716,000港元(二零一八年：135,391,000港元)。資產淨值較去年大幅上升22.4%，主要乃由於股東貸款減少及於本年度內完成的供股的影響所致。按公允值於損益賬列賬的金融資產由二零一八年十二月三十一日之約85,069,000港元減少至二零一九年十二月三十一日之約26,806,000港元，於本年度內確認按公允值於其他全面收益列賬之金融資產約29,400,000港元(二零一八年：35,176,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

PROSPECTS AND FUTURE PLANS

The growth momentum of Hong Kong economy has slowed since the beginning of 2018. The Hong Kong economy contracted by 1.2% for 2019 as a whole, the first annual decline since 2009. In the first half of 2019, the economy growth of Hong Kong was only by 0.6% year-on-year amid softening global economic growth and the trade war between United States of America (the “US”) and China. The economy then worsened and recorded sharp shrink of 2.8% and 2.9% respectively in the third and fourth quarters.

China posted GDP growth 6.1 percent, the slowest pace in 29 years but still within the government’s target of 6 to 6.5 percent, this was the weakest growth rate since the first quarter of 1992.

During the financial year, elevated US-China trade tensions and the outbreak of coronavirus, the poor market sentiment immersed throughout the global.

In 2020, the economy of Hong Kong and China are expected to remain under pressure. Although the phase one trade deal between China and the US eased trade tensions, existing tariffs will remain in place.

The external environment is of high relevance to the economy and financial market in Hong Kong. In term of the negative growth projections of Hong Kong and slow growth projections of China, the Group expects it is full of challenges in 2020. Because of the outbreak of coronavirus in Hong Kong, the management of the Company expects there will be an adverse impact to the Group in coming months. However, our management will actively keep monitoring the performance of the Group and assessing how the impact to the Group, and will implement fitting strategy in a timely manner. Looking ahead to 2020, the Company will stay in focus to invest in trading securities, private equity funds and private enterprises with potential prospect. Our approach will keep timely and appropriate investment strategies in response to the volatile market, in order to enhance our investment portfolio and achieve net asset appreciation. The Board will pay close attention to the macro trends and keep seeking opportunities to invest in China, Hong Kong and overseas. The Company will continue to implement its risk management policy with an aim to achieve stable returns on investments for our shareholders.

展望及未來計劃

香港經濟的增長勢頭自二零一八年初起已有所放緩，香港經濟於二零一九年整體收縮1.2%，是自二零零九年以來首次出現的年度經濟下滑。二零一九年上半年，由於全球經濟增長放緩及美利堅合眾國（「美國」）與中國之間的貿易戰，香港經濟同比僅增長0.6%。經濟惡化並分別於第三季度及第四季度錄得2.8%和2.9%的大幅收縮。

中國的GDP增長率為6.1%，為29年來最低速度，但仍在政府6%至6.5%的目標範圍內，這是一九九二年第一季度以來的最低增長率。

於本財年內，中美貿易緊張局勢加劇，新型冠狀病毒的爆發，全球市場氣氛低迷。

預計於二零二零年，香港及中國的經濟將繼續承受壓力。儘管中美之間第一階段的貿易協議緩解了貿易緊張局勢，但現有的關稅將保持不變。

外部環境與香港的經濟及金融市場緊密相關。就預測香港負增長及預測中國緩慢增長而言，本集團預計於二零二零年會充滿挑戰。由於香港新型冠狀病毒的爆發，本公司管理層預計未來數月內將對本集團產生不利影響。然而，我們的管理層將繼續積極監督本集團的表現並評估對本集團的影響，並將適時實施合適的策略。展望二零二零年，本公司將繼續著重投資有潛力的證券、私募股權基金及私營企業的交易。我們將針對瞬息萬變的市場保持及時及適當的投資策略，以增強我們的投資組合，實現淨資產增值。董事會將密切關注宏觀趨勢，並繼續尋找在中國、香港及海外投資的機會。本公司將持續執行其風險管理政策，以期為股東帶來穩定的投資回報。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Liquidity, financial resources and capital structure

As at 31 December 2019, the Group had available funds of approximately HK\$28,187,000 which were mainly placed in banks as general working capital. Bank balances held by the Group were mainly denominated in Hong Kong dollars.

The Group had shareholders' funds of approximately HK\$165,716,000 at 31 December 2019 compared to HK\$135,391,000 at 31 December 2018, representing an increase of approximately 22.4%.

As at 31 December 2019, the Group had borrowings of approximately HK\$22,268,000 (2018: HK\$57,654,000). The gearing ratio for the Group was 13.4% (2018: 42.6%) which represents the ratio of the Group's borrowings to the net asset value of the Group.

The Group did not have any capital expenditure commitment as at 31 December 2019.

Save as the rights issue and the capital reorganisation mentioned under the heading of "Fund raising activities" and "Capital Reorganisation" below respectively, there was no significant change in the Group's capital structure for the year ended 31 December 2019.

財務回顧

流動資金、財政資源及資本結構

於二零一九年十二月三十一日，本集團有可供動用資金為約28,187,000港元，主要存放於銀行作一般營運資金。本集團持有之銀行結餘主要乃以港元定值。

本集團於二零一九年十二月三十一日之股東資金為約165,716,000港元，而於二零一八年十二月三十一日為約135,391,000港元，增加約22.4%。

於二零一九年十二月三十一日，本集團借款為約22,268,000港元(二零一八年：57,654,000港元)。本集團之槓桿比率(即本集團借款對本集團資產淨值之比率)為13.4%(二零一八年：42.6%)。

於二零一九年十二月三十一日，本集團並無任何資本開支承擔。

除下文「集資活動」及「股本重組」各節所述供股及股本重組外，本集團資本結構於截至二零一九年十二月三十一日止年度並無重大變動。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Fund raising activities

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

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

Rights Issue of 239,817,900 Rights Shares at HK\$0.28 per Rights Shares on the basis of two (2) Rights Shares for every one (1) Share held on the Record Date

Reference is made to (i) the announcements of the Company dated 18 July 2019, 30 July 2019, 2 August 2019, 13 August 2019, 13 September 2019 and 18 October 2019, respectively (the “Announcements”); (ii) the circular of the Company dated 21 August 2019 (the “Circular”); and (iii) the prospectus of the Company dated 25 September 2019 (the “Prospectus”) in relation to, amongst others, the Rights Issue. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements, Circular and Prospectus.

On 18 July 2019, the Company and the Underwriter entered into the Underwriting Agreement in respect of the proposed Rights Issue. The Board proposed to implement the Rights Issue on the basis of two (2) Rights Shares for every one (1) Share held on the Record Date at the Subscription Price of HK\$0.28 per Rights Share to raise approximately HK\$67.15 million before expenses by issuing 239,817,900 Rights Shares to the Qualifying Shareholders.

集資活動

根據本公司一般授權配售19,980,000股普通股 (「配售事項」)

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

以每一(1)股於記錄日期所持有股份配售兩(2)股供股股份為基準，按每股0.28港元配售239,817,900股供股股份

茲提述(i)本公司日期分別為二零一九年七月十八日、二零一九年七月三十日、二零一九年八月二日、二零一九年八月十三日、二零一九年九月十三日及二零一九年十月十八日之公告(「該等公告」)；(ii)本公司日期為二零一九年八月二十一日之通函(「該通函」)；及(iii)本公司日期為二零一九年九月二十五日之招股章程(「招股章程」)，內容有關(其中包括)供股。除非另有定義外，本年報所用術語應與該等公告、該通函及招股章程所定義者具有相同的涵義。

於二零一九年七月十八日，本公司與包銷商之間就建議供股訂立包銷協議。董事會建議進行供股，以每一(1)股於記錄日期所持有股份配售兩(2)股供股股份為基準，按每股供股股份0.28港元的認購價，通過向合資格股東發行239,817,900股供股股份籌集約67.15百萬港元(扣除開支前)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The estimated net proceeds from the Rights Issue would be approximately HK\$65.44 million (equivalent to a net price of approximately HK\$0.273 per Rights Share), among which (i) approximately HK\$30.00 million would be used for repayment of the shareholders loan due to shareholder in the principal amount of HK\$30.00 million with interest rate at 8% per annum, which would mature on 6 October 2019; (ii) approximately HK\$30.00 million would be used for investment in listed securities and unlisted securities; and (iii) the remaining balance of approximately HK\$5.44 million would be used for general working capital of the Group.

Details of the Rights Issue and Underwriting Agreement were set out in the Announcements, Circular and Prospectus.

供股之估計所得款項淨額將約為65.44百萬港元（相當於約每股供股股份0.273港元的淨價），其中(i)約30.00百萬港元將用於償還應付予股東的本金額為30.00百萬港元、按8厘計息的貸款，其將於二零一九年十月六日到期；(ii)約30.00百萬港元將用於投資上市證券及非上市證券；及(iii)餘下結餘約5.44百萬港元將用於本集團的一般營運資金。

有關供股及包銷協議的詳情載於該等公告、該通函及招股章程中。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As at 31 December 2019, the net proceeds of the Rights Issue and the Placing had been utilised as follows:

於二零一九年十二月三十一日，供股及配售事項所得款項淨額已應用如下：

Date of announcement 公告日期	Event 事項	Net proceeds raised 籌集所得款項淨額	Intended use of net proceeds 所得款項淨額擬定用途	Actual use of proceeds 所得款項實際用途
18 July 2019 (completed on 21 October 2019)	Rights Issue on the basis of two Rights Shares at the subscription price HK\$0.28 per Rights Shares for every one existing Share	Approximately HK\$65,440,000	(i) Repayment for approximately HK\$30 million outstanding principal Shareholder's Loan with interest 8% per annum (ii) Approximately HK\$30 million for the investment in listed securities and unlisted securities (iii) Approximately HK\$5.44 million for general working capital of the Group	(i) Approximately HK\$33.9 million was used to settle the Shareholder's Loan (ii) HK\$30 million will be utilised as intended within next 12 months of the date of this report (iii) Approximately HK\$1.54 million was used for operating expenses
二零一九年七月十八日 (於二零一九年十月二十一日完成)	基準為每持有一股現有股份可獲發兩股供股股份，認購價為每股供股股份0.28港元的供股	約65,440,000港元	(i) 償還約30百萬港元的未償還本股東貸款，按8%的年利率計算利息 (ii) 約30百萬港元用於投資上市證券及非上市證券 (iii) 約5.44百萬港元作為本集團一般營運資金	(i) 約33.9百萬港元用於清償股東貸款 (ii) 將於本報告日期後12個月內按擬定用途使用30百萬港元 (iii) 約1.54百萬港元用作經營開支
21 September 2018 (completed on 12 October 2018)	Placing of 19,980,000 ordinary Shares under general mandate of the Company	Approximately HK\$19,730,000	(i) Approximately HK\$10,000,000 for investment in the listed and/or unlisted securities (ii) Approximately HK\$9,730,000 will be used for repayment of the Group's payables and as the Group's general working capital	Approximately HK\$10,000,000 was used for investment in the unlisted securities Approximately HK\$9,730,000 was used for repayment of the Group's payable and operating expenses
二零一八年九月二十一日 (於二零一八年十月十二日完成)	根據本公司一般授權配售19,980,000股普通股	約19,730,000港元	(i) 約10,000,000港元用於投資上市及/或非上市證券 (ii) 約9,730,000港元將用於償還本集團應付款項及作為本集團一般營運資金	約10,000,000港元用於投資非上市證券 約9,730,000港元用於償還本集團應付款項及經營開支

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Capital Reorganisation

On 23 January 2019, the Company announced to implement the capital reorganisation after the change of domicile becoming effective as follows:

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

The Capital Reorganisation had become effective after 9:00 a.m. (Hong Kong time) on 18 April 2019. Details of the above were set out in the announcements of the Company dated 23 January 2019, 25 January 2019, 11 March 2019, 4 April 2019 and 23 April 2019 and the circular of the Company dated 4 February 2019.

股本重組

於二零一九年一月二十三日，本公司宣佈於更改註冊地點生效後進行以下各項股本重組：

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

股本重組已於二零一九年四月十八日上午九時正（香港時間）生效。有關上文所述的詳情載列於本公司日期為二零一九年一月二十三日、二零一九年一月二十五日、二零一九年三月十一日、二零一九年四月四日及二零一九年四月二十三日的公告，以及本公司日期為二零一九年二月四日的通函。

CHANGE OF DOMICILE

The Company has been de-registered in the Cayman Islands and duly continued in Bermuda as an exempted company under the laws of Bermuda and the change of domicile became effective on 2 April 2019 (Hong Kong time) (the “Change of Domicile”). Details of the Change of Domicile were set out in the announcements of the Company dated 23 January 2019, 25 January 2019 and 4 April 2019 and the circular of the Company dated 4 February 2019.

INVESTMENT REVIEW

The Company is an investment company listed on the main board of the Stock Exchange under Chapter 21 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). The principal activity of the Company is investment holding and the Group is principally engaged in investments in securities listed on recognised stock exchanges and unlisted investments with potential for earning growth and capital appreciation. It is the corporate strategy of the Group to strengthen its existing businesses and continue its focus on financing future investment opportunities domestically and internationally to achieve financial growth for the Group and to maximise the shareholders’ value.

The Company held ten investments as of 31 December 2019, comprising five equity securities listed in Hong Kong, one unlisted convertible bonds in Hong Kong, three loan notes issued by private entities in China and one item of interests in a private entity in Anguilla. Pursuant to the requirements stipulated in Rule 21.12 of the Listing Rules, the Company discloses its ten largest investments and all individual investments with value exceeding 5% of the Company’s gross assets with brief description of the investee companies are provided in the notes 22 to 24 to the consolidated financial statements of this report and the section under “significant investments held and their performance”.

更改註冊地點

本公司已於開曼群島撤銷註冊，轉而根據百慕達法律於百慕達正式繼續作為獲豁免公司存續，更改註冊地點於二零一九年四月二日（香港時間）生效（「更改註冊地點」）。有關更改註冊地點的詳情載於本公司日期為二零一九年一月二十三日、二零一九年一月二十五日及二零一九年四月四日的公告，以及本公司日期為二零一九年二月四日的通函。

投資回顧

本公司為一間根據聯交所證券上市規則（「上市規則」）第二十一章於聯交所主板上市之投資公司。本公司之主要業務為投資控股，本集團主要從事於認可證券交易所上市證券投資及具盈利增長與資本增值潛力之非上市投資業務。本集團之企業策略為鞏固其現有業務，並繼續致力為未來之國內外投資機會提供融資，實現本集團財務增長及提升股東價值。

截至二零一九年十二月三十一日，本公司持有十項投資，包括五項香港上市權益證券、一項香港非上市可轉換債券、三項由中國私營實體發行的貸款票據及一項於安圭拉私營實體的權益。根據上市規則第21.12條所訂明的規定，本公司披露其十項最大的投資，及所有價值超過本公司總資產5%的單項投資，並於本報告內綜合財務報表附註22至24及「所持重要投資及表現」一節提供被投資公司的簡要說明。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Significant investments held and their performance

For the year ended 31 December 2019, the Group recorded revenue of approximately HK\$8,988,000 as compared to approximately HK\$10,812,000 in the prior year, representing a decrease of approximately 16.9%. The decrement in revenue was due to decrease of interest income from unlisted investments during the year.

With the impact of continuously unfavourable performance of certain publicly traded securities held by the Group, the Group recorded a realised loss of approximately HK\$9,903,000 (2018: HK\$45,350,000) and an unrealised loss of approximately HK\$9,025,000 (2018: HK\$10,817,000) on listed securities during the year. The Group recorded a realised loss of approximately HK\$1,845,000 (2018: HK\$10,770,000) and an unrealised loss of HK\$2,146,000 (2018: HK\$3,681,000) on unlisted convertible bonds/private equity fund during the year. During the year, the loss on disposal of certain loan notes was approximately HK\$2,064,000 (2018: Nil) and the loss on disposal of private equity interest designated at financial assets at fair value through other comprehensive income was HK\$1,676,000 (2018: Nil). Meanwhile, impairment losses of various loan notes of approximately HK\$2,598,000 and deposits of approximately HK\$538,000 were recognized during the year.

As at 31 December 2019, the Group held trading securities of approximately HK\$7,286,000 (2018: HK\$31,812,000). The decrease was mainly due to the disposal of certain trading securities during the year.

As at 31 December 2019, the Group's unlisted investments (comprised of financial assets at fair value through profit or loss, financial assets at fair value through other comprehensive income and loans and receivables) were approximately HK\$129,977,000 (2018: HK\$144,460,000). Other receivables, deposits and prepayments was HK\$20,874,000 (2018: HK\$15,764,000).

Pursuant to the requirements stipulated in Rule 21.12 of Listing Rules, the Company discloses its ten largest investments and all individual investments with value exceeding 5% of the Company's gross assets with brief description of the investee companies as follows and as disclosed in note 22 to 24 to the consolidated financial statements:

所持重要投資及表現

截至二零一九年十二月三十一日止年度，本集團錄得收入約8,988,000港元，較去年同期約10,812,000港元減少約16.9%。收入下降乃由於於本年度內非上市投資的利息收入減少所致。

受到本集團所持若干公開交易證券的持續不利表現影響，於本年度內，本集團錄得上市證券已變現虧損約9,903,000港元(二零一八年：45,350,000港元)及未變現虧損約9,025,000港元(二零一八年：10,817,000港元)。於本年度內，本集團錄得非上市可轉換債券／私募基金已變現虧損1,845,000港元(二零一八年：10,770,000港元)及未變現虧損2,146,000港元(二零一八年：3,681,000港元)。本集團於年度內出售若干貸款票據虧損約2,064,000港元(二零一八年：無)，出售指定為按公允值於其他全面收益列賬之金融資產的私募股權虧損約1,676,000港元(二零一八年：無)。同時，於本年度內確認多項貸款票據的減值虧損約2,598,000港元及按金約538,000港元。

於二零一九年十二月三十一日，本集團持有交易證券約7,286,000港元(二零一八年：31,812,000港元)。有關減少乃主要由於於本年度內出售若干交易證券所致。

於二零一九年十二月三十一日，本集團的非上市投資(包括指定為按公允值於損益列賬的金融資產、指定為按公允值於其他全面收益列賬的金融資產及貸款和應收款)約為129,977,000港元(二零一八年：144,460,000港元)。其他應收款、按金及預付款項約為20,874,000港元(二零一八年：15,764,000港元)。

根據上市規則第21.12條的規定，本公司披露其十大投資及所有價值超過本公司資產總值5%的單項投資，於下文提供被投資公司的簡要說明，並於經審核綜合財務報表附註22至24披露：

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Loan Note Investment — 深圳達隆通用包裝機械有限公司 (“達隆通用包裝”)

達隆通用包裝 is a private entity established in PRC, which is principally engaged in developing and designing mechanical equipment. 達隆通用包裝 has been developing and producing intelligent garbage collection systems and production equipment for nearly 10 years. The Group held a loan note issued by 達隆通用包裝 with fixed interest at 10% per annum (“LN1”) and was measured at amortised cost. The interest income recognised of the Group from the LN1 for the year ended 31 December 2019 was approximately HK\$2.4 million (2018: HK\$316,000). The impairment loss recognised for the year was approximately HK\$730,000. Based on the latest management account of 達隆通用包裝, the unaudited net profit for the year ended 31 December 2019 was approximately RMB212,000 and its net asset value as at 31 December 2019 was approximately RMB13.0 million. The Board considers the industry of intelligent garbage collection systems and production equipment have great prosperity and the financial performance of 達隆通用包裝 was satisfactory. The Board also expected that 達隆通用包裝 will keep the growth trend in future. Therefore, holding the fixed interest income from loan notes was interest of the Group to obtain a stable cash inflow.

貸款票據投資 — 深圳達隆通用包裝機械有限公司 (“達隆通用包裝”)

達隆通用包裝為一間於中國成立的私營實體，主要從事機械設備的開發與設計。近十年來，達隆通用包裝一直致力開發及生產智能垃圾收集系統及生產設備。本集團持有一項達隆通用包裝發行的貸款票據，按10%的固定年利率計息（「貸款票據1」）並按攤銷成本計量。本集團於截至二零一九年十二月三十一日止年度自貸款票據1確認的利息收入約為2.4百萬港元（二零一八年：316,000港元）。於本年度內確認的減值虧損約為730,000港元。基於達隆通用包裝的最新管理賬目，截至二零一九年十二月三十一日止年度的未經審核淨利潤約為人民幣212,000元，且於二零一九年十二月三十一日的資產淨值約為人民幣13.0百萬元。董事會認為，智能垃圾收集系統及生產設備行業發展蓬勃，且達隆通用包裝的財務表現良好。董事會亦預期達隆通用包裝於日後將保持增長勢頭。因此，持有貸款票據的固定利息收入有利於本集團獲得穩定的現金流入。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Convertible Bond Investment — HF Financial Group (Hong Kong) Limited (“HF Group”)

HF Group a private entity established in Hong Kong, which is principally engaged in securities brokerage business and asset management business. Hong Kong stock market is one of the biggest stock market of the world, total capital raised from the Hong Kong securities market through IPOs constantly stayed top three in the world for the past decade. Although the securities brokerage business was competitive, more business from launching Shanghai Connect and Shenzhen Connect to create more room and opportunities for securities brokerage business. Above-mentioned the new co-operation of Hong Kong securities market and China securities market have created opportunities for assets management business as well. The Group held a convertible bond issued by HF Group with fixed interest at 8% per annum (“CB”). The interest income recognised of the Group from CB for year ended 31 December 2019 was approximately HK\$576,000 (2018: HK\$576,000). The unrealised loss recognised for the year was approximately HK\$2.1 million (2018: HK\$1.9 million). Based on the latest management account of HF Group, the unaudited net loss for the year ended 31 December 2018 was HK\$15.0 million and its net asset value as at 31 December 2018 was approximately HK\$52.6 million. As keen competition of brokerage securities business in Hong Kong, fluctuation of Hong Kong stock market and the geopolitical environment in Hong Kong recently, a result of loss making for the year ended 31 December 2018 of HF Group. As the net asset value of HF Group was much higher than the principal amount of CB, the Group considers that the default risk of the CB was low. In addition, CB is continuing to generate interest income for the Group up to its expiry date.

可轉換債券投資 — 匯福金融集團(香港)有限公司(「匯福集團」)

匯福集團為一間於香港成立的私營實體，主要從事證券經紀業務及資產管理業務。香港股票市場為全球最大股票市場之一，過去十年，通過首次公開募股自香港股票市場籌集的資金總額持續居於世界前三位。儘管證券經紀業務競爭激烈，滬港通及深港通的推出為證券經紀業務創造更多業務空間及機會。上述香港股票市場與中國股票市場的新合作亦為資產管理業務創造機會。本集團持有一項由匯福集團發行的可轉換債券，按8%的固定年利率計息（「可轉換債券」）。本集團於截至二零一九年十二月三十一日止年度自可轉換債券確認的利息收入約為576,000港元（二零一八年：576,000港元）。於本年度內確認的未變現虧損約為2.1百萬港元（二零一八年：1.9百萬港元）。基於匯福集團的最新管理賬目，截至二零一八年十二月三十一日止年度的未經審核虧損淨額為15.0百萬港元，於二零一八年十二月三十一日的資產淨值約為52.6百萬港元。香港經紀證券業務的激烈競爭、香港股票市場的波動及香港近日的地緣政治環境導致匯福集團於截至二零一八年十二月三十一日止年度錄得虧損。因匯福集團的資產淨值遠高於可轉換債券的本金金額，本集團認為可轉換債券的違約風險較低。此外，直至其到期日，可轉換債券一直為本集團產生利息收入。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Loan Note Investment — 深圳前海藍伯爵公務航空服務有限公司(“前海藍伯爵”)

The Group had subscribed a loan note issued by 前海藍伯爵 which was private entity established in the PRC, which was principally engaged in private flight service and management platform in China. 前海藍伯爵 was issued a loan note (“LN3”) in November 2019 to the Company and would mature after two years from date of issue. LN3 bears fixed interest at 5% per annum and is measured at amortised cost. The interest income recognised of the Group for the year from LN3 was approximately HK\$244,000. The impairment loss recognised for the year was approximately HK\$420,000. Based on the management account of 前海藍伯爵 as at 30 November 2019, the unaudited net profit was approximately RMB25.9 million. As at 30 November 2019, the net asset value of 前海藍伯爵 was RMB68.6 million. The Board considers the industry of private flight service in China has bright future and the Board expects that 前海藍伯爵 will keep the growth trend in the coming future. Therefore, holding the fixed interest income from the LN3 was in the interest of the Group to obtain a stable cash inflow.

Private Equity Investment — Perfect Path Limited (“Perfect Path”)

Perfect Path is a private entity incorporated in Anguilla, which principally engaged in gold mining business. The Group held 20% of equity interest of Perfect Path, despite the Group held 20% of the voting power in Perfect Path, however, under contractual arrangements, the other shareholders control the composition of the board of directors and have control over Perfect Path. Perfect Path still not deployed their business therefore no income generated during the year ended 31 December 2019. Perfect Path owns a gold mine in Thailand. No income was generated during the year ended 31 December 2019 since Perfect Path still not deployed their business. The net asset value of Perfect Path as at 31 December 2019 was approximately HK\$153.5 million. The fair value gain recognised for the year was approximately HK\$400,000. Perfect Path will put into production after infrastructure to be ready which is expected to be done after 3 years. The gold price has experienced a general increase over the past decade, representing a compound annual growth rate of 2.64% during 2008 to 2018. The Board considers that the gold price will be in the same trend with the past decade and therefore, the Group can enjoy the appreciation of gold mine holding by Perfect Path by gold price rising.

貸款票據投資 — 深圳前海藍伯爵公務航空服務有限公司(“前海藍伯爵”)

本集團已認購由前海藍伯爵發行的一項貸款票據，前海藍伯爵為一間於中國成立的私營實體，主要於中國從事私人飛行服務及管理平台。前海藍伯爵於二零一九年十一月向本公司發行一項貸款票據(「貸款票據3」)，並將於發行之日起兩年後到期。貸款票據3按5%的固定年利率計算利息並按攤銷成本計量。本集團於本年度內自貸款票據3確認的利息收入約為244,000港元。於年度內確認的減值虧損約為420,000港元。基於前海藍伯爵於二零一九年十一月三十日的管理賬目，未經審核淨利潤約為人民幣25.9百萬元。於二零一九年十一月三十日，前海藍伯爵的資產淨值為人民幣68.6百萬元。董事會認為，中國的私人飛行服務行業前景光明，且董事會預期前海藍伯爵於日後將保持增長勢頭。因此，持有貸款票據3的固定利息收入有利於本集團獲得穩定的現金流入。

私募股權投資 — Perfect Path Limited (「Perfect Path」)

Perfect Path為一間於安圭拉註冊成立的私營實體，主要從事金礦開採業務。本集團持有Perfect Path的20%股權。儘管本集團持有Perfect Path 20%投票權，但根據合約安排，由其他股東控制董事會構成，並對Perfect Path擁有控制權。Perfect Path暫未開展業務，因此於截至二零一九年十二月三十一日止年度並無產生收入。Perfect Path於泰國擁有一處金礦，因Perfect Path並未開展業務，於截至二零一九年十二月三十一日止年度並無產生任何收入。Perfect Path於二零一九年十二月三十一日的資產淨值約為153.5百萬港元。於本年度內確認的公允值收益約為400,000港元。Perfect Path將於基礎設施準備完成後投入生產，而基礎設施的準備工作預計將於三年後完成。黃金價格在過去十年整體呈上升趨勢，二零零八年至二零一八年間的複合年增長率為2.64%。董事會認為，黃金價格將保持過去十年的趨勢，隨著金價上升，Perfect Path所持金礦升值，本集團可從中獲利。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Listed Equity Investment — Classified Group (Holdings) Limited (“Classified”)

Classified is a company incorporated in the Cayman Islands (stock code: 8232). Classified is principally engaged in restaurant operations in Hong Kong. Based on the latest published quarterly report for the nine months ended 30 September 2019, the net loss for the period was approximately HK\$10.9 million comparing with the net loss for the same period last year was approximately HK\$15.6 million, the decrease of net loss of Classified was mainly due to the decrease in staff costs, property rentals and related expenses and depreciation, which were primarily attributable to the closure of the bakery business and two “Classified” restaurants in 2018. Moreover, there was no impairment loss on property, plant and equipment during the nine months ended 30 September 2019 of Classified. The net asset value of Classified as at 30 September 2019 was approximately HK\$80.0 million. No dividend was received by the Group during the year ended 31 December 2019 (2018: Nil). Classified restaurants are a collection of casual European cafés specializing in artisan breads, cheeses and boutique wines, and are renowned for their breakfast and all-day dining menu. Offering casual seating areas in most locations, Classified encourages neighbourhood street-level interaction. Classified has over ten restaurants in Hong Kong mainly in commercial area. According to the interim report of Classified for the six months ended 30 June 2018, they plan to i) open four new restaurants; ii) enhance and upgrade our existing restaurant facilities and iii) enhance premium food and fine wine programme in order to entice higher spending customers to visit restaurants. The Board believes the strategy are good fit with the consumer market and the performance of Classified became better, the Group would hold the investment in Classified and will closely monitor the performance of Classified.

上市股權投資 — Classified Group (Holdings) Limited (「Classified」)

Classified為一間於開曼群島註冊成立的公司(股份代號：8232)。Classified主要於香港經營餐館。基於最新發佈的截至二零一九年九月三十日止九個月季度報告，該期間內的虧損淨額約為10.9百萬港元，上年同期的虧損淨額則約為15.6百萬港元。Classified虧損淨額減少主要由於二零一八年終止烘焙業務並關閉兩間「Classified」餐廳導致員工成本、物業租金及相關開支與折舊減少所致。此外，Classified於截至二零一九年九月三十日止九個月並無物業、廠房及設備減值虧損。Classified於二零一九年九月三十日的資產淨值約為80.0百萬港元。本集團於截至二零一九年十二月三十一日止年度概無收取股息(二零一八年：無)。Classified餐廳為一間歐式休閒系列咖啡室，主營手工麵包、芝士及精品葡萄酒，並以其早餐及全天候美食菜單著稱。Classified在大部分門店提供休閒座位區，鼓勵鄰里街道間互動。Classified於香港主要商業區設有超過十間餐廳。根據Classified截至二零一八年六月三十日止六個月的中期報告，其計劃i)開設四間新餐廳；ii)改善及提升現有餐廳設施；及iii)加強優質食品及精品葡萄酒計劃以吸引較高消費的顧客前來餐廳。董事會認為，相關策略適用於消費者市場，且Classified的表現已有起色，本集團將持有對Classified的投資，並將密切關注Classified表現。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Listed Equity Investment — On Real International Holdings Limited (“On Real”)

On Real is a company incorporated in the Cayman Islands (stock code: 8245). On Real is a two-way radio product designer and manufacturer established in 2001. On Real derived revenue principally from designing, manufacturing and selling two-way radios and baby monitor products on original design manufacturing basis. Based on the latest published quarterly report for the nine months ended 31 December 2019 of On Real, the net loss for the nine months ended 31 December 2019 was approximately HK\$6.4 million comparing with the net profit of approximately HK\$3.3 million for the nine months ended 31 December 2018, primarily due to the increase in administrative expenses. The net asset value of On Real as at 31 December 2019 was approximately HK\$60.0 million. No dividend was received by the Group during the year ended 31 December 2019 (2018: Nil). According to the quarterly report of On Real for the nine months ended 31 December 2019, approximately 50.8% of the total revenue were derived from the US market. The US market of two-way radio and baby monitor were the largest market in the world and it was appropriate marketing strategy of On Real to focus on the US market. The Board appreciated the effective marketing strategy of On Real and would hold the investment in On Real to earn the capital appreciation and the Group will closely monitor the performance of On Real in the future.

上市股權投資 — 安悅國際控股有限公司(「安悅」)

安悅為一間於開曼群島註冊成立的公司(股份代號：8245)。安悅於二零零一年成立，為雙向無線對講機產品設計及製造商。安悅的收益主要來自按原設計製造基準設計、製造及銷售雙向無線對講機及嬰兒監視器產品。基於安悅最新發佈的截至二零一九年十二月三十一日止九個月的季度報告，截至二零一九年十二月三十一日止九個月的虧損淨額約為6.4百萬港元，截至二零一八年九月三十日止六個月的淨利潤則約為3.3百萬港元，主要由於行政開支增加所致。安悅於二零一九年十二月三十一日的資產淨值約為60.0百萬港元。本集團於截至二零一九年十二月三十一日止年度內概無收取股息(二零一八年：無)。根據安悅截至二零一九年十二月三十一日止九個月的季度報告，其收益總額的約50.8%來自美國市場。美國雙向無線對講機及嬰兒監視器產品市場乃全球最大的市場，對於安悅而言，專注於美國市場乃適當的營銷策略。董事會認同安悅的有效營銷策略，並將持有於安悅的投資，從而使資本升值。本集團將密切關注安悅日後的表現。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Listed Securities Investment — Evershine Group Holdings Limited (“Evershine”)

Evershine is a company incorporated in Hong Kong which is listed on GEM of the Stock Exchange (stock code: 8022). Evershine is principally engaged in trading of goods, design and trade of customized window frames, doors and wardrobes, building construction, property development, sales and leasing of properties, provision of money lending business and development of mobile games, game publishing, applications, related intellectual property platform and provision of related solutions and construction and operation of cemetery in Hong Kong, China and Republic of Turkey. Based on the quarterly report for the nine months ended 30 September 2019 of Evershine, the net loss for the period was approximately HK\$20.8 million. Comparing with the net loss of approximately HK\$101.0 million for the nine months ended 30 September 2018, the reduction of the net loss of Evershine was mainly attributable to (i) new furniture business in China; (ii) start its property sales in Republic of Turkey; and (iii) the fair value gain on convertible notes and derivative. The net asset value of Evershine as at 30 September 2019 was approximately HK\$114.1 million. No dividend was received by the Group during the year ended 31 December 2019. The Board believes that Evershine the significant reduction of net loss was a good sight and therefore the Group would hold the investment in Evershine and will closely monitor the performance of Evershine.

Listed Securities Investment-China Creative Digital Entertainment Limited (“CCD”)

CCD is a company incorporated in Bermuda which is listed on GEM of the Stock Exchange (stock code: 8078). CCD is principally engaged in cultural and entertainment business in China. Based on the interim report for the six months ended 31 December 2019 of CCD, the net loss for the period was approximately HK\$145.2 million. Comparing with the net loss of approximately HK\$97.1 million for the six months ended 31 December 2018, the increase of the net loss of CCD was mainly attributable to the net effect of (i) the significant increase in selling and distribution costs by approximately HK\$60.0 million; (ii) the increase in finance costs by approximately HK\$35.3 million; and (iii) the loss in fair value of investment at fair value through profit or loss approximately HK\$5.3 million (31 December 2018: Gain HK\$26.6 million). The net asset value of CCD as at 31 December 2019 was approximately HK\$15.2 million. No dividend was received by the Group during the year ended 31 December 2019. The Board believes that the cultural and entertainment market in China can recover soon and the investment in CCD by the Group was not significant amount, therefore the Group would hold the investment in CCD and will closely monitor the performance of CCD.

上市股權投資 — 永耀集團控股有限公司(「永耀」)

永耀為一間於香港註冊成立的公司，其於聯交所GEM上市(股份代號：8022)。永耀主要從事買賣貨品、窗框、門及衣櫃之訂製設計及買賣、樓宇建造、物業開發、物業銷售及租賃、提供放債業務及手機遊戲開發、遊戲發行、應用程式、相關知識產權平台及提供相關解決方案，以及於中國香港和土耳其共和國公墓的建造及營運業務。基於永耀截至二零一九年九月三十日止九個月的季度報告，期內虧損淨額約為20.8百萬港元。截至二零一八年九月三十日止九個月的虧損淨額約為101.0百萬港元，永耀的虧損淨額減少乃主要由於(i)中國的新傢俬業務；(ii)於土耳其共和國開始其物業銷售；及(iii)可轉換票據及衍生工具的公允值收益所致。永耀於二零一九年九月三十日的資產淨值約為114.1百萬港元。於截至二零一九年十二月三十一日止年度內，本集團概無收取股息。董事會認為，永耀的虧損淨額大幅減少乃良好現象，因此，本集團將持有於永耀的投資並將密切關注永耀的表現。

上市股權投資 — 中國創意數碼娛樂有限公司(「中國創意數碼」)

中國創意數碼為一間於百慕達註冊成立的公司，於聯交所GEM上市(股票代碼：8078)。中國創意數碼主要於中國從事文化娛樂業務。基於中國創意數碼截至二零一九年十二月三十一日止六個月的中期報告，期內虧損淨額約為145.2百萬港元。截至二零一八年十二月三十一日止六個月的虧損淨額約為97.1百萬港元，中國創意數碼虧損淨額增加乃主要由於(i)銷售及分派成本大幅增加約60.0百萬港元；(ii)財務成本增加約35.3百萬港元；及(iii)按公允值於損益賬列賬的投資公允值虧損約為5.3百萬港元(二零一八年十二月三十一日：收益26.6百萬港元)的淨影響所致。中國創意數碼於二零一九年十二月三十一日的資產淨值約為15.2百萬港元。於截至二零一九年十二月三十一日止年度內，本集團概無收取股息。董事會認為，中國的文化娛樂市場將很快恢復，且本集團於中國創意數碼的投資並不重大，因此，本集團將持有於中國創意數碼的投資並將密切關注中國創意數碼的表現。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Listed Securities Investment — Prime Intelligence Solutions Group Limited (“Prime”)

Prime is a company incorporated in Cayman Islands which is listed on GEM of the Stock Exchange (stock code: 8379). Prime is principally engaged in sales of biometrics identification devices and other devices and accessories and provision of auxiliary and other services. Based on the quarterly report for the nine months ended 31 December 2019 of Prime, the net loss for the period was approximately HK\$4.6 million. Comparing with the net loss of approximately HK\$2.2 million for the nine months ended 31 December 2018, the increase of the net loss of Prime was mainly attributable to (i) the administrative expenses increased by approximately HK\$1.5 million; and (ii) gross profit decreased by approximately HK\$1.3 million. The net asset value of Prime as at 31 December 2019 was approximately HK\$90.2 million. No dividend was received by the Group during the year ended 31 December 2019. The Board believes that the biometrics technology is the global trend and the investment in Prime by the Group was not significant amount and therefore the Group would hold the investment in Prime and will closely monitor the performance of Prime.

上市證券投資 — 匯安智能科技集團有限公司 (「匯安」)

匯安為一間於開曼群島註冊成立的公司，其於聯交所GEM上市(股票代碼：8379)。匯安主要從事銷售生物特徵識別裝置以及其他裝置及配件以及提供配套及其他服務業務。基於匯安截至二零一九年十二月三十一日止九個月的季度報告，期內虧損淨額約為4.6百萬港元。截至二零一八年十二月三十一日止九個月的虧損淨額約為2.2百萬港元，匯安的虧損淨額增加乃主要由於(i)行政開支增加約1.5百萬港元；及(ii)毛利減少約1.3百萬港元所致。匯安於二零一九年十二月三十一日的資產淨值約為90.2百萬港元。於截至二零一九年十二月三十一日止年度內，本集團概無收取股息。董事會認為，生物識別技術乃全球趨勢，且本集團於匯安的投資並不重大，本集團將持有於匯安的投資並將密切關注匯安的表現。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Loan Note Investment — 深圳達隆包裝機械設備有限公司 (“達隆包裝機械”)

達隆包裝機械 is a private entity established in PRC, which is principally engaged in providing integrated R&D, design, sales and after-sales service in packaging equipment. In the past years, the 達隆包裝機械 was developing and producing intelligent air traffic control aircraft, which was an important tool for the development of air traffic control technology in China's civil aviation airports. The Group held a loan note issued by 達隆包裝機械 with fixed interest at 10% per annum (“LN2”) and was measured at amortised cost. The interest income recognised of the Group from LN2 for the year ended 31 December 2019 was approximately HK\$2.4 million (2018: HK\$316,000). The impairment loss recognised for the year was approximately HK\$917,000. Based on the latest management account of 達隆包裝機械, the unaudited net profit for the year ended 31 December 2019 was RMB1,055,000 and its net asset value as at 31 December 2019 was approximately RMB14.4 million. The packaging equipment market was set to grow from its current market value of more than US\$38 billion to more than US\$47 billion by 2024, according to a new research report from Global Market Insights Inc. Demand for packaging equipment is primarily driven by the development of energy-efficient equipment, increasing adoption of automated packaging machines and consumer demand for personal care goods. The Board considered that the packaging equipment industry has great potential, and the financial performance was same as the expectation and also expected that 達隆包裝機械 will keep the growth trend in future. Therefore, holding the fixed interest income from loan notes was interest of the Group to obtain a stable cash inflow.

貸款票據投資 — 深圳達隆包裝機械設備有限公司 (“達隆包裝機械”)

達隆包裝機械為一間於中國成立的私營實體，主要從事提供包裝設備的綜合研發、設計、銷售及售後服務。過去幾年，達隆包裝機械開發及生產智能空中交通管制航空器，為中國民航機場空中交通管制技術發展的重要工具。本集團持有一項達隆包裝機械發行的貸款票據，按10%的固定年利率計息（「貸款票據2」）並按攤銷成本計量。本集團於截至二零一九年十二月三十一日止年度自貸款票據2確認的利息收入約為2.4百萬港元（二零一八年：316,000港元）。於本年度內確認的減值虧損約為917,000港元。基於達隆包裝機械的最新管理賬目，截至二零一九年十二月三十一日止年度的未經審核淨利潤為人民幣1,055,000元，且於二零一九年十二月三十一日的資產淨值約為人民幣14.4百萬元。根據Global Market Insights Inc.的最新研究報告，包裝設備市場將由目前市值超過380億美元增長至二零二四年的超過470億美元。包裝設備的需求主要受到節能設備的開發、越來越多自動化包裝機械的採用及個人護理用品的消費需求增長而推動。董事會認為，包裝設備行業潛力龐大，達隆包裝機械的財務表現與預期一致，亦預期達隆包裝機械於日後將保持增長勢頭。因此，持有貸款票據的固定利息收入有利於本集團獲得穩定的現金流入。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2019, the Group employed a total of 3 full-time employees, including the executive directors of the Company. Employees' remuneration are fixed and determined with reference to the market remuneration.

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

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

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

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

僱員及薪酬政策

於二零一九年十二月三十一日，本集團共有3名全職職員，包括本公司執行董事。僱員酬金為固定金額，乃參照市場標準釐定。

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

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

風險管理及內部監控系統

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

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

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

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

EXPOSURES TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

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

CONTINGENT LIABILITIES

As at 31 December 2019, the Group had no significant contingent liabilities.

PLEDGE OF ASSETS

As at 31 December 2019, the Group's trading securities of carrying amount of approximately HK\$1,715,000 (2018: Nil) were pledged to a securities broker to secure margin loan borrowed by the Group.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in in this report, the Group did not have other plan for material investments or acquisition of material capital assets as at 31 December 2019.

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

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

匯率波動風險及相關對沖措施

本集團無重大外幣匯率波動風險，因此並無採用任何金融工具對沖該等風險。

或然負債

於二零一九年十二月三十一日，本集團並無任何重大或然負債。

資產抵押

於二零一九年十二月三十一日，本集團賬面值約1,715,000港元(二零一八年：無)的交易證券質押予證券經紀，以取得本集團借入的保證金貸款。

重大投資或資本資產未來計劃

除本報告所披露者外，本集團於二零一九年十二月三十一日無其他重大投資或資本資產收購計劃。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

1 Background

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

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

The principal activities of the Group are investments in securities listed on recognised stock exchanges and unlisted investments with potential for earning growth and capital appreciation. The Group mainly invests Hong Kong listed companies and unlisted companies including but not limited to real estate property, financial and electronic payment service providers. This ESG Report covers the Group’s overall performance in two subject areas, namely, Environmental and Social of the business operations in Hong Kong from 1 January 2019 to 31 December 2019 (the “year” or “2019”), unless otherwise stated.

2 Stakeholder Engagement and Materiality

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

3 Stakeholders’ Feedback

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

1 背景資料

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

本公司為一家在開曼群島註冊成立並於百慕達存續之有限公司。其股份在聯交所上市。

本集團之主要業務為投資在認可證券交易所上市之證券及具盈利增長與資本增值潛力之非上市投資項目。本集團主要投資於香港上市公司及非上市公司，包括(但不限於)房地產、金融及電子付款服務供應商。除另有說明者外，本環境、社會及管治報告涵蓋本集團香港業務營運自二零一九年一月一日至二零一九年十二月三十一日(「本年度」或「二零一九年」)在兩大類主要範疇的整體表現，即環境與社會。

2 權益人參與及重要性

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

3 權益人意見

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

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

4 The Group's Sustainability Mission and Vision

Mission

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

Vision on ESG

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

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

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

4 本集團的可持續發展使命與願景

使命

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

有關環境、社會及管治的願景

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

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

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

A. Environmental

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

Type of emission sources that the Group involved during the year was mainly electricity and paper. The Group's business did not involve in production-related air, water, and land pollutions which are regulated under national laws and regulations. There were no water consumption and packaging materials involved in the Group's business operation. During the year, the total floor area coverage of the Group was around 50m² (2018: 115.8m²).

A1.1. Emissions Data from Gaseous Fuel Consumption

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

A. 環境

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

於本年度內，本集團所涉及的排放來源類別主要為電及紙張。本集團業務並不涉及受國家法律及法規所規管之生產相關空氣、水質及土地污染。本集團的業務經營中沒有涉及耗水及包裝材料。於本年度內，本集團使用總面積約為50平方米(二零一八年：115.8平方米)。

A1.1. 氣體燃料消耗的排放數據

由於本公司於本年度內並無民用燃料或煤氣消耗，亦無車輛，故並無適用的排放數據。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

A1.2. Greenhouse Gas Emission

A1.2. 溫室氣體排放

		KPI 關鍵績效指標			% increase/ (decrease) 增加/(減少)%
		2019 二零一九年	2018 二零一八年	Unit 單位	
Scope 1	範圍1				
Direct Emission	直接排放	N/A 不適用	N/A 不適用	Tonnes 噸	—
Scope 2	範圍2				
Indirect					
Emission	間接排放	3.53	3.63	Tonnes 噸	(3%)
Scope 3	範圍3				
Other indirect					
Emission	其他間接排放	5.16	1.72	Tonnes 噸	200%
Total	合計	8.69	5.36	Tonnes 噸	62%

During the year, there was 8.69 tonnes (2018: 5.36 tonnes) of carbon dioxide equivalent greenhouse gases (mainly carbon dioxide, methane and nitrous oxide) emitted from the Group's operation. The annual emission intensity of the Group during the year was 0.17 tCO₂e/m² (2018: 0.05 tCO₂e/m²).

於本年度內，本集團之經營活動排放了8.69噸(二零一八年：5.36噸)的二氧化碳當量溫室氣體(主要為二氧化碳、甲烷和氧化亞氮)。本集團的年度排放密度為每平方米0.17噸二氧化碳當量(二零一八年：每平方米0.05噸二氧化碳當量)。

A1.3 Non-hazardous Waste

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

Office Paper

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

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

A2.1 Use of resource — Electricity

During the year, the electricity consumption of the Group was 6,083kWh (2018: 6,723kWh). The decrease of electricity consumption was mainly the result of the Group encouraged its staff to adopt energy saving measures (such as switching off unnecessary lighting and electronic appliances) through reminders and emails.

A1.3 無害廢棄物

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

辦公室用紙

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

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

A2.1 資源使用：電力

於本年度內，本集團的用電量為6,083千瓦時（二零一八年：6,723千瓦時）。用電量減少主要是由於本集團透過提醒及電郵鼓勵其員工採取節能措施（例如關掉不必要的照明及電器）。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

A3 Environmental and Natural Resources

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

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

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

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

B. Social

B1. Employment and Labour Practices

The Group offers competitive remuneration, promotional opportunity, compensation and benefit packages to attract and retain talents. The Group possesses a Remuneration Committee, which regularly reviews its remuneration policy. The Remuneration Committee ensures packages offered by the Group are appealing to employees and in line with the market trend. The Group had a total number of 3 (2018: 4) employees as of 31 December 2019, in which 100% was full time staff in Hong Kong.

A3 環境及天然資源

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

為改善室內空氣質素，本集團已經實行多項空氣污染排放措施，分別為：

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

於本年度內，並無有關環境法律及規例的不合規個案。

B. 社會

B1. 僱傭及勞工常規

本集團提供有競爭力的薪酬、晉升機會、補償及福利待遇，以吸引及挽留人才。本集團設有薪酬委員會，定期檢討其薪酬政策。薪酬委員會確保本集團所提供的薪酬待遇對僱員具有吸引力，並符合市場趨勢。截至二零一九年十二月三十一日，本集團共有3名職員(二零一八年：4名)，全部為在香港上班的全職員工。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

a) Employee's Age and Gender Distribution

a) 僱員年齡及性別分佈

Age Group	年齡組別	2019 二零一九年		2018 二零一八年	
		Male 男	Female 女	Male 男	Female 女
0–15	0至15歲	0%	0%	0%	0%
16–18	16至18歲	0%	0%	0%	0%
19–30	19至30歲	0%	0%	0%	25%
31–45	31至45歲	33%	67%	50%	0%
46–60	46歲至60歲	0%	0%	25%	0%
= 61/>61	61歲或以上	0%	0%	0%	0%
Total	合計	33%	67%	75%	25%

By gender	按性別	2019 二零一九年		2018 二零一八年	
		Male 男	Female 女	Male 男	Female 女
Under employment	受僱	33%	67%	75%	25%

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

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

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

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

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

b) Turnover Rate by Age Group and Gender

Age Group	年齡組別	2019 二零一九年		2018 二零一八年	
		Male 男	Female 女	Male 男	Female 女
0-15	0至15歲	0%	0%	0%	0%
16-18	16至18歲	0%	0%	0%	0%
19-30	19至30歲	0%	0%	0%	0%
31-45	31至45歲	17%	17%	0%	0%
46-60	46歲至60歲	17%	0%	0%	0%
= 61/>61	61歲或以上	0%	0%	0%	0%
Total	合計	34%	17%	0%	0%

b) 按年齡組別及性別劃分流失率

By gender	按性別	2019 二零一九年		2018 二零一八年	
		Male 男	Female 女	Male 男	Female 女
Resigned staff	辭職員工	34%	17%	0%	0%

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

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

B2 Employee Health and Safety

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

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

B2 僱員健康與安全

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

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

a) Occupational Health and Safety Data

Health and Safety	健康與安全	2019 二零一九年		2018 二零一八年	
		Male 男	Female 女	Male 男	Female 女
Number of work-related fatalities	因工作關係死亡數字	0%	0%	0%	0%
Lost days due to work injury	因工傷而損失的工作日數	0%	0%	0%	0%

a) 職業健康與安全數據

B3 Development and Training

The package offered by the Group in relation to development and training includes training covering topics of business operations, policy and procedures of the Group, statutory and regulatory obligations of being a director. Ongoing trainings, briefings and seminars would also be provided to staff after the induction to refresh their professional knowledge and skills.

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

The Group also provides communication channel to its employees. Notices, emails, team briefings serve as the major channels of communication among the management and frontline staff. Performance appraisals and annual surveys also provided platforms for the management and frontline staff to evaluate their performances and voice out their expectations to the Group's future development.

B4 Labour Standard

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

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

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

B3 發展及培訓

本集團就發展及培訓給予的就任須知培訓涵蓋本集團業務運作、政策及程序以及擔任董事的法定及規管義務等課題。在就任後亦會提供持續培訓、簡報及研討會，以重溫其專業知識及技能。

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

本集團亦為其僱員提供溝通渠道。通告、電郵及小組簡報為管理層與前線員工之間的主要溝通渠道。表現評估及年度回顧亦為管理層及前線員工提供平台，以評估其表現，並表達其對本集團未來發展的期望。

B4 勞工準則

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

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

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

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

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

B5 Supply Chain Management

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

B6 Product Responsibility

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

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

B7 Anti-corruption

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

B8 Community Investment

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

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

於本年度內，本集團並無有關違反有關童工或強制勞工法律的不合規個案。

B5 供應鏈管理

本集團訂有政策，在採購各項設備及產品時須從多於一個供應商取得報價。

B6 產品責任

誠如本集團的僱員手冊內所述，禁止向第三方披露內幕消息，因此，與服務相關的消費者數據及私隱事宜受到保護。本集團的業務經營不涉及任何產品或服務相關投訴。

於本年度內，本集團並無有關違反有關產品責任及資料私隱的法律及規例的不合規個案。

B7 反貪污

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

B8 社區投資

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

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Conclusion

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

總結

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

REPORT OF THE DIRECTORS

董事會報告

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

PRINCIPAL ACTIVITIES

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

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

BUSINESS REVIEW

A fair review of the business of the Company and a discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position are provided in the "Chairman's Statement" and "Management Discussion & Analysis" from pages 4 to 5 and pages 6 to 24 of this annual report respectively. The outlook of the Company's business is discussed in the "Chairman Statement" from pages 4 to 5 of this annual report. Description of the principal risks and uncertainties facing the Company can be found throughout this annual report particularly in note 6 to the consolidated financial statements. Particulars of important events affecting the Company that have occurred since the end of the financial year 2019, can be found in note 39 to the consolidated financial statements. Environmental policies and performance are discussed in the "Environmental, Social and Governance Report" from pages 25 to 35 of this annual report.

董事謹此提呈董事會報告，連同本集團截至二零一九年十二月三十一日止年度之經審核綜合財務報表。

主要業務

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

本集團於年內之收入包括銀行存款、貸款和應收款項及可轉換債券所獲得之利息。

業務審視

對本公司業務的中肯審視以及本集團於本年度內之表現以及其業績及財務狀況之相關重大因素的討論及分析，分別在本年報第4至5頁「主席報告」及第6至24頁「管理層討論及分析」提供。本公司業務前景在本年報第4至5頁「主席報告」討論。對本公司面對的主要風險及不明朗因素的描述載於本年報多處，尤其是綜合財務報表附註6。在二零一九財政年度終結後發生的、對本公司有影響的重大事件的詳情，載於綜合財務報表附註39。環境政策及表現在本年報第25至35頁之「環境、社會及管治報告」內討論。

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

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

During the year ended 31 December 2019 and up to the date of this annual report, we have complied in material respects with the relevant rules, laws and regulations in the Cayman Islands, where applicable, and Bermuda, the British Virgin Islands and Hong Kong that have a significant impact on the Group.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

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

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated statement of profit or loss and other comprehensive income on page 78.

The directors do not recommend the payment of any dividend for the year ended 31 December 2019.

RESERVES

Movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 80 and note 33 to the consolidated financial statements respectively.

PROPERTY, PLANT AND EQUIPMENT

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

遵守有關法律及規例

本集團之投資部分由本公司於英屬處女群島成立之附屬公司進行，而本公司本身則為於開曼群島註冊成立並於百慕達存續之有限公司成立，其股份在香港聯合交易所有限公司主板上市。因此，本集團之成立及經營業務須遵守百慕達、英屬處女群島及香港的有關法律及規例。

於截至二零一九年十二月三十一日止年度內及截至本年報日期為止，本集團已於重大方面遵守開曼群島(如適用)及百慕達、英屬處女群島及香港對本集團有重大影響的有關規則、法律及規例。

與僱員、客戶及供應商的重要關係

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

業績及分配

本集團於本年度之業績載於第78頁之綜合損益及其他全面收益表。

董事不建議就截至二零一九年十二月三十一日止年度派付股息。

儲備

有關本集團及本公司之儲備於本年度之變動情況分別載於第80頁之綜合權益變動表及綜合財務報表附註33。

物業、廠房及設備

有關本集團及本公司物業、廠房及設備之變動詳情載於綜合財務報表附註18。

REPORT OF THE DIRECTORS

董事會報告

SHARE CAPITAL

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

DISTRIBUTABLE RESERVES

No distributable reserve of the Company at 31 December 2019, according to the Companies Act of Bermuda.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's bye-laws or applicable laws of Bermuda.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 176.

PURCHASE, SALE OR REDEMPTION OF LISTED SHARES

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

SHARE OPTION SCHEME

The Company does not have share option scheme.

EQUITY-LINKED AGREEMENTS

Save for disclosed in the section “Fund raising activities”, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issues shares were entered into during the year or subsisted at the end of the year.

股本

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

可供分派儲備

根據百慕達《公司法》，本公司於二零一九年十二月三十一日沒有可供分派儲備。

優先購買權

本公司之細則或百慕達適用法例均無載列有關優先購買權之規定。

五年財務概要

本集團最近五個財政年度之業績及資產負債概要載於第176頁。

購回、出售或贖回上市股份

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

購股權計劃

本公司並無任何購股權計劃。

股票掛鈎協議

除「集資活動」一節所披露者外，本公司在本年度中並無訂立，於年末亦不存在將或可能導致本公司發行股份或要求本公司訂立任何將或可能導致本公司發行股份之協議的股票掛鈎協議。

DIRECTORS

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

Wu Ming Gai
Chan Carman Wing Yan (appointed on 25 February 2019)
Wong Chung Yan Sammy
William Keith Jacobsen
Chen Albert
Chan Man Yi
Leung Yin Ting
Jiang Qian
Chau Wai Hing (resigned on 18 February 2019)

Pursuant to the bye-laws of the Company (the "Bye-Laws") and with the recommendation of the nomination committee of the Company, Mr. William Keith Jacobsen, Mr. Wong Chung Yan Sammy, Ms. Leung Yin Ting and Mr. Jiang Qian, being the longest in office, shall retire by rotation at the forthcoming annual general meeting of the Company.

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

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

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

DIRECTORS' SERVICE CONTRACTS

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

董事

年內及截至本報告刊發日期在任之董事如下：

胡銘佳
陳詠欣(於二零一九年二月二十五日獲委任)
黃中仁
葉偉其
陳雅博
陳敏儀
梁燕婷
蔣謙
周偉興(於二零一九年二月十八日辭任)

根據本公司細則(「細則」)及本公司提名委員會推薦，葉偉其先生、黃中仁先生、梁燕婷女士及蔣謙先生(自最近一次當選後任職最長的董事)須於本公司來屆股東週年大會上輪值退任。

葉偉其先生、陳雅博先生及黃中仁先生為非執行董事。

陳敏儀女士、梁燕婷女士及蔣謙先生均為獨立非執行董事。

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

董事之服務合約

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

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

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

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

PERMITTED INDEMNITY PROVISION

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

The Company has taken out insurance against the liabilities and costs associated with defending any proceedings which may be brought against the directors and officers of the Company and its subsidiaries. Such insurance was in force during the year ended 31 December 2019 and remained in force as of the date of this annual report

董事在交易、安排或合約中的權益

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

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

獲准許的彌償條文

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

本公司已經就在可能針對本公司及其附屬公司的董事及高級人員提起的任何法律程序中進行辯護有關的法律責任及費用購買保險。該等保險於截至二零一九年十二月三十一日止年度生效，並於截至本年報日期止期間持續有效。

BIOGRAPHICAL DETAILS OF DIRECTORS

Brief biographical details of Directors are set out below:

Executive Directors:

Mr. Wu Ming Gai, aged 44, joined the Company in July 2015. He was re-designated from a non-executive director to an executive director of the Company effective from 1 March 2016 and appointed as the chairman of the board of directors of the Company in February 2019. He is also a director of each subsidiary of our Company. Mr. Wu is one of the directors and responsible officers of Tiger Securities Asset Management Company Limited (“Tiger Securities”) (as the investment manager of the Company since 1 March 2016). Mr. Wu is currently licensed under the Securities and Futures Commission (“SFC”) to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (assets management) regulated activities accredited to Tiger Securities. He has obtained the Honor Diploma of Accounting from the Hong Kong Shue Yan University in July 1999. He has over 12 years of management experience in fund accounting and asset management. He was the chief operating officer of Tiger Securities from 2007 to 2012 responsible for the overall operation of fund management. Since 2013, he has been the director of the same company responsible for the general management of regulated activities.

Ms. Chan Carman Wing Yan, aged 40, was appointed as an executive director of the Company, and the chairman and a member of investment committee of the Company on 25 February 2019. She was appointed as chief executive officer of the Company on 3 June 2019. She is one of the responsible officers of Bradbury Asset Management (Hong Kong) Limited (“BAM”). Ms. Chan is currently a licensed person to carry out type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”). Ms. Chan holds a Master of Business Administration Degree from the University of Wales, Newport, United Kingdom. She has previous work experiences in Hong Kong, Canada and Europe. She is experienced in dealing in securities, fund management, corporate management, corporate finance and managing investment companies listed under Chapter 21 of the Listing Rules on the Stock Exchange. Before joining BAM as a responsible officer in 2016, Ms. Chan acted as a type 4 (Advising on Securities) and type 9 (asset Management) responsible officer, executive director and chief operating officer of Iridium Capital Limited, a SFC licensed corporation since 2015. From 2011 to 2015, Ms. Chan worked for CU Investment Management Limited, which was the investment manager of National Investments Fund Limited (stock code: 1227), a company listed on the Stock Exchange. Ms. Chan was an independent non-executive director of Dadi International Group Limited (formerly known as Zhi Cheng Holdings Limited) (stock code: 8130), a company listed on GEM of the Stock Exchange, during the period from July 2015 to November 2017.

董事履歷

各董事之履歷載列如下：

執行董事：

胡銘佳先生，現年44歲，於二零一五年七月加入本公司。由二零一六年三月一日起，胡先生由本公司非執行董事調任為執行董事，並於二零一九年二月獲委任為本公司董事會主席。彼亦為本公司各附屬公司的董事。胡先生為泰嘉證券資產管理有限公司（「泰嘉證券」）（由二零一六年三月一日起擔任本公司投資管理人）其中一名董事及負責人員。胡先生目前於香港證券及期貨事務監察委員會（「證監會」）持牌可以隸屬泰嘉證券的身分進行第1類（證券交易）、第4類（就證券提供意見）及第9類（提供資產管理）受規管活動。胡先生於一九九九年七月取得香港樹仁大學之會計學榮譽文憑。其在基金會計及資產管理方面擁有超過12年管理經驗。由二零零七年至二零一二年，胡先生為泰嘉證券營運總監，負責基金管理之整體營運。由二零一三年起，胡先生為該公司董事，負責受規管活動之一般管理。

陳詠欣女士，40歲，於二零一九年二月二十五日獲委任為本公司執行董事，兼本公司投資委員會主席及成員。彼於二零一九年六月三日獲委任為本公司行政總裁。彼為源盛資產管理（香港）有限公司（「源盛資產管理」）的負責人員之一。陳女士現為可從事香港法例第571章證券及期貨條例（「證券及期貨條例」）下第9類（提供資產管理）受規管活動的持牌人士。陳女士持有英國威爾士新港大學工商管理碩士學位。彼曾在香港、加拿大及歐洲工作。彼於證券交易、基金管理、企業管理、企業融資及根據聯交所上市規則第二十一章上市的投資公司管理方面擁有豐富經驗。陳女士在二零一六年加入源盛資產管理擔任負責人員前，曾擔任泓達資產管理有限公司（自二零一五年起持證監會牌照之公司）之第4類（就證券提供意見）及第9類（提供資產管理）負責人員、執行董事兼營運總監。陳女士於二零一一年至二零一五年曾任職富聯投資管理有限公司，該公司曾為國盛投資基金有限公司（於聯交所上市之公司，股份代號：1227）的投資經理。於二零一五年七月至二零一七年十一月期間，陳女士曾為大地國際集團有限公司（前稱智城控股有限公司）（於聯交所GEM上市之公司，股份代號：8130）之獨立非執行董事。

REPORT OF THE DIRECTORS

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Non-executive Directors:

Mr. William Keith Jacobsen, aged 53, is a non-executive Director and member of investment committee of the Company since 17 November 2014. Mr. Jacobsen is the chief executive officer of a licensed corporation to advise on corporate finance matters. He obtained a Bachelor of Laws degree from the University of Hong Kong and a Master of Business Administration from the University of British Columbia. Mr. Jacobsen has more than 25 years of experience in corporate finance and business development. He was an executive director of Auto Italia Holdings Limited (stock code: 720) for the period from 1 January 2012 to 17 October 2015. He was a non-executive director of Ping An Securities Group (Holdings) Limited (stock code: 231) for the period from 12 August 2015 to 30 September 2016. He was also an independent non-executive director of King Stone Energy Group Limited (stock code: 663), Qingdao Holdings International Limited (stock code: 499), Hongda Financial Holding Limited (stock code: 1822), China Financial Leasing Group Limited (stock code: 2312) and Sustainable Forest Holdings Limited (stock code: 723) for the period from 26 September 2008 to 30th September 2011, from 20 June 2008 to 27 September 2014, from 7 January 2013 to 29 August 2014, from 1 February 2013 to 30 April 2015 and from 4 January 2013 to 29 December 2017 respectively. Mr. Jacobsen is currently an independent non-executive director of abc Multiactive Limited (stock code: 8131); an independent non-executive director of KK Culture Holdings Limited (stock code: 550) and an independent non-executive director of Solis Holdings Limited (stock code: 2227).

Mr. Chen Albert, aged 32, was appointed as a non-executive director of the Company on 1 August 2018. He is currently a member of remuneration committee of the Company. He holds a Bachelor of Arts degree in Economics and Computer Science of University of Michigan in the United States of America. Mr. Chen is currently the head of blockchain department of a technology company in crypto-currency industry. He is also founder and chief consultant of a consultancy company, which provides advisory services on start-ups on physical product design, engineering and production. Mr. Chen has over 7 years' experience in his entrepreneurship. Mr. Chen is a son of Mr. Chen Chien Yeh, a substantial shareholder of the Company.

非執行董事：

葉偉其先生，現年53歲，自二零一四年十一月十七日起擔任本公司非執行董事及投資委員會成員。葉先生為一家就機構融資事宜提供意見之持牌法團的行政總裁。他取得香港大學法律學士學位及加拿大英屬哥倫比亞大學工商管理碩士學位。葉先生在企業融資及業務發展方面擁有逾25年經驗。於二零一二年一月一日至二零一五年十月十七日期間，葉先生擔任意達利控股有限公司(股份代號：720)執行董事。於二零一五年八月十二日至二零一六年九月三十日期間，其為平安證券集團(控股)有限公司(股份代號：231)非執行董事。他亦分別於二零零八年九月二十六日至二零一一年九月三十日期間、二零零八年六月二十日至二零一四年九月二十七日期間、二零一三年一月七日至二零一四年八月二十九日期間、二零一三年二月一日至二零一五年四月三十日期間及二零一三年一月四日至二零一七年十二月二十九日期間擔任金山能源集團有限公司(股份代號：663)、青島控股國際有限公司(股份代號：499)、弘達金融控股有限公司(股份代號：1822)、中國金融租賃集團有限公司(股份代號：2312)及永保林業控股有限公司(股份代號：723)之獨立非執行董事。葉先生目前為辰罡科技有限公司(股份代號：8131)之獨立非執行董事、KK文化控股有限公司(股份代號：550)之獨立非執行董事及守益控股有限公司(股份代號：2227)之獨立非執行董事。

陳雅博先生，32歲，於二零一八年八月一日獲委任為本公司非執行董事。彼目前為本公司薪酬委員會成員。彼持有美利堅合眾國密歇根大學頒發的經濟學及電腦科學文學士學位。陳先生目前為加密貨幣行業一家科技公司的區塊鏈部門主管。陳先生亦為一家顧問公司的創辦人及首席顧問，該公司就實體產品的設計、工程技術及生產為初創企業提供諮詢服務。陳先生有超過七年之創業經驗。陳先生為本公司主要股東陳建業的兒子。

Mr. Wong Chung Yan Sammy, aged 55, was appointed as an independent non-executive director of the Company on 23 March 2018, and re-designated as a non-executive director on 14 December 2018. He is currently a member of each of the audit committee and nomination committee of the Company. Mr. Wong holds a Bachelor's degree in Social Science from the Chinese University of Hong Kong. He has over 28 years of financial planning & modeling, investment analysis & execution and project & liquidity management experience in banking and commercial industry. Mr. Wong had held senior management positions in various subsidiaries of certain companies listed in Hong Kong. He is now also a director of a private securities company in Hong Kong. Mr. Wong is currently a director of a subsidiary of the Company namely Studio V Limited.

Independent Non-executive Directors:

Ms. Chan Man Yi, aged 55, was appointed as an independent non-executive director of the Company on 21 August 2018. She is currently the chairman and a member of each of the audit committee and the nomination committee of the Company and a member of the remuneration committee of the Company. Ms. Chan was graduated from the Hong Kong Polytechnic University with a Master's degree in professional accounting and has over 25 years of experience in pension and provident fund industry. Ms. Chan is a member of Hong Kong Institute of Certified Public Accountants. Ms. Chan was the company secretary of Glory Mark Hi-Tech (Holdings) Limited (stock code: 8159) from 4 December 2012 to 10 January 2019 and she is currently an independent non-executive director of Orient Securities International Holdings Limited (stock code: 8001), both companies are listed on the GEM of the Stock Exchange.

Ms. Leung Yin Ting, aged 38, was appointed as an independent non-executive director of the Company on 14 December 2018. She is currently a member of each of the audit committee and remuneration committee of the Company. Ms. Leung is a barrister in Hong Kong and was called to the Bar of Hong Kong in 2013. She is currently an associate member of Hong Kong Institute of Certified Public Accountants and has achieved the specialist qualification in insolvency of HKICPA in 2016. Ms. Leung obtained a Bachelor degree of Laws from University of Warwick, the United Kingdom in 2004, and Postgraduate Certificate in Laws from the University of Hong Kong in 2006. Before pursuing her career in Law, she has more than four years' audit experience in the Big Four accounting firms in Hong Kong.

黃中仁先生，55歲，於二零一八年三月二十三日獲委任為本公司獨立非執行董事，並於二零一八年十二月十四日獲調任為非執行董事。彼現為本公司審核委員會及提名委員會成員。黃先生持有香港中文大學社會科學學士學位。彼於財務策劃及模型、投資分析及執行，以及銀行及商業領域的項目及流動資金管理方面，累積超過28年經驗。黃先生曾於若干香港上市公司的多家附屬公司擔任高級管理職位。彼目前亦為香港一家私人證券公司之董事。黃先生目前為本公司一家附屬公司(Studio V Limited)的董事。

獨立非執行董事：

陳敏儀女士，55歲，於二零一八年八月二十一日獲委任為本公司獨立非執行董事。彼現為本公司審核委員會及提名委員會主席及成員，亦為本公司薪酬委員會成員。陳女士畢業於香港理工大學，獲授專業會計碩士學位，於退休金及公積金行業累積逾25年經驗。陳女士為香港會計師公會會員。自二零一二年十二月四日至二零一九年一月十日陳女士為輝煌科技(控股)有限公司(股份代號：8159)之公司秘書；彼現任東方滙財證券國際控股有限公司(股份代號：8001)之獨立非執行董事，該兩家公司均在聯交所GEM上市。

梁燕婷女士，38歲，於二零一八年十二月十四日獲委任本公司獨立非執行董事。彼現為本公司審核委員會及薪酬委員會成員。梁女士為香港大律師，於二零一三年取得香港大律師資格。彼現時為香港會計師公會之會員，並於二零一六年獲得香港會計師公會的破產重整專項資格。梁女士於二零零四年自英國華威大學獲得法學士學位，並於二零零六年自香港大學獲得法學專業證書。投身法律事業之前，彼於香港四大會計師事務所擁有逾四年審計經驗。

REPORT OF THE DIRECTORS

董事會報告

Mr. Jiang Qian, aged 41, was appointed as an independent non-executive director of the Company on 14 December 2018. He is currently the chairman and a member of remuneration committee of the Company and a member of the nomination committee of the Company. From September 2007 to November 2009, Mr. Jiang worked at an attorney at Davis Polk & Wardwell LLP, where he was involved in the public offering and bond issuance. From January 2010 to November 2011, he worked as a counsel at King & Wood Law Firm (金杜律師事務所), where his practice focuses on capital market and public offerings. From January 2012 to January 2015, he served as a managing director at Bank of New York Mellon, where he was responsible for the management of its legal affairs. From February 2015 to December 2015, Mr. Jiang served as a managing director at China Commodity Merchant Trading Group Limited, a subsidiary of Elion Resources Group (億利資源集團), a company mainly engaged in ecological restoration and clean energy, where he was responsible for its investment and financing in Hong Kong. From December 2015 to June 2018, he served as co-head of the legal department at China Great Wall AMC (International) Holdings Company Limited (中國長城資產(國際)控股有限公司) (formerly known as Great Wall Pan Asia International Investment Company Limited (長城環亞國際投資有限公司)), a company mainly engaged in property investment and financial business, where he was responsible for the management of its legal affairs in Hong Kong. Since November 2018, he has been serving as a partner at Addleshaw Goddard (Hong Kong) LLP, where his practice focuses on debt capital markets and special situation transactions such as restructuring. Mr. Jiang obtained his bachelor's degree in economic law from East China University of Political Science and Law (華東政法大學) in the PRC in July 1999, and his master of laws degree from Northwestern University in the United States in June 2007. Mr. Jiang obtained the legal professional qualification certificate in the PRC in February 2000 and was admitted and licensed to practise as an attorney and counselor in the state of New York of the United States in July 2008. Mr. Jiang is currently an independent non-executive director of China Gingko Education Group Company Limited (stock code: 1851).

蔣謙先生，41歲，於二零一八年十二月十四日獲委任為本公司獨立非執行董事。彼現為本公司薪酬委員會主席及成員，亦為本公司提名委員會成員。自二零零七年九月至二零零九年十一月，蔣先生於達維律師事務所擔任律師，參與公開發售及債券發行。自二零一零年一月至二零一一年十一月，彼於金杜律師事務所擔任法律顧問，專注於資本市場及公開發售事務。自二零一二年一月至二零一五年一月，彼於紐約梅隆銀行擔任董事總經理，負責管理法律事務。自二零一五年二月至二零一五年十二月，蔣先生於China Commodity Merchant Trading Group Limited (為億利資源集團的附屬公司，主要從事生態修復及清潔能源業務)擔任董事總經理，負責該公司於香港的投資及融資。自二零一五年十二月至二零一八年六月，彼於中國長城資產(國際)控股有限公司(前稱長城環亞國際投資有限公司，主要從事物業投資及金融業務)擔任法務部聯席主管，負責管理其香港法律事務。自二零一八年十一月起，彼為安勝格道(香港)有限法律責任合夥律師行之合夥人，主要負責債務資本市場及重組等特殊情況交易。蔣先生於一九九九年七月從中國華東政法大學獲得經濟法學士學位，並於二零零七年六月從美國西北大學獲得法律碩士學位。蔣先生於二零零零年二月於中國取得法律專業資格證書，並於二零零八年七月獲美國紐約州接納並頒授律師及法律顧問執業資格。蔣先生目前為中國銀杏教育集團有限公司(股份代號：1851)的獨立非執行董事。

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

As at 31 December 2019, none of the directors or the chief executive of the Company had, nor were they taken to or deemed to have under Part XV of the SFO, any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) or any interests which are required to be entered into the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of the Listed Issuers (the "Model Code") in the Listing Rules.

At no time during the year ended 31 December 2019 was the Company or any of its subsidiaries, a party to any arrangements to enable the directors or chief executives of the Company (including their spouse and children under 18 years of age) to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporates.

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

於二零一九年十二月三十一日，概無本公司董事或最高行政人員於本公司或其任何相聯法團（具證券及期貨條例第XV部之涵義）之股份、相關股份或債權證中擁有或根據證券及期貨條例第XV部被當作或視為擁有，或本公司根據證券及期貨條例第352條置存之股東名冊所記錄，或根據上市規則之上市發行人董事進行證券交易之標準守則（「標準守則」）而須另行知會本公司及聯交所之任何權益或淡倉。

於截至二零一九年十二月三十一日止年度，本公司或其任何附屬公司概無參與任何安排，致使本公司董事或最高行政人員（包括其配偶及未滿18歲之子女）可透過收購本公司或任何其他法團的股份或債券而獲益。

REPORT OF THE DIRECTORS

董事會報告

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

As at 31 December 2019, the Company had been notified of the following substantial shareholders' interests and short position, being 5% or more of the Company's shares and underlying shares which are required to be recorded in the register of interests in shares and short positions maintained under Section 336 of the SFO:

主要股東於本公司之股份及相關股份之權益及淡倉

於二零一九年十二月三十一日，按證券及期貨條例第336條須置存之股份權益及淡倉登記冊顯示，本公司獲知會以下主要股東擁有本公司股份及相關股份佔5%或以上之權益及淡倉：

Name of shareholders 股東姓名／名稱	Capacity/Nature of Interests 身份／權益性質	Number of ordinary shares held 所持有普通股數目	Percentage of total issued shares of the Company as at 31 December 2019 佔本公司於二零一九年 十二月三十一日之 已發行股份總數百分比
Chen Chien Yeh 陳建業	Beneficial owner/ Beneficial interest 實益擁有人／實益權益	97,830,790 (L)	27.20%
Twu Kai Ting 涂凱婷	Beneficial owner/ Beneficial interest 實益擁有人／實益權益	6,240,000 (L) (Note 2) (附註2)	1.73%
Solution Smart Holdings Limited	Beneficial owner/ Beneficial interest 實益擁有人／實益權益	5,174,000 (L) (Notes 1 & 2) (附註1和2)	1.44%
SW Venture Asia Limited	Interest in a controlled corporation/ Corporate interest 受控制法團權益／法團權益	5,174,000 (L) (Notes 1 & 2) (附註1和2)	1.44%
Yeung Shing Wai 楊成偉	Interest in a controlled corporation/ Corporate interest 受控制法團權益／法團權益	5,174,000 (L) (Notes 1 & 2) (附註1和2)	1.44%

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

(L) — 好倉
(S) — 淡倉

Notes:

附註：

- Solution Smart Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, is wholly owned by SW Venture Asia Limited. SW Venture Asia Limited, a company incorporated in the British Virgin Islands with limited liability, is wholly and beneficially owned by Mr. Yeung Shing Wai. Accordingly, Mr. Yeung Shing Wai and SW Venture Asia Limited are deemed to be interested in the Shares held by Solution Smart Holdings Limited under the SFO.
- Following the completion of the Rights Issue in October 2019, the Company had not received any notifications of disclosure of interests from those shareholders reporting the change in number of shares. Based on the issued shares as at 31 December 2019, the percentage level of those shareholders had been reduced to below 5%.

- Solution Smart Holdings Limited乃一家於英屬處女群島註冊成立之有限公司，由SW Venture Asia Limited全資擁有。SW Venture Asia Limited乃一家於英屬處女群島註冊成立之有限公司，由楊成偉先生全資實益擁有。因此，根據《證券及期貨條例》，楊成偉先生及SW Venture Asia Limited被視為於Solution Smart Holdings Limited所持有之股份中擁有權益。
- 於二零一九年十月完成供股後，本公司尚未自該等股東就匯報股份數目變動收到任何有關利益披露的通知。根據於二零一九年十二月三十一日的已發行股份，該等股東的百分比水平已降至5%以下。

Save as disclosed above, as at 31 December 2019, the Company has not been notified of any other interests or short positions in the shares and underlying shares of the Company which had been recorded in the register required to be kept under Section 336 of the SFO.

MANAGEMENT CONTRACTS

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

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

MAJOR CUSTOMERS AND SUPPLIERS

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

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Significant related party transactions entered by the Group during the year ended 31 December 2019 which also constitute connected transactions or continuing connected transactions under the Listing Rules, are disclosed in note 36(a) to the consolidated financial statements.

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

AUDIT COMMITTEE

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed risk management, internal controls and financial reporting matters including a review of the annual results for the year ended 31 December 2019.

PUBLIC FLOAT

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

除上文所披露者外，於二零一九年十二月三十一日，本公司概無接獲任何通知指有任何其他人士擁有須記錄於根據證券及期貨條例第336條所存置登記冊的本公司股份及相關股份的任何其他權益或淡倉。

管理合約

與本公司業務有關之重大管理合約之詳情載於綜合財務報表附註36。

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

主要客戶及供應商

本集團為一間投資控股公司，故此，董事認為毋須披露本集團客戶及供應商之詳情。

關連交易及持續關連交易

本集團於截至二零一九年十二月三十一日止年度所訂立而構成上市規則下之關連交易或持續關連交易之重大關聯方交易在綜合財務報表附註36(a)中披露。

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

審核委員會

審核委員會已與管理層一同審閱本集團採用之會計原則及慣例，並曾就風險管理、內部監控及財務匯報等事宜進行討論，當中包括審閱截至二零一九年十二月三十一日止年度之全年業績。

公眾持股量

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

REPORT OF THE DIRECTORS

董事會報告

AUDITOR

On 6 January 2017, Elite Partners CPA Limited resigned as auditor of the Company and World Link CPA Limited (“World Link”) was appointed by the Directors to fill such casual vacancy.

World Link, who acted as auditor of the Company for the financial years of 2016, 2017 and 2018, resigned on 23 December 2019 and McMillan Woods (Hong Kong) CPA Limited (“McMillan Woods”) was appointed as auditor of the Company on 23 December 2019.

The financial statements of the Group for the years ended 31 December 2019 have been audited by McMillan Woods. A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint McMillan Woods as the auditor of the Company.

EVENTS AFTER THE REPORTING DATE

Details of significant events occurring after the reporting date are set out in note 39 to the consolidated financial statements.

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

Hong Kong, 20 March 2020

核數師

於二零一七年一月六日，開元信德會計師事務所有限公司辭任本公司核數師，華普天健(香港)會計師事務所有限公司(「華普天健」)獲董事委任以填補有關臨時空缺。

在二零一六、二零一七及二零一八財政年度擔任本公司核數師之華普天健於二零一九年十二月二十三日辭任，而長青(香港)會計師事務所有限公司(「長青」)於二零一九年十二月二十三日獲委任為本公司核數師。

本集團截至二零一九年十二月三十一日止年度之財務報表由長青審核。在本公司應屆股東週年大會上將會提呈決議案，以續聘長青為本公司核數師。

報告日期後事項

報告日期後發生的重大事項的詳情載於綜合財務報表附註39內。

承董事會命
中國天弓控股有限公司
主席
胡銘佳

香港，二零二零年三月二十日

CORPORATE GOVERNANCE

Maintaining high standards of corporate governance in everything we do.

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

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

The Company had met the relevant code provisions set out in the Code during the year, except the deviation from code provision A.2.1 of the Code provides that the roles and responsibilities of chairman and chief executive officer should be separated. Since 3 June 2019, the Company has rectified the deviation mentioned by the appointment of Ms. Chan Carman Wing Yan as the chief executive officer of the Company (“CEO”). Following the appointment of CEO, the Company complied with the requirements under code provision A.2.1 of the Code since 3 June 2019.

The Board will continue to monitor and review the Company’s corporate governance practices to ensure compliance with the Code.

企業管治

在本集團進行一切活動時均維持高水平的企業管治。

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

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

於本年度內，本公司已遵守該守則所載的有關守則條文，惟偏離該守則之守則條文第A.2.1條(其規定主席與行政總裁的角色及責任應有區分)。自二零一九年六月三日起，本公司已修正因委任陳詠欣女士為本公司行政總裁(「行政總裁」)而造成的偏離情況。委任行政總裁後，本公司自二零一九年六月三日起遵守該守則之企業管治守則條文第A.2.1條的要求。

董事會將繼續監察並檢視本公司的企業管治常規，以確保遵守準該守則。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS

Composition

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

All Directors have distinguished themselves in their field of expertise, and have exhibited high standards of personal and professional ethics and integrity. The biographical details of each Director are disclosed on pages 41 to 44 of this annual report.

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

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

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

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

董事會

組成

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

全體董事在本身的專業範圍均為傑出人士，展現出高水準的個人及專業道德及品格。各董事的履歷在本年度報告第41至44頁披露。

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

董事會成員之間並不存有任何關係(包括財務、業務、家屬或其他重大的關係)。

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

各非執行董事(包括獨立非執行董事)的委任為期三年，並須受輪值退任所規限。

Responsibilities of the Board and Management

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

The CEO is responsible for day-to-day management of the Company's operations. She conducts regular meetings with the management of the subsidiaries of the Company, at which operational issues and financial performance are evaluated.

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

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

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

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

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

董事會與管理層的責任

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

行政總裁負責本公司運營的日常管理。彼與本公司的附屬公司管理層定期舉行會議，於會議上評估運營事宜及財務表現。

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

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

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

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

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

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During 2019, the Board held four regular Board meetings at approximately quarterly interval and other Board meetings which were convened when deemed necessary. Due notice and Board papers of regular Board meetings were given to all Directors prior to the meeting in accordance with the Bye-Laws and the Code. Details of individual attendance of Directors at regular Board meetings in 2019 are set out below:

於二零一九年，董事會曾舉行四次定期董事會會議，大約每季一次，以及於認為有需要時召開了其他董事會會議。定期董事會會議之適當通知及董事會文件已根據細則及該守則在會議前送交全體董事。二零一九年之定期董事會會議的董事個別的出席詳情列載如下：

The change of Directors during the year and up to the date of this report and their attendance of the regular Board meetings in 2019:

董事於年內及直至本報告日期的變動以及彼等於二零一九年出席定期董事會會議的詳情：

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

Executive Directors

執行董事

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

Non-executive Directors

非執行董事

Mr. William Keith Jacobsen 葉偉其先生	3/4
Mr. Wong Chung Yan Sammy 黃中仁先生	4/4
Mr. Chen Albert 陳雅博先生	2/4

Independent Non-executive Directors

獨立非執行董事

Ms. Chan Man Yi 陳敏儀女士	4/4
Ms. Leung Yin Ting 梁燕婷女士	4/4
Mr. Jiang Qian 蔣謙先生	3/4

Chairman and Chief Executive Officer

The role of the Chairman (assumed by an executive Director, Mr. Wu Ming Gai on 18 February 2019 and Mr. Chau Wai Hing resigned on 18 February 2019) is separated from that of the CEO (assumed by an executive director, Ms. Chan Carman Wing Yan on 3 June 2019). Such division of responsibilities allows a balance of power between the Board and the management of the Group, and ensures their independence and accountability.

Since 3 June 2019, the CEO, assisted by other executive Director, is responsible for the day-to-day management of the business of the Group, attends to formulation and successful implementation of policies, and assumes full accountability to the Board for all operations of the Group. Prior to 3 June 2019, the role of CEO was performed by the executive Directors of the Company.

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

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

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

主席及行政總裁

主席(由執行董事胡銘佳先生於二零一九年二月十八日擔任，而周偉興先生於二零一九年二月十八日辭任)與行政總裁(由執行董事陳詠欣女士於二零一九年六月三日擔任)的角色互有區分。有關分工使董事會與本集團管理層權力平衡，並確保彼等的獨立性及問責。

自二零一九年六月三日起，行政總裁經由其他執行董事的協助下負責本集團業務的日常管理，處理政策的訂定及成功實行，並就本集團一切營運對董事會承擔全部問責責任。於二零一九年六月三日之前，行政總裁的職責由本公司執行董事履行。

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

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

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

CORPORATE GOVERNANCE REPORT

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Responsibilities of Directors

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

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

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

Board Committees

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

董事責任

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

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

為讓本公司董事可履行其義務，現已有合適的組織架構，清楚界定責任及權限。

董事會委員會

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

Investment Committee

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

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

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

Remuneration Committee

The Board has established a Remuneration Committee, as at the date of this report, the Remuneration Committee comprising, one non-executive Director, namely Mr. Chen Albert and three independent non-executive Directors, namely Mr. Jiang Qian (Chairman), Ms. Chan Man Yi and Ms. Leung Yin Ting.

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

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

Set out below is the summary of work of the Remuneration Committee done in 2019:

- reviewed the remuneration policy for 2019/2020;
- determined the remuneration of executive Directors and senior management; and
- reviewed and made recommendation of the fee of the non-executive Directors (including independent non-executive Directors).

投資委員會

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

投資委員會的權責範圍已獲得董事會批准及採納。

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

薪酬委員會

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

薪酬委員會的權責範圍已參考該守則進行檢討，其載於本公司網站及聯交所網站。

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

以下列載薪酬委員會於二零一九年工作的概要：

- 檢討二零一九／二零二零年度的薪酬政策；
- 釐定執行董事及高級管理層的薪酬；及
- 檢討非執行董事(包括獨立非執行董事)的袍金及提出建議。

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The remuneration of the members of the senior management (including all executive Directors of the Company) by band for the year ended 31 December 2019 is set out below:

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

Further particulars regarding all Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in note 15 to the consolidated financial statements on pages 138 to 141.

於截至二零一九年十二月三十一日止年度內，高級管理層成員(包括本公司全體執行董事)之薪酬等級載列如下：

此外，有關各董事之薪酬及五名最高薪人士之詳情(根據《上市規則》附錄十六須予披露者)，載於第138至141頁之綜合財務報表附註15內。

The Remuneration Committee held two meetings during 2019. Details of individual attendance of its members are set out in the table below:

於二零一九年，薪酬委員會曾舉行兩次會議。其成員的個別出席詳情載於下表：

The change of members of the Remuneration Committee during the year and up to the date of this report and their attendance of the Remuneration Committee meetings in 2019:

薪酬委員會於年內及直至本報告日期的成員變動以及彼等於二零一九年出席薪酬委員會會議的詳情：

Names 姓名	No. of meeting attended/ No. of meeting held 出席會議次數/ 舉行會議次數
Mr. Jiang Qian (<i>Chairman</i>) 蔣謙先生(主席)	1/2
Ms. Chan Man Yi 陳敏儀女士	2/2
Ms. Leung Yin Ting 梁燕婷女士	2/2
Mr. Chen Albert (appointed on 3 June 2019) 陳雅博先生(於二零一九年六月三日獲委任)	0/1
Mr. Wong Chung Yan Sammy (resigned on 3 June 2019) 黃中仁先生(於二零一九年六月三日辭任)	1/1

Audit Committee

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

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

Set out below is the summary of work done in 2019:

- review of the consolidated and condensed financial statements for the year ended 31 December 2018 and for the six months ended 30 June 2019 respectively;
- review of effectiveness of the risk management and internal control systems;
- review of internal audit function;
- review of continuing connected transactions and annual caps;
- review of implementation of policy for employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters;
- review of independent auditor's report and management letter (if any); and
- consideration and approval of 2019 audit fees and audit work, review of engagement letter and make recommendation to the Board on the appointment, re-appointment and resignation of auditor.

As at 31 December 2019, the arrangement for employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters was in place. No reporting has been received by Audit Committee during the year.

審核委員會

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

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

以下列載於二零一九年的工作概要：

- 分別審閱截至二零一八年十二月三十一日止年度以及截至二零一九年六月三十日止六個月的綜合及簡明財務報表；
- 檢討風險管理及內部監控系統是否有效；
- 檢討內部審核功能；
- 覆核持續關連交易及年度上限；
- 檢討本公司僱員可就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注的政策的事實情況；
- 審閱獨立核數師報告及管理建議書(如有)；及
- 考慮及批准二零一九年核數費用及審核工作、審閱委聘函，以及就核數師的委任、重新委任及辭任向董事會提供建議。

於二零一九年十二月三十一日已訂有關於本公司僱員可就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注的安排。於本年度內，審核委員會並無收到任何有關舉報。

CORPORATE GOVERNANCE REPORT

企業管治報告

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

Details of the attendance of Audit Committee meetings in 2019:

Names 姓名	No. of meeting attended/ No. of meeting held 出席會議次數/ 舉行會議次數
Ms. Chan Man Yi (Chairman) 陳敏儀女士(主席)	3/3
Mr. Wong Chung Yan Sammy 黃中仁先生	3/3
Ms. Leung Yin Ting 梁燕婷女士	3/3

Nomination Committee

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

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

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

年內，審核委員會曾舉行三次會議。其成員的個別出席詳情載於下表：

於二零一九年出席審核委員會會議的詳情：

提名委員會

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

提名委員會的權責範圍已參考該守則進行檢討，其載於本公司網站及聯交所網站。

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

Set out below is the summary of work of the Nomination Committee done in 2019:

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

According to the Bye-Laws, the Board has the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board.

During the year, Mr. Chau Wai Hing resigned as an executive Director on 18 February 2019 and Ms. Chan Carman Wing Yan was appointed as an executive Director on 25 February 2019.

The Nomination Committee also nominated and the Board recommended Mr. William Keith Jacobsen, Mr. Wong Chung Yan Sammy, Ms. Leung Yin Ting and Mr. Jiang Qian to retire by rotation and, being eligible, to offer themselves for re-election by shareholders of the Company at the forthcoming 2020 annual general meeting.

In considering the nomination of appointment and/or re-appointment of Directors, the Nomination Committee assessed the relevant candidates on criteria such as integrity, experience, skill, professional qualifications, independent mind and ability to commit time etc, and made recommendation to the Board for approval.

以下列載提名委員會於二零一九年工作的概要：

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

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

於本年度，周偉興先生於二零一九年二月十八日辭任執行董事且陳詠欣女士於二零一九年二月二十五日獲委任為執行董事。

提名委員會亦提名(而董事會已推薦)葉偉其先生、黃中仁先生、梁燕婷女士及蔣謙先生於來屆股東週年大會上輪值告退。所有上述董事均符合資格，並願意在來屆二零二零年股東週年大會上由本公司股東重選。

考慮提名委任及／或重新委任董事時，提名委員會已對相關候選人進行評估，以其誠信、經驗、技能、專業資格、獨立思想及所能付出的時間等作為標準，並向董事會提出建議以獲批准。

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NOMINATION POLICY

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

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

Details of the attendance of Nomination Committee meetings in 2019:

Names
姓名

Ms. Chan Man Yi (*Chairman*)
陳敏儀女士(主席)
Mr. Wong Chung Yan Sammy
黃中仁先生
Mr. Jiang Qian
蔣謙先生

**No. of meeting attended/
No. of meeting held**
出席會議次數/
舉行會議次數

2/2
2/2
1/2

Board Diversity Policy

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

提名政策

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

年內，提名委員會曾舉行兩次會議。其成員的個別出席詳情載於下表：

於二零一九年出席提名委員會會議的詳情：

董事會成員多元化政策

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

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

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

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

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

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

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

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

Directors' Induction and Training

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

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

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

提名委員會亦負責就董事會成員多元化進行檢討及向董事會匯報。

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

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

董事會認為，董事會成員多元化(包括性別多元化)是本業務的重要資產。

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

董事就任須知及培訓

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

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

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

Directors	Reading regulatory updates	Attending expert briefings/ seminars/conferences relevant to the business or Directors' duties
董事	閱讀監管更新資料	出席有關業務或 董事職責之 專家簡介會/ 研討會/會議
Executive Directors		
執行董事		
Ms. Chan Carman Wing Yan (appointed on 25 February 2019) 陳詠欣女士(於二零一九年二月二十五日獲委任)	✓	✓
Mr. Wu Ming Gai 胡銘佳先生	✓	✓
Mr. Chau Wai Hing (resigned on 18 February 2019) 周偉興先生(於二零一九年二月十八日辭任)	N/A 不適用	N/A 不適用
Non-executive Directors		
非執行董事		
Mr. Wong Chung Yan Sammy 黃中仁先生	✓	✓
Mr. William Keith Jacobsen 葉偉其先生	✓	✓
Mr. Chen Albert 陳雅博先生	✓	✓
Independent Non-Executive Directors		
獨立非執行董事		
Ms. Chan Man Yi 陳敏儀女士	✓	✓
Ms. Leung Yin Ting 梁燕婷女士	✓	✓
Mr. Jiang Qian 蔣謙先生	✓	✓

Corporate Governance Functions

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

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

The Board had considered the following corporate governance matters for 2019:

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

COMPANY SECRETARY

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

企業管治職能

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

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

於二零一九年，董事會已考慮以下企業管治事宜：

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

公司秘書

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

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MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, the Company confirmed that in respect of the year ended 31 December 2019, all Directors have complied with the required standard set out in the Model Code.

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

EXTERNAL AUDITOR

On 6 January 2017, Elite Partners CPA Limited resigned as auditor of the Company and World Link CPA Limited ("World Link") was appointed by the Directors to fill the casual vacancy so arising. On 23 December 2019, World Link resigned as auditor of the Company and McMillan Woods (Hong Kong) CPA Limited ("McMillan Woods") was appointed by the Directors to fill the casual vacancy so arising.

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

The Audit Committee reviewed engagement letter and report from the external auditor of the Company, McMillan Woods, confirmed its independence. The Audit Committee also approves their appointment, discusses the scope of their audit, approved the audit fees, and the scope and appropriate fees for any non-audit services requested to be provided by external auditors.

McMillan Woods provided annual audit services in respect of the Company's consolidated financial statements prepared under International Financial Reporting Standards for the year ended 31 December 2019. The consolidated financial statements are prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance and the Listing Rules.

During the year, the fees to World Link, former auditor of the Company, in respect of non-audit services were HK\$65,000.

Services rendered:	HK\$
Non-audit services	
— Review of interim financial information	60,000
— Taxation services	5,000

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載之《標準守則》，作為董事進行證券交易之操守指引。經向所有董事作出特定查詢後，本公司確認，於截至二零一九年十二月三十一日止年度內，所有董事均已經符合《標準守則》所載的規定標準。

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

外聘核數師

於二零一七年一月六日，開元信德會計師事務所有限公司辭任本公司核數師，華普天健(香港)會計師事務所有限公司(「華普天健」)獲董事委任以填補因此產生之臨時空缺。於二零一九年十二月二十三日，華普天健辭任本公司核數師，長青(香港)會計師事務所有限公司(「長青」)獲董事委任以填補因此產生之臨時空缺。

於過去三年內，除上文所披露者外，本公司核數師並無任何其他變動。

審核委員會審閱委任函及由本公司的外聘核數師長青所發出的報告，確定其獨立性。審核委員會亦批准其委任，討論其審核範圍，批准其審核費用，以及要求外聘核數師提供的任何非核數服務的範圍及合適費用。

長青就本公司根據國際財務報告準則編製的截至二零一九年十二月三十一日止年度綜合財務報表提供週年審核服務。綜合財務報表亦根據香港《公司條例》及《上市規則》的披露規定而編製。

於年度內，本公司前核數師華普天健就非核數服務收取的費用為65,000港元。

所提供服務：	港元
非核數服務	
— 審閱中期財務資料	60,000
— 稅務服務	5,000

During the year, remuneration paid/payable to the Company's auditors, McMillan Woods and other McMillan Woods network firms, is as follows:

Services rendered:	HK\$
Audit services	320,000
Non-audit services	
— Review of interim financial information	—
— Risk assessment and internal control review	100,000
— Services in relation to the environmental, social and governance reporting	50,000
— Taxation services	5,000

於本年度內，支付／應付予本公司核數師長青及其他長青網絡內的事務所之酬金如下：

所提供服務：	港元
核數服務	320,000
非核數服務	
— 審閱中期財務資料	—
— 風險評估及內部監控檢討	100,000
— 有關環境、社會及管治報告之服務	50,000
— 稅務服務	5,000

RISK MANAGEMENT AND INTERNAL CONTROL

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

Details of the Risk Management and Internal Control Systems are set out in the section headed "Risk Management and Internal Control Systems" of the "Management Discussion and Analysis" on page 23 to 24 of this annual report.

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

The Board, and through the Audit Committee, has conducted a review of the effectiveness of the Group's risk management and internal control systems for the year ended 31 December 2019 covering all material financial, operational and compliance functions, is of the view that the effectiveness of the risk management and internal control systems of the Group are considered as effective and adequate. Such review also included consideration of the adequacy of resources, staff qualifications and experience and training programmes and budget of the Company's accounting, internal audit (if any) and financial reporting functions.

風險管理及內部監控

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

風險管理及內部監控系統之詳情載於本年報第23至24頁「管理層討論及分析」內「風險管理及內部監控系統」一節。

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

於截至二零一九年十二月三十一日止年度內，董事會本身及透過審核委員會已檢討本集團的風險管理及內部監控系統是否有效，其涵蓋所有重大財務、運作及合規職能，並且認為，本集團的風險管理及內部監控系統為有效及足夠。該檢討亦包括考慮資源、員工資歷及經驗是否足夠，以及考慮員工所接受有關本公司在會計、內部審核(如有)及財務匯報職能方面的培訓課程及有關預算。

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DISSEMINATION OF INSIDE INFORMATION

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

GOING CONCERN

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

SHAREHOLDER COMMUNICATION

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

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

At the annual general meeting held on 28 June 2019 ("2019 AGM"), a separate resolution was proposed by the Chairman in respect of each separate issue, including re-election of retiring Directors. The Chairman of the Board and the Chairman and members of Audit Committee, Nomination Committee, and Remuneration Committee and representatives of World Link attended the 2019 AGM to answer questions of shareholders. Procedure for conducting a poll were explained by the Chairman at the 2019 AGM.

At an extraordinary general meeting held on 11 March 2019 (the "2019 EGM"), resolutions were proposed by the chairman in respect of Change of Domicile, Capital Reorganisation and adoption of the memorandum of continuance and the new Bye-Laws and a special general meeting held on 12 September 2019 (the "2019 SGM") in respect of the Rights Issue. Certain Directors attended the meetings and answered the question of the Shareholders.

發佈內幕消息

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

持續經營

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

與股東的溝通

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

本公司使用多種溝通工具，以確保其股東得悉主要的業務需要。其包括股東週年大會、年度報告、中期報告、各項通告、公告及通函。

在二零一九年六月二十八日舉行之股東週年大會（「二零一九年股東週年大會」）上，主席就每項獨立的事宜（包括重選退任董事）個別提出決議案。董事會主席以及審核委員會、提名委員會及薪酬委員會主席及成員及華普天健之代表出席了二零一九年股東週年大會，回答股東提問。於二零一九年股東週年大會上，主席已解釋以投票方式進行表決的程序。

於二零一九年三月十一日舉行的特別股東大會上（「二零一九年特別股東大會」），主席就變更公司住所、股本重組、採納存續大綱及新細則提出決議案，並於二零一九年九月十二日就供股問題召開股東特別大會（「二零一九年股東特別大會」）。若干董事出席了會議並回答股東的提問。

Attendance of individual Directors at general meeting(s) in 2019:

個別董事於二零一九年股東大會的出席情況：

	2019 EGM 二零一九年 特別股東大會	2019 SGM 二零一九年 股東特別大會	2019 AGM 二零一九年 股東週年大會
Executive Directors			
執行董事			
Ms. Chan Carman Wing Yan (appointed on 25 February 2019) 陳詠欣女士(於二零一九年二月二十五日獲委任)	✓	✓	✓
Mr. Wu Ming Gai (Chairman) 胡銘佳先生(主席)	✓	✓	✓
Mr. Chau Wai Hing (resigned on 18 February 2019) 周偉興先生(於二零一九年二月十八日辭任)	N/A 不適用	N/A 不適用	N/A 不適用
Non-Executive Directors			
非執行董事			
Mr. Wong Chung Yan Sammy 黃中仁先生	✓	✓	✓
Mr. William Keith Jacobsen 葉偉其先生	✗	✗	✗
Mr. Chen Albert 陳雅博先生	✓	✓	✗
Independent Non-executive Directors			
獨立非執行董事			
Ms. Chan Man Yi 陳敏儀女士	✗	✗	✗
Ms. Leung Yin Ting 梁燕婷女士	✓	✓	✓
Mr. Jiang Qian 蔣謙先生	✗	✗	✗

The forthcoming annual general meeting of the Company will be held on 22 June 2020 which will be conducted by way of poll.

本公司的來屆股東週年大會將於二零二零年六月二十二日舉行，並將以投票表決方式進行。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

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

(a) Procedures for requisitioning a special general meeting

Shareholder(s) of the Company ("Shareholder(s)") holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right to vote at general meetings of the Company may, by written requisition to the Board or the company secretary of the Company signed and deposited in accordance with the bye-laws of the Company and Bermuda Companies Act 1981, require the Directors to call a special general meeting for the transaction of business specified in the requisition.

(b) Procedures for putting enquiries to the Board

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

股東權利及投資者關係

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

(a) 要求召開股東特別大會的程序

本公司的股東（「股東」）倘在提交要求當日持有附帶權利在本公司股東大會上投票之本公司繳足股本不少於十分之一，則可根據本公司之細則及百慕達1981年公司法向董事會或本公司之公司秘書提交已簽署之書面要求，促請董事就處理有關要求所指明之事務而召開股東特別大會。

(b) 向董事會提出查詢的程序

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

(c) Procedures for putting forward proposals at general meetings

Shareholder(s) holding not less than one-twentieth of the paid-up capital of the Company carrying the right to vote at general meetings of the Company or not less than 100 shareholders may, at their expense, provide a written request to the attention of the company secretary of the Company signed and deposited in accordance with the Bermuda Companies Act 1981.

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

Constitutional documents

Due to Change of Domicile, the Company has adopted new memorandum of continuance and new Bye-Laws with effective from 1 April 2019 (Bermuda Time), the date of continuance of the Company under the laws of Bermuda.

The new memorandum of continuance and new Bye-Laws of the Company is available on the Company's website and the website of the Stock Exchange.

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

The Directors acknowledge that it is their responsibilities in preparing the consolidated financial statements. The statement of the Independent Auditor about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on page 70 to 77.

(c) 在股東大會提出建議的程序

持有附帶權利在本公司股東大會上投票之本公司繳足股本不少於二十分之一的股東或不少於100名股東，可根據百慕達1981年公司法向本公司之公司秘書提交已簽署之書面要求，惟費用由彼等自行承擔。

本公司股東提名他人參選董事的程序載於本公司網站。

憲章文件

由於註冊地點變更，本公司已採納自二零一九年四月一日(百慕達時間)(即根據百慕達法律本公司存續之日)起生效的新存續大綱及新細則。

本公司的新存續大綱及新細則載於本公司網站及聯交所網站。

董事編製綜合財務報表的責任及獨立核數師的責任

董事承認他們有編製綜合財務報表的責任。獨立核數師就他們有關綜合財務報表申報責任作出的聲明，載於第70至77頁的獨立核數師報告內。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



TO THE MEMBERS OF COCOON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability and continued in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Cocoon Holdings Limited and its subsidiaries (collectively referred to as the "Group") set out on pages 78 to 175, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by International Accounting Standards Board (the "IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

長青

致中國天弓控股有限公司

(於開曼群島註冊成立並於百慕達存續之有限公司)

全體股東

意見

我們已審核列載於第78至175頁中國天弓控股有限公司及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於二零一九年十二月三十一日的綜合財務狀況表，截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據國際會計準則委員會(「國際會計準則委員會」)頒布的《國際財務報告準則》(「國際財務報告準則」)真實而公平地反映 貴集團於二零一九年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為編製。

意見的基礎

我們已根據香港會計師公會(「香港會計師公會」)頒佈的《香港審計準則》(「香港審計準則」)進行審計工作。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步詳述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於 貴集團，並已遵循守則履行其他道德責任。我們相信，我們所獲得的審計憑證能充足及恰當地為我們的審計意見提供基礎。

KEY AUDIT MATTERS

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

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

Key Audit Matter

關鍵審計事項

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

Refer to significant accounting policies in note 4, critical judgement and estimates in note 5, relevant disclosures in notes 7, 23 and 24 to the consolidated financial statements

The Group had unlisted financial assets at FVTPL and unlisted financial assets at FVTOCI of approximately HK\$19,520,000 and HK\$29,400,000 respectively were measured at fair value as at 31 December 2019. The fair values were assessed by the management based on valuations performed by an independent company of professional valuer ("Valuer") engaged by the Group.

於二零一九年十二月三十一日，貴集團按公允值於損益賬列賬的非上市金融資產及按公允值於其他全面收益列賬的非上市金融資產分別約為19,520,000港元及29,400,000港元，均按公允值計量。公允值乃由管理層基於貴集團委聘的一間獨立專業估值公司（「估值師」）所作估值進行評估。

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

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

關鍵審計事項

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

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

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

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

敬請參閱附註4內的主要會計政策，附註5內的關鍵判斷和估計以及其在綜合財務報表附註7、23及24內的相關披露

Our procedures in relation to this matter included:

我們有關此事項的程序包括：

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matter

關鍵審計事項

We identified the valuation of unlisted financial assets at FVTPL and unlisted financial assets at FVTOCI as a key audit matter as they accounted for approximately 26% of total Group's assets (by value) as at 31 December 2019 and were significant to the Group's capital and financial performance due to a higher degree of complexity, and the significance of management's judgements and unobservable inputs involves in the valuations. The valuations of these unlisted financial instruments involve the application of unobservable inputs such as price to book ratios, discount rates, credit spread and volatility. With different valuation techniques, inputs and assumptions applied, the valuation results can vary significantly.

我們將按公允值於損益賬列賬的非上市金融資產及按公允值於全面其他收益列賬的非上市金融資產的估值識別為關鍵審計事項，原因為其於二零一九年十二月三十一日約佔 貴集團總資產的26%（按價值計），並因其較高的複雜性而對 貴集團的資本及財務表現較為重要，以及估值涉及管理層的重大判斷及不可觀察輸入值。該等非上市金融工具的估值涉及應用不可觀察輸入值，如市淨率、折現率、信用利差及波動等。採用不同的估值技巧、輸入值及假設可導致估值結果產生顯著差異。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

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

Key Audit Matter

關鍵審計事項

Impairment and recoverability of the Group's loan notes

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

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

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

As at 31 December 2019, the Group had held three tranches of loan notes designated at amortised costs with gross carrying value of approximately HK\$86,676,000 ("Loan Notes") and provision for impairment of HK\$5,619,000. Provision is made for lifetime ECL on Loan Notes.

於二零一九年十二月三十一日，貴集團持有了三項指定為按攤銷成本計量的貸款票據，總賬面值約為86,676,000港元（「貸款票據」），減值撥備為5,619,000港元。撥備乃就貸款票據的全期預期信貸虧損作出。

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

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

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

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

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

貴集團貸款票據的減值及可收回性

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

Our procedures in relation to this matter included:

我們有關此事項的程序包括：

- evaluating the design, implementation and operating effectiveness of key internal controls over credit control, debt collection and estimate of ECL;
- 評估對信貸控制、收取債務及估計預期信貸虧損的關鍵內部控制設計、實施及運作有效性；
- assessing the reasonableness of the Group's ECL models by examining the model inputs used by management to form such judgements, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information including the economic variables and assumptions used in each of the economic scenarios and their probability weightings and assessing whether there was an indication of management bias when recognising loss allowances; and
- 透過檢討管理層形成有關判斷所用的模型輸入數據評估貴集團預期信貸虧損模型的合理性，包括測試過往違約數據的準確度、評估過往虧損率有否就目前的經濟狀況及前瞻性資料（包括經濟可變因素以及各經濟情況下所用假設及其機率比重）適當地作出調整及評估是否有跡象顯示管理層確認虧損撥備的偏見；及
- inspected settlements after the financial year end relating to the Loan Notes as at 31 December 2019.
- 於財政年度結束後檢查2019年12月31日的貸款票據償還情況。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 December 2018 were audited by another auditor who expressed an unmodified opinion on those statements on 28 March 2019.

OTHER INFORMATION

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

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

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

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

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

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

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

其他事項

本集團截至二零一八年十二月三十一日止年度的綜合財務報表由另一名核數師審計，該核數師於二零一九年三月二十八日對該等報表發表不經修訂意見。

其他信息

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

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

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

董事及審核委員會就綜合財務報表須承擔的責任

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

在編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並披露（如適用）與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際可行的方案。

審核委員會協助董事履行監督 貴集團財務報告流程的職責。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, 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承擔的責任

我們的目標為合理保證整體綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有我們意見的核數師報告。根據百慕達公司法第90條，我們僅向全體股東報告我們的意見，除此之外本報告別無其他目的。我們概不就本報告的內容對任何其他人士負責或承擔責任。

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

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

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑問。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關資料披露。假若有關的披露不足，則修訂我們的意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不具持續經營的能力。
- 評估綜合財務報表的整體列報方式、架構和內容，包括披露，以及綜合財務報表是否公平地列報相關交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、恰當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們須為審計意見承擔全部責任。

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。除非法律或法規不允許公開披露這些事項，或在極端罕見的情況下，我們認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則我們會在核數師報告中描述此等事項。

McMillan Woods (Hong Kong) CPA Limited

Certified Public Accountants

Lo Ka Ki

Audit Engagement Director

Practising Certificate Number P06633

3/F., Winbase Centre,
208 Queen's Road Central,
Hong Kong

Hong Kong, 20 March 2020

長青(香港)會計師事務所有限公司

執業會計師

盧家麒

審計項目董事

執業證書編號P06633

香港
皇后大道中208號
勝基中心3樓

香港，二零二零年三月二十日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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

		Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Gross proceeds from disposals of trading securities	出售交易證券的所得款項總額		53,057	123,228
Revenue	收入	9	8,988	10,812
Other revenue	其他收入	10	—	410
Other gains and (losses)	其他收益及(虧損)	11	(34,337)	(75,961)
			(25,349)	(64,739)
Other operating expenses	其他經營開支		(6,283)	(9,552)
Finance costs	財務費用	12	(3,729)	(4,167)
Loss before tax	除稅前虧損	13	(35,361)	(78,458)
Income tax	所得稅	14	—	—
Loss for the year	年度虧損		(35,361)	(78,458)
Other comprehensive income, net of tax:	其他全面收益(扣除稅款):			
<i>Item that will not be reclassified to profit or loss:</i>	將不會重新分類至損益的項目:			
— Fair value gain on financial assets at fair value through other comprehensive income ("FVTOCI")	— 按公允值於其他全面收益列賬(「按公允值於其他全面收益列賬」)之金融資產的公允值收益		400	8,676
Loss and total comprehensive expense for the year attributable to owners of the Company	本公司擁有人應佔年內虧損及全面開支總額		(34,961)	(69,782)
				(Restated) (經重述)
Loss per share	每股虧損			
Basic	基本	16	(HK\$0.20 港元)	(HK\$0.76 港元)
Diluted	攤薄		(HK\$0.20 港元)	(HK\$0.76 港元)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December
於十二月三十一日

		Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	10	19
Right-of-use assets	使用權資產	19(a)	475	—
Goodwill	商譽	20	—	—
Other receivables, deposits and prepayments	其他應收款、按金及預付款項	21	3,000	—
Loan notes	貸款票據	22	75,913	45,610
			79,398	45,629
Current assets	流動資產			
Other receivables, deposits and prepayments	其他應收款、按金及預付款項	21	20,874	15,764
Loan notes	貸款票據	22	5,144	10,417
Financial assets at fair value through profit or loss ("FVTPL")	按公允值於損益賬列賬 (「按公允值於損益賬列賬」) 之金融資產	23	26,806	85,069
Financial assets at FVTOCI	按公允值於其他全面收益列賬 之金融資產	24	29,400	35,176
Due from securities brokers	應收證券經紀款項	25	12	12
Bank balances	銀行結餘		28,187	4,779
			110,423	151,217
Current liabilities	流動負債			
Due to securities brokers	應付證券經紀款項	26	2,011	5,190
Other payables and accruals	其他應付款及應計費用	27	1,347	3,801
Lease liabilities	租賃負債	19(b)	282	—
Shareholder's loan	股東貸款	28	—	31,710
Promissory notes	承付票	29	337	834
			3,977	41,535
Net current assets	流動資產淨值		106,446	109,682
Total assets less current liabilities	總資產減流動負債		185,844	155,311
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	19(b)	208	—
Promissory notes	承付票	29	19,920	19,920
			20,128	19,920
Net assets	資產淨值		165,716	135,391
Capital and reserves	資本及儲備			
Share capital	股本	31	35,973	119,909
Reserves	儲備	33	129,743	15,482
Total equity	總權益		165,716	135,391
Net asset value per share	每股資產淨值	34	HK\$0.46 港元	HK\$1.13 港元

Approved and authorised for issue by the Board of Directors on 20 March 2020.

由董事會於二零二零年三月二十日批准及授權刊發。

Wu Ming Gai
胡銘佳
Director
董事

Chan Carman Wing Yan
陳詠欣
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

		Share capital	Share premium	Contributed surplus	Convertible bonds equity reserve	Financial assets at FVTOCI reserve	Accumulated losses	Total reserve	Total
		(Note 33(b)(i))	(Note 33(b)(i))	(Note 33(b)(iv))	(Note 33(b)(ii))	(Note 33(b)(iii))			
						按公允值於其他全面收益列賬之			
					可轉換債券權益儲備	金融資產的儲備			
		股本	股份溢價	實繳盈餘	權益儲備	的儲備	累計虧損	總儲備	總額
		(附註33(b)(i))	(附註33(b)(i))	(附註33(b)(iv))	(附註33(b)(ii))	(附註33(b)(iii))			
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2018	於二零一八年一月一日	85,929	203,918	—	171	—	(115,284)	88,805	174,734
Loss and total comprehensive expenses for the year	本年度虧損及全面開支總額	—	—	—	—	8,676	(78,458)	(69,782)	(69,782)
Issue of shares on placement (note 31)	配售時發行股份(附註31)	33,980	(3,541)	—	—	—	—	(3,541)	30,439
Redemption of convertible bonds (note 28)	贖回可轉換債券(附註28)	—	—	—	(171)	—	171	—	—
Changes in equity for the year	本年度權益變動	33,980	(3,541)	—	(171)	8,676	(78,287)	(73,323)	(39,343)
At 31 December 2018	於二零一八年十二月三十一日	119,909	200,377	—	—	8,676	(193,571)	15,482	135,391
At 31 December 2018	於二零一八年十二月三十一日	119,909	200,377	—	—	8,676	(193,571)	15,482	135,391
Effect of adoption of IFRS 16	採納國際財務報告準則第16號影響	—	—	—	—	—	(9)	(9)	(9)
At 1 January 2019 (restated)	於二零一九年一月一日 (經重述)	119,909	200,377	—	—	8,676	(193,580)	15,473	135,382
Loss and total comprehensive expenses for the year	年度虧損及全面開支總額	—	—	—	—	400	(35,361)	(34,961)	(34,961)
Capital reorganisation (note 31)	股本重組(附註31)	(107,918)	(200,377)	107,918	—	—	200,377	107,918	—
Rights Issue (note 31)	供股(附註31)	23,982	41,313	—	—	—	—	41,313	65,295
Transfer of reserve	轉移儲備	—	—	—	—	1,824	(1,824)	—	—
Changes in equity for the year	本年度權益變動	(83,936)	(159,064)	107,918	—	2,224	163,192	114,270	30,334
At 31 December 2019	於二零一九年十二月三十一日	35,973	41,313	107,918	—	10,900	(30,388)	129,743	165,716

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

	Note	2019	2018
	附註	二零一九年 HK\$'000 千港元	二零一八年 HK\$'000 千港元
Cash flows from operating activities	經營活動之現金流量		
Loss before tax	除稅前虧損	(35,361)	(78,458)
Adjustments for:	調整：		
Interest income	利息收入	(8,988)	(10,812)
Finance costs	財務成本	3,729	4,167
Depreciation of property, plant and equipment	物業、廠房及設備折舊	9	14
Depreciation of right-of-use assets	使用權資產折舊	347	—
Fair value losses on trading securities	交易證券之公允值虧損	9,025	10,817
Fair value losses on convertible bonds designated at financial assets at FVTPL	指定為按公允值於損益賬列賬之金融資產的可轉換債券的公允值虧損	2,146	14,073
Fair value losses on private equity fund designated at financial assets at FVTPL	指定為按公允值於損益賬列賬之金融資產的私募基金公允值虧損	—	5,459
Gain on disposals of convertible bonds designated at financial assets at FVTPL	出售指定為按公允值於損益賬列賬之金融資產的可轉換債券的收益	—	(5,081)
Loss on disposals of loan notes	出售貸款票據虧損	2,064	—
Loss on disposal of unlisted equity investments designated at financial assets at FVTOCI	出售指定為按公允值於其他全面收益列賬之金融資產的非上市股權投資虧損	1,676	—
Impairment losses on loan notes	貸款票據減值虧損	2,598	4,992
Impairment losses on deposits and other receivables	按金減值虧損及其他應收款	538	351
Other payables written back	撤銷其他應付款	—	(120)
Operating loss before working capital changes	未計營運資金變動前之經營虧損	(22,217)	(54,598)
Decrease in trading securities	交易證券減少	21,887	28,696
Decrease in other receivables, deposits and prepayments	其他應收款、按金及預付款項減少	352	1,830
Decrease in amounts due from securities brokers	應收證券經紀款項減少	—	449
(Decrease)/increase in amounts due to securities brokers	應付證券經紀款項(減少)/增加	(3,179)	3,376
(Decrease)/increase in other payables and accruals	其他應付款及應計費用(減少)/增加	(2,454)	2,423
Cash used in operations	經營所用之現金	(5,611)	(17,824)
Interest (paid)/received	(支付)/收取利息	(3,926)	2,808
Net cash used in operating activities	經營活動所用之現金淨額	(9,537)	(15,016)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

	Note	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	附註		
Cash flows from investing activities	投資活動之現金流量		
Interest received	已收利息	1	2
Purchases of property, plant and equipment	購買物業、廠房及設備	—	(4)
Purchases of unlisted equity investments designated at financial assets at FVTOCI	購買指定為按公允值於其他全面收益列賬之金融資產的非上市股權投資	—	(8,000)
Subscription of loan notes	認購貸款票據	—	(5,500)
Deposit paid for potential investment	支付潛在投資按金	—	(10,000)
Net cash from/(used in) investing activities	投資活動所得/(所用)之現金淨額	1	(23,502)
Cash flows from financing activities	融資活動的現金流量		
Proceeds from issue of shares under rights issue, net of expenses	根據供股發行股份所得款項，扣除有關費用後	65,295	—
Principal portion of lease payments (Decrease)/increase in shareholder's loan	租賃付款的本金部分 股東貸款(減少)/增加	(341)	—
Redemption of promissory notes	贖回承付票	(31,710)	30,000
Proceeds from issue of shares on placement, net of expenses	配售時發行股份的所得款項，扣除有關費用後	(300)	(8,530)
Redemption of convertible bonds	贖回可轉換債券	—	30,439
		—	(12,500)
Net cash from financing activities	融資活動之現金淨額	32,944	39,409
Net increase in cash and cash equivalents	現金及現金等額之增加淨額	23,408	891
Cash and cash equivalents at 1 January	於一月一日之現金及現金等額	4,779	3,888
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等額	28,187	4,779
Analysis of the balances of cash and cash equivalents	現金及現金等額結餘分析		
Bank balances	銀行結餘	28,187	4,779

1. GENERAL

Cocoon Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company and continued in Bermuda with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its registered office is Walkers Corporate (Bermuda) Limited, Park Place, 55 Par-la-Ville Road, Third Floor, Hamilton HM11, Bermuda. The principal place of business of the Company is Room 14A, Fortune House, 61 Connaught Road Central, Central, Hong Kong. The principal activities of the Company are investments in securities listed on recognised stock exchanges and unlisted investments with a potential for earnings growth and capital appreciation.

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

The Company has adopted the following investment policies:

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

1. 一般資料

中國天弓控股有限公司(「本公司」)於開曼群島註冊成立為獲豁免有限公司並於百慕達存續之有限公司，其股份在香港聯合交易所有限公司(「聯交所」)上市。其註冊辦事處之地址為Walkers Corporate (Bermuda) Limited, Park Place, 55 Par-La-Ville Road, Third Floor, Hamilton HM11, Bermuda。本公司之主要營業地點為香港中環干諾道中61號福興大廈14A室。本公司的主要業務活動為投資於在認可證券交易所上市之證券及具有盈利增長及資本增值潛力的非上市投資。

本公司投資目標為增加盈利流及其投資的資本增值。

本公司已採納以下投資政策：

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

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1. GENERAL (Continued)

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

The Company may not:

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

2. BASIS OF PREPARATION

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

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

1. 一般資料(續)

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

本公司不得：

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

2. 編製基準

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

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

3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

(a) Application of new and revised IFRSs

The IASB has issued a new IFRS, IFRS 16 Leases, and a number of amendments to IFRSs that are first effective for the current accounting period of the Group.

Except for IFRS 16, none of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

IFRS 16 supersedes IAS 17 *Leases*, and the related interpretations, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC 15 *Operating Leases-Incentives* and SIC 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. IFRS 16 introduced a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less and leases of low-value assets.

Lessor accounting under IFRS 16 is substantially unchanged from IAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in IAS 17. Therefore, IFRS 16 did not have an impact on leases where the Group is the lessor. The lessor accounting requirements are brought forward from IAS 17 substantially unchanged.

IFRS 16 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of an entity.

3. 採用新制訂和經修訂的國際財務報告準則

(a) 應用新制訂和經修訂的國際財務報告準則

國際會計準則理事會已頒佈新訂國際財務報告準則(國際財務報告準則第16號租賃)及若干於本集團當前會計期間首次生效的國際財務報告準則修訂本。

除國際財務報告準則第16號外，概無任何發展對已編製或呈列的本集團於當前或過往期間的業績及財務狀況有重大影響。本集團尚未應用任何在當前會計期間尚未生效的新準則或解釋。

國際財務報告準則第16號取代國際會計準則第17號租賃及相關詮釋、國際財務報告詮釋委員會詮釋第4號釐定安排是否包括租賃、準則詮釋委員會詮釋第15號經營租賃—優惠及準則詮釋委員會詮釋第27號評估涉及租賃法律形式交易之內容。國際財務報告準則第16號就承租人引入單一會計模式，要求承租人就所有租賃確認使用權資產及租賃負債，惟租期為12個月或以下的租賃或低價值資產租賃除外。

國際財務報告準則第16號項下的出租人會計與國際會計準則第17號項下的會計相比並無大幅改變。出租人將繼續使用國際會計準則第17號中的相同劃分原則將租賃劃分為經營租賃或融資租賃。故國際財務報告準則第16號並未對本集團作為出租人的租賃產生影響。轉承自國際會計準則第17號之出租人會計要求大致上維持不變。

國際財務報告準則第16號亦引入額外定性及定量披露規定，旨在令財務報表使用者得以評估租賃對實體的財務狀況、財務業績及現金流量的影響。

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

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

The Group has initially applied IFRS 16 as from 1 January 2019. The Group has elected to use the modified retrospective approach and has therefore recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019. Comparative information has not been restated and continues to be reported under IAS 17.

Further details of the nature and effect of the changes to previous accounting policies and the transition options applied are set out below:

(a) *New definition of a lease*

The change in the definition of a lease mainly relates to the concept of control. IFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

The Group applies the new definition of a lease in IFRS 16 only to contracts that were entered into or changed on or after 1 January 2019. For contracts entered into before 1 January 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases. Accordingly, contracts that were previously assessed as leases under IAS 17 continue to be accounted for as leases under IFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

3. 採用新制訂和經修訂的國際財務報告準則(續)

(a) 應用新制訂和經修訂的國際財務報告準則(續)

本集團自二零一九年一月一日起初始應用國際財務報告準則第16號。本集團選擇採用經修訂追溯方式，因此確認初始應用之累計影響為於二零一九年一月一日期初權益結餘之調整。比較資料並未重述，並繼續按照國際會計準則第17號呈報。

有關過往會計政策變動之性質及影響以及所應用過渡性選擇之進一步詳情載列如下：

(a) *租賃之新定義*

租賃定義之變動主要涉及控制權之概念。國際財務報告準則第16號根據客戶是否於一段時間內控制使用已識別資產而定義租賃，可透過確定使用量釐定。在客戶既有權指示使用已識別資產，亦有權從該用途獲得幾乎所有經濟利益的情況下，則擁有控制權。

本集團僅將國際財務報告準則第16號租賃之新定義應用於二零一九年一月一日或之後訂立或更改之合約。就於二零一九年一月一日前訂立之合約而言，本集團已採用過渡實際權宜方法融入現有安排屬或包含租賃之先前評估。因此，先前根據國際會計準則第17號評估為租賃之合約繼續作為國際財務報告準則第16號項下之租賃入賬，而先前評估為非租賃服務安排之合約繼續入賬為執行合約。

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

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

(b) Lessee accounting and transitional impact

IFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by IAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under IAS 17, other than those short-term leases and leases of low-value assets which are exempt.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied the incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rate applied is 5%.

To ease the transition to IFRS 16, the Group applied the following recognition exemption and practical expedients at the date of initial application of IFRS 16:

- (i) elected to apply the requirements of IFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of IFRS 16, i.e. where the lease term ends on or before 31 December 2019;
- (ii) applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in a similar economic environment;
- (iii) used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group's leases with extension options;

3. 採用新制訂和經修訂的國際財務報告準則(續)

(a) 應用新制訂和經修訂的國際財務報告準則(續)

(b) 承租人會計處理方法及過渡影響

國際財務報告準則第16號取消要求承租人將租賃分類為經營租賃或融資租賃(誠如先前國際會計準則第17號所要求者)。相反,本集團須在身為承租人時將所有租賃資本化,包括先前根據國際會計準則第17號分類為經營租賃之租賃,惟該等免稅的短期租賃及低價值資產租賃除外。

於確認先前分類為經營租賃的租賃的租賃負債時,本集團已應用於首次應用日期相關集團實體的增量借款利率。所應用的加權平均增量借款利率為5%。

為方便過渡至國際財務報告準則第16號,本集團於初始應用國際財務報告準則第16號當日應用下列確認例外情況及實際權宜方法:

- (i) 選擇就確認剩餘租期為於國際財務報告準則第16號初始應用日期起計12個月內結束(即租期於二零一九年十二月三十一日或之前到期)的租賃之租賃負債及使用權資產應用國際財務報告準則第16號的規定;
- (ii) 就類似經濟環境內相似類別相關資產的類似剩餘租期的租賃組合應用單一貼現率;
- (iii) 根據於首次應用日期的事實及情況於事後釐定本集團帶有續租選擇權的租賃的租期。

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

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

(b) Lessee accounting and transitional impact (Continued)

(iv) excluded initial direct costs from measuring the right-of-use assets at the date of initial application; and

(v) relied on the assessment of whether leases are onerous by applying IAS 37 as an alternative to an impairment review.

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

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

3. 採用新制訂和經修訂的國際財務報告準則(續)

(a) 應用新制訂和經修訂的國際財務報告準則(續)

(b) 承租人會計處理方法及過渡影響(續)

(iv) 於首次應用日期計量使用權資產時撇除初始直接成本；及

(v) 透過應用國際會計準則第37號依賴租賃是否屬虧損的評估，作為減值評估的可選擇方案。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

就租賃負債而減免稅款的租賃交易，本集團將國際會計準則第12號所得稅規定分別應用於使用權資產及租賃負債。使用權資產及租賃負債的暫時性差額因申請豁免初始確認而不會於租期進行初始確認。

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

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

(b) Lessee accounting and transitional impact (Continued)

The following table reconciles the operating lease commitments as disclosed in note 37 as at 31 December 2018 to the opening balance for lease liabilities recognised as at 1 January 2019:

		HK\$'000 千港元
Operating lease commitments as at 31 December 2018 disclosed in note 37 to the consolidated financial statements	綜合財務報表附註37中所披露的於二零一八年十二月三十一日的經營租賃承擔	280
Less: total future interest expenses	扣除：未來總利息支出	(5)
Present value of remaining lease payments, discounted using the incremental borrowing rate of 5% and lease liabilities recognised as at 1 January 2019	剩餘租賃付款之現值，使用於二零一九年一月一日確認的5%的增量借貸利率及租賃負債貼現	275
Of which are:	其中：	
Current lease liabilities	流動租賃負債	275

The right-of-use assets in relation to leases previously classified as operating leases have been recognised at an amount equal to the amount recognised for the remaining lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of consolidated financial position at 31 December 2018.

3. 採用新制訂和經修訂的國際財務報告準則(續)

(a) 應用新制訂和經修訂的國際財務報告準則(續)

(b) 承租人會計處理方法及過渡影響(續)

下表載列於二零一八年十二月三十一日之經營租賃承擔(如附註37所披露的)與於二零一九年一月一日已確認租賃負債之期初結餘之對賬：

與先前分類為經營租賃之租賃有關之使用權資產已按相當於剩餘租賃負債已確認金額之金額確認，按於二零一八年十二月三十一日綜合財務狀況表確認之租賃有關之任何預付或應計租賃付款金額作出調整。

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

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

(b) Lessee accounting and transitional impact (Continued)

The following table summaries the impacts of the adoption of IFRS 16 on the Group's consolidated statement of financial position:

Line items in the consolidated statement of financial position impacted by the adoption of IFRS 16	Carrying amount as at 31 December 2018 於二零一八年十二月三十一日之賬面值 HK\$'000 千港元	Recognition of leases 租賃確認 HK\$'000 千港元	Carrying amount as at 1 January 2019 於二零一九年一月一日之賬面值 HK\$'000 千港元
Assets 資產			
Right-of-use assets 使用權資產	—	266	266
Liabilities 負債			
Lease liabilities 租賃負債	—	275	275

(c) Impact of the financial results and cash flows of the Group

After the initial recognition of right-of-use assets and lease liabilities as at 1 January 2019, the Group as a lessee is required to recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. This results in a positive impact on the reported profit from operations in the Group's consolidated statement of profit or loss, as compared to the results if IAS 17 had been applied during the year.

3. 採用新制訂和經修訂的國際財務報告準則(續)

(a) 應用新制訂和經修訂的國際財務報告準則(續)

(b) 承租人會計處理方法及過渡影響(續)

下表概述採納「國際財務報告準則第16號」對本集團綜合財務狀況表的影響：

(c) 對財務業績及集團現金流量的影響

在於二零一九年一月一日初始確認使用權資產及租賃負債後，本集團(作為承租人)須確認租賃負債的未償還餘額中產生的利息開支以及使用權資產的折舊，而非過往以直線基準確認租期內經營租賃產生的租賃開支的政策。與倘於年內應用國際會計準則第17號所得的業績相比，此對本集團合併損益表中錄得的經營溢利產生正面影響。

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

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

(c) Impact of the financial results and cash flows of the Group (Continued)

In the cash flow statement, the Group as a lessee is required to split rentals paid under capitalised leases into their principal element and interest element (note 35(b)). These elements are classified as financing cash outflows and operating cash outflows respectively. Although total cash flows are unaffected, the adoption of IFRS 16 therefore results in a significant change in presentation of cash flows within the cash flow statement (note 35(c)).

The following tables give an indication of the estimated impact of the adoption of IFRS 16 on the Group's financial result and cash flows for the year ended 31 December 2019, by adjusting the amounts reported under IFRS 16 in these consolidated financial statements to compute estimates of the hypothetical amounts that would have been recognised under IAS 17 if this superseded standard had continued to apply in 2019 instead of IFRS 16, and by comparing these hypothetical amounts for 2019 with the actual 2018 corresponding amounts which were prepared under IAS 17.

3. 採用新制訂和經修訂的國際財務報告準則(續)

(a) 應用新制訂和經修訂的國際財務報告準則(續)

(c) 對財務業績及集團現金流量的影響(續)

於現金流量表中，本集團作為承租人必須將根據資本化租賃支付的租金分成其本金部分和利息部分(附註35(b))。該等部分乃分別分類為融資現金流出及經營現金流出。雖然採納「國際財務報告準則第16號」並未對總現金流量造成影響，但仍對現金流量表中現金流量的呈列造成重大變更(附註35(c))。

下表列示採納國際財務報告準則第16號對本集團截至二零一九年十二月三十一日止年度的財務業績及現金流量的估計影響，方法為透過調整根據國際財務報告準則第16號於該等綜合財務報表呈報的金額以計算根據國際會計準則第17號本應確認的估計假設金額(倘此替代準則(非國際財務報告準則第16號)繼續於二零一九年適用)，以及透過將二零一九年的假設金額與於二零一八年根據國際會計準則第17號編製的相應實際金額作比較。

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

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

(c) Impact of the financial results and cash flows of the Group (Continued)

3. 採用新制訂和經修訂的國際財務報告準則(續)

(a) 應用新制訂和經修訂的國際財務報告準則(續)

(c) 對財務業績及集團現金流量的影響(續)

	2019 二零一九年			2018 二零一八年		
Amounts reported under IFRS 16	Add back: IFRS 16 depreciation and interest expense	Deduct: estimated amounts related to operating lease as if under IAS 17 (note 1 & 2)	Hypothetical amounts for 2019 as if under IAS 17	Compared to amounts reported for 2018 under IAS 17		
根據國際財務報告準則第16號呈報的金額 HK\$'000 千港元	撥回： 國際財務報告準則第16號折舊及利息開支 HK\$'000 千港元	扣減： 與經營租賃有關的估計金額，猶如根據國際會計準則第17號(附註1及2) HK\$'000 千港元	二零一九年的假設金額，猶如根據國際會計準則第17號 HK\$'000 千港元	與根據國際會計準則第17號呈報的二零一八年金額比較 HK\$'000 千港元		
Financial result for year ended 31 December 2019 impacted by the adoption of IFRS 16:	受採納根據國際財務報告準則第16號影響的截至二零一九年十二月三十一日止年度的財務業績：					
Loss from operation	經營虧損	(31,632)	347	(355)	(31,640)	(74,291)
Finance costs	融資成本	(3,729)	14	-	(3,715)	(4,167)
Loss before tax and loss for the year	稅前虧損及年內虧損	(35,361)	361	(355)	(35,355)	(78,458)

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

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

(c) Impact of the financial results and cash flows of the Group (Continued)

3. 採用新制訂和經修訂的國際財務報告準則(續)

(a) 應用新制訂和經修訂的國際財務報告準則(續)

(c) 對財務業績及集團現金流量的影響(續)

	2019 二零一九年			2018 二零一八年	
	Amounts reported under IFRS 16	Estimated amounts related to operating leases as if under IAS 17 (note(s) 1 & 2) 與經營租賃有關的估計金額，猶如根據國際會計準則第17號(附註1 & 2)	Hypothetical amounts for 2019 as if under IAS 17 二零一九年的假設金額，猶如根據國際會計準則第17號	Compared to amounts reported for 2018 under IAS 17 與根據國際會計準則第17號呈報的金額比較	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Line items in the consolidated cash flow statement for year ended 31 December 2019 impacted by the adoption of IFRS 16:	受採納根據國際財務報告準則第16號影響的截至二零一九年十二月三十一日止年度的綜合現金流量表項目：				
Cash used in operations	經營所用現金	(5,611)	(355)	(5,966)	(17,824)
Interest element of lease rentals paid	已付租賃租金之利息部分	(14)	14	—	—
Net cash used in operating activities	經營活動所用淨現金	(9,537)	(341)	(9,878)	(15,016)
Capital element of lease rentals paid	已付租賃租金之資本部分	(341)	341	—	—
Net cash used in financing activities	融資活動所用現金淨額	32,944	341	33,285	—

Note 1: The “estimated amounts related to operating leases” is an estimate of the amounts of the cash flows in 2019 that relate to leases which would have been classified as operating leases, if IAS 17 had still applied in 2019. This estimate assumes that there were no difference between rentals and cash flows and that all of the new leases entered into in 2019 would have been classified as operating leases under IAS 17, if IAS 17 had still applied in 2019. Any potential net tax effect is ignored.

Note 2: In this impact table these cash outflows are reclassified from financing to operating in order to compute hypothetical amounts of net cash generated from operating activities and net cash used in financing activities as if IAS 17 still applied.

附註1: 「與經營租賃有關的估計金額」指與在國際會計準則第17號於二零一九年仍然適用之情況下會分類為經營租賃之租賃有關的二零一九年現金流量之金額估計。該估計假設，在國際會計準則第17號於二零一九年仍然適用之情況下，租金與現金流量之間並無差異，且於二零一九年訂立的所有新租約已根據國際會計準則第17號分類為經營租賃。任何潛在淨稅項影響均忽略不計。

附註2: 於此影響表格中，該等現金流出由融資重新分類至經營，以計算經營活動所得之現金淨額及融資活動所用現金淨額的假設金額，猶如國際會計準則第17號仍然適用。

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

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

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to IFRS 3	<i>Definition of a Business</i> ¹
Amendments to IFRS 9, IAS 39 and IFRS 7	<i>Interest Rate Benchmark Reform</i> ¹
Amendments to IFRS 10	<i>Sale or Contribution of Assets between an Investor and its Associate or and IAS 28 (2011) Joint Venture</i> ³
IFRS 17	<i>Insurance Contracts</i> ²
Amendments to IAS 1 and IAS 8	<i>Definition of Material</i> ¹
¹	Effective for accounting periods beginning on or after 1 January 2020
²	Effective for accounting periods beginning on or after 1 January 2021
³	Effective for accounting periods beginning on or after a date to be determined. Early adoption is permitted.

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

3. 採用新制訂和經修訂的國際財務報告準則(續)

(b) 已頒佈但尚未生效的新制訂和經修訂的國際財務報告準則

集團並無於財務報表中採納以下已頒佈但尚未生效的新訂及經修訂之國際財務報告準則：

國際財務報告準則第3號(修訂本)	業務的定義 ¹
國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號(修訂本)	利率基準改革 ¹
國際財務報告準則第10號(修訂本)	投資者與其聯營公司或合營公司之間之資產出售(二零一一年國際會計準則第28號)或投入 ³
國際財務報告準則第17號	保險合同 ²
國際會計準則第1號及國際會計準則第8號(修訂本)	重大的定義 ¹

¹ 對二零二零年一月一日或之後開始之會計期間生效。

² 對二零二一年一月一日或之後開始之會計期間生效。

³ 對特定日期或之後開始之會計期間生效，允許提前應用。

貴集團現正就該等修訂及新訂準則預期於最初應用期間產生的影響進行評估。目前確定，該等修訂及新訂準則的應用不太可能對綜合財務報表產生重大影響。

4. SIGNIFICANT ACCOUNTING POLICIES

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

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

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

(a) Consolidation

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

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

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

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

4. 主要會計政策

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

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

編製本綜合財務報表採用的主要會計政策載於下文。

(a) 綜合賬目

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

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

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

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

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Consolidation (Continued)

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

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

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

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

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

4. 主要會計政策(續)

(a) 綜合賬目(續)

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

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

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

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

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Foreign currency translation

(i) Functional and presentation currency

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

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

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

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

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

4. 主要會計政策(續)

(b) 外幣折算

(i) 功能和列報貨幣

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

(ii) 各實體財務報表內的交易及結餘

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

以公允值計量的以外幣計價的非貨幣性項目應按公允值確定日的匯率折算。

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

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Foreign currency translation (Continued)

(iii) Translation on consolidation

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

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

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

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

4. 主要會計政策(續)

(b) 外幣折算(續)

(iii) 綜合賬目折算

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

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

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

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Property, plant and equipment

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

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

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

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

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

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

4. 主要會計政策(續)

(c) 物業、廠房及設備

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

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

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

租賃物業裝修	租期，但不超過5年
辦公室設備	20%
傢俬及裝置	20%

資產的剩餘價值、使用壽命及折舊法在每個報告期末進行檢討，及在適當時調整。

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

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Operating leases

Leases (applicable from 1 January 2019)

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

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) *Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets not exceeding 5 years.

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

4. 主要會計政策(續)

(d) 經營租賃

租賃(自二零一九年一月一日起應用的政策)

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約為或包含租賃。

本集團作為承租人

本集團對所有租賃(惟短期租賃及低價值資產租賃除外)採取單一確認及計量方法。本集團確認租賃負債以作出租賃款項，而使用權資產指使用相關資產的權利。

(a) *使用權資產*

使用權資產於租賃開始日期(即相關資產可供使用當日)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債的款額、已產生初始直接成本及於開始日期或之前作出的租賃款項減任何已收租賃獎勵。使用權資產按直線法於租賃年期及資產估計使用年期(不超過5年)之較短者折舊。

倘租賃資產之所有權於租賃年期結束時轉讓給本集團，或者成本顯示行使購買選擇權，則用資產的估計使用年期計算折舊。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Operating leases (Continued)

*Leases (applicable from 1 January 2019)
(Continued)*

Group as a lessee (Continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in lease liabilities.

4. 主要會計政策(續)

(d) 經營租賃(續)

*租賃(自二零一九年一月一日起應用的
政策)(續)*

本集團作為承租人(續)

(b) 租賃負債

於租賃開始日期，本集團確認以租賃期內作出的租賃款項現值計量租賃負債。租賃款項包括定額付款(含實質定額款項)減任何應收租賃獎勵款項、取決於指數或利率的可變租賃款項以及預期根據剩餘價值擔保下支付的金額。租賃款項亦包括本集團合理確定行使的購買選擇權的行使價及倘在租賃期內反映本集團正行使終止選擇權時，有關終止租賃支付的罰款。不取決於指數或利率的可變租賃款項在出現觸發付款的事件或條件的期間內確認為支出。

於計算租賃款項的現值時，由於租賃內所含利率不易釐定，故本集團應用租賃開始日期的增量借款利率計算。於開始日期後，租賃負債金額的增加反映利息的增加，並因支付租賃款項而減少。此外，倘有任何修改，租期變更、租賃款項變更(例如指數或比率的變更導致對未來租賃付款發生變化)或購買相關資產的選擇權評估的變更，則重新計量租賃負債的賬面值。

本集團的租賃負債納入租賃負債。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Operating leases (Continued)

*Leases (applicable from 1 January 2019)
(Continued)*

Group as a lessee (Continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the rewards and risks and rewards incidental to ownership of an underlying assets to the lessee Group, other than legal title, are accounted for as finance leases.

4. 主要會計政策(續)

(d) 經營租賃(續)

租賃(自二零一九年一月一日起應用的政策)(續)

本集團作為承租人(續)

(c) 短期租賃及低價值資產租賃

本集團對短期租賃機器及設備應用短期租賃確認豁免(即自租賃開始日期起計租期為十二個月或以下,並且不包含購買選擇權的租賃)。低價值資產租賃的確認豁免亦應用於被認為低價值的辦公室設備及筆記本電腦租賃。

本集團作為出租人

倘本集團作為出租人,則於租賃形成(或者租賃變動時)將其劃分為經營租賃或融資租賃。

所有本集團並未轉讓資產所有權所附帶的絕大部分風險及回報的租賃歸類為經營租賃。當合同同時包括租賃及非租賃部分時,本集團基於相對獨立銷售價格基準將合同代價分配給每個部分。鑒於其經營性質,租金收入於租期內按直線法列賬並納入損益表之收益。於磋商及安排經營租賃時產生的初始直接成本乃計入租賃資產的賬面值,並於租期內按相同方法確認為租金收入。或然租金乃於所賺取的期間內確認為收益。

將有關資產所有權(法定業權除外)附帶的絕大部分重大風險及回報轉移至本集團的租賃按融資租賃作會計處理。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Operating leases (Continued)

Leases (applicable before 1 January 2019)

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

4. 主要會計政策(續)

(d) 經營租賃(續)

租賃(於二零一九年一月一日前適用)

將有關資產所有權(法定業權除外)的絕大部分重大風險及回報轉移至本集團的租賃按融資租賃作會計處理。設立金融租賃時，租賃資產的成本按最低租賃付款之現值資本化，並且與義務一併錄入(不含利息部分)，以反映購買或融資。資本化金融租賃項下所持資產(包含根據金融租賃預付的土地租賃款)計入物業、廠房及設備，並且於租賃年期及資產的估計可使用年期二者間較短者攤銷。該等租賃之財務成本於損益表扣除，從而在租賃年期內提供一個固定定期扣除率。

凡根據具融資性質之租賃合約購入之資產，皆以融資租賃入賬，惟須按其估計可使用年期予以折舊。

凡資產擁有權之絕大部分回報與風險繼續歸出租人所有之租賃，均以經營租賃入賬。倘本集團為出租人，本集團根據經營租賃出租之資產計入非流動資產，根據經營租賃應收之租金按租賃年期以直線法計入損益表。倘本集團為承租人，根據經營租賃應付之租金(扣除收取的任何獎勵)按租賃年期以直線法自損益表扣除。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Recognition and derecognition of financial instruments

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

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

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

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

4. 主要會計政策(續)

(e) 確認及終止確認金融工具

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

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

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

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

(f) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

4. 主要會計政策(續)

(e) 確認及終止確認金融工具(續)

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

(f) 金融資產

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

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial assets (Continued)

Debt investments

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

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

4. 主要會計政策(續)

(f) 金融資產(續)

債務工具

本集團持有的債務工具分為以下兩個計量類別：

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial assets (Continued)

Equity investments

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

(g) Other receivables

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

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

(h) Cash and cash equivalents

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

4. 主要會計政策(續)

(f) 金融資產(續)

股權投資

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

(g) 其他應收款

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

其他應收款按攤餘成本以實際利率法扣除信貸虧損撥備後列賬。

(h) 現金及現金等額

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

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument under IFRSs. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(j) Borrowings

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

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

(k) Convertible bonds

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

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

4. 主要會計政策(續)

(i) 金融負債及權益工具

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

(j) 借款

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

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

(k) 可轉換債券

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

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Other payables

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

(m) Equity instruments

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

(n) Revenue recognition

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

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

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

4. 主要會計政策(續)

(l) 其他應付款

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

(m) 權益工具

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

(n) 收入確認

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

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

股息收入於股東收取付款的權利確立時確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Employee benefits

(i) Employee leave entitlements

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

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

(ii) Pension obligations

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

(iii) Termination benefits

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

4. 主要會計政策(續)

(o) 僱員福利

(i) 僱員假期權益

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

僱員的病假和產假權益在休假前不作確認。

(ii) 退休金義務

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

(iii) 辭退福利

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Borrowing costs

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

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

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

(q) Taxation

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

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

4. 主要會計政策(續)

(p) 借款成本

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

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

所有其他借款成本應在其發生的期間於損益確認。

(q) 稅項

所得稅指當期稅項和遞延稅項的總和。

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

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Taxation (Continued)

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

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

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

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

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

4. 主要會計政策(續)

(q) 稅項(續)

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

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

遞延稅項資產的賬面金額會在每一報告期末進行複核，並於不再可能獲得足夠的應納稅所得額來抵扣所有或部分資產時調減。

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

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Taxation (Continued)

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

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

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

(r) Impairment of non-financial assets

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

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

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

4. 主要會計政策(續)

(q) 稅項(續)

為計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項，本集團首先釐定稅項扣減是否歸屬於使用權資產或租賃負債。

就稅項扣減歸屬於租賃負債租賃交易而言，本集團就使用權資產及租賃負債獨立應用國際會計準則第12號的規定。由於應用初步確認豁免，使用權資產及租賃負債的暫時性差異並未於初步確認時及於租期內確認。

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

(r) 非金融資產減值

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

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

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

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Impairment of financial assets

Impairment under ECL model

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

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

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

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

4. 主要會計政策(續)

(s) 金融資產的減值

預期信貸虧損模式項下的減值

本集團就根據國際財務報告準則第9號減值的金融資產(包括其他應收款、貸款票據、應收證券經紀款項及銀行結餘)預期信貸虧損確認虧損撥備。預期信貸虧損金額於各報告日期更新，以反映各項金融工具自初始確認以來的信貸風險變動。

全期預期信貸虧損指金融工具預期使用年內所有可能違約事件所導致的預期信貸虧損。反之，十二個月預期信貸虧損(「十二個月預期信貸虧損」)指預期於報告日期後十二個月內可能發生的金融工具違約事件導致的部分全期預期信貸虧損。

本集團始終為其他應收款、貸款票據及應收證券經紀款項確認全期預期信貸虧損，並就具有類似經濟風險特徵的其他應收款、貸款票據及應收證券經紀款項組合計量全期預期信貸虧損。該等資產的預期信貸虧損採用按客戶風險水平並於相關風險類型應用信貸虧損的概率加權估計所作的資產分析予以估計。信貸虧損的概率加權估計乃基於本集團過往信貸虧損經驗釐定，並就債務人特定因素、整體經濟狀況以及對目前及對於報告日期的狀況預測方向(如適用，包括金錢時間價值)的評估作出調整。

就所有其他金融工具而言，本集團計量與十二個月預期信貸虧損相等的虧損撥備，除非信貸風險自初始確認以來大幅增加，則本集團確認全期預期信貸虧損。是否確認全期預期信貸虧損的評估乃基於自初始確認以來發生違約的可能性或風險大幅增加，而非證實金融資產於報告日期信貸減值，或自初始確認以來實際發生違約事件。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Impairment of financial assets (Continued)

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from financial analysts and governmental bodies, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

4. 主要會計政策(續)

(s) 金融資產的減值(續)

信貸風險大幅增加

於評估金融工具的信貸風險自初始確認以來是否大幅增加時，本集團將金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險進行比較。於進行有關評估時，本集團考慮合理可支持的定量與定性資料，包括毋須額外成本或努力即可獲得的過往經驗及前瞻性資料。所考慮前瞻性資料包括自金融分析師及政府機構獲取的本集團債務人所營運行業的未來前景，以及與本集團核心業務相關的實際及預測經濟資料的各種外部資源。

於評估信貸風險自初始確認以來是否大幅增加時特別須考慮下列資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期嚴重下滑；
- 特定金融工具信貸風險的外部市場指標嚴重惡化；
- 商業、金融或經濟狀況的現有或預期不利變動，預期將嚴重削弱債務人履行其債務責任的能力；
- 債務人經營業績實際或預期大幅下滑；
- 同一債務人其他金融工具的信貸風險大幅增長；
- 債務人規管、經濟或技術環境的實際或預期重大不利變動，導致嚴重削弱債務人履行其債務責任的能力。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrate otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

A financial instrument is determined to have low credit risk if (i) the financial instrument has a low risk of default (i.e. no default history), (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a financial instrument to have low credit risk when it has internal or external credit rating of “investment grade” as per globally understood definition.

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

4. 主要會計政策(續)

(s) 金融資產的減值(續)

信貸風險大幅增加(續)

不論上述評估結果如何，倘合約付款逾期超過30日，則本集團假設一項金融資產的信貸風險自初始確認以來已大幅增加，除非本集團有理由及可支持資料證明並非如此。

儘管如上所述，倘金融工具於報告日期釐定為信貸風險較低，則本集團假設該金融工具的信貸風險自初始確認以來並無大幅增加。

倘符合以下條件則金融工具可釐定為信貸風險較低：(i)金融工具的違約風險較低(例如無違約歷史)；(ii)借款人有能力於近期履行其合約現金流量責任及(iii)經濟及商業條件的長期不利變動可能但未必削弱借款人履行其合約現金流量責任的能力。倘一項金融工具的內部與外部信貸評級為全球通用定義的「投資級」，則本集團將其視為信貸風險較低。

本集團定期監控用於識別信貸風險是否大幅增加之標準的有效性，並作適當修訂，以確保該標準在款項逾期前能夠識別信貸風險的大幅增加。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Impairment of financial assets (Continued)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group also considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

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

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

4. 主要會計政策(續)

(s) 金融資產的減值(續)

違約的定義

本集團認為，由於過往經驗表明符合以下標準的應收款項一般無法收回，故以下情況就內部信貸風險管理而言構成違約事件：

- 倘對方違反財務契諾；或
- 內部形成或自外部來源獲得的資料表明債務人不大可能向其債權人(包括本集團)悉數清償債務(不計及本集團所持有的任何抵押品)。

不論上述分析如何，倘工具逾期超過90日，本集團亦認為已發生違約事件，除非本集團有合理可支持資料表明較寬鬆的違約標準更為適宜。

信貸減值的金融資產

倘發生一項或多項事件對金融資產的估計未來現金流量造成不利影響，則該金融資產出現信貸減值。金融資產出現信貸減值的證據包括有關以下事件的可觀察數據：

- 發行人或交易對手存在重大財務困難；
- 違反合約，如拖欠或逾期事件；
- 基於與交易對手財務困難相關的經濟或合約理由，交易對手的放款人向交易對手授出放款人於其他情況下不會考慮的優惠條件；或
- 交易對手可能經歷破產或其他財務重組；或
- 由於財務困難導致該金融資產的活躍市場不再存在。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Impairment of financial assets (Continued)

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are past due over one year, whichever is earlier. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised directly in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the end of each reporting period.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

Where lifetime ECL is measured to cater for cases where evidence of significant increase in credit risk at the individual instrument level may not yet be available. The financial instruments are grouped on the following basis:

- Nature of financial instruments;
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

4. 主要會計政策(續)

(s) 金融資產的減值(續)

撤銷政策

本集團於有資料表明交易對手處於嚴重財務困難且無實際恢復可能(即交易對手已進行清算或進入破產程序),或貿易應收款項逾期超過一年時(以較早者為準)撤銷金融資產。撤銷之金融資產仍可根據本集團收回程序經考慮適用法律意見後強制執行。任何收回款項直接於損益確認。

預期信貸虧損的計量與確認

預期信貸虧損計量乃違約概率、違約損失率程度(即倘違約損失的程度)及違約風險的函數。違約概率及違約損失率程度的評估乃根據歷史數據作出,並根據上述前瞻性資料調整。金融資產的違約風險則由該資產於各報告期末的總賬面值表示。

金融資產的預期信貸虧損估計為本集團根據合約應收的所有合約現金流量與本集團預期收取的所有現金流量之間的差額,並按原有實際利率折現。

倘無法獲得證據表明個別工具的信貨風險大幅增長,則計量全期預期信貸虧損。金融工具按以下基準分組:

- 金融工具的性質;
- 逾期情況;
- 債務人的性質、規模及行業;及
- 可得的外部信貸評級。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Impairment of financial assets (Continued)

Measurement and recognition of ECL (Continued)

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12m ECL at the current reporting date.

The Group recognises an impairment gain or loss in the profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

(t) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

4. 主要會計政策(續)

(s) 金融資產的減值(續)

預期信貸虧損的計量與確認(續)

管理層定期審閱分組情況以確保各組別的構成部分仍具有相似的信貸風險特徵。

倘本集團於前一報告期間按等同於全期預期信貸虧損的金額計量金融工具的虧損撥備，但於本報告日期釐定其不再滿足全期預期信貸虧損的條件，則本集團將於本報告日期按等同於十二個月預期信貸虧損的金額計量虧損撥備。

本集團於損益確認所有金融工具的減值收益或虧損，並透過虧損撥備賬對其賬面值作出相應調整。

(t) 撥備及或然負債

倘若本集團因過去事項而承擔了現有法定義務或推定義務，履行該義務很可能要求經濟利益流出，而該義務的金額可以可靠地估計，便會就該不確定的時間或金額計提撥備並確認負債。如果貨幣時間價值重大，則按預計履行義務所需支出的現值計提撥備。

倘若履行義務不太可能要求經濟利益流出，或是該義務的金額不能可靠地估計，則會將該義務披露為或然負債，除非流出的可能性極小，則作別論。可能承擔的責任的存在僅能通過一個或數個未來事項的發生或不發生予以證實，亦會披露為或然負債，除非流出的可能性極小，則作別論。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Related parties

A related party is a person or entity that is related to the Group.

(A) A person or a close member of that person's family is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Company or of a parent of the Company.

(B) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

4. 主要會計政策(續)

(u) 關聯方

關聯方是指與本集團相關的個人或實體。

(A) 如果適用以下任何情形，則個人或與該個人關係密切的家庭成員與本集團相關聯：

- (i) 對本集團實施控制或共同控制；
- (ii) 對本集團實施重大影響；或
- (iii) 是本公司或本公司母公司的關鍵管理人員的成員。

(B) 如果適用以下任何情形，則某實體與本集團相關聯：

- (i) 該實體和本公司是同一集團的成員（這意味著各母公司、附屬公司和同系附屬公司均相互聯）。
- (ii) 某一實體是另一實體的聯營企業或合營企業（或是另一實體所屬集團的一個成員的聯營企業或合營企業）。
- (iii) 兩家實體都是相同第三方的合營企業。
- (iv) 某一實體是第三方的合營企業並且另一實體是該第三方的聯營企業。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Related parties (Continued)

- (B) An entity is related to the Group if any of the following conditions applies: (Continued)
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (A).
 - (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

(v) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

4. 主要會計政策(續)

(u) 關聯方(續)

- (B) 如果適用以下任何情形，則某實體與本集團相關聯：(續)
- (v) 該實體是為本集團或與本集團關聯的實體的僱員福利而設的離職後福利計劃。如果本集團本身就是此類計劃，營辦僱主也與本集團關聯。
 - (vi) 該實體受(A)項所述個人的控制或共同控制。
 - (vii) (A)(i)項所述的個人對該實體實施重大影響或是該實體(或其母公司)的關鍵管理人員的成員。
 - (viii) 向本公司或本公司的母公司提供關鍵管理人員服務的實體或其所屬集團的任何成員公司。

(v) 報告期後事項

對報告期末本集團的情況提供了進一步資料或顯示持續經營假設不適用的報告期後事項為調整事項，其反映在綜合財務報表內。並非調整事項的報告期後事項在重要時在綜合財務報表附註中披露。

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5. CRITICAL JUDGEMENT AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the financial statements (apart from those involving estimations, which are dealt with below).

(a) Equity investment in private entity designated at financial assets at FVTOCI

As mentioned in note 24 to the consolidated financial statements, the Group had subscribed 20% equity interest of an Anguilla incorporated private entity, Perfect Path Limited (the "Perfect Path"). Despite the Group holds 20% of the voting power in Perfect Path, the unlisted equity investment is designated at financial assets at FVTOCI but not an associate under IAS 28 "Investments in Associates and Joint Ventures". The management is of the opinion that the Group does not have significant influence over Perfect Path as (i) the Group has no right to be represented in the board of directors of Perfect Path; and (ii) the remaining equity interest, being 80% equity interest of Perfect Path is owned by another single shareholder other than the Group.

(b) Significant increase in credit risk

ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward looking information.

Key sources of estimation uncertainty

The key assumption concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

5. 關鍵判斷和關鍵估計

應用會計政策時的關鍵判斷

董事在應用會計政策之過程中已作出以下對財務報表內確認之金額有最重大影響之判斷(涉及估計(於下文討論)之判斷除外)。

(a) 於私人實體的股權投資指定為按公允值於其他全面收益列賬之金融資產

誠如綜合財務報表附註24所述，本集團認購於安圭拉註冊成立之私人實體Perfect Path Limited(「Perfect Path」)的20%股權。雖然本集團持有Perfect Path的20%表決權，但非上市股權投資指定為按公允值於其他全面收益列賬之金融資產，而非國際會計準則第28號「聯營公司及合營企業之投資」所載之聯營公司。管理層認為本集團對Perfect Path並無重大影響力，因為(i)本集團無權委派代表出任Perfect Path的董事會；及(ii)餘下股權(Perfect Path的80%股權)由本集團以外的另一單一股東擁有。

(b) 信貸風險大幅增長

預期信貸虧損就第1階段資產按等於十二個月預期信貸虧損的撥備計量，就第2階段或第3階段資產按全期預期信貸虧損的撥備計量。資產在其信貸風險自初步確認後顯著增加時轉入第2階段。國際財務報告準則第9號並無界定構成信貸風險顯著增加的因素。於評估資產的信貸風險是否顯著上升時，本集團會考慮合理且具支持的定量及定性前瞻性資料。

估計不確定性的關鍵來源

以下討論於報告期末有關未來的關鍵假設以及估計不確定性的其他關鍵來源，並且具有對下一財政年度資產和負債賬面金額造成重大調整的重大風險。

5. CRITICAL JUDGEMENT AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

(a) Fair value of unlisted investments

The unlisted investments of the Group designated at financial assets at FVTPL or financial assets at FVTOCI have been valued using the market observable data of comparable listed companies adjusted for lack of marketability discount or based on the expected future cash flows discounted at current rates applicable for items with similar terms and risk characteristics. These valuations require the management to make estimates about expected future cash flows, credit risk, volatility and discount rates, and hence they are subject to uncertainty. The aggregated fair value of the unlisted investments at 31 December 2019 was approximately HK\$48,920,000 (2018: HK\$88,433,000). Further details are set out in notes 23 and 24 to the consolidated financial statements.

(b) Estimated impairment of loan notes, deposits and other receivables

The Group makes provision for impairment of loan notes, deposits and other receivables based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of reporting period. The amount of the impairment loss based on ECL model is measured at the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

During the year, impairment losses of approximately HK\$2,598,000 (2018: HK\$4,992,000) and HK\$538,000 (2018: HK\$351,000) had been recognised on loan notes and deposits and other receivables respectively.

6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign exchange risk, price risk, credit risk, interest rate risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The board of directors review and agree policies for managing each of these risks and they are summarised below.

5. 關鍵判斷和關鍵估計(續)

估計不確定性的關鍵來源(續)

(a) 非上市投資的公允值

指定為按公允值於損益賬列賬之金融資產或按公允值於其他全面收益列賬之金融資產之本集團非上市投資乃使用可比較上市公司的市場可觀察數據估值並就欠缺市場流通性的折現，或根據預期未來現金流量以類似條款和風險特徵的項目適用的當前利率折現進行調整。估值要求管理層估計預期未來現金流量、信貸風險、波動率及折現率，因此，其受到不確定性的影響。於二零一九年十二月三十一日，非上市投資的公允值總值約為48,920,000港元(二零一八年：88,433,000港元)。有關進一步詳情，載於綜合財務報表附註23及24內。

(b) 貸款票據、按金及其他應收款的估計減值

本集團根據違約風險及預期虧損率的假設就貸款票據、按金及其他應收款計提減值撥備。本集團於作出該等假設時運用了判斷並於報告期末根據本集團過往歷史、現時市場狀況以及前瞻性估計選擇減值計算的輸入數據。基於預期信貸虧損模式的減值虧損金額計量為本集團根據合約應收的所有合約現金流量與本集團預期收取的所有現金流量之間的差額，並按初始確認時釐定的實際利率折現。倘未來現金流量少於預期，或由於事實及情況變動而向下調整，則可能產生重大減值虧損。

於年內已分別就貸款票據及按金以及其他應收款確認減值虧損約2,598,000港元(二零一八年：4,992,000港元)及538,000港元(二零一八年：351,000港元)。

6. 財務風險管理

本集團之活動使其須面對多種財務風險：外匯風險、價格風險、信貸風險、利率風險及流動性風險。本集團之整體風險管理計劃集中於金融市場之不能預知性，並務求儘量減低可能對本集團財務表現構成之不利影響。董事會檢討及議定管理上述各項風險的政策，其概述如下。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(a) Foreign exchange risk

The Group has certain exposure to foreign currency risk as certain of the Group's bank balances are denominated in United State dollar ("US\$").

The Group considers the risk exposure to foreign currency fluctuation is limited as long as the HK\$ remains pegged to the US\$. This analysis is performed on the same basis for the prior year.

The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

(b) Price risk

As set out in note 23 to the consolidated financial statements, the Group's listed investments were designated at financial assets at FVTPL are measured at fair value at the end of each reporting period. Therefore, the Group's investments in listed equity securities are exposed to equity price risk. The management manages this exposure by monitoring the change of market prices of the equity from time to time, and by maintaining a portfolio of investments with different risk profiles.

The sensitivity analysis has been determined based on the exposure to equity price risk. As at 31 December 2019, if the fair value of the Group's listed investments designated at financial assets at FVTPL had been 5% higher/lower while all other variables were held constant, the Group's net loss would decrease/increase by approximately HK\$364,000 (2018: HK\$1,591,000).

(c) Credit risk

The carrying amount of other receivables, deposits, loan notes, due from securities brokers and bank balances included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group has certain exposure to concentrations of credit risk. As at 31 December 2019, the Group has significant concentrations of credit risk as the Group's 100% (2018: 80%) of the carrying amount of loan notes were subscribed from three issuers (2018: two issuers).

6. 財務風險管理(續)

(a) 外匯風險

由於本集團的部分銀行結餘以美元(「美元」)為計值，因此，本集團面臨一定的外幣風險敞口。

本集團認為，只要港元與美元依然掛鉤，外匯波動面臨的風險有限。去年，該分析以相同基礎進行。

本集團目前在外幣交易、資產及負債方面沒有外幣對沖政策。本集團將會密切監察其外幣風險，並會在有需要時考慮對沖重大外幣風險。

(b) 價格風險

如綜合財務報表附註23內所述，本集團指定為按公允值於損益賬列賬之金融資產的上市投資在每個報告期末按公允值計量。因此，本集團的上市權益證券投資面臨權益價格風險。管理層通過不時監察股票市場價格的變化以及通過維持一籃子風險狀況不同的投資來管理這種風險。

敏感性分析乃根據權益價格面臨的風險而確定。於二零一九年十二月三十一日，倘若本集團指定為按公允值於損益賬列賬之金融資產的上市投資的公允值上升/下降5%，而所有其他變量維持不變，本集團的虧損淨額會減少/增加約364,000港元(二零一八年：1,591,000港元)。

(c) 信貸風險

其他應收款、按金、貸款票據、應收證券經紀款項及銀行結餘在財務狀況表內所載的賬面金額為本集團有關金融資產的最大信貸風險。

本集團面臨若干信貸虧損風險集中的風險。於二零一九年十二月三十一日，由於本集團貸款票據賬面值的100%(二零一八年：80%)從三名發行人(二零一八年：兩名發行人)認購，本集團信貸風險高度集中。

6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

In order to minimise credit risk, the Group has delegated its finance team to develop and maintain the Group's credit risk grading to categories exposures according to their degree of risk of default. The finance team uses publicly available financial information and the Group's own historical repayment records to rate its major debtors. The Group's exposure and the credit rating of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Group's current credit risk grading framework comprises the following categories:

Category 類別	Description 說明	Basis of recognising ECL 預期信貸虧損的確認基準
Performing 良好	The counterparty has a low risk of default and does not have any past-due amounts 交易對手違約風險較低，並無任何逾期款項	12m ECL 十二個月預期信貸虧損
Doubtful 存疑	There has been a significant increase in credit risk since initial recognition 信貸風險自初始確認以來大幅增加	Lifetime ECL not credit impaired 全期預期信貸虧損，無信貸減值
In default 違約	There is evidence indicating the asset is credit impaired 有證據表明資產信貸減值	Lifetime ECL credit impaired 全期預期信貸虧損，信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據表明借款人有嚴重財務困難，本集團日後實際上無法收回款項	Amount is written off 撇銷款項

For other receivables and deposits, the directors of the Company make periodic collective assessments as well as individual assessments on the recoverability of other receivables and deposits. The Group has assessed that the ECL of other receivables and deposits was approximately HK\$538,000 (2018: HK\$351,000) as at 31 December 2019 under 12m ECL model.

The Group measures loss allowances for loan notes at an amount equal to lifetime ECLs. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different debtors, the loss allowance based on past due status is not further distinguished between the Group's different debtors.

6. 財務風險管理(續)

(c) 信貸風險(續)

為減少信貸風險，本集團已委派其財務團隊根據違約風險程度制定並將本集團信貸風險評級維持於各風險類別。財務團隊利用公開可得的金融資料及本集團的過往還款記錄對其債務人進行評級。本集團的風險及其交易對手的信用評級受到持續監控，所涉交易的總值於獲批准交易對手中分攤。

本集團現有信貸風險評級框架包括以下類別：

就其他應收款及按金而言，本公司董事定期對其他應收款及按金的可收回程度進行整體及個別評估。本集團評定，其他應收款及按金於二零一九年十二月三十一日於十二個月預期信貸虧損模式項下的預期信貸虧損約為538,000 港元(二零一八年：351,000港元)。

本集團按等同於全期預期信貸虧損的金額計量貸款票據虧損撥備。由於本集團的過往信貸虧損經驗表明不同債務人之間並無顯著不同的虧損模式，故基於逾期情況的虧損撥備並無於本集團各債務人之間作進一步區分。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for loan notes and deposits as at 31 December 2019:

		Expected loss rate	Gross carrying amount	Loss allowance
		預期虧損率	總賬面值	虧損撥備
		%	HK\$'000 千港元	HK\$'000 千港元
Current (not past due)	即期(未逾期)	6.48%	86,675	(5,619)

Expected loss rates are based on actual loss experience over the past three years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the loan notes.

The credit risk on amounts due from securities brokers is limited because the counterparties are well-established securities broker firms in Hong Kong which are subject to compliance requirement under Securities and Futures (Client Money) Rules.

The credit risk on bank balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

(d) Interest rate risk

The Group's loan notes, amounts due from/to securities brokers, convertible bonds and promissory notes bear interests at fixed interest rates and therefore are subject to fair value interest rate risks.

The Group's exposure to interest-rate risk arises from its bank deposits. These bank deposits bear interests at floating rates varied with the then prevailing market condition.

6. 財務風險管理(續)

(c) 信貸風險(續)

下表提供有關本集團於二零一九年十二月三十一日之貸款票據信貸風險及預期信貸虧損的資料：

		Expected loss rate	Gross carrying amount	Loss allowance
		預期虧損率	總賬面值	虧損撥備
		%	HK\$'000 千港元	HK\$'000 千港元
Current (not past due)	即期(未逾期)	6.48%	86,675	(5,619)

預期虧損率乃基於過往三年的實際虧損經驗得出。該等比率經調整以反映收集過往數據之期間的經濟狀況、現時狀況以及本集團對貸款票據預期年期內經濟狀況之看法的不同。

應收證券經紀款項的信貸風險是有限的，因為對方是香港著名的證券經紀行，其須符合《證券及期貨(客戶款項)規則》的合規規定。

銀行結餘的信貸風險是有限的，因為對方是由國際信用評級機構給予較高信貸評級的銀行。

(d) 利率風險

本集團的貸款票據、應收／應付證券經紀款項、可轉換債券及承付票按固定利率計算利息，因此面臨公允值利率風險。

本集團面臨的利率風險源自銀行存款。該等銀行存款按照根據當前市場狀況改變的浮動利率計算利息。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(d) Interest rate risk (Continued)

Except as stated above, the Group does not have other significant interest-bearing assets and liabilities at the end of reporting period, its income and operating cash flows are substantially independent of changes in market interest rates. Sensitivity analysis on cash flow interest rate risk has not been presented as the reasonably possible changes in market interest rate will not have significant impact on the Group's financial statements.

(e) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis based on contractual undiscounted cash flows of the Group's non-derivative financial liabilities is as follows:

6. 財務風險管理(續)

(d) 利率風險(續)

除上文所述者外，於報告期末，本集團並無任何其他重大計息資產及負債，其收益及經營現金流量大致上獨立於市場利率變動。由於市場利率的合理可能變動將不會對本集團的財務報表構成重大影響，因此，並無就現金流量利率風險列報敏感性分析。

(e) 流動資金風險

本集團的政策為定期監察即期及預期流動資金需求，以確保其維持足夠現金儲備，以滿足其短期及長期流動資金需要。

本集團的非衍生金融負債根據合約未折現現金流量所作的到期分析如下：

		On demand and less than 1 year 按要求及 一年以內 HK\$'000 千港元	Between 1 and 2 years 一年至兩年 HK\$'000 千港元	Between 2 and 5 years 兩年至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元
At 31 December 2019	於二零一九年 十二月三十一日				
Due to securities brokers	應付證券經紀款項	2,011	—	—	—
Other payables and accruals	其他應付款及應計費用	1,347	—	—	—
Lease liabilities	租賃負債	300	213	—	—
Promissory notes	承付票	1,491	1,491	12,899	10,200
		5,149	1,704	12,899	10,200
At 31 December 2018	於二零一八年 十二月三十一日				
Due to securities brokers	應付證券經紀款項	5,190	—	—	—
Other payables and accruals	其他應付款及應計費用	3,801	—	—	—
Convertible bonds	可轉換債券	33,600	—	—	—
Promissory notes	承付票	1,124	8,274	18,752	—
		43,715	8,274	18,752	—

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6. FINANCIAL RISK MANAGEMENT (Continued)

(f) Categories of financial instruments at 31 December

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Financial assets:	金融資產：		
Financial assets at amortised cost	按攤餘成本入賬的金融資產	132,920	76,133
Financial assets at FVTPL	按公允值於損益賬列賬之 金融資產	26,806	85,069
Financial assets at FVTOCI	按公允值於其他全面收益列賬之 金融資產	29,400	35,176
Financial liabilities:	金融負債：		
Financial liabilities at amortised cost	按攤餘成本列賬之金融負債	24,105	61,455

(g) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

6. 財務風險管理(續)

(f) 於十二月三十一日的金融工具類別

(g) 公允值

綜合財務狀況表內所反映本集團金融資產及金融負債的賬面金額接近其各自的公允值。

7. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

7. 公允值的計量

公允值，是指市場參與者在計量日發生的有序交易中，出售一項資產所能收到或者轉移一項負債所需支付的價格。以下公允值計量披露使用公允值層次，將公允值計量所使用的估值技術輸入值劃分為三個層次：

第一層次輸入值是本集團在計量日能夠取得的相同資產或負債在活躍市場上未經調整的報價。

第二層次輸入值是除第一層次所含報價外相關資產或負債直接或間接可觀察的輸入值。

第三層次輸入值是相關資產或負債的不可觀察輸入值。

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7. FAIR VALUE MEASUREMENTS (Continued)

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

(a) Disclosures of level fair value hierarchy at 31 December

7. 公允值的計量(續)

本集團的政策為在事件發生當天或導致轉移的情況發生變化的日期確認轉入及轉出三個層次中的任何一個。

(a) 於十二月三十一日的公允值層次披露

		2019 二零一九年			
		Level 1 第一層次 HK\$'000 千港元	Level 2 第二層次 HK\$'000 千港元	Level 3 第三層次 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Recurring fair value measurements:	持續的公允值計量：				
Financial assets at FVTPL	按公允值於損益賬列賬之金融資產				
Equity securities held for trading at market value listed in Hong Kong	為交易而持有的權益證券，按市場價值，香港上市	7,286	—	—	7,286
Convertible bonds designated at financial assets at FVTPL	指定為按公允值於損益賬列賬之金融資產的可轉換債券	—	—	19,520	19,520
Equity investments designated at financial assets at FVTOCI	指定為按公允值於其他全面收益列賬之金融資產的股權投資	—	—	29,400	29,400
Total recurring fair value measurements	持續的公允值計量合計	7,286	—	48,920	56,206
		2018 二零一八年			
		Level 1 第一層次 HK\$'000 千港元	Level 2 第二層次 HK\$'000 千港元	Level 3 第三層次 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Recurring fair value measurements:	持續的公允值計量：				
Financial assets at FVTPL	按公允值於損益賬列賬之金融資產				
Equity securities held for trading at market value listed in Hong Kong	為交易而持有的權益證券，按市場價值，香港上市	31,812	—	—	31,812
Convertible bonds designated at financial assets at FVTPL	指定為按公允值於損益賬列賬之金融資產的可轉換債券	—	—	39,715	39,715
Private equity fund designated at financial assets at FVTPL	指定為按公允值於損益賬列賬之金融資產的私募基金	—	—	13,542	13,542
Equity investments designated at financial assets at FVTOCI	指定為按公允值於其他全面收益列賬之金融資產的股權投資	—	—	35,176	35,176
Total recurring fair value measurements	持續的公允值計量合計	31,812	—	88,433	120,245

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7. FAIR VALUE MEASUREMENTS (Continued)

(b) Reconciliation of assets measured at fair value based on Level 3

During the years ended 31 December 2019 and 2018, there were no transfer of financial assets from Level 3 to other levels of hierarchy.

The following table presents the movements in Level 3 instruments of the Group during the year.

7. 公允值的計量(續)

(b) 按第三層次公允值計量的資產的對賬

於截至二零一九年及二零一八年十二月三十一日止年度，並無第三層次的金融資產轉換至其他層次。

下表列報於本年度內，本集團第三層次工具的變動。

		2019 二零一九年			
		Convertible bonds designated at financial assets at FVTPL 指定為 按公允值 賬列賬 於損益 之金融 資產的 可轉 換債券 HK\$'000 千港元	Private equity fund designated at financial assets at FVTPL 指定為 按公允值 賬列賬 於損益 之金融 資產的 私募基金 HK\$'000 千港元	Equity investments designated at financial assets at FVTOCI 指定為按 公允值於 其他賬 列賬 於損益 之金融 資產的 股權投資 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January	於一月一日	39,715	13,542	35,176	88,433
Total gains or losses recognised	已確認總收益或虧損				
— in profit or loss (included in revenue and other gains and losses)	— 於損益(包括於收入及其他收益及虧損)	(881)	(4,542)	(1,676)	(7,099)
— in other comprehensive income	— 於其他全面收益	—	—	400	400
Disposals	出售	(19,314)	(9,000)	(4,500)	(32,814)
At 31 December	於十二月三十一日	19,520	—	29,400	48,920

		2018 二零一八年			
		Convertible bonds designated at financial assets at FVTPL 指定為 按公允值 賬列賬 於損益 之金融 資產的 可轉 換債券 HK\$'000 千港元	Private equity fund designated at financial assets at FVTPL 指定為 按公允值 賬列賬 於損益 之金融 資產的 私募基金 HK\$'000 千港元	Equity investments designated at financial assets at FVTOCI 指定為按 公允值於 其他賬 列賬 於損益 之金融 資產的 股權投資 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January	於一月一日	111,073	—	—	111,073
Total gains or losses recognised	已確認總收益或虧損				
— in profit or loss (included in revenue and other gains and losses)	— 於損益(包括於收入及其他收益及虧損)	(9,939)	(5,459)	—	(15,398)
— in other comprehensive income	— 於其他全面收益	—	—	8,676	8,676
Purchases	購買	—	19,001	26,500	45,501
Disposals	出售	(61,419)	—	—	(61,419)
At 31 December	於十二月三十一日	39,715	13,542	35,176	88,433

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7. FAIR VALUE MEASUREMENTS (Continued)

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December:

The Group's financial controller is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including Level 3 fair value measurements. The financial controller reports directly to the board of directors for these fair value measurements. Discussions of valuation processes and results are held between the financial controller and the board of directors at least twice a year.

For Level 3 fair value measurements, the Group engaged independent valuation experts with recognised professional qualifications and recent experience to perform the valuations.

The valuation techniques used and the key inputs to the Level 3 fair value measurements are set out below:

Description	Valuation technique
Convertible bond investments designated at financial assets at FVTPL	Hull and Partial Differential models: — Discount rate
Private equity fund designated at financial assets at FVTPL	Asset Approach — Net assets value method
Equity investments designated at financial assets at FVTOCI	Income Approach — Discount cash flow method

The information about the significant unobservable inputs used in Level 3 fair value measurement is set out below.

Convertible bonds designated at financial assets at FVTPL

The fair value of the convertible bonds designated at financial assets at FVTPL is estimated using Hull and Partial Differential model. The inputs into the valuation model as at 31 December 2019 were set out in note 23 to the consolidated financial statements.

7. 公允值的計量(續)

(c) 有關於十二月三十一日，本集團所採用的估值過程以及公允值計量中所採用的估值技術及輸入值的披露：

本集團的財務總監負責財務報告所需的資產和負債公允值計量，包括第三層次公允值計量。財務總監直接向董事會報告該等公允值計量。財務總監與董事會最少每年兩次就估值流程及結果進行討論。

有關第三層次公允值計量，本集團已聘用具有認可專業資格及最近經驗的獨立估值專家進行估值。

所使用的估值技術以及第三層次公允值計量的關鍵輸入值載列如下：

描述	估值技術
指定為按公允值於損益賬列賬之金融資產的可轉換債券投資	赫爾及偏微分模型： — 折現率
指定為按公允值於損益賬列賬之金融資產的私募基金	資產法 — 資產淨值法
指定為按公允值於其他全面收益列賬之金融資產的股權投資	收益法 — 現金流量折現法

有關第三層次公允值計量中使用的重要的不可觀察輸入值的信息載列如下。

指定為按公允值於損益賬列賬之金融資產的可轉換債券

指定為按公允值於損益賬列賬之金融資產的可轉換債券的公允值採用赫爾及偏微分模型估計。於二零一九年十二月三十一日，估值模型的輸入值載於綜合財務報表附註23內。

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7. FAIR VALUE MEASUREMENTS (Continued)

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December: (Continued)

Convertible bonds designated at financial assets at FVTPL (Continued)

The higher of the price per share and expected volatility would increase the fair value of the convertible bonds designated at fair value through profit or loss. The lower of the price per share and expected volatility would decrease the fair value of the convertible bonds designated at fair value through profit or loss.

Private equity fund designated at financial assets at FVTPL

The fair value of private equity fund designated at financial assets at FVTPL is estimated using asset approach. The inputs into the valuation model as at 31 December 2019 are set out in note 23 to the consolidated financial statements.

The higher of the asset per share would increase the fair value of the private equity fund designated at financial assets at FVTPL. The lower the asset share would decrease the fair value of private equity fund designated at financial asset at FVTPL.

Equity investments designated at financial assets at FVTOCI

The fair value of the equity investments designated at financial assets at FVTOCI is estimated using income approach. The inputs into the valuation model as at 31 December 2019 were set out in note 24 to the consolidated financial statements.

The higher of the price per share and lower of the discount rate would increase the fair value of the equity investments designated at FVTOCI. The lower of the price per share and higher of the discount rate would decrease the fair value of the equity investments designated at FVTOCI.

7. 公允值的計量(續)

(c) 有關於十二月三十一日，本集團所採用的估值過程以及公允值計量中所採用的估值技術及輸入值的披露：(續)

指定為按公允值於損益賬列賬之金融資產的可轉換債券(續)

每股價格及預期波動性提高，指定為按公允值於損益賬列賬的可轉換債券的公允值亦會增加。每股價格及預期波動性降低，指定為按公允值於損益賬列賬的可轉換債券的公允值亦會減少。

指定為按公允值於損益賬列賬之金融資產的私募基金

指定為按公允值於損益賬列賬之金融資產的私募基金的公允值採用資產法估計。於二零一九年十二月三十一日，估值模型的輸入值載於綜合財務報表附註23。

每股資產越高，將增加指定為按公允值於損益賬列賬之金融資產的私募基金的公允值。每股資產越低，將減少指定為按公允值於損益賬列賬之金融資產的私募基金的公允值。

指定為按公允值於其他全面收益列賬之金融資產的股權投資

指定為按公允值於其他全面收益列賬之金融資產的股權投資的公允值採用收益法估計。於二零一九年十二月三十一日，估值模型的輸入值載於綜合財務報表附註24。

每股價格越高及折現率越低，將增加按公允值於其他全面收益列賬的股權投資的公允值。每股價格越低及折現率越高，將減少按公允值於其他全面收益列賬的股權投資的公允值。

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8. SEGMENT INFORMATION

(a) Operating segment information

For management purposes, the Group's business activity is organised into a single operating segment, being investments in securities listed on recognised stock exchanges and unlisted investments with a potential for earnings growth and capital appreciation. Accordingly, no operating segment information to be presented.

(b) Geographical information

The following table provides an analysis of the Group's revenue, other revenue and other gains and losses by geographical location which is based on the country of domicile or place of listing of the investees and counterparties as appropriate:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue and other revenue Hong Kong	收入及其他收入 香港	8,988	11,222
Other gains and (losses) Hong Kong	其他收益及(虧損) 香港	(34,337)	(75,961)

During the years ended 31 December 2019 and 2018, there were no dividend income from the Group's unlisted investments.

Non-current assets are not presented in the geographical information as they are all located in Hong Kong.

8. 分部資料

(a) 經營分部資料

出於管理目的，本集團的業務活動組織成單一經營分部，即投資於在認可證券交易所上市之證券及具有盈利增長及資本增值潛力的非上市投資。因此，並無列報經營分部資料。

(b) 地區資料

下表按被投資公司及交易對手的常駐國家或上市地(視適用情況而定)劃分的地理位置，而對本集團之收入、其他收入以及其他收益及虧損作出的分析：

於截至二零一九年及二零一八年十二月三十一日止年度內，本集團的非上市投資並無產生股息收益。

並無就非流動資產列報地區資料，因為其全部位於香港。

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9. REVENUE

9. 收入

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Interest income from:	利息收入：		
— bank deposits	— 銀行存款	1	2
— loan notes	— 貸款票據	5,877	1,483
— convertible bonds designated at financial assets at FVTPL	— 指定為按公允值於 損益賬列賬之 金融資產的可轉換債券	3,110	9,327
		8,988	10,812

10. OTHER REVENUE

10. 其他收入

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Other payables written back	撤銷其他應付款	—	120
Sundry income	雜項收益	—	290
		—	410

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11. OTHER GAINS AND LOSSES

11. 其他收益及虧損

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Unrealised fair value (losses)/gains on financial assets at FVTPL:	按公允值於損益賬列賬之金融資產之未變現公允值(虧損)/收益:		
— listed securities	— 上市證券	(9,025)	(10,817)
— unlisted convertible bonds designated at financial assets at FVTPL	— 指定為按公允值於損益賬列賬之金融資產的非上市可轉換債券	(2,146)	1,778
— Private equity fund designated at financial assets at FVTPL	— 指定為按公允值於損益賬列賬之金融資產的私募基金	—	(5,459)
Net realised loss on disposals of financial assets at FVTPL:	出售按公允值於損益賬列賬之金融資產的已變現虧損淨額:		
— listed securities	— 上市證券	(9,903)	(45,350)
— unlisted convertible bonds designated at financial assets at FVTPL	— 指定為按公允值於損益賬列賬之金融資產的非上市可轉換債券	(1,845)	(15,851)
Gain on disposals of unlisted convertible bonds designated at financial assets at FVTPL	出售指定為按公允值於損益賬列賬之金融資產的非上市可轉換債券的收益	—	5,081
Loss on disposals of private equity fund designated at financial assets at FVTPL	出售指定為按公允值於損益賬列賬之金融資產的私募基金的虧損	(4,542)	—
Net loss on financial assets at FVTPL	按公允值於損益賬列賬之金融資產的虧損淨額	(27,461)	(70,618)
Net realised loss on disposals of unlisted equity investments designated at financial assets at FVTOCI	出售指定為按公允值於損益賬列賬之金融資產的非上市股權投資的已變現虧損淨額	(1,676)	—
Net realised loss on disposals of loan notes	出售貸款票據的已變現虧損淨額	(2,064)	—
Impairment losses on loan notes	貸款票據減值虧損	(2,598)	(4,992)
Impairment losses on deposits and other receivables	按金及其他應收款減值虧損	(538)	(351)
		(34,337)	(75,961)

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12. FINANCE COSTS

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Imputed interest on shareholder's loan	股東貸款估算利息	2,193	1,710
Imputed interest on convertible bonds	可轉換債券估算利息	—	651
Imputed interest on promissory notes	承付票估算利息	1,317	1,618
Interest on lease liabilities	租賃負債利息	14	—
Interest on other borrowings	其他借款利息	205	188
		3,729	4,167

12. 財務費用

13. LOSS BEFORE TAX

Loss before tax has been arrived at after charging the following:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Auditor's remuneration	核數師酬金	320	295
Management fees	管理費	1,277	1,474
Exchange loss, net	匯兌虧損，淨額	—	4
Depreciation of property, plant and equipment	物業、廠房及設備折舊	9	14
Depreciation of right-of-use assets	使用權資產折舊	347	—
Employee benefits expenses:	僱員福利開支：		
— Salaries, allowance and benefits in kind	— 薪金、津貼及實物利益	1,591	2,672
— Contributions to defined contribution plan*	— 界定供款計劃供款*	34	58
		1,625	2,730
Operating leases in respect of land and buildings	土地及樓宇之經營租約	—	570

13. 除稅前虧損

除稅前虧損已扣除下列各項：

* There was no forfeited contribution in respect of the defined contribution plan available at 31 December 2019 and 2018 to reduce future contributions. There was no outstanding contribution to the plan at 31 December 2019 and 2018.

* 於二零一九年及二零一八年十二月三十一日並無界定供款計劃之已沒收供款可用作抵銷未來供款。於二零一九年及二零一八年十二月三十一日亦無尚未繳付該計劃之供款。

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14. INCOME TAX

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements since the Group has no estimated assessable profit for the both years.

Reconciliation between income tax and the product of the Group's loss before tax at applicable tax rate is set out below:

14. 所得稅

於兩個年度內，由於本集團並無估計應評稅利潤，因此並無在綜合財務報表內計提香港利得稅撥備。

所得稅與本集團按適用稅率計算之除稅前虧損之對賬表如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loss before tax	除稅前虧損	(35,361)	(78,458)
Notional tax on loss before tax, calculated at Hong Kong Profits Tax rate of 16.5% (2018: 16.5%)	除稅前虧損之名義稅項按 香港利得稅稅率16.5% (二零一八年：16.5%)計算	(5,835)	(12,946)
Tax effect of expenses not deductible for tax purpose	就稅務而言不可抵扣開支之 稅務影響	2,361	3,277
Tax effect of tax losses not recognised	未獲確認稅項虧損之稅務影響	3,474	9,671
Tax effect of temporary differences not recognised	未獲確認暫時性差額之稅務影響	—	(2)
Income tax	所得稅	—	—

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15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Details of directors' emoluments are as follows:

15. 董事及高級管理人員之薪酬

(a) 董事薪酬詳情如下：

		2019 二零一九年			
		Fees	Salaries, allowances and benefits in kind	Contributions to defined contribution plan	Total
		袍金	薪金、津貼及實物利益	界定供款計劃供款	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors:	執行董事：				
Chau Wai Hing ¹	周偉興 ¹	—	69	3	72
Wu Ming Gai	胡銘佳	—	144	7	151
Chan Carman Wing Yan ²	陳詠欣 ²	—	204	11	215
Non-executive Directors:	非執行董事：				
William Keith Jacobsen	葉偉其	144	—	—	144
Chen Albert ³	陳雅博 ³	180	—	—	180
Wong Chung Yan Sammy ⁴	黃中仁 ⁴	168	—	—	168
Independent Non-executive Directors:	獨立非執行董事：				
Chan Man Yi ⁵	陳敏儀 ⁵	120	—	—	120
Leung Yin Ting ⁶	梁燕婷 ⁶	120	—	—	120
Jiang Qian ⁷	蔣謙 ⁷	120	—	—	120
		852	417	21	1,290

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15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(a) Details of directors' emoluments are as follows:
(Continued)

15. 董事及高級管理人員之薪酬(續)

(a) 董事薪酬詳情如下：(續)

		2018 二零一八年			
		Fees	Salaries, allowances and benefits in kind	Contributions to defined contribution plan	Total
		袍金 HK\$'000 千港元	薪金、津貼及實物利益 HK\$'000 千港元	界定供款計劃供款 HK\$'000 千港元	總額 HK\$'000 千港元
Executive Directors:		執行董事：			
Chau Wai Hing ¹	周偉興 ¹	—	486	18	504
Wu Ming Gai	胡銘佳	—	137	7	144
Non-executive Directors:		非執行董事：			
William Keith Jacobsen	葉偉其	144	—	—	144
Mak Hing Keung Thomas ⁸	麥興強 ⁸	261	—	—	261
Chen Albert ³	陳雅博 ³	75	—	—	75
Hui Man Ho Ivan ⁹	許文浩 ⁹	79	—	—	79
Wong Chung Yan Sammy ⁴	黃中仁 ⁴	1	—	—	1
Independent Non-executive Directors:		獨立非執行董事：			
Sio Chan In Devin ¹⁰	蕭震然 ¹⁰	160	—	—	160
Law Siu Hung Paul ¹¹	羅少雄 ¹¹	84	—	—	84
Wong Ching Wan ¹²	王青雲 ¹²	84	—	—	84
Wong Chung Yan Sammy ⁴	黃中仁 ⁴	129	—	—	129
Chan Man Yi ⁵	陳敏儀 ⁵	44	—	—	44
Leung Yin Ting ⁶	梁燕婷 ⁶	6	—	—	6
Jiang Qian ⁷	蔣謙 ⁷	6	—	—	6
		1,073	623	25	1,721

¹ Chau Wai Hing resigned as a executive director on 18 February 2019.

² Chan Carman Wing Yan was appointed as an executive director on 25 February 2019.

³ Chen Albert was appointed as a non-executive director on 1 August 2018.

⁴ Wong Chung Yan Sammy was appointed as an independent non-executive director on 23 March 2018 and re-designated as non-executive director on 14 December 2018.

⁵ Chan Man Yi was appointed as an independent non-executive director on 21 August 2018.

⁶ Leung Yin Ting was appointed as an independent non-executive director on 14 December 2018.

¹ 周偉興先生於二零一九年二月十八日辭任執行董事。

² 陳詠欣於二零一九年二月二十五日獲委任為執行董事。

³ 陳雅博於二零一八年八月一日獲委任為非執行董事。

⁴ 黃中仁於二零一八年三月二十三日獲委任為獨立非執行董事，並於二零一八年十二月十四日獲調任為非執行董事。

⁵ 陳敏儀於二零一八年八月二十一日獲委任為獨立非執行董事。

⁶ 梁燕婷於二零一八年十二月十四日獲委任為獨立非執行董事。

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15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(a) Details of directors' emoluments are as follows: (Continued)

- 7 Jiang Qian was appointed as an independent non-executive director on 14 December 2018.
- 8 Mak Hing Keung Thomas resigned as a non-executive director on 19 November 2018.
- 9 Hui Man Ho Ivan retired as a non-executive director on 28 June 2018.
- 10 Sio Chan In Devin resigned as an independent non-executive director on 14 December 2018.
- 11 Law Siu Hung Paul retired as an independent non-executive director on 28 June 2018.
- 12 Wong Ching Wan retired as an independent non-executive director on 28 June 2018.

Note: There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include four (2018: three) Directors whose emoluments were disclosed above. The emoluments of the remaining one (2018: two) individual(s) and four Directors above-mentioned during the year are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	867	919
Contributions to defined contribution plan	界定供款計劃供款	27	32
Discretionary bonus	酌情花紅	13	—
		907	951

During the year, there was no discretionary cash bonus paid or payables to the Directors and approximately HK\$13,000 paid to one of the five highest paid individuals (2018: Nil).

15. 董事及高級管理人員之薪酬(續)

(a) 董事薪酬詳情如下：(續)

- 7 蔣謙於二零一八年十二月十四日獲委任為獨立非執行董事。
- 8 麥興強於二零一八年十一月十九日辭任非執行董事。
- 9 許文浩於二零一八年六月二十八日退任非執行董事。
- 10 蕭震然於二零一八年十二月十四日辭任獨立非執行董事。
- 11 羅少雄於二零一八年六月二十八日退任獨立非執行董事。
- 12 王青雲於二零一八年六月二十八日退任獨立非執行董事。

附註： 年內並無有關董事豁免或同意豁免任何酬金的安排。

(b) 五名最高薪人士

年內本集團五名最高薪人士包括四名(二零一八年：三名)董事，其酬金已在上文披露。年內其餘一名(二零一八年：兩名)人士及上述四名董事的酬金如下：

於年內，並無已付或應付予董事的酌情現金花紅，而已付一位五名最高薪人士的酌情現金花紅約為13,000港元(二零一八年：無)。

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15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(c) Senior management's emoluments

Senior management represents the executive directors. The emoluments paid or payable to senior management during the year are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Directors' fees	董事袍金	—	—
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	417	623
Contributions to defined contribution plan	界定供款計劃供款	21	25
		438	648

The emoluments paid or payable to the three (2018: two) members of senior management were within the band from nil to HK\$1,000,000.

(d) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in note 36 to the consolidated financial statements, no significant transaction, arrangement and contract in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

15. 董事及高級管理人員之薪酬(續)

(c) 高級管理層薪酬

高級管理層指執行董事。於本年度內已付或應付高級管理層的薪酬如下：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Directors' fees	—	—
Salaries, allowances and benefits in kind	417	623
Contributions to defined contribution plan	21	25
	438	648

已付或應付三名(二零一八年：兩名)高級管理層成員的薪酬均介乎零至1,000,000港元之範圍。

(d) 董事在交易、安排或合約中的重大權益

除綜合財務報表附註36所披露者外，於年末或年內任何時間，概無有關本公司為業務的其中一方，且本公司董事及董事的關聯方於業務中具有直接或間接的重大權益之本集團業務之重大交易、安排及合約。

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16. LOSS PER SHARE

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

Loss

Loss for the purposes of basic loss per share

每股基本虧損計算中
所用的虧損

Number of shares

Issued ordinary shares at the beginning of year

於年初已發行的普通股

Effect of shares issued on placements

配售時發行股份的影響

Effect of rights issue (note 31(3))

供股的影響(附註31(3))

Weighted average number of ordinary shares for the purpose of calculating basic loss per share

每股基本虧損計算中
所用的普通股的加權平均數

For the years ended 31 December 2019 and 2018, the weighted average number of ordinary shares for the purpose of calculating basic loss per share has been adjusted to take into effect of the rights issue as set out in note 31(3) to the consolidated financial statements as if it had been effective on 1 January 2018.

No adjustment has been made to the basic loss per share amount presented for the years ended 31 December 2019 and 2018 as there were no potential dilutive ordinary shares outstanding during the years ended 31 December 2019 and 2018.

17. DIVIDENDS

The Board does not recommend the payment of any dividend for the years ended 31 December 2019 and 2018.

16. 每股虧損

本公司擁有人應佔每股基本虧損按以下數據計算：

虧損

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
----------------------------------	----------------------------------

(35,361)	(78,458)
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股份數目

2019 二零一九年 '000 千股	2018 二零一八年 '000 千股 (Restated) (經重述)
-----------------------------	--

119,909	85,929
---------	--------

—	12,757
---	--------

59,633	4,590
--------	-------

179,542	103,276
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截至二零一九年及二零一八年十二月三十一日止年度，每股基本虧損計算中所用的普通股的加權平均數已作出調整，以使綜合財務報表附註31(3)所載的供股生效，猶如其已自二零一八年一月一日起開始生效。

截至二零一九年及二零一八年十二月三十一日止年度，由於並無潛在攤薄普通股存在，所以並無對列報的每股基本虧損金額作出調整。

17. 股息

董事會不建議就截至二零一九年及二零一八年十二月三十一日止年度派付股息。

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18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Office equipment 辦公室設備 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Cost	成本			
At 1 January 2018	於二零一八年一月一日	533	572	1,105
Additions	添置	4	—	4
At 31 December 2018, 1 January 2019 and 31 December 2019	於二零一八年十二月三十一日、 二零一九年一月一日及 二零一九年十二月三十一日	537	572	1,109
Accumulated depreciation	累積折舊			
At 1 January 2018	於二零一八年一月一日	508	568	1,076
Provided for the year	年內撥備	10	4	14
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日	518	572	1,090
Provided for the year	年內撥備	9	—	9
At 31 December 2019	於二零一九年十二月三十一日	527	572	1,099
Carrying amount	賬面值			
At 31 December 2019	於二零一九年十二月三十一日	10	—	10
At 31 December 2018	於二零一八年十二月三十一日	19	—	19

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19. LEASES

(a) Right-of-use assets

19. 租賃

(a) 使用權資產

		Leased Properties 租賃物業 HK\$'000 千港元
At 1 January 2019 (<i>note 3</i>)	於二零一九年一月一日 (附註3)	266
Additions	添置	556
Depreciation	折舊	(347)
At 31 December 2019	於二零一九年十二月三十一日	475

Lease liabilities of approximately HK\$490,000 are recognised with related right-of-use assets of approximately HK\$475,000 as at 31 December 2019. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

於二零一九年十二月三十一日，已確認租賃負債約490,000港元及相關的使用權資產約475,000港元。除出租人持有的租賃資產中的擔保權益外，租賃協議不施加任何其他契據。租賃資產不得用於借款擔保。

Depreciation expenses on right-of-use assets
Interest expense on lease liabilities (included in finance cost)

使用權資產的折舊費用
租賃負債的利息支出(已計入融資成本)

**2019
二零一九年
HK\$'000
千港元**

347

14

Details of total cash outflow for leases is set out in note 35(c).

租賃現金流出總額的詳細信息載於附註35(c)。

For both years, the Group leases an office for its operations. Lease contracts are entered into for fixed term of 2 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

於兩年中，本集團租賃一間辦公室用於運營。租賃合同以租期兩年訂立。租賃條款乃於個別基礎上磋商，包括各種不同條款及條件。於釐定租期及評估不可撤回期間的長度時，本集團應用合同的定義並釐定合同可強制執行的期間。

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19. LEASES (Continued)

(b) Lease liabilities

		Minimum lease payments 最低租賃款項		Present value of minimum lease payments 最低租賃款項現值	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year	一年內	300	—	282	—
In the second to fifth years, inclusive	第二至第五年(首尾兩年包括在內)	213	—	208	—
		513	—	490	—
Less: Future finance charges	減：未來財務費用	(23)	—	N/A不適用	N/A不適用
Present value of lease obligations	租賃責任現值	490	—	490	—
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：12個月內到期的應付款項(在流動負債下顯示)			(282)	—
Amount due for settlement after 12 months	12個月後到期的應付款項			208	—

All finance lease payables are denominated in HK\$.

The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under IAS 17. Comparative information as at 31 December 2018 has not been restated. Further details on the impact of the transition to IFRS 16 are set out in note 3.

19. 租賃(續)

(b) 租賃負債

所有融資租賃應付款項均以港元計值。

本集團已初步採納經修訂的追溯性方法應用國際財務報告準則第16號，並於二零一九年一月一日調整期初餘額，以確認與先前根據國際會計準則第17號歸類為經營租賃的租賃有關的租賃負債。截至二零一八年十二月三十一日的比較資訊尚未重述。轉為採納國際財務報告準則第16號的影響的進一步詳情載於附註3。

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20. GOODWILL

During the year ended 31 December 2016, Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating unit (“CGU”) that is expected to benefit from that business combination. Before recognition of impairment losses, the carrying amount of goodwill amounting to HK\$38,000 had been allocated to Studio V Limited (“Studio V”), a subsidiary of the Company, which is considered to be a single CGU.

The recoverable amount of the CGU is determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and budgeted revenue during the period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU. The growth rates are based on long-term average economic growth rate of the businesses which the CGU operates. Budgeted revenue is based on past practices and expectations on market development.

For the year ended 31 December 2016, the Group prepared cash flow forecasts derived from the then most recent financial budgets approved by the directors for the next five years with the residual period using the growth rate of 5%. This rate did not exceed the average long-term growth rate for the relevant businesses. The rate used to discount the forecast cash flows from the CGU was 7.3%.

During the year ended 31 December 2017, the Group had revised its budget and cash flow forecast of Studio V as a result of change in market condition. The goodwill has therefore reduced to its recoverable amount through recognition of an impairment loss against goodwill of HK\$38,000.

20. 商譽

於截至二零一六年十二月三十一日止年度內，在企業合併中收購的商譽在收購時分配予預期受益於該企業合併的現金產出單元（「現金產出單元」）。在確認減值虧損前，商譽的賬面金額38,000港元已經分配予本公司附屬公司Studio V Limited（「Studio V」），其被視為單一現金產出單元。

現金產出單元的可收回金額由使用價值計算確定。使用價值計算的關鍵假設為關於有關期間內折現率、增長率及預算收入的假設。本集團使用反映當前市場對貨幣時間價值的評估及現金產出單元特有風險的稅前利率估計折現率。增長率以現金產出單元所經營業務的長期平均經濟增長率為基礎。預算收入以過去做法及對市場發展的預期為基礎。

截至二零一六年十二月三十一日止年度，本集團根據董事就未來五年批准的當時最近期財務預算編製現金流量預測，剩餘期間則採用5%的增長率。該增長率不超過相關業務的平均長期增長率。用於折現現金產出單元產生的預測現金流量的利率為7.3%。

於截至二零一七年十二月三十一日止年度內，由於市場狀況有變，因此，本集團已經修訂其對Studio V所作的預算及現金流量預測。因此，商譽已經透過確認商譽減值虧損38,000港元減記至其可收回金額。

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21. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

21. 其他應收款、按金及預付款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Consideration receivables (note a)	應收代價(附註a)	8,980	—
Other receivables	其他應收款	—	149
Deposits paid for investments (note b)	就投資所支付的按金(附註b)	14,631	15,149
Other deposits	其他按金	53	17
Prepayments	預付款項	210	449
		23,874	15,764
Less: non-current portion of consideration receivables	減：應收代價非即期部分	(3,000)	—
Current portion	即期部分	20,874	15,764

Notes:

- (a) During the year ended 31 December 2019, consideration receivables which was arising from the disposal of private equity fund designated at financial assets at FVTPL by a cash consideration of HK\$9,000,000. The consideration is to be settled by 18 instalments of each HK\$500,000. During the year, provision for impairment of approximately HK\$20,000 is made for 12m ECL on the balance, the balance did not past due. No ageing analysis to be disclosed in respect of other receivables. In the opinion of the directors of the Company, an ageing analysis does not give additional value in view of the Group's business nature.

附註：

- (a) 於截至二零一九年十二月三十一日止年度內，以現金代價9,000,000港元出售指定為按公允值於損益賬列賬之金融資產的私募基金產生應收代價。代價將以每份500,000港元之18等額分期結算。於本年度內，根據十二個月預期信貸虧損就結餘計提減值撥備約20,000港元，該等結餘並無逾期。並無就其他應收款披露賬齡分析。本公司董事認為，鑑於本集團的業務性質，賬齡分析並無額外價值。

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21. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Notes: (Continued)

- (b) Deposits paid for investments represent earnest money amounted to HK\$10,000,000 (“Deposit 1”) and HK\$5,500,000 (“Deposit 2”) paid by the Group for the proposed investments to two independent third parties.

Deposit 1

On 5 November 2018, the Company entered into a memorandum of understanding (“MoU 1”) with an independent third party (“Issuer 1”) pursuant to which the Company agreed to pay the Deposit 1 to the Issuer 1 as an earnest money for the proposed acquisition of shares in the principal amount of HK\$10,000,000 to be issued by the Issuer 1 (the “Proposed Acquisition”). The completion of the Proposed Acquisition is subject to the fulfillment of conditions precedent of the MoU 1 including satisfaction of due diligence works on Issuer 1.

On 30 December 2018, 10 June 2019 and 18 December 2019, the Company entered into three extension agreements with the Issuer 1, to extend the completion date of the Proposed Acquisition to 30 June 2019, 31 December 2019 and 31 December 2020 respectively.

Deposit 2

On 12 August 2016, the Company entered into a memorandum of understanding (“MoU 2”) with an independent third party (“Issuer 2”) pursuant to which the Company agreed to pay the Deposit 2 to the Issuer 2 as an earnest money for the proposed subscription of redeemable convertible notes in the principal amount not exceeding HK\$26,000,000 to be issued by the Issuer 2 (the “Proposed Subscription”). The completion of the Proposed Subscription is subject to the fulfillment of conditions precedent of the MoU 2 including satisfaction of due diligence works on Issuer 2.

On 4 October 2016, 30 December 2016, 31 March 2017, 16 June 2017, 1 January 2018, 1 July 2018, 30 December 2018 and 18 December 2019, the Company entered into a subscription agreement and seven supplemental subscription agreements with the Issuer 2, to extend the completion date of the Proposed Subscription to 31 December 2016, 31 March 2017, 30 June 2017, 31 December 2017, 30 June 2018, 31 December 2018, 30 June 2019 and 31 December 2020 respectively due to more time is needed to conduct due diligence work on issuer 2.

The amount of deposits paid for investments is unsecured, interest-free and repayable within 5 days to 7 days upon request in the event that the Proposed Acquisition and Proposed Subscription are not completed.

During the year ended 31 December 2019, provision for impairment of approximately HK\$518,000 (2018: HK\$351,000) is made for 12m ECL on deposits.

21. 其他應收款、按金及預付款項(續)

附註：(續)

- (b) 就投資所支付的按金為本集團就建議投資於兩名獨立第三者所支付的誠意金分別為10,000,000港元(「按金1」)及5,500,000港元(「按金2」)。

按金1

於二零一八年十一月五日，本公司與獨立第三方(「發行人1」)訂立諒解備忘錄(「諒解備忘錄1」)，據此本公司同意向發行人1支付按金1，作為建議收購將由發行人1所發行本金額為10,000,000港元之股份(「建議收購事項」)的誠意金。建議收購事項須待諒解備忘錄1的先決條件獲履行後方告完成，其中包括對發行人1進行盡職審查工作。

於二零一八年十二月三十日、二零一九年六月十日及二零一九年十二月十八日，本公司與發行人1訂立三項延長協議，分別將建議收購事項的完成日期延遲至二零一九年六月三十日、二零一九年十二月三十一日及二零二零年十二月三十一日。

按金2

於二零一六年八月十二日，本公司與獨立第三者(「發行人2」)訂立諒解備忘錄(「諒解備忘錄2」)，據此，本公司同意就建議認購將由發行人2所發行本金不超過26,000,000港元之可贖回可轉換票據(「建議認購事項」)支付按金2(作為誠意金)予發行人2。建議認購事項須待諒解備忘錄2的先決條件獲履行後，方可完成，有關條件包括對發行人2進行盡職審查工作。

於二零一六年十月四日、二零一六年十二月三十日、二零一七年三月三十一日、二零一七年六月十六日、二零一八年一月一日、二零一八年七月一日、二零一八年十二月三十日及二零一九年十二月十八日，本公司與發行人2訂立認購協議及七份補充認購協議，以分別將建議認購事項的完成日期延遲至二零一六年十二月三十一日、二零一七年三月三十一日、二零一七年六月三十日、二零一七年十二月三十一日、二零一八年六月三十日、二零一八年十二月三十一日、二零一九年六月三十日及二零二零年十二月三十一日，因需要更多時間以對發行人2進行盡職審查工作。

就投資所支付的按金金額為無抵押、免息及於建議收購事項及建議認購事項不能完成的情況下須應要求於5天至7天內償還。

於截至二零一九年十二月三十一日止年度內，根據十二個月預期信貸虧損就按金計提減值撥備約518,000港元(二零一八年：351,000港元)。

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22. LOAN NOTES

22. 貸款票據

Issuer	Date	Subscription amount	Interest receivables	Impairment loss recognised during the year	Carrying amount	Interest income recognised during the period
發行人	日期	認購金額 HK\$'000 千港元	應收利息 HK\$'000 千港元	於本年度內 確認的 減值虧損 HK\$'000 千港元	賬面值 HK\$'000 千港元	於期內確認 的利息收入 HK\$'000 千港元
Zhongda International Holdings Limited 中大國際控股有限公司 (LN1) (貸款票據1)	31 December 2019 二零一九年 十二月三十一日 31 December 2018 二零一八年 十二月三十一日	— 3,000	— 357	— 514	— 2,843	217 255
Zhongda International Holdings Limited 中大國際控股有限公司 (LN2) (貸款票據2)	31 December 2019 二零一九年 十二月三十一日 31 December 2018 二零一八年 十二月三十一日	— 3,000	— 189	— 514	— 2,675	217 255
Zhongda International Holdings Limited 中大國際控股有限公司 (LN3) (貸款票據3)	31 December 2019 二零一九年 十二月三十一日 31 December 2018 二零一八年 十二月三十一日	— 5,500	— 342	— 943	— 4,899	399 342
深圳達隆通用包裝機械有限公司 深圳達隆通用包裝機械有限公司 (LN4) (貸款票據4)	31 December 2019 二零一九年 十二月三十一日 31 December 2018 二零一八年 十二月三十一日	24,000 24,000	2,716 316	994 1,604	24,118 22,712	2,400 316
深圳達隆包裝機械設備有限公司 深圳達隆包裝機械設備有限公司 (LN5) (貸款票據5)	31 December 2019 二零一九年十二月 三十一日 31 December 2018 二零一八年 十二月三十一日	24,000 24,000	2,716 315	1,181 1,417	24,118 22,898	2,400 315

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22. LOAN NOTES (Continued)

22. 貸款票據(續)

Issuer	Date	Subscription amount	Interest receivables	Impairment loss recognised during the year	Carrying amount	Interest income recognised during the period
發行人	日期	認購金額 HK\$'000 千港元	應收利息 HK\$'000 千港元	於本年度內 確認的 減值虧損 HK\$'000 千港元	賬面值 HK\$'000 千港元	於期內確認 的利息收入 HK\$'000 千港元
深圳前海藍伯爵 公務航空服務 有限公司	31 December 2019	33,000	244	423	32,821	244
深圳前海藍伯爵 公務航空服務 有限公司 (LN6) (貸款票據6)	二零一九年 十二月三十一日 31 December 2018 二零一八年 十二月三十一日	—	—	—	—	—
Total 總計	31 December 2019 二零一九年 十二月三十一日 31 December 2018 二零一八年 十二月三十一日	81,000 59,500	5,675 1,519	2,598 4,992	81,057 56,027	5,877 1,483

(i) On 8 August 2016 and 5 April 2017, the Group had subscribed two tranches of HK\$ denominated loan notes (the "LN1" and "LN2"), of principal value of HK\$3,000,000 each issued by an independent third party, Zhongda International Holdings Limited, which is principally engaged in trading of consumer electronic products, with an aggregated amount of HK\$6,000,000. On 9 April 2018, the Group had further subscribed another trench of HK\$ denominated loan note (the "LN3"), of principal value of HK\$5,500,000 issued by the issuer of LN1 and LN2. LN1, LN2 and LN3 bear fixed interest at 8.5% per annum with maturity of one year from their respective dates of issue and are measured at amortised cost. No conversion right is attached to LN1, LN2 and LN3 to be exercised by the Company. On 7 August 2017, 28 March 2018 and 7 August 2018, the Company entered into three extension agreements with the issuer, to extend the maturity dates of LN1 and LN2 to 8 August 2018, 8 August 2019 and 5 April 2019. On 8 November 2019, both LN1, LN2 and LN3 were matured and exchanged for the LN6 as defined below, resulting a loss on deemed disposal of approximately HK\$2,064,000 recognised in 2019.

(i) 於二零一六年八月八日及二零一七年四月五日，本集團已認購兩期由一名獨立第三方（中大國際控股有限公司，主要從事電子消費產品貿易）發行的本金為3,000,000港元的港元貸款票據（「貸款票據1」及「貸款票據2」），總額為6,000,000港元。於二零一八年四月九日，本集團進一步認購發行貸款票據1及貸款票據2的發行人所發行的本金為5,500,000港元的港元貸款票據（「貸款票據3」）。貸款票據1、貸款票據2及貸款票據3按固定年利率8.5%計算利息，並自其各自發行日期起計一年到期及按攤銷成本計量。貸款票據1、貸款票據2及貸款票據3並無附帶任何轉換權讓本公司行使。於二零一七年八月七日、二零一八年三月二十八日及二零一八年八月七日，本公司與發行人訂立三項延長協議，以將貸款票據1及貸款票據2的到期日延遲至二零一八年八月八日、二零一九年八月八日及二零一九年四月五日。於二零一九年十一月八日，貸款票據1、貸款票據2及貸款票據3均到期，並換成貸款票據6，定義見下文，故於二零一九年確認視作出售虧損約2,064,000港元。

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22. LOAN NOTES (Continued)

- (ii) On 14 November 2018, the Group had subscribed HK\$ denominated loan note (the "LN4") of principal value of HK\$24,000,000 issued by an independent third party which is private entity established in PRC, 深圳達隆通用包裝機械有限公司, which is principally engaged in developing and designing mechanical equipment, maturity of three years from date of issue. LN4 bears fixed interest at 10% per annum and is measured at amortised cost.
- (iii) On 14 November 2018, the Group had subscribed HK\$ denominated loan note (the "LN5") of principal value of HK\$24,000,000 issued by an independent third party which is private entity established in PRC, 深圳達隆包裝機械設備有限公司, which is principally engaged in providing integrated R&D, design, sales and after-sales service in packaging equipment, maturity of three years from dates of issue. LN5 bears fixed interest at 10% per annum and is measured at amortised cost.
- (iv) On 8 November 2019, the Group had subscribed HK\$ denominated loan note (the "LN6") of principal value of HK\$33,000,000 issued by an independent third party which is private entity established in PRC, 深圳前海藍伯爵公務航空服務有限公司, which is principally engaged in aircraft leasing, with maturity of two years from dates of issue. LN6 bears fixed interest at 5% per annum and is measured at amortised cost.

22. 貸款票據(續)

- (ii) 於二零一八年十一月十四日，本集團已認購港元貸款票據(「貸款票據4」)，本金價值為24,000,000港元，由一間為於中國成立的私人實體的獨立第三方(深圳達隆通用包裝機械有限公司，主要從事機電設備開發及設計)發行，於發行日期起計3年到期。貸款票據4按固定年利率10%計算利息及按攤銷成本計量。
- (iii) 於二零一八年十一月十四日，本集團已認購港元貸款票據(「貸款票據5」)，本金價值為24,000,000港元，由一間為於中國成立的私人實體的獨立第三方(深圳達隆包裝機械設備有限公司，主要從事提供包裝設備的綜合研發、設計、銷售及售後服務)發行，於發行日期起計3年到期。貸款票據5按固定年利率10%計算利息及按攤銷成本計量。
- (iv) 於二零一九年十一月八日，本集團已認購港元貸款票據(「貸款票據6」)，本金價值為33,000,000港元，由一間為於中國成立的私人實體的獨立第三方(深圳前海藍伯爵公務航空服務有限公司，主要從事飛機租賃)發行，於發行日期起兩年到期。貸款票據6按固定年利率5%計算利息及按攤銷成本計量。

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loan notes	貸款票據	81,000	59,500
Interest receivables	應收利息	5,676	1,519
Impairment losses	減值虧損	(5,619)	(4,992)
At 31 December	於十二月三十一日	81,057	56,027
Less: current portion	減：即期部分	(5,144)	(10,417)
Non-current portion	非即期部分	75,913	45,610

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22. LOAN NOTES (Continued)

Movement for impairment losses

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1 January	於一月一日	4,992	—
Release upon disposals	出售回撥	(1,971)	—
Provision made for the year	年內撥備	2,598	4,992
At 31 December	於十二月三十一日	5,619	4,992

The carrying amount of the loan notes approximates to its fair value.

貸款票據的賬面金額接近其公允值。

The maximum exposure to credit risk at the reporting date is the carrying amount of the loan notes.

於報告日，最大信貸風險敞口為貸款票據的賬面金額。

23. FINANCIAL ASSETS AT FVTPL

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trading securities (note a)	交易證券(附註a)	7,286	31,812
Convertible bonds designated at financial assets at FVTPL (note b)	指定為按公允值於損益賬列賬之金融資產的可轉換債券(附註b)	19,520	39,715
Private equity fund designated at financial assets at FVTPL (note c)	指定為按公允值於損益賬列賬之金融資產的私募基金(附註c)	—	13,542
		26,806	85,069

Notes:

附註：

(a) Trading securities

(a) 交易證券

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current assets:	流動資產：		
Equity securities held for trading at market value	為交易而持有的權益證券，按市場價值		
—Listed in Hong Kong	—香港上市	7,286	31,812

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23. FINANCIAL ASSETS AT FVTPL (Continued)

Notes: (Continued)

(a) Trading securities (Continued)

At the end of reporting period, details of the Group's major listed equity securities are as follows:

Stock name	As at 31 Dec	Proportion of investee's capital owned	Cost	Market value	Net assets attributable to the investment	Accumulated fair value losses on investment recognized in the consolidated financial statement during the year
股票名稱	於十二月 三十一日	擁有被投資 公司資本比例	成本 HK\$'000 千港元	市值 HK\$'000 千港元	投資應佔 資產淨值 HK\$'000 千港元	於本年度內於 綜合財務報表 內確認之投資 累計公允價值虧損 HK\$'000 千港元
Hong Kong						
香港						
On Real International Holdings Limited	2019	6.79%	11,100	5,421	4,075	(5,679)
安悅國際控股有限公司	2018	6.04%	11,656	14,150	4,723	2,494
Classified Group (Holdings) Limited	2019	4.59%	4,738	1,556	3,672	(3,182)
Classified Group (Holdings) Limited	2018	1.62%	8,317	8,404	1,751	87
Prime Intelligence Solutions Group Limited	2019	0.31%	228	147	276	(81)
匯安智能科技集團有限公司	2018	—	—	—	—	—
China Creative Digital Entertainment Limited	2019	0.49%	178	110	119	(68)
中國創意數碼娛樂有限公司	2018	0.21%	6,404	337	4,852	(6,067)
Evershine Group Holdings Limited	2019	0.10%	66	52	113	(14)
永耀集團控股有限公司	2018	0.00%	74	74	6	1
Kinetix System Holding Limited	2019	—	—	—	—	—
健冠控股有限公司	2018	5.15%	12,490	5,973	2,103	(6,518)
Luxxu Group Limited (previously known as Time2U International Holding Limited)	2019	—	—	—	—	—
勵時集團有限公司(前稱為時間由你國際控 股有限公司)	2018	0.81%	1,290	1,178	4,374	(112)
China 33 Media Group Limited	2019	—	—	—	—	—
中國三三傳媒有限公司	2018	0.90%	1,605	1,139	4,487	(466)

No dividend income received for both years.

兩個年度均未收到股息收益。

23. 按公允值於損益賬列賬之金融資產(續)

附註：(續)

(a) 交易證券(續)

於報告期末，本集團主要上市權益證券的詳情如下：

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23. FINANCIAL ASSETS AT FVTPL (Continued)

Notes: (Continued)

(a) Trading securities (Continued)

Unless otherwise specified, all of the above investments are directly held by the Company.

- (i) On Real International Holdings Limited, incorporated in Cayman Islands, is principally engaged in the designing, manufacturing and selling of two-way radio and baby monitors on original design manufacturing basis.
- (ii) Classified Group (Holdings) Limited, incorporated in Cayman Islands, is principally engaged in restaurant operations in Hong Kong.
- (iii) Prime Intelligence Solutions Group Limited, incorporated in Cayman Islands, is principally engaged in sales of biometrics identification devices and other devices and accessories and provision of auxiliary and other services.
- (iv) China Creative Digital Entertainment Limited, incorporated in Bermuda, is principally engaged in cultural and entertainment business in China.
- (v) Evershine Group Holdings Limited, incorporated in Hong Kong, is principally engaged in the construction, contracting works, construction materials trade, property leasing, furniture business, cemetery business, money lending business and mobile application business.
- (vi) Kinetix Systems Holdings Limited, incorporated in Cayman Islands, is principally engaged in provision of information technology ("IT") infrastructure solutions services, IT development solutions services and IT maintenance and support services.
- (vii) Luxxu Group Limited, incorporated in Cayman Islands, is principally engaged in the manufacture and sales of own-branded watches and jewellery, including but not limited to diamond watches, tourbillon watches and luxury jewellery watches, OEM watches and third-party watches Kinetix System is mainly engaged in provision of information technology infrastructure solution services.
- (viii) China 33 Media Group Limited, incorporated in Cayman Islands, is principally engaged in the provision of advertising services of printed media for railway networks, outdoor advertising spaces on railway stations in the PRC and online platforms, film and entertainment investment in Hong Kong and the PRC and prepaid card business in Hong Kong.

As at 31 December 2019, the Group's trading securities of carrying amount of approximately HK\$1,715,000 (2018: Nil) were pledged to a securities broker to secure margin loan borrowed by the Group.

23. 按公允值於損益賬列賬之金融資產(續)

附註：(續)

(a) 交易證券(續)

除非另有指明，本公司直接持有上列所有投資。

- (i) 安悅國際控股有限公司，於開曼群島註冊成立，主要從事設計、生產及銷售原創設計生產的對講設備和嬰兒監控器。
- (ii) Classified Group (Holdings) Limited，於開曼群島註冊成立，主要於香港從事餐廳經營。
- (iii) 匯安智能科技集團有限公司，於開曼群島註冊成立，主要從事銷售生物識別掃描設備及其他設備與配件的銷售，以及提供輔助性和其他服務。
- (iv) 中國創意數碼娛樂有限公司，於百慕達註冊成立，主要於中國從事文化娛樂業務。
- (v) 永耀集團控股有限公司，於香港註冊成立，主要從事建築、建築工程、建材交易、物業租賃、傢私業務、公基業務、貸款業務及移動應用業務。
- (vi) 捷冠控股有限公司，於開曼群島註冊成立，主要從事提供信息技術("IT")基礎設施解決方案服務、IT開發解決方案服務及IT維護與支持服務。
- (vii) 勵時集團有限公司，於開曼群島註冊成立，主要從事生產及銷售自主品牌手錶及珠寶，包括但不限於鑽石腕錶、陀飛輪表及奢侈珠寶腕錶、貼牌生產腕錶、第三方腕錶。捷冠主要從事提供信息技術基礎設施解決方案服務。
- (viii) 中國三三傳媒有限公司，於開曼群島註冊成立，主要從事為中國高鐵網絡平面媒體、高鐵站戶外廣告位及在線平台提供廣告服務，於香港及中國從事電影及娛樂投資，以及於香港從事預付卡業務。

於二零一九年十二月三十一日，本集團賬面值約1,715,000港元(二零一八年：無)的交易證券質押予證券經紀，以取得本集團借入的保證金貸款。

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23. FINANCIAL ASSETS AT FVTPL (Continued)

Notes: (Continued)

(b) Convertible bonds designated at financial assets at FVTPL

At the end of reporting period, details of major unlisted convertible bonds designated at financial assets at FVTPL are as follows:

Name of investee	Place of Incorporation	As at 31 December	Cost	Interest income recognised during the year	Accumulated fair value losses on investment recognised in the consolidated financial statements during the year	Fair value
被投資公司名稱	註冊成立地點	於十二月三十一日	成本 HK\$'000 千港元	於本年度內 確認之 利息收入 HK\$'000 千港元	於本年度內 於綜合財務 報表內確認之 投資累計 公允值虧損 HK\$'000 千港元	公允值 HK\$'000 千港元
Openroad Corporate Services Limited ("CB1")	Hong Kong	2019	—	—	—	—
恒富匯企業服務有限公司 (「可轉換債券1」)	香港	2018	—	1,261	—	—
Profit Gain Finance Limited ("CB2")	Hong Kong	2019	—	1,534	—	—
盈健財務有限公司(「可轉換債券2」)	香港	2018	20,000	1,800	3,634	19,625
Cross Consultants Limited ("CB3")	Hong Kong	2019	—	—	—	—
Cross Consultants Limited (「可轉換債券3」)	香港	2018	—	2,345	—	—
Openroad Professional Assurance Limited ("CB4")	Hong Kong	2019	—	—	—	—
恒富匯專業鑒證有限公司 (「可轉換債券4」)	香港	2018	—	2,345	—	—
HF Financial Group (Hong Kong) Limited ("CB5")	Hong Kong	2019	19,700	1,576	(2,146)	19,520
匯福金融集團(香港)有限責任公司 (「可轉換債券5」)	香港	2018	19,700	1,575	(1,856)	20,090

All the above investments are directly held by the Company.

本公司直接持有上列所有投資。

23. 按公允值於損益賬列賬之金融資產(續)

附註：(續)

(b) 指定為按公允值於損益賬列賬之金融資產的可轉換債券

於報告期末，主要的按公允值於損益賬列賬之金融資產的非上市可轉換債券的詳情如下：

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23. FINANCIAL ASSETS AT FVTPL (Continued)

Notes: (Continued)

(b) Convertible bonds designated at financial assets at FVTPL (Continued)

Hull model was used for valuation of CB5. The inputs into the valuation model of CB5 as at 31 December 2019 were as follows:

CB5

可轉換債券5

Subscription date

認購日期

Original maturity date

最初到期日期

Extended maturity date

延長後的到期日期

Coupon rate (per annum)

息票利率(每年)

Exercise price per share

每股行權價格

Risk free rate

無風險利率

Expected life (years)

預期年期(年)

Expected volatility

預期波幅

Expected dividend yield

預期股息收益率

Valuation methodology

估值方法

Fair value performed by:

公允值評估機構:

On 20 March 2018 and 18 July 2018, the Company entered into extension agreements with the investees, to extend the maturity dates of CB2 and CB5 to 13 April 2019 and 28 July 2019 respectively. On 8 November 2019, the Company disposed CB2 and exchanged for the LN6 as detailed in note 22 to the financial statements, resulting a loss on deemed disposal of approximately HK\$1,845,000 recognised in 2019. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

Ravia is an independent firm of professional valuer appointed by the Company to carry out the valuation of the Group's convertible bond designated at financial assets at FVTPL.

23. 按公允值於損益賬列賬之金融資產(續)

附註:(續)

(b) 指定為按公允值於損益賬列賬之金融資產的可轉換債券(續)

可轉換債券5使用赫爾模型進行估價。於二零一九年十二月三十一日，可轉換債券5的估價模式的輸入如下：

31 December 2019

二零一九年十二月三十一日

28 July 2016

二零一六年七月二十八日

28 July 2019

二零一九年七月二十八日

28 July 2020

二零二零年七月二十八日

8%

8%

HK\$14,723

14,723港元

2.12%

2.12%

0.57

0.57

70%

70%

—

—

Hull Model

赫爾模型

Ravia Global Appraisal Advisory

Limited ("Ravia")

瑞豐環球評估諮詢有限公司

(「瑞豐」)

於二零一八年三月二十日及二零一八年七月十八日，本公司與被投資公司訂立延長協議，以分別將可轉換債券2及可轉換債券5的到期日延遲至二零一九年四月十三日及二零一九年七月二十八日。本公司於二零一九年十一月八日出售了可轉換債券2，以換取財務報表附註22詳述之貸款票據6，故於二零一九年確認視作出售虧損約1,845,000港元。取消確認後，於其他全面收益表內確認之累計公允值變動重新計入損益表。

瑞豐為本公司委任就本集團指定為按公允值於損益賬列賬之金融資產的可轉換債券進行估值的獨立專業估值師行。

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23. FINANCIAL ASSETS AT FVTPL (Continued)

Notes: (Continued)

(c) Private equity fund designated at financial assets at FVTPL

On 29 June 2018, the Group had subscribed 39.25% of a private equity fund ("Fund Investment") incorporated in the Cayman Islands, HF Pre-IPO Fund, of principal value of HK\$19,001,000. As of 31 December 2018, the fair value of the Fund Investment was approximately HK\$13,542,000. During the year ended 31 December 2018, the unrealised loss recognised of the Fund Investment approximately HK\$5,459,000.

On 31 December 2019, the Company entered into a sale and purchase agreement with Hanfaith Property Agency Limited, an independent third party to the Company to dispose the entire interest of Fund Investment held by the Company at cash consideration of HK\$9,000,000, which is settled by 18 installment payments of HK\$500,000 each. The first instalment shall be due on the agreement date. The consideration receivable was recorded under "other receivables" at 31 December 2019. Upon the disposal date, the loss on disposal of HK\$4,542,000 was recognised for the year ended 31 December 2019. In the opinion of the directors, no effects of the time value of money is taken into the account of the carrying value of consideration receivable, as the financial impact was immaterial.

24. FINANCIAL ASSETS AT FVTOCI

Unlisted equity investments designated at financial assets at FVTOCI 指定按公允值於其他全面收益列賬的非上市股權投資

23. 按公允值於損益賬列賬之金融資產(續)

附註：(續)

(c) 指定為按公允值於損益賬列賬之金融資產的私募基金

於二零一八年六月二十九日，本集團認購一個在開曼群島註冊成立的私募基金HF Pre-IPO Fund (「基金投資」)的39.25%，本金價值為19,001,000港元。截至二零一八年十二月三十一日，基金投資的公允值約為13,542,000港元。於截至二零一八年十二月三十一日止年度，基金投資確認的未變現虧損約為5,459,000港元。

本公司於二零一九年十二月三十一日與本公司獨立第三方Hanfaith Property Agency Limited簽署了一份買賣協議，據此，本公司將以代價9,000,000港元現金出售本公司於基金投資所持全部股權，代價將分18期結算，每期500,000港元。首筆款項於協議日期應付。該應收代價於二零一九年十二月三十一日計入「其他應收款項」。於出售日期就截至二零一九年十二月三十一日止年度確認出售虧損4,542,000港元。董事認為，由於財務影響不大，應收代價面值不考慮款項的時間價值影響。

24. 按公允值於其他全面收益列賬之金融資產

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Unlisted equity investments designated at financial assets at FVTOCI 指定按公允值於其他全面收益列賬的非上市股權投資	29,400	35,176

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24. FINANCIAL ASSETS AT FVTOCI (Continued)

On 6 June 2018 and 7 December 2018, the Group had subscribed 18.18% and 20% equity interest of a Hong Kong incorporated private entity and an Anguilla incorporated private entity, HF Finance Limited (the "HF Finance") and Perfect Path, which are engaged in money lending business and gold mining business at considerations of HK\$8,000,000 and HK\$18,500,000 respectively. As of 31 December 2018, the fair value of the equity investments was approximately HK\$6,176,000 and HK\$29,000,000 respectively.

Despite the Group holds 20% of the voting power in Perfect Path, however, under contractual arrangements, the other shareholders control the composition of the board of directors and have control over Perfect Path. The directors of the Company consider that the Group does not have significant influence over Perfect Path, and it is therefore the unlisted equity investments are designated at financial assets at FVTOCI.

On 8 November 2019, the Company has disposed of HF Finance and exchanged for the LN6 as detailed in note 22 to the consolidated financial statements, resulting a loss on deemed disposal of approximately HK\$1,676,000 recognised in 2019.

24. 按公允值於其他全面收益列賬之金融資產(續)

於二零一八年六月六日及二零一八年十二月七日，本集團分別以代價8,000,000港元及18,500,000港元認購於香港註冊成立的私人實體匯福財務有限公司(「匯福財務」)及於安圭拉註冊成立的私人實體Perfect Path的18.18%及20%股權，其分別從事放債業務及金礦開採業務。截至二零一八年十二月三十一日，股權投資的公允值分別約為6,176,000港元及29,000,000港元。

儘管本集團持有Perfect Path的20%表決權，然而，根據合約安排，其他股東控制董事會的人員組成，並控制Perfect Path。本公司董事認為本集團對Perfect Path並無重大影響力，因此非上市股權投資指定為按公允值於其他全面收益列賬的金融資產。

本公司於二零一九年十一月八日出售了匯福財務，以換取綜合財務報表附註22詳述之貸款票據6，故於二零一九年確認視作出售虧損約1,676,000港元。

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24. FINANCIAL ASSETS AT FVTOCI (Continued)

Income approach were used for valuation of the remaining equity interests. Ravia is an independent firm of professional valuer appointed by the Company to carry out the valuations of the Group's unlisted equity investments designated at financial assets at FVTOCI. The inputs into the valuation models as at 31 December 2019 were as follows:

Perfect Path Perfect Path

Subscription date

認購日期

Total number of shares held

所持股份總數

Subscription price

認購價

Proportion of investee's capital owned

被投資公司擁有的資本比重

Dividend income received during the year

本年度內已收到的股息收入

Net assets attributable to the investment (Note)

投資應佔資產淨值(附註)

Fair value gain/(loss) recognised during the year

本年度內確認的公允價值收益/(虧損)

Expected dividend yield

預期股息收益率

Discount rate

貼現率

Valuation methodology

估值方法

Fair value performed by:

公允價值評估機構：

Note: Figures were based on the management accounts as at 31 December 2019 provided by the investees.

24. 按公允價值於其他全面收益列賬之金融資產(續)

使用收入法評估剩餘股權。瑞豐為本公司委任就本集團指定為按公允價值於其他全面收益列賬之金融資產的非上市股權投資進行估值的獨立專業估值師行。於二零一九年十二月三十一日估值模型之輸入如下：

31 December 2019

二零一九年十二月三十一日

7 December 2018

二零一八年十二月七日

200,000

200,000

HK\$18,500,000

18,500,000港元

20%

20%

—

—

HK\$30,697,000

30,697,000港元

—

—

—

—

12%

12%

Income Model

收入模型

Ravia Global Appraisal

Advisory Limited ("Ravia")

瑞豐環球評估諮詢有限公司

(「瑞豐」)

附註：數據基於被投資公司提供的二零一九年十二月三十一日管理層賬目。

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25. DUE FROM SECURITIES BROKERS

Amounts due from securities brokers represent deposits placed with securities brokers for the trading of listed investments which are unsecured, bearing interest at a range between 0% to 0.001% (2018: 0.0005% and 0.001%) per annum and repayable on demand. No ageing analysis is disclosed in respect of amounts due from securities brokers. In the opinion of the directors of the Company, an ageing analysis does not give additional value in view of the Group's business nature.

26. DUE TO SECURITIES BROKERS

Amounts due to securities brokers represent credit facility provided by securities brokers, bearing interest at a range between 8% to 10.375% (2018: 8% to 10.375%) per annum and repayable on demand. No ageing analysis is disclosed in respect of amounts due to securities brokers. In the opinion of the directors of the Company, an ageing analysis does not give additional value in view of the Group's business nature.

27. OTHER PAYABLES AND ACCRUALS

Other payables and accruals	其他應付款及應計費用
Unclaimed dividend payables	尚未領取的應付股息

25. 應收證券經紀款項

應收證券經紀款項為證券經紀為交易上市投資而存放在證券經紀的存款，其為無抵押，按0%至0.001%（二零一八年：0.0005%至0.001%）的年利率計算利息，並須按要求隨時償還。並無就應收證券經紀款項披露賬齡分析。本公司董事認為，有鑑於本集團的業務性質，賬齡分析並無額外價值。

26. 應付證券經紀款項

應付證券經紀款項為證券經紀提供的信貸融資，按介乎8%至10.375%（二零一八年：8%至10.375%）的年利率計算利息，並須按要求隨時償還。並無就應付證券經紀款項披露賬齡分析。本公司董事認為，有鑑於本集團的業務性質，賬齡分析並無額外價值。

27. 其他應付款及應計費用

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Other payables and accruals	1,343	3,797
Unclaimed dividend payables	4	4
	1,347	3,801

28. SHAREHOLDER'S LOAN

On 4 June 2018, the Group had obtained an unsecured and unguaranteed loan at the rate of 8% per annum with principal amount of HK\$30,000,000 from its substantial shareholder, namely Mr. Chen Chien Yeh (the "Shareholder's Loan"). The effective interest rate applied was 7.7% per annum and the Shareholder's Loan was mature on 6 October 2019 and settled in full during the year.

28. 股東貸款

於二零一八年六月四日，本集團已自其主要股東陳建業先生按年利率8%獲得本金額為30,000,000港元的無抵押且無擔保貸款（「股東貸款」）。適用的實際年利率為7.7%，該項股東貸款於二零一九年十月六日到期並於本年度內悉數結清。

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29. PROMISSORY NOTES

As at 31 December 2019, the Company had outstanding five promissory notes to four individuals who are independent to the Group with an aggregated principal value of HK\$19,920,000. These promissory notes bear interest at rates ranging from 6.5% to 8% per annum and are due for repayments ranging from 24th months to 64th months at the end of reporting period.

On initial recognition, the fair value of promissory notes issued by the Company were determined based on the present value of the contractual stream of future cash flows discounted at rates ranging from 5.5% to 6.69% per annum. The discount rates are determined with reference to the yield rate with credit rating and duration similar to the promissory notes.

The details of the promissory notes for the year are set out below:

29. 承付票

於二零一九年十二月三十一日，本公司持有五張未償還的承付票予四名獨立於本集團的個人，有關本金總值為19,920,000港元。該等承付票按6.5%至8%的年利率計算利息，並於報告期末起計第24個月至第64個月到期償還。

初始確認時，本公司所發行的承付票的公允值乃根據合約未來現金流以5.5%至6.69%年利率折現所得的現值確定。折現率乃參考信貸評級及年期與承付票類似者的收益率來確定。

於年內有關承付票的詳情載列如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1 January	於一月一日	20,754	29,846
Imputed interest charged	估算收取的利息	1,317	1,618
Redemption during the year	於本年度內贖回	(300)	(8,530)
Interest paid during the year	於本年度內支付利息	(1,514)	(2,180)
At 31 December	於十二月三十一日	20,257	20,754
Less: Amount due within one year classified as current liabilities	減：於一年內到期的金額， 分類為流動負債	(337)	(834)
Amount due over one year classified as non-current liabilities	於一年後到期的金額， 分類為非流動負債	19,920	19,920

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30. DEFERRED TAX

At the end of the reporting period, the Group has unused tax losses of approximately HK\$276,282,000 (2018: HK\$255,228,000) available for offset against future profits. No deferred tax asset has been recognised in respect of these tax losses due to the unpredictability of future profit streams. The unrecognised tax losses may be carried forward indefinitely.

30. 遞延稅項

於報告期末，本集團有未利用稅務虧損約276,282,000港元(二零一八年：255,228,000港元)可用作抵銷未來利潤。由於未來利潤流的不可預測性，未就這些稅務虧損確認遞延稅項資產。未確認的稅務虧損可以無限期結轉。

31. SHARE CAPITAL

31. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$1 each, at 1 January 2018	於二零一八年一月一日 每股面值1港元的普通股	100,000,000	100,000
Increase during the year	於本年度內增加	900,000,000	900,000
Ordinary share of HK\$1 each at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日 每股面值1港元的普通股	1,000,000,000	1,000,000
Capital reorganisation (note 2)	股本重組(附註2)	9,000,000,000	—
Ordinary shares of HK\$0.1 each at 31 December 2019	於二零一九年十二月三十一日 每股面值0.1港元的普通股	10,000,000,000	1,000,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$1 each at 1 January 2018	於二零一八年一月一日 每股面值1港元的普通股	85,928,950	85,929
Issue of shares on placement (note 1)	配售時發行股份(附註1)	33,980,000	33,980
Ordinary shares of HK\$1 each at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日 每股面值1港元的普通股	119,908,950	119,909
Capital reorganisation (note 2)	股本重組(附註2)	—	(107,918)
Rights issue (note 3)	供股(附註3)	239,817,900	23,982
Ordinary shares of HK\$0.1 each at 31 December 2019	於二零一九年十二月三十一日 每股面值0.1港元的普通股	359,726,850	35,973

31. SHARE CAPITAL (Continued)

Notes:

- 1 On 11 May 2018, the Company and a placing agent entered into a placing agreement in respect of the placement of 14,000,000 ordinary shares of HK\$1 each to independent investors at a price of HK\$0.79 per share ("Placement 1"). The Placement 1 was completed on 29 May 2018.

Details and the results of the Placement 1 are set out in the announcements of the Company dated 11 May 2018 and 29 May 2018.

On 21 September 2018, the Company and another placing agent entered into a placing agreement in respect of the placement of 19,980,000 ordinary shares of HK\$1 each to independent investors at a price of HK\$1.00 per share ("Placement 2"). The Placement 2 was completed on 12 October 2018.

Details and the result of the Placement 2 are set out in the announcements of the Company dated 21 September 2018 and 12 October 2018.

- 2 The Company has been de-registered in the Cayman Islands and duly continued in Bermuda as an exempted company under the laws of Bermuda and the change of domicile became effective on 2 April 2019 (Hong Kong time) (the "Change of Domicile"). Details of the Change of Domicile were set out in the announcements of the Company dated 23 January 2019, 25 January 2019 and 4 April 2019 and the circular of the Company dated 4 February 2019.

On 23 January 2019, the Company announced to implement the capital reorganisation after the change of domicile becoming effective as follows:

- (i) Reduction of Share Premium — the entire amount standing to the credit of the share premium account of the Company was reduced to nil and the credit arising from such reduction was transferred to an existing account of the Company designated as the contributed surplus account of the Company. Thereafter, the credit of the contributed surplus account of the Company was applied in full towards offsetting the entire amount of the accumulated losses of the Company as permitted under the New Bye-laws and the Companies Act.

31. 股本(續)

附註：

- 1 於二零一八年五月十一日，本公司與配售代理訂立配售協議，內容有關向獨立投資者配售14,000,000股每股面值1港元的普通股，有關價格為每股0.79港元（「配售事項1」）。配售事項1已於二零一八年五月二十九日完成。

有關配售事項1的詳情及結果，載於本公司日期分別為二零一八年五月十一日及二零一八年五月二十九日的公告內。

於二零一八年九月二十一日，本公司與另一配售代理訂立配售協議，內容有關向獨立投資者配售19,980,000股每股面值1港元的普通股，有關價格為每股1.00港元（「配售事項2」）。配售事項2已於二零一八年十月十二日完成。

有關配售事項2的詳情及結果，載於本公司日期分別為二零一八年九月二十一日及二零一八年十月十二日的公告內。

- 2 本公司已於開曼群島註銷，並於百慕達根據百慕達法律作為豁免公司正式存續，該註冊地點變更已於二零一九年四月二日（「香港時間」）生效（「註冊地點變更」）。註冊地點變更詳情已分別載於本公司日期為二零一九年一月二十三日、二零一九年一月二十五日及二零一九年四月四日之公告，以及本公司日期為二零一九年二月四日之通函。

本公司於二零一九年一月二十三日宣佈將於註冊地點變更後進行股本重組：

- (i) 削減股份溢價 — 本公司股份溢價賬之全部進賬金額削減至零，並已將有關削減所產生之進賬轉撥至指定為本公司實繳盈餘賬之本公司現有賬戶。其後，根據新細則及公司法准許，本公司實繳盈餘賬之進賬金額已用於悉數對銷本公司的全部累計虧損金額。

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31. SHARE CAPITAL (Continued)

Notes: (Continued)

2 (Continued)

- (ii) Capital Reduction — the par value of each of the issued existing shares of the Company was reduced from HK\$1.00 to HK\$0.10 per issued existing share of the Company by the cancellation of the paid up share capital of the Company to the extent of HK\$0.90 per issued existing share of the Company by way of a reduction of capital, such that the par value of the issued existing shares of the Company was reduced to HK\$0.10 each. The credit arising from the Capital Reduction was transferred to the contributed surplus account of the Company within the meaning of the Companies Act and was applied for such purposes as permitted by all applicable laws and the Memorandum of Continuance and the New Bye-laws of the Company and as the Board considers appropriate; and
- (iii) Share sub-division — immediately following the Capital Reduction, each of the authorised but unissued existing Shares with par value of HK\$1.00 each was subdivided into 10 new Shares with par value of HK\$0.10 each.

The Capital Reorganisation had become effective after 9:00 a.m. (Hong Kong time) on 18 April 2019. Details of the above are set out in the announcements of the Company dated 23 January 2019, 25 January 2019, 11 March 2019, 4 April 2019 and 23 April 2019 and the circular of the Company dated 4 February 2019.

- 3 The Company has completed the Rights Issue on the basis of two Rights Shares for every one Share held on the Record Date at the Subscription Price of HK\$0.28 per Rights Share to raise approximately HK\$67.15 million before expenses by issuing 239,817,900 Rights Shares to the Qualifying Shareholders.

References were made to (1) the announcements of the Company dated 18 July 2019, 30 July 2019, 2 August 2019, 13 August 2019 and 18 October 2019, respectively, (2) the circular of the Company dated 21 August 2019 (the "Circular") and the poll result announcement of the Company dated 12 September 2019 in relation to, amongst others, the Rights Issue, and (3) the prospectus of the Company dated 25 September 2019. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

31. 股本(續)

附註：(續)

2 (續)

- (ii) 股本削減 — 藉削減股本方式，註銷本公司實繳股本每股已發行現有股份0.90港元，已將本公司每股已發行現有股份面值由每股1.00港元削減至0.10港元，據此本公司已發行現有股份面值減至每股0.10港元。股本削減所產生之進賬將轉撥至公司法定義的本公司實繳盈餘賬，並應用於所有適用法律及存續大綱及本公司新細則允許及董事會認為適當的用途；及
- (iii) 股份拆細 — 緊隨股本削減後，每股面值1.00港元法定但未發行現有股份已拆細為10股每股面值0.10港元的新股份。

股本重組已於二零一九年四月十八日上午九時正(香港時間)生效。以上之詳情分別載於本公司日期為二零一九年一月二十三日、二零一九年一月二十五日、二零一九年三月十一日、二零一九年四月四日及二零一九年四月二十三日之公告，以及本公司日期為二零一九年二月四日之通函。

- 3 本公司已完成供股發行，按於記錄日期每持有一股股份獲發兩股供股股份之基準以每股供股股份認購價格0.28港元向合資格股東供股發行239,817,900股供股股份，以籌集約67.15百萬港元(扣除費用前)。

茲提述(1)本公司日期分別為二零一九年七月十八日、二零一九年七月三十日、二零一九年八月二日、二零一九年八月十三日及二零一九年十月十八日之公告，(2)本公司日期為二零一九年八月二十一日之通函(「通函」)，以及本公司日期為二零一九年九月十二日有關(其中包括)供股之表決結果之公告，及(3)本公司日期為二零一九年九月二十五日之招股章程。除另有規定者外，此處所用術語與通函所界定者具有相同涵義。

31. SHARE CAPITAL (Continued)

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance. The capital structure of the Group comprises all components of shareholders' equity.

The Group reviews the capital structure frequently by considering the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts, redemption of existing debts or selling assets to reduce debts. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2018 and 2019.

The only externally imposed capital requirement is that for the Group to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares. The Group receives a report from the share registrars monthly on substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit throughout the year. As at 31 December 2019, 72.8% (2018: 52.5%) of the shares were in public hands.

31. 股本(續)

本集團管理資本時的目標為通過在負債與權益間作出最佳平衡，保障本集團能夠持續經營，並同時謀求最大限度的股東回報。本集團的資本結構由股東權益的所有元素組成。

本集團通過考慮資金成本及與每類資本相關的風險，經常覆核資本結構。本集團會透過支付股息、發行新股份及股份回購以及發行新債務、贖回現有債務或出售資產以減低債務，來平衡其整體資本結構。於截至二零一八年及二零一九年十二月三十一日止年度內，管理資本的目標、政策或程序並無作出任何變動。

唯一外部強制性資本要求為，本集團如欲維持其在聯交所上市的地位，其公眾持股量最少為股份的25%。本集團每月收到股份過戶登記處顯示非公眾持股量的重大股份權益的報告，其顯示全年均持續符合25%的限額。於二零一九年十二月三十一日，72.8% (二零一八年：52.5%) 的股份由公眾持有。

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32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

The following is the statement of financial position of the Company as at 31 December 2019 and 2018:

32. 本公司的財務狀況表

以下為本公司於二零一九年及二零一八年十二月三十一日的財務狀況表：

	Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current assets			
Property, plant and equipment		10	19
Right-of-use assets		475	—
Interests in subsidiaries		27	34
Other receivables, deposits and prepayments		3,000	—
Loan notes		75,913	45,610
		79,425	45,663
Current assets			
Other receivables, deposits and prepayments		20,874	15,764
Loan notes		5,144	10,417
Financial assets at FVTPL		26,806	85,069
Financial assets at FVTOCI		29,400	35,176
Due from securities brokers		12	12
Bank balances		28,187	4,734
		110,423	151,172
Current liabilities			
Due to securities brokers		2,011	5,190
Other payables and accruals		1,347	3,801
Lease liabilities		282	—
Shareholder's loan		—	31,710
Amount due to a subsidiary		7,421	7,413
Promissory notes		337	834
		11,398	48,948
Net current assets		99,025	102,224
Total assets less current liabilities		178,450	147,887
Non-current liabilities			
Lease liabilities		208	—
Promissory notes		19,920	19,920
		20,128	19,920
Net assets		158,322	127,967
Capital and reserves			
Share capital		35,973	119,909
Reserves	(a)	122,349	8,058
Total equity		158,322	127,967

Approved and authorised for issue by the Board of Directors on 20 March 2020.

於二零二零年三月二十日獲董事會批准及授權刊發。

Wu Ming Gai
胡銘佳
Director
董事

Chan Carman Wing Yan
陳詠欣
Director
董事

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32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

(a) Movements of the Company's reserve

		Share premium	Contributed surplus	Convertible bonds equity reserve	Financial assets at FVTOCI reserve	Accumulated losses	Total
		股份溢價 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元	可轉換債券 權益儲備 HK\$'000 千港元	按公允值 於其他全面 收益列賬之 金融資產儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總額 HK\$'000 千港元
As 1 January 2018	於二零一八年一月一日	203,918	—	171	—	(122,731)	81,358
Loss and total comprehensive income (expenses) for the year	年度虧損及全面收益(開支)總額	—	—	—	8,676	(78,435)	(69,759)
Issue of shares on placement	配售時發行股份	(3,541)	—	—	—	—	(3,541)
Redemption of convertible bonds	贖回可轉換債券	—	—	(171)	—	171	—
At 31 December 2018	於二零一八年十二月三十一日	200,377	—	—	8,676	(200,995)	8,058
Effect of adoption of IFRS 16	採納國際財務報告準則第16號影響	—	—	—	—	(9)	(9)
At 1 January 2019 (restated)	於二零一九年一月一日 (經重述)	200,377	—	—	8,676	(201,004)	8,049
Loss and total comprehensive income (expenses) for the year	年度虧損及全面收益(開支)總額	—	—	—	400	(35,331)	(34,931)
Capital reorganisation	股本重組	(200,377)	107,918	—	—	200,377	107,918
Rights Issue	供股	41,313	—	—	—	—	41,313
Transfer of reserve	轉移儲備	—	—	—	1,824	(1,824)	—
At 31 December 2019	於二零一九年十二月三十一日	41,313	107,918	—	10,900	(37,782)	122,349

32. 本公司的財務狀況表(續)

附註：

(a) 本公司儲備變動

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33. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature and purpose of reserves

(i) Share premium

Share premium represents the amount by which the issue price of shares exceeds the par value of those shares and is distributable to shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

(ii) Convertible bonds equity reserve

The convertible bonds equity reserve represents the value of the unexercised equity component of convertible bonds issued by the Company recognised in accordance with the accounting policy adopted for convertible bonds in note 4(k) to the consolidated financial statements.

(iii) Financial assets at FVTOCI reserve

Financial assets at FVTOCI reserve represents the cumulative net change in fair value of equity investments held at the end of the reporting period and recognised in accordance with the accounting policy adopted for equity instruments in note 4(f) to the consolidated financial statements.

(iv) Contributed surplus

(a) The contributed surplus of the Company arose as a result of the Capital Reorganisation that the entire amount standing to the credit of the share premium account of the Company was reduced to nil and the credit arising from such reduction be transferred to an existing account of the Company designated as the contributed surplus account of the Company. Thereafter, the amount approximately HK\$200.4 million standing to the credit of the contributed surplus account of the Company was applied in full towards offsetting the entire amount of the accumulated losses of the Company; and

33. 儲備

(a) 本集團

本集團儲備的金額及其變動在綜合損益及其他全面收益表及綜合權益變動表內列報。

(b) 儲備之性質及目的

(i) 股份溢價

股份溢價指股份發行價超出該等股份之面值之金額，並可分派予本公司股東，但於緊隨建議分派股息日期後，本公司須能在日常業務運作過程中償還其到期債務。

(ii) 可轉換債券權益儲備

可轉換債券權益儲備代表根據綜合財務報表附註4(k)內就可轉換債券採用的會計政策確認本公司所發行可轉換債券的未行使權益部分的價值。

(iii) 按公允值於其他全面收益列賬之金融資產儲備

按公允值於其他全面收益列賬之金融資產儲備代表根據綜合財務報表附註4(f)內就權益工具採用的會計政策確認於報告期末持有的股權投資的公允值累計變動淨額。

(iv) 實繳盈餘

(a) 本公司實繳盈餘為股本重組已完成，本公司股份溢價賬之全部進賬金額削減至零，並將有關削減所產生之進賬轉撥至指定為本公司實繳盈餘賬之本公司現有賬戶。其後，本公司實繳盈餘賬之進賬金額約200.4百萬港元用於悉數對銷本公司的全部累計虧損金額；及

33. RESERVES (Continued)

(b) Nature and purpose of reserves (Continued)

(iv) Contributed surplus (Continued)

(b) the par value of each of the issued shares was reduced from HK\$1.00 to HK\$0.10 per issued share by the cancellation of the paid up share capital of the Company to the extent of HK\$0.90 per issued share by way of a reduction of capital, such that the par value of the issued Shares was reduced to HK\$0.10 each. The credit arising from the Capital Reduction was transferred to the contributed surplus account of the Company within the meaning of the Companies Act and be applied for such purposes as per-mitted by all applicable laws and the Memorandum of Continuance and the Bye-laws of the Company and as the Board considers appropriate.

34. NET ASSET VALUE PER SHARE

The calculation of net asset value per share is based on the Group's net assets of approximately HK\$165,716,000 (2018: HK\$135,391,000) divided by the Company's ordinary shares in issue of 359,762,850 as at 31 December 2019 and the ordinary shares in issue of 119,908,950 as at 31 December 2018.

35. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transaction

(i) Subscription of loan notes

As disclosed in notes 22(i) & (iv), 23(b) and 24 to the consolidated financial statements, the Group had subscribed a loan note with principal value of HK\$33,000,000. The subscription of loan note was satisfied by way of (i) the disposals of LN1, LN2, and LN3 with fair values of approximately HK\$9,186,000 in total; (ii) the disposal of CB2 with fair value of approximately HK\$19,314,000; and (iii) disposal of HF Finance with fair value of approximately HK\$4,500,000 respectively as at their respective dates of disposal.

(ii) Disposal of private equity fund designated at FVTPL

As disclosed in note 23(c) to the consolidated financial statements, the Group had disposed of 39.25% of a private equity fund at consideration of approximately HK\$9,000,000, which is to be settled by 18 equal instalments of HK\$500,000 each. The consideration receivable is recorded under "other receivables" at 31 December 2019.

33. 儲備(續)

(b) 儲備之性質及目的(續)

(iv) 實繳盈餘(續)

(b) 藉削減股本方式，註銷本公司實繳股本每股已發行股份0.90港元，將每股已發行股份面值由每股已發行股份1.00港元削減至0.10港元，據此已發行股份面值減至每股0.10港元。股本削減所產生之進賬轉撥至公司法定義的本公司實繳盈餘賬，並應用於所有適用法律及存續大綱及本公司新細則允許及董事會認為適當的用途。

34. 每股資產淨值

每股資產淨值乃按照本集團之資產淨值約165,716,000港元(二零一八年：135,391,000港元)除以二零一九年十二月三十一日本公司已發行普通股359,762,850股及二零一八年十二月三十一日本公司已發行普通股119,908,950股計算。

35. 綜合現金流量表附註

(a) 主要非現金交易

(i) 認購貸款票據

誠如綜合財務報表附註22(i)及(iv)、23(b)及24所披露，本集團已認購一期貸款票據，本金為33,000,000港元。認購貸款票據於其各自出售日期透過以下方式償付：(i)出售公允值合共約9,186,000港元的貸款票據1、貸款票據2及貸款票據3，(ii)出售公允值約19,314,000港元的可轉換債券2，及(iii)出售公允值約為4,500,000港元的匯福財務。

(ii) 出售指定為按公允值於損益賬列賬的私募基金

誠如綜合財務報表附註23(c)所披露，本集團將以每份500,000港元之18等額分期結算，代價約為9,000,000港元出售39.25%的私募基金。應收代價於二零一九年十二月三十一日記錄於「其他應收款」下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

35. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Reconciliation of liabilities arising from financing activities

The table set forth below is the detail changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

		1 January 2019	Cash flows	Addition	Interest charges	31 December 2019
		二零一九年 一月一日	現金流量	添置	利息費用	二零一九年 十二月 三十一日
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Shareholder's loan	股東貸款	31,710	(33,936)	—	2,226	—
Lease liabilities	租賃負債	275	(355)	556	14	490
Promissory notes (note 29)	承付票(附註29)	20,754	(1,814)	—	1,317	20,257
		52,739	(36,105)	556	3,557	20,747

		1 January 2018	Cash flows	Interest charges	31 December 2018
		二零一八年 一月一日	現金流量	利息費用	二零一八年 十二月三十一日
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Shareholder's loan	股東貸款	—	30,000	1,710	31,710
Convertible bonds — liability component	可轉換債券 — 負債部分	12,564	(13,215)	651	—
Promissory notes (note 29)	承付票(附註29)	29,846	(10,710)	1,618	20,754
		42,410	6,075	3,979	52,464

35. 綜合現金流量表附註(續)

(b) 因融資活動產生的負債的對賬

下表為本集團因融資活動產生的負債變動詳情，包括現金及非現金變動。因融資活動產生的負債指在本集團綜合現金流量表分類為融資活動產生的現金流量的現金流量以及將會分類為融資活動產生的現金流量的未來現金流量的有關負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

35. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(c) Total cash outflow for leases

Amounts included in the consolidated cash flow statements for lease comprise the following:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within operating cash flows	經營現金流量內	14	—
Within financing cash flows	融資現金流量內	341	—
		355	—

These amounts relate to the following:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Lease rental paid	已付租金	355	—

35. 綜合現金流量表附註(續)

(c) 租賃現金流出總額

綜合現金流量表中有關租賃的數額如下：

該等金額與以下各項有關：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

36. RELATED PARTY TRANSACTIONS

- (a) On 29 February 2016, the Company entered into an investment management agreement (“Investment Management Agreement”) with Tiger Securities Asset Management Company Limited (“Tiger Securities”), pursuant to which Tiger Securities has agreed to act as the investment manager of the Company and to provide investment management services to the Company for a period of two years commencing from 1 March 2016 and expiring on 28 February 2018.

According to the Investment Management Agreement, Tiger Securities shall be entitled to a management fees of 0.5% per annum on the net asset value as per the management account of the Company of the preceding month with an annual cap of HK\$1,800,000.

On 24 November 2016, the Company entered into a supplemental investment management agreement (“Supplemental Investment Management Agreement”) with Tiger Securities, pursuant to which, with effect from 1 January 2017, management fees as set out in the Investment Management Agreement shall be changed from 0.5% per annum on the net asset value as per the management account of the Company of the preceding month with an annual cap of HK\$1,800,000 to 1% per annum on the net asset value as per the management account of the Company of the preceding month with an annual cap of HK\$2,980,000. Save as above changed, all other terms and conditions set forth in the Investment Management Agreement shall remain unchanged, in full force and effect.

On 28 February 2018, the Company entered into a renewal agreement with Tiger Securities to renew the investment management services period from 28 February 2018 to 28 February 2019.

On 28 February 2019 and 28 August 2019, the Company entered into renewal agreements with Tiger Securities respectively, to renew the investment management services period from 28 February 2019 to 31 August 2019 and further extended to 29 February 2020.

36. 關聯方交易

- (a) 於二零一六年二月二十九日，本公司與泰嘉證券資產管理有限公司（「泰嘉證券」）訂立投資管理協議（「投資管理協議」），據此，泰嘉證券已經同意擔任本公司之投資管理人以及為本公司提供投資管理服務，由二零一六年三月一日起為期兩年，至二零一八年二月二十八日屆滿。

根據投資管理協議，泰嘉證券可獲得本公司在對上一個月的管理賬目中的資產淨值計算每年0.5%之管理費，有關全年上限為1,800,000港元。

於二零一六年十一月二十四日，本公司與泰嘉證券訂立補充投資管理協議（「補充投資管理協議」），據此，由二零一七年一月一日起，投資管理協議內所載之管理費將由本公司在對上一個月的管理賬目中的資產淨值計算每年0.5%，有關全年上限為1,800,000港元，改為本公司在對上一個月的管理賬目中的資產淨值計算每年1%，有關全年上限為2,980,000港元。除上述改動外，投資管理協議內所載之所有其他條款及條件將維持不變，具有十足效力及作用。

於二零一八年二月二十八日，本公司與泰嘉證券訂立重續協議，重續投資管理服務期間由二零一八年二月二十八日至二零一九年二月二十八日。

於二零一九年二月二十八日及二零一九年八月二十八日，本公司分別與泰嘉證券訂立重續協議，重續投資管理服務期間由二零一九年二月二十八日至二零一九年八月三十一日並進一步延期至二零二零年二月二十九日。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

36. RELATED PARTY TRANSACTIONS (Continued)

(a) (Continued)

With effective from 1 September 2019, management fee to Tiger Securities shall be changed from 1% per annum on the net asset value as per the management account of the Company of the preceding month to 0.8% per annum on the net asset value as per the management account of the Company of the preceding month with unchanged annual cap at HK\$2,980,000.

Mr. Wu Ming Gai, an executive director of the Company, is a director and responsible officer of Tiger Securities.

The management fees and incentive fee paid and payable to Tiger Securities are as follows:

Tiger Securities:
Management fees

泰嘉證券：
管理費

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
1,277	1,474

The above management fees paid or payable to Tiger Securities are continuing connected transactions ("CCT") as defined in Chapter 14A of the Listing Rules but regarded as de minimis transaction pursuant to Rule 14A.76(1) of the Listing Rules as the CCT had fulfill the relevant requirements.

On 11 May 2018, the Company entered into a placing agreement with Tiger Securities in respect of the placement of 14,000,000 ordinary shares of the Company. The placement was completed on 29 May 2018 and the placing commission paid or payable to Tiger Securities are as follows:

Tiger Securities:
Commission

泰嘉證券：
佣金

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
—	332

(b) Remuneration of key management personnel of the Group representing amounts paid to the Company's executive directors is disclosed in note 15(c) to the consolidated financial statements.

36. 關聯方交易 (續)

(a) (續)

自二零一九年九月一日起，泰嘉證券的年度管理費應由上一個月公司管理賬目中資產淨值的1%更改為上一個月公司管理賬目中資產淨值的0.8%，全年上限不變，仍為2,980,000港元。

本公司執行董事胡銘佳先生為泰嘉證券的董事及負責人員。

已付及應付泰嘉證券的管理費及獎金如下：

上述已付或應付泰嘉證券的管理費屬《上市規則》第十四A章所界定的持續關連交易（「持續關連交易」），然而，根據《上市規則》第14A.76(1)條，由於持續關連交易符合有關規定，因此，其被視為符合最低豁免水平的交易。

於二零一八年五月十一日，本公司與泰嘉證券訂立一項有關配售14,000,000股本公司普通股之配售協議。該配售於二零一八年五月二十九日完成，已付或應付泰嘉證券的配售佣金如下：

(b) 本集團主要管理人員的薪酬為綜合財務報表附註15(c)所披露向本公司執行董事支付的金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

37. OPERATING LEASES

The Group leases an office under operating leases. The leases typically run for an initial period of two years, with an option to renew the lease after that date at which time all terms are renegotiated.

At 31 December 2018, the Group had future aggregate minimum lease payments under non-cancellable operating leases in respect of land and buildings as follows:

		2018 二零一八年 HK\$'000 千港元
Within one year	一年內	280
In the second to fifth years inclusive	第二至第五年(首尾兩年包括在內)	—
		280

38. SUBSIDIARIES

The following is a list of subsidiaries at 31 December 2019:

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Principal activities and place of operation 主要業務及營業地點	Particulars of issued share capital 已發行股本詳情	Interest held 所持權益
IT Star Limited	British Virgin Islands 英屬處女群島	Investment holding in Hong Kong 投資控股／香港	1 ordinary share of US\$1 1股面值1美元之普通股	100%*
Datacom Venture Limited	British Virgin Islands 英屬處女群島	Inactive in Hong Kong 不活躍／香港	1 ordinary share of US\$1 1股面值1美元之普通股	100%
Studio V	Hong Kong 香港	Inactive in Hong Kong 不活躍／香港	HK\$10,000 10,000港元	100%*

* Shares held directly by the Company.

None of the subsidiaries issued any debt securities at the end of the reporting period.

37. 經營租約

本集團根據經營租約租用辦公室。租賃一般初步為期兩年，其後可選擇續訂租約，屆時所有條款均重新磋商。

於二零一八年十二月三十一日，本集團根據土地及樓宇之不可撤銷經營租約須於未來支付之最低租金總額如下：

38. 附屬公司

於二零一九年十二月三十一日之附屬公司詳情如下：

* 本公司直接持有之股份

於報告期末，各附屬公司並無發行任何債務證券。

39. EVENTS AFTER THE REPORTING PERIOD

(a) Renewal of investment management agreement

On 28 February 2020, the Company entered into the renewal agreement with Tiger Securities Asset Management Company Limited to renew the investment management services period end from 29 February 2020 to 31 August 2020.

(b) COVID-19 outbreak

Since early 2020, the epidemic of Coronavirus Disease 2019 (the "COVID-19 outbreak") has spread across China and other countries and it has affected the business and economic activities of the Group as well as the Group's investees to some extent. The overall financial effect cannot be reliably estimated as of the approval date of these consolidated financial statements. The Group will closely monitor the development of the COVID-19 outbreak and continue to evaluate its impact on the business, the financial position and operating results of the Group.

39. 報告期後事項

(a) 重續投資管理協議

於二零二零年二月二十八日，本公司與泰嘉證券資產管理有限公司訂立重續協議，重續投資管理服務期間由二零二零年二月二十九日至二零二零年八月三十一日。

(b) COVID-19爆發

自二零二零年初以來，新型冠狀病毒疫情（「COVID-19爆發」）已於中國及其他國家蔓延，並在一定程度上影響了本集團與本集團被投資公司的業務及經濟活動。截至該等綜合財務報表的批准日期，尚無法可靠估計整體財務影響。本集團將密切關注COVID-19爆發的發展情況，並繼續評估其對本集團業務、財務狀況及經營業績的影響。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

		Year ended 31 December 截至十二月三十一日止年度				
		2015	2016	2017	2018	2019
		二零一五年	二零一六年	二零一七年	二零一八年	二零一九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Results:	業績：					
(Loss) profit attributable to owners of the Company	本公司擁有人應佔 (虧損)溢利	316,286	(194,959)	(205,508)	(78,458)	(35,361)

		As at 31 December 於十二月三十一日				
		2015	2016	2017	2018	2019
		二零一五年	二零一六年	二零一七年	二零一八年	二零一九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Assets and liabilities:	資產及負債：					
Current assets	流動資產	510,039	415,572	220,239	151,217	110,423
Total assets	總資產	510,196	415,657	220,268	196,846	189,821
Current liabilities	流動負債	5,334	33,835	25,314	41,535	3,977
Total liabilities	總負債	23,015	35,415	45,534	61,455	24,105
Shareholders' funds	股東資金	487,181	380,242	174,734	135,391	165,716



Cocoon Holdings Limited
中國天弓控股有限公司