



CHINA FINANCIAL LEASING GROUP LIMITED

中國金融租賃集團有限公司*

(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：2312



2019 年報
Annual Report

COMPANY PROFILE

公司簡介

China Financial Leasing Group Limited (Stock Code: 2312, “CFLG” or the “Company”, with its subsidiaries, collectively the “Group”) is an investment company. Incorporated in the Cayman Islands, the Company’s shares have been listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since October 2002.

CFLG strives to create value for its shareholders, leveraging on favourable market conditions. With strong government industry support, unique investment approach, and in-depth knowledge of the investment market, CFLG would remain highly adaptive to market conditions and would continue to look out for opportunities in potential sectors.

中國金融租賃集團有限公司(股份代號：2312，「中國金融租賃」或「本公司」，及其附屬公司，統稱「本集團」)為一間投資公司。本公司於開曼群島註冊成立，股份自二零零二年十月起在香港聯合交易所有限公司(「聯交所」)上市。

中國金融租賃致力憑藉有利的市場環境為其股東創造價值。通過政府對行業大力支持，本身獨特的投資方式以及對投資市場的深入認識，中國金融租賃始終對市場情況反應靈活，並將持續留意有潛力行業內的機會。



CHAIRMAN'S STATEMENT

主席報告



Dear Shareholders,

The board (the “Board”) of directors (the “Directors”) is pleased to present you with the 2019 Annual Report of China Financial Leasing Group Limited (the “Company”), with its subsidiaries (collectively the “Group”) for the year ended 31 December 2019.

During the year of 2019, the market sentiment was affected by (i) the trade war between the United States of America (the “United States”) and the People’s Republic of China (the “PRC”) (the “Trade War”); and (ii) local social incidents in Hong Kong. Heng Seng Index fluctuated between 25,000 to 30,000 level, recorded an increase of approximately 9% throughout the year of 2019.

PRC ECONOMY

The PRC’s economy grew by 6.1% in 2019, compared with 6.6% in 2018, meeting the expectations of the PRC government even amid a Trade War. The PRC’s gross domestic product (“GDP”) growth was the slowest in 29 years, and the economy is expected to remain under pressure.

In order to alleviate the downward pressure on the PRC economy, Central Economic Work Conference (“CEWC”) held in December 2019 emphasized the importance of stability and ensured that the economy achieved high-quality growth. CEWC noted that it (i) expect the People’s Bank of China (the “PBOC”) to keep monetary policy moderate and flexible in 2020; (ii) maintain proactive fiscal policy; and (iii) implement real estate policies in accordance with each city’s requirements whilst the long-term mechanism for stabilising land prices, house price and market expectations in being created.

In order to support the PRC’s economic development, the PBOC cut reserve requirement ratio by 50 basis point which release about Renminbi 800 billion of long-term liquidity to the market in January 2020. After the outbreak of Coronavirus in late January 2020, PBOC even cut the loan prime rate in February 2020 to lower the cost of capital of the firm and stimulate the economy.

董事(「董事」)會(「董事會」)欣然向閣下呈報中國金融租賃集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零一九年十二月三十一日止年度之二零一九年年報。

於二零一九年，市場氣氛受到(i)美利堅合眾國(「美國」)與中華人民共和國(「中國」)之間的貿易戰(「貿易戰」);及(ii)香港當地的社會事件所影響。於二零一九年，恆生指數在25,000點至30,000點之間波動，全年錄得約9%的升幅。

中國經濟

即使受到貿易戰的影響，中國經濟於二零一九年增長6.1%，而二零一八年則為6.6%，符合中國政府的預期。中國的國內生產總值(「國內生產總值」)增長降至29年來的最低谷，預計經濟仍將面臨壓力。

為減輕中國經濟的下行壓力，於二零一九年十二月舉行的中央經濟工作會議(「中央經濟工作會議」)強調穩定的重要性，確保經濟實現高質量增長。中央經濟工作會議指出，(i)預計中國人民銀行(「中國人民銀行」)於二零二零年將保持貨幣政策靈活適度；(ii)維持積極的財政政策；及(iii)根據各個城市的要求實施房地產政策，建立穩地價、穩房價、穩預期的長效機制。

為支持中國經濟發展，中國人民銀行於二零二零年一月將準備金率下調50個基點，向市場釋放約人民幣8,000億元的長期資金。在二零二零年一月下旬爆發冠狀病毒疫情後，中國人民銀行甚至於二零二零年二月下調貸款基準利率，以降低企業的融資成本及刺激經濟增長。

CHAIRMAN'S STATEMENT

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While the CEWC did not specify economic growth targets for 2020, it did state the need to “ensure a reasonable economic growth and steady improvement in growth quality”. However, the PRC may revise down its annual economic growth target for 2020 in response to the impact of the coronavirus outbreak.

UNITED STATES AND EUROPEAN ECONOMY

The real GDP growth in the United States increased 2.3% in 2019, compared with 2.9% increase in 2018, the deceleration in real GDP growth rate primarily reflected decelerations in non-residential fixed investment and personal consumption expenditures, while imports increased less in 2019 than that in 2018 which may owing to escalation of trade dispute of the Trade War and slipping in manufacturing activities in the United States. However, the Federal Reserve had three consecutive rate cuts in the second half of 2019 in order to stimulate the economy in the United States.

The European Central Bank (the “ECB”) cut interest rate into negative territory and restarted debt-buying programme in response to sliding growth and inflation in 2019. In addition, the Brexit uncertainties continued to pose risk to the European economy. The eurozone economic growth was 1.2% in 2019, in which down from a growth of 1.8% in 2018. The ECB expects the eurozone economy to grow 1.1% only in 2020.

PROSPECT

The United States and the PRC signed phase one of trade deal in Mid-January 2020, which should alleviate some uncertainties on the market. However, the outbreak of coronavirus and slowdown of economic activities would affect the global economic growth in 2020. It is expected that the phase two of trade talk between the United States and the PRC could be more constructive and favorable to the market. At the same time, it is also expected that central banks in the world could continue to have loosening monetary policy to stimulate the economic growth and support the market.

儘管中央經濟工作會議未對二零二零年的經濟增長目標作出規定，但指出須「確保經濟實現量的合理增長和質的穩步提升」。然而，中國或會因冠狀病毒疫情的影響而下調二零二零年的年度經濟增長目標。

美國及歐洲經濟

美國的實際國內生產總值於二零一九年增長2.3%，而二零一八年則增長2.9%，實際國內生產總值增長率下降主要反映非住宅固定投資及個人消費支出的下降，而二零一九年的進口量增幅較二零一八年有所下滑可能是由於貿易戰的貿易爭端升級以及美國製造業活動下滑。然而，為刺激美國經濟增長，美聯儲於二零一九年下半年連續三次降息。

為應對經濟下滑及通貨膨脹，歐洲中央銀行（「歐洲央行」）於二零一九年將利率降低至負數範圍，並重啟債務購買計劃。此外，英國退歐的不確定性繼續對歐洲經濟構成威脅。歐元區經濟增長率由二零一八年的1.8%下降至二零一九年的1.2%。歐洲央行預計，歐元區經濟於二零二零年的增長率僅為1.1%。

前景

中美兩國於二零二零年一月中旬簽訂第一階段貿易協議，這將緩解市場上的部分不確定性。然而，於二零二零年，冠狀病毒的爆發及經濟活動的放緩將影響全球經濟增長。預計中美兩國的第二階段貿易談判將更具建設性，並有利於市場。同時，預計世界各國央行將繼續放寬貨幣政策，以刺激經濟增長及支撐市場。

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Given the uncertainties and expectations on the global economy, the Group will be more cautious on managing the investment portfolio. As the Group is able to make use of competitive edge, the Group will continue to explore investment opportunities to maximise the shareholders' return.

鑒於全球經濟的不確定性及市場預期，本集團在管理投資組合方面將更加謹慎。由於本集團能夠利用競爭優勢，本集團將繼續發掘投資機會，旨在為股東創造最大回報。

列位股東 台照

Liu Hailong

Chairman

Hong Kong, 26 March 2020

劉海龍

主席

香港，二零二零年三月二十六日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

During the year ended 31 December 2019, China Financial Leasing Group Limited (the “Company”) with its subsidiaries (collectively the “Group”) was mainly engaged in short to medium term capital appreciation by investing in a diversified portfolio of investments in listed and unlisted securities.

Global economy slowed down with protectionism and geopolitical tension, but several central banks in the world imposed loosening monetary policy in 2019 which showed some support towards the large cap stocks, while the small and mid-cap stocks might not be benefited. The S&P/HKEX GEM index continued to crash approximately 45% in 2019, which was largely underperformed when compared with Hang Seng Index. The Group recorded a loss on listed investments of approximately HK\$45,490,000 for the year ended 31 December 2019. However, the Group completed a share placement on 23 January 2020 to replenish the working capital and potential investments.

The Group recorded a fair value loss on unlisted investments in 深圳聯合能源控股有限公司 (“聯合能源”) of approximately HK\$1,973,000 for the year ended 31 December 2019. Due to the motor vehicles market in the People’s Republic of China (the “PRC”) remained huge, it is expected that the motor vehicles and related services market is optimistic. On the other hand, the Group had entered into a capital injection agreement (the “Capital Injection Agreement”) to invest the unlisted equity interests in 深圳市騰瑞豐科技有限公司 (the “Capital Injection”) in 2019 (for details about the Capital Injection, please refer to the announcement dated 12 April 2019). Due to no further discussion in relation to Capital Injection, the Capital Injection was terminated in June 2019 under the provision of the Capital Injection Agreement.

業務回顧

截至二零一九年十二月三十一日止年度，中國金融租賃集團有限公司(「本公司」)，及其附屬公司(統稱「本集團」)主要業務為透過多元化投資組合，投資於上市及非上市證券，以獲取短中期資本升值。

全球經濟因貿易保護主義及地緣政治緊張局勢而放緩，但全球多家央行於二零一九年實施寬鬆的貨幣政策，這表明對大型股的一定支持，而中小型股可能不會受惠。標準普爾／香港交易所GEM指數於二零一九年繼續大瀉約45%，遠落後於恆生指數。截至二零一九年十二月三十一日止年度，本集團錄得上市投資虧損約45,490,000港元。然而，本集團於二零二零年一月二十三日完成股份配售，以補充營運資金及進行潛在投資。

截至二零一九年十二月三十一日止年度，本集團於深圳聯合能源控股有限公司(「聯合能源」)的非上市投資錄得公平值虧損約1,973,000港元。由於中華人民共和國(「中國」)汽車市場仍然龐大，預期汽車及相關服務市場仍然樂觀。另一方面，本集團於二零一九年訂立一份增資協議(「增資協議」)，以投資深圳市騰瑞豐科技有限公司的非上市股權(「增資」)(有關增資的詳情，請參閱日期為二零一九年四月十二日的公告)。由於雙方未就增資作出進一步討論，因此增資已於二零一九年六月根據增資協議的條款予以終止。

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OUTLOOK

The International Monetary Fund revised down the global growth for 2020, from 3.4% to 3.3%, the downward revision primarily reflects negative effects of surprises such as economy in emerging markets and social unrest, which led to a reassessment of growth prospects in the coming two years. The global growth would be dependent on avoiding escalation of tensions between the United States of America (the “United States”) and the PRC, as well as the United Kingdom’s ability to reach a trade deal with the European Union. The Group remains cautious on the stock market in 2020. The Group will continue to monitor the market movement closely and explore listed and unlisted investment opportunities so as to diversify the investment portfolio and sourcing stable investments to reduce the risk of concentration; and to enhance the investment return for shareholders of the Company.

FINANCIAL REVIEW

As at 31 December 2019, the carrying value of the Group’s listed equity investments was approximately HK\$68,867,000 (2018: HK\$111,843,000) while carrying value of the Group’s unlisted equity investment was approximately HK\$12,270,000 (2018: HK\$14,518,000).

The Group recorded sales proceeds from disposals of trading listed equity securities of approximately HK\$90,860,000 (2018: HK\$140,995,000) for the year ended 31 December 2019. The realised and unrealised losses on financial assets at fair value through profit or loss for the year ended 31 December 2019 were approximately HK\$23,854,000 (2018: HK\$2,701,000) and HK\$23,609,000 (2018: HK\$2,445,000) respectively. Loss for the year was approximately HK\$65,683,000 (2018: HK\$27,128,000) which was mainly attributable to the operating expenses and equity investments losses.

展望

國際貨幣基金組織已將二零二零年全球經濟增長預測由3.4%下調至3.3%，下調主要反映新興市場經濟及社會動盪等意外因素的負面影響，導致須對未來兩年的增長前景重新作出評估。全球經濟增長將取決於美利堅合眾國（「美國」）及中國的貿易緊張局勢是否升級，以及英國能否與歐盟達成貿易協議。本集團於二零二零年對股市保持審慎態度。本集團將繼續密切監察市場走勢，尋求上市及非上市投資機會以多樣化投資組合，並進行穩定的投資以降低集中風險，從而提高本公司股東的投資收益。

財務回顧

於二零一九年十二月三十一日，本集團上市股本投資之賬面值約為68,867,000港元（二零一八年：111,843,000港元）及本集團非上市股本投資之賬面值約為12,270,000港元（二零一八年：14,518,000港元）。

本集團於截至二零一九年十二月三十一日止年度出售上市股本證券錄得出售款項約為90,860,000港元（二零一八年：140,995,000港元）。截至二零一九年十二月三十一日止年度，透過損益按公平值計算之財務資產之已變現及未變現虧損分別約為23,854,000港元（二零一八年：2,701,000港元）及23,609,000港元（二零一八年：2,445,000港元）。本年度之虧損約為65,683,000港元（二零一八年：27,128,000港元），虧損主要由於營運開支以及股本投資虧損所致。

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EQUITY INVESTMENTS

Listed below are the particulars of the Group's major listed and unlisted equity investments as at 31 December 2019:

股本投資

本集團於二零一九年十二月三十一日之主要上市及非上市股本投資載列如下：

For the year ended 31 December 2019 截至二零一九年十二月三十一日之年度													
Name of investees	Principal activities	Number of shares held	Approximate percentage of interests held	Cost	Market prices	Market value/fair value	Approximate percentage of the Group's net assets attributable to the investees	Dividend received	Dividend cover	Sales proceeds	Realised	Unrealised	Fair value
											(loss)/profit	(loss)/profit	(loss)/gain
所投資公司名稱	主要業務	所持股份數目	所持權益百分比	成本	市價	市值/公平值	應佔本集團淨資產之投資百分比	收取之股息	股息比率	出售款項	已變現(虧損)/收益	未變現(虧損)/收益	公平值(虧損)/收益
				(HK\$'000) (千港元)	(HK\$) (港元)	(HK\$'000) (千港元)		(HK\$'000) (千港元)		(HK\$'000) (千港元)	(HK\$'000) (千港元)	(HK\$'000) (千港元)	(HK\$'000) (千港元)
Listed equity securities													
上市股本投資													
(a) Future Bright Mining Holdings Limited (2212) ("Future Bright Mining") 高騰礦業控股有限公司(2212) (「高騰礦業」)	Marble and marble-related business and trading of commodities 從事大理石及大理石相關業務及商品貿易	177,600,000	4.59%	32,894	0.075	13,320	19.24%	—	N/A 不適用	698	(1,168)	(6,002)	(7,170)
(b) Miji International Holdings Limited (1715) ("Miji International") 米技國際控股有限公司(1715) (「米技國際」)	Develop, manufacture and sell premium kitchen appliances in the PRC 於中國開發、製造及出售優質廚房用具	41,650,000	2.78%	12,909	0.280	11,662	16.85%	—	N/A 不適用	10,529	(7,388)	7,190	(198)
(c) Hing Ming Holdings Limited (8425) ("Hing Ming") 興銘控股有限公司(8425) (「興銘」)	Providing rental services of temporary suspended working platforms and other equipment and trading of equipment and spare parts 提供臨時吊船及其他設備的租賃服務及設備及零件貿易	6,988,000	1.75%	9,808	1.160	8,106	11.71%	—	N/A 不適用	2,989	(522)	(1,701)	(2,223)
(d) National Investments Fund Limited (1227) ("National Investments") 國盛投資基金有限公司(1227) (「國盛投資」)	Investments in a diversified portfolio of listed and unlisted companies 投資於上市及非上市公司之多元化投資組合	41,072,000	4.49%	7,542	0.174	7,147	10.33%	—	N/A 不適用	10,212	(1,394)	(395)	(1,789)
(e) WAC Holdings Limited (8619) ("WAC") WAC Holdings Limited (8619) (「WAC」)	Provision of construction engineering consultant on comprehensive structural and geotechnical engineering 提供全面結構及岩土工程的建築工程顧問	2,040,000	Less than 1% 少於1%	5,364	3.000	6,120	8.84%	—	N/A 不適用	3,497	963	756	1,719
(f) ISP Global Limited (8487) ("ISP") ISP Global Limited (8487) (「ISP」)	Engaged in the sales, installation and maintenance of sound and communication system solutions, and alert alarm systems in Singapore 於新加坡從事銷售、安裝及維護音響及通訊系統解決方案及警報系統服務	6,700,000	Less than 1% 少於1%	7,098	0.850	5,695	8.23%	—	N/A 不適用	2,491	(74)	(7,345)	(7,419)
(g) RMH Holdings Limited (8437) ("RMH Holdings") 德新控股有限公司(8437) (「德新控股」)	Provision of specialty care services with medical, surgical, laser and aesthetic treatments in Singapore 於新加坡透過醫療、外科、激光及美容療程提供專業護理服務	29,896,000	4.98%	14,701	0.161	4,813	6.95%	—	N/A 不適用	1,117	(1,089)	(2,829)	(3,918)
(h) Wan Leader International Limited (8482) ("Wan Leader") 萬勵達國際有限公司(8482) (「萬勵達」)	Freight forwarding and related logistics services and warehousing and related value-added services 貨運代理及相關物流服務及倉儲及相關增值服務	16,560,000	1.97%	4,753	0.224	3,709	5.36%	—	N/A 不適用	1,838	(1,246)	(1,044)	(2,290)
(i) Pacific Legend Group Limited (8547) ("Pacific Legend") Pacific Legend Group Limited (8547) ("Pacific Legend") (「Pacific Legend」)	Sale and leasing home furniture and accessories; and provision of design consultancy services for fitting out interiors with furnishing 家具及家居配飾銷售及租賃、及提供室內家具布置的設計諮詢服務	18,220,000	Less than 1% 少於1%	4,357	0.130	2,369	3.42%	—	N/A 不適用	6,149	(332)	(1,988)	(2,320)

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

Name of investees	Principal activities	Number of shares held	Approximate percentage of interests held	Cost	Market prices	Market value/fair value		Approximate percentage of the Group's net assets attributable to the investee	Dividend received	Dividend cover	Sales proceeds	Realised (loss)/profit	Unrealised (loss)/profit	Fair value (loss)/gain
						市價	公平值							
所投資公司名稱	主要業務	所持股份數目	所持權益概約百分比	成本	市價	市價/公平值	淨資產之投資概約百分比	收取之股息	股息比率	出售款項	已變現收益	未變現收益	公平值	
				(HK\$'000) (千港元)	(HK\$) (港元)	(HK\$'000) (千港元)		(HK\$'000) (千港元)			(HK\$'000) (千港元)	(HK\$'000) (千港元)	(HK\$'000) (千港元)	
(i) C&N Holdings Limited (8430) ("C&N Holdings") 春能控股有限公司(8430) ([春能控股])	Provision of transport and storage services, trucking and hubbing services to the logistics industry in Singapore 於新加坡物流提供運輸及倉儲服務，並提供貨運及集散服務	27,110,000	4.24%	12,747	0.080	2,169	3.13%	-	N/A 不適用	770	(874)	(9,299)	(10,173)	
(k) Stream Ideas Group Limited (8401) ("Stream Ideas Group") 源想集團有限公司(8401) ([源想集團])	Provision of online advertising services which consist of social viral service, engager service and mass blogging service 提供網上廣告服務包括擴散式傳播服務、互動參與服務及大眾博客服務	-	-	-	-	-	N/A 不適用	-	N/A 不適用	11,048	(1,230)	1,562	332	
(l) Asia Television Holdings Limited (707) ("Asia Television") 亞洲電視控股有限公司(707) ([亞洲電視])	Engaged in fabric and clothing business, securities investment and brokerage services, media, cultural and entertainment business, and money lending business 從事布料及成衣業務、證券投資及經紀服務、媒體、文化及娛樂業務及放債業務	-	-	-	-	-	N/A 不適用	-	N/A 不適用	25,654	(5,899)	(952)	(6,851)	
Other listed investments 其他上市投資		N/A 不適用	N/A 不適用	6,062	N/A 不適用	3,757	5.43%	-	N/A 不適用	13,868	(3,601)	411	(3,190)	
Unlisted equity securities														
非上市股本投資														
(m) 聯合能源 聯合能源	Engaged in the business of providing consumer financial services to owners of motor vehicles in the PRC 於中國從事汽車車主提供消費者金融服務之業務	N/A 不適用	3.00%	15,000	N/A 不適用	12,270	17.73%	-	N/A 不適用	-	-	(1,973)	(1,973)	

(a) Future Bright Mining

The investment committee of the Company ("Investment Committee") noted that apart from existing marble and marble-related business, Future Bright Mining continued to develop the Yiduoyan project and develop product recognition which would enhance its business performance.

The Investment Committee considered that Future Bright Mining intended to increase the variety of marble, marble resources and marble reserve, and marble-related products through the acquisition of marble projects in the PRC which would enhance the development of marble and marble-related business of Future Bright Mining.

(a) 高鵬礦業

本公司的投資委員會(「投資委員會」)注意到高鵬礦業除了原有的大理石及大理石相關業務外，高鵬礦業繼續開發一朵岩項目及提高產品認受性，藉此提升其業務表現。

投資委員會認為高鵬礦業有意透過於中國的收購大理石項目，進一步增加大理石相關產品的種類、資源量及存量，將有利於高鵬礦業於大理石及大理石相關業務的發展。

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(b) Miji International

The Investment Committee noted that Miji International adopted a prudent approach to run its business operations, offer a wider range of products and services that could capture the demand from consumers of a wider age group and those who pursue a healthier lifestyle.

The Investment Committee considered that in response to the weakening economy and the slowing consumer spending, Miji International closely monitored the cost effectiveness of its marketing strategies and implemented appropriate measures to reduce operating costs. Miji International also actively promoted its brand and products to middle-class and upper-middle class customers, in which enhance the business development of Miji International in long run.

(c) Hing Ming

The Investment Committee noted that Hing Ming acquired additional tower cranes in order to capture the market demand of rental services of tower crane and meet the needs of customers. It retained technicians and sales person in order to support operation in the tower crane rental business and diversify Hing Ming income stream.

The Investment Committee considered that Hing Ming acquired new motors and other necessary components for replacement of old temporary suspended working platforms, which would strengthen the market position in the suspended working platform industry.

(b) 米技國際

投資委員會注意到米技國際採取審慎方針經營業務，並提供更廣泛的產品及服務，以滿足更廣泛年齡組別的消費者及追求更健康生活方式的消費者需求。

投資委員會認為米技國際為應對經濟疲軟及消費者開支放緩，米技國際密切監控其營銷策略的成本效益，採取適當措施降低經營成本，以及積極推廣其品牌及產品予中產階層及中上階層客戶，長遠有利米技國際的業務發展。

(c) 興銘

投資委員會注意到為捕捉塔式起重機租賃服務的市場需求及滿足客戶需求，興銘購置額外的塔式起重機，以及挽留技術及銷售人員，以支持塔式起重機租賃業務的營運，使其收入來源多元化。

投資委員會認為興銘購置新的馬達及其他所需零部件，以更換舊的臨時吊船，鞏固興銘於吊船行業的市場地位。

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(d) National Investments

The Investment Committee noted that National Investments had been actively exploring other investment opportunities to diversify the existing investment portfolio of National Investments so as to optimise the operational efficiency and to improve the cash flow of National Investments.

The Investment Committee considered that National Investments would continue to implement diversified investment strategy aimed at identifying suitable investment opportunities with potential of asset appreciation. National Investments would also continue to adopt and maintain a prudent but proacted investment approach and would closely monitor the performance of the investment portfolios to capture the capital appreciation of the investments.

(e) WAC

The Investment Committee noted that the revenue of WAC decreased mainly due to the decrease in revenue contribution from structural and geotechnical engineering consultancy services of construction of new properties, the market competition intensified as competitors offered their service at lower prices.

The Investment Committee considered that the number of properties to be built and maintained in Hong Kong remained to be the key driver for the growth of the construction engineering consultancy industry. With the experienced management team and reputation in the market, WAC was well-positioned to compete against its competitors, it would continue to strengthen the market position in the industry and expand the market share by securing more consultancy engineering service contracts.

(d) 國盛投資

投資委員會注意到國盛投資一直積極物色其他投資機會，以實現國盛投資現有投資組合多元化，以優化營運效率及提升其現金流量。

投資委員會認為國盛投資繼續實施多元化投資策略，旨在識別合適並具資產增值潛力之投資機遇，國盛投資亦將持續採取及維持審慎而積極投資方式，並密切監察投資組合之表現以捕取投資的資本升值。

(e) WAC

投資委員會注意到WAC收益減少，主要由於興建新物業的結構及岩土工程顧問服務的收益貢獻減少所致。由於競爭者以較低價格提供服務，導致市場競爭激烈。

投資委員會認為香港即將興建及保養的物業數量將依然是建築顧問行業蓬勃的發展的關鍵驅動力。WAC憑藉經驗豐富的管理團隊及業內聲譽，能立於有利位置與其他對手競爭，爭取更多顧問工程服務合約，從而鞏固業內市場地位及擴大市場份額。

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(f) ISP

The Investment Committee noted that the net profit of ISP was slightly decreased because there were less projects being awarded to the Group in the integrated services of sound and communication systems segment.

The Investment Committee considered that ISP strived to improve operation efficiency and profitability of business, ISP planned to expand manpower capabilities and fleet of machinery and equipment, which would enhance resources to bid for future projects and strengthen the market position in sound and communication system services sector.

(g) RMH Holdings

The Investment Committee noted that the revenue of RMH Holdings decreased mainly due to decrease in revenue from injection and intense pulse light procedures. However, the revenue generated from consultation service increased because the total number of patient visited recorded increased.

The Investment Committee considered that RMH Holdings intended to capitalise on business opportunities arising from the continued demand for dermatological and surgical services in Singapore, by seeking suitable and strategic locations to expand the growing business and to widen the customer pool and exploring to further grow by capturing opportunities from markets with substantial growth potential such as Hong Kong and the PRC.

(f) ISP

投資委員會注意到ISP純利輕微減少主要由於音響及通訊系統分部綜合服務中獲授的項目減少所致。

投資委員會認為ISP一直致力提高業務的經營效率及盈利能力，並計劃擴張員工配置以及機器設備，此舉增加集團未來項目進行投標的資源並進一步提高集團於音響及通訊系統服務行業的市場地位。

(g) 德斯控股

投資委員會注意到德斯控股收益減少主要由於因注射及彩光手術的收益減少。但是來自諮詢服務的收益因求診病人總數錄得增幅而增加。

投資委員會認為德斯控股有意把握新加坡皮膚科及外科服務需求持續增長所帶來的商機，透過尋找合適的戰略地點擴張日益增長的業務及擴闊客源，並尋求通過把握香港及中國等潛力巨大的市場的機會進一步增長。

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(h) Wan Leader

The Investment Committee noted that an increase in the acquisition cost of air and sea cargo space, listing compliance costs, warehousing services related cost lead to a loss of Wan Leader.

The Investment Committee considered that Wan Leader would further enhance its service capabilities and operational flexibility, offer better and more diverse services to its customers and continue to exercise careful cost controls to strengthen its competitiveness of Wan Leader in the logistics industry.

(i) Pacific Legend

The Investment Committee noted that Pacific Legend recorded a loss mainly attributable to the decline in rental revenue, the increase of selling and distribution costs and administrative and other operating expenses.

The Investment Committee considered that the net proceeds from the listing of shares of Pacific Legend was utilised to expand the retail network by opening additional retail stores and enhance the on-line shop and the information technology capability and continue to explore new opportunities to expand the distribution channels.

(j) C&N Holdings

The Investment Committee noted that the cooling global demand and the continuously escalating the United States and the PRC trade war had disrupted world supply chains in a blow to business investment and corporate profits and affect the performance of C&N Holdings.

The Investment Committee considered that C&N Holdings continued to increase service capacity through the acquisition of new vehicles to maintain the growth in the industry and enhanced overall competitiveness and market share in Singapore.

(h) 萬勵達

投資委員會注意到由於收購空運及海運艙位成本增加、上市後合規成本增加、倉貯服務相關成本及折舊的增加，導致萬勵達錄得虧損。

投資委員會認為萬勵達將進一步提升服務能力及營運靈活彈性，向其客戶提供更佳且更多元化的服務，並繼續審慎控制成本，以加強萬勵達於物流業的競爭力。

(i) Pacific Legend

投資委員會注意到Pacific Legend錄得虧損主要由於租賃收入下降，銷售及分銷成本、管理及經營開支增加所致。

投資委員會認為Pacific Legend已動用其股份上市的所得款項淨額，通過增開零售店擴張零售網絡、完善線上市舖及提升資訊科技能力，並繼續探索新的機遇，以擴展分銷渠道。

(j) 春能控股

投資委員會注意到受到全球需求降溫及美國及中國的貿易戰不斷升級的沉重打擊，全球供應鏈陷入紊亂，商業投資及企業利潤亦遭重創，這影響到春能控股的表現。

投資委員會認為春能控股將繼續通過購買新車輛增加服務能力，維持行業內的增長並加強整體競爭力，擴大於新加坡的市場份額。

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(k) Stream Ideas Group

The Investment Committee noted that the profit of Stream Ideas Group decreased mainly due to decrease in revenue, increase in selling and distribution costs and administrative and other operating expenses.

The Investment Committee decided to dispose the investment of Stream Ideas Group during the year and seek for other potential investment opportunities.

(l) Asia Television

The investment Committee noted that affected by the dynamic changes in the macroeconomic environment and policy changes in the PRC, together with the unstable political and economic environment in Hong Kong, Asia Television recorded a loss.

The Investment Committee decided to dispose the investment of Asia Television during the year and seek for other potential investment opportunities.

(m) 聯合能源

The Investment Committee considered that the motor vehicles market in the PRC remains huge which would benefit 聯合能源 in long run. The Investment Committee is optimistic to the future returns for the investment in 聯合能源.

(k) 源想集團

投資委員會注意到源想集團收益減少主要由於收入以及銷售及分銷成本、行政、其他經營開支增加所致。

投資委員會於年內決定出售源想集團之投資並尋求其他潛在投資機會。

(l) 亞洲電視

投資委員會注意到受到中國宏觀經濟環境的動態變化及政策變化，加上香港政治及經濟環境不穩定，亞洲電視錄得虧損。

投資委員會於年內決定出售亞洲電視之投資並尋求其他潛在投資機會。

(m) 聯合能源

投資委員會認為，中國汽車市場仍然龐大，長遠而言將對聯合能源有利。投資委員會對投資於聯合能源之未來回報態度樂觀。

LIQUIDITY, FINANCIAL RESOURCES AND FUNDING

As at 31 December 2019, the Group maintained cash and cash equivalents of approximately HK\$862,000 (2018: HK\$927,000) which were mainly denominated in Hong Kong dollars. The Group will monitor the exposure and take prudent measures when necessary.

As at 31 December 2019, the gearing ratio for the Group was 17.24% (2018: Nil) which represents the ratio of the Group's total interest-bearing liabilities to the total equity of the Group.

流動資金、財務資源及資金

於二零一九年十二月三十一日，本集團維持現金及現金等值項目約為862,000港元（二零一八年：927,000港元），主要以港元計值。本集團將監察有關風險，並於有需要時採取審慎措施。

於二零一九年十二月三十一日，本集團之資產負債比率（即本集團總計息負債對本集團總權益）為17.24%（二零一八年：無）。

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As at 31 December 2019, the Group had net assets of approximately HK\$69,214,000 (2018: HK\$134,858,000). Except for the margin payable of approximately HK\$11,934,000 (2018: Nil), the Group had no borrowings or long-term liabilities as at 31 December 2019.

CAPITAL STRUCTURE

As at 31 December 2019, the Company's total issued shares was 1,606,649,882 (2018: 1,606,649,882) of HK\$0.02 each. The Group had no debt securities or other capital instruments as at 31 December 2019.

EVENTS AFTER THE REPORTING PERIOD

(a) On 30 December 2019, the Company entered into a placing agreement with Orient Securities Limited ("Orient") as placing agent where Orient agreed to place on a best effort basis a maximum of 321,000,000 new shares of the Company ("Placing Share") of HK\$0.02 each at HK\$0.1 per Placing Share to at least six placees who were professional investors according to the definition of the Securities and Futures Ordinance. The intended and actual use of proceeds from the share placement was for general working capital and investments. The placing transaction was completed on 23 January 2020 and a total of 321,000,000 shares were issued. The gross and net proceeds were approximately HK\$32,100,000 and HK\$31,137,000 respectively. The net price was approximately HK\$0.097 per Placing Share. Details of the Placing Share were set out in the announcements of the Company dated 30 December 2019 and 23 January 2020.

於二零一九年十二月三十一日，本集團擁有淨資產約為69,214,000港元(二零一八年：134,858,000港元)，除應付保證金約為11,934,000港元外(二零一八年：無)，本集團於二零一九年十二月三十一日並無借貸或長期負債。

資本架構

於二零一九年十二月三十一日，本公司已發行股份總數為1,606,649,882股(二零一八年：1,606,649,882)，每股面值0.02港元。本集團於二零一九年十二月三十一日概無債務證券或其他資本工具。

報告期後事項

(a) 於二零一九年十二月三十日，本公司與東方滙財證券有限公司(「東方滙財」)(作為配售代理)訂立一項配售協議，據此，東方滙財同意盡力以每股配售股份0.1港元配售最多321,000,000股每股面值0.02港元之本公司新股份(「配售股份」)予不少於六名承配人(為專業投資者(定義見證券及期貨條例))。股份配售所得款項之擬定及實際用途為一般營運資金及投資。配售交易已於二零二零年一月二十三日完成及合共發行321,000,000股股份。所得款項總額及淨額分別約32,100,000港元及31,137,000港元。每股配售股份淨價約0.097港元。有關配售股份之詳情載於本公司日期為二零一九年十二月三十日及二零二零年一月二十三日之公告。

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(b) Pursuant to a sale and purchase agreement dated 5 November 2019 entered into between China Financial Leasing Investments Limited (“CFL Investments”), a wholly-owned subsidiary of the Company, and an independent third party (the “Yacht Buyer”), CFL Investments disposed of the yacht at a consideration of approximately HK\$5,100,000. The transfer of yacht would only be completed when the consideration was fully settled. As at 31 December 2019, only half of the consideration was received from the Yacht Buyer and the settlement date of the remaining balance was extended to 31 January 2020 by supplemental agreements.

Subsequent to the reporting period, the sale and purchase agreement lapsed as the Yacht Buyer was unable to settle the remaining balance. The deposit received was forfeited and recognised as other income by the Group after the end of the reporting period.

(c) After the coronavirus outbreak in early 2020, a series of precautionary and control measures has been and continued to be implemented across the globe. The Group is paying close attention to the development of, and the effect to business and economic activities caused by, the coronavirus outbreak and evaluating its impact on the Group. Given the uncertainties brought by the coronavirus outbreak, it is not practicable to provide a reasonable estimate of its financial effect on the Group’s financial position, cash flows and operating results at the date of approval of this Annual Report.

(d) As at the date of approval of this Annual Report, the realised losses and unrealised gain on financial assets at fair value through profit or loss from changes in fair value on financial assets at fair value through profit or loss held as at 31 December 2019 amounted to approximately HK\$15,628,000 and HK\$5,680,000 respectively.

Except for above mentioned, there were no material events occurred after the financial report date.

(b) 根據本公司之全資擁有附屬公司中國金融租賃投資有限公司(「中國金融租賃投資」)與一名獨立第三方(「遊艇買家」)訂立日期為二零一九年十一月五日之買賣協議，中國金融租賃投資以代價約5,100,000港元出售該遊艇。遊艇轉讓僅當代價悉數結算時完成。於二零一九年十二月三十一日，僅收到遊艇買家的一半代價，且餘下結餘之結算日期經補充協議已延長至二零二零年一月三十一日。

報告期後，由於遊艇買家無法支付餘下結餘，買賣協議失效。已收按金予以沒收，並由本集團於報告期末後確認為其他收入。

(c) 在二零二零年初冠狀病毒爆發後，一系列預防和控制措施已在全球實施。本集團一直密切關注冠狀病毒爆發的發展以及由此引起的商業和經濟活動的影響，並評估其對本集團的影響。鑒於冠狀病毒爆發帶來的不確定性，在此年報批准日期並未能合理估算其對本集團的財務狀況、現金流及經營業績的財務影響。

(d) 於此年報批准日期，於二零一九年十二月三十一日所持透過損益按公平值計算之財務資產的公平值變動所產生的透過損益按公平值計算之財務資產的已變現虧損及未變現收益分別約為15,628,000港元及5,680,000港元。

除上文所述外，於財務報告日期後，概無發生重大事項。

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MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

On 31 December 2019, the Group disposed of the entire issued share capital in Colour Charm Holdings Limited (“Colour Charm”) at a cash consideration of approximately HK\$1,300,000. On the same day, the Group disposed of the entire issued share capital in Affluent Crest Investments Limited (“Affluent Crest”) at a cash consideration of approximately HK\$147,000. Further details of the disposal of Colour Charm and Affluent Crest were disclosed in notes 30(a)(i) and 30(a)(ii) of the notes to the consolidated financial statements.

Except for above mentioned, the Group has not made any material acquisition or disposal of subsidiaries during the year under review.

EMPLOYEE BENEFITS

As at 31 December 2019, the Group had 13 employees. Total employee benefits expenses (excluding directors’ emoluments) and directors’ emoluments for the year ended 31 December 2019 were approximately HK\$5,583,000 and HK\$1,700,000 respectively. The remuneration policy of the Group is reviewed annually and employees are remunerated based on their performance, experience and the prevailing market practice. No director or executive is involved in dealing with his/her own remuneration.

In addition to salary payments, the Group has participated in the Mandatory Provident Fund Scheme (the “MPF Scheme”) in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Pursuant to the rules of the MPF Scheme, the Group and its employees are each required to make contributions to the MPF Scheme at 5% of each employee’s monthly relevant income subject to a monthly maximum amount of HK\$1,500.

重大收購及出售附屬公司

於二零一九年十二月三十一日，本集團以現金代價約1,300,000港元出售彩昌控股有限公司（「彩昌」）之全部已發行股本。於同一日，本集團以現金代價約147,000港元出售峰冠投資有限公司（「峰冠」）之全部已發行股本。關於出售彩昌及峰冠的進一步詳情於綜合財務報表附註30(a)(i)及30(a)(ii)披露。

除上文所述外，本集團於回顧年度並無作出任何重大收購或出售附屬公司。

僱員福利

於二零一九年十二月三十一日，本集團僱用13名僱員。於截至二零一九年十二月三十一日止年度之總僱員福利開支（除去董事酬金）及董事酬金分別約為5,583,000港元及1,700,000港元。本集團之薪酬政策按年檢討，及僱員根據其表現、經驗及現行市場慣例獲得薪酬。概無董事或行政人員參與決定其自身的薪酬。

除支付薪資外，本集團於香港參與強制性公積金計劃（「強積金計劃」）。強積金計劃是根據強制性公積金計劃條例向強制性公積金計劃管理局登記。強積金計劃之資產與本集團資金分開持有及受獨立信託人管理。根據強積金計劃規則，本集團及其僱員各自須按每位僱員的每月相關收入之5%向強積金計劃供款，每名僱員的每月最高供款為1,500港元。

MANAGEMENT DISCUSSION AND ANALYSIS

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The Company maintains a share option scheme, pursuant to which share options are granted to selected directors, employees or other eligible participants of the Group, with a view to attract and retain quality personnel and to provide them with incentive to contribute to the business and operation of the Group. During the year, there were no share options exercised, granted, lapsed or cancelled. For details, please refer to the note 29 to the consolidated financial statements under the section headed “Share-based Payments”.

CHARGES ON GROUP'S ASSETS

As at 31 December 2019, listed securities of approximately HK\$66,322,000 (2018: Nil) were pledged to secure margin payable. Except for above mentioned, there were no charges on the Group's assets.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance with such requirements may affect the substantiality of the business. The Group has allocated various resources to ensure ongoing compliance with rules and regulations.

During the year under review, the Group has in material compliance with the relevant laws and regulations in Hong Kong.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group is principally engaged in short to medium term capital appreciation by investing in a diversified portfolio of investments in listed and unlisted securities, which are exposed to certain market risks including price risk, credit risk, liquidity risk and interest rate risk. The details are set out in note 6 to the consolidated financial statements under the section headed “Financial Risk Management”.

本公司保持一項購股權計劃，據此本集團向選定董事、僱員或其他合資格參與人授予購股權，旨在吸納及留住優秀人才，並鼓勵彼等對本集團之業務及營運作出貢獻。年內並無購股權被行使、授出、失效或註銷。詳情請參閱綜合財務報表附註29「股份基礎付款」一節內。

本集團資產抵押

於二零一九年十二月三十一日，約為66,322,000港元(二零一八年：無)之上市證券用作應付保證金抵押，除上文所述外，本集團並無任何資產抵押。

遵守法例及法規

本集團確認法規要求的重要性，不符合該等要求的風險可能影響業務內容。本集團已分配多項資源，確保持續符合規則及規例。

於回顧年度內，本集團已在重大方面遵守香港相關法例及法規。

主要風險及不確定性

本集團主要從事透過投資於上市及非上市證券的多元化投資組合在短期至中期內達致資本升值，因而面對價格風險、信貸風險、流動資金風險及利率風險等若干市場風險。詳情載於綜合財務報表附註6「財務風險管理」一節內。

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FOREIGN EXCHANGE EXPOSURE

The Group's exposures to foreign currencies mainly arises from its investments in financial assets denominated in RMB. The Group currently does not have any foreign currency hedging policy. However, the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

CONTINGENT LIABILITIES

During the year, there were no contingent liabilities noted by the directors of the Company (2018: Nil).

SIGNIFICANT INVESTMENTS

As at 31 December 2019, the significant investments of the Group are included in the Management Discussion and Analysis under the section headed "Equity Investments".

DIVIDEND POLICY

The Company has adopted a dividend policy, pursuant to which allowing shareholders to participate in the Company's profits whilst to retain adequate reserves for future growth. The declaration and payment of dividends by the Company is also subject to any restrictions under the Laws of the Cayman Islands, the articles of association of the Company and any applicable laws, rules and regulations.

The board (the "Board") of directors of the Company may from time to time determine and pay to the shareholders such interim dividends as it considers appropriate. The Board may recommend the payment of final dividends which are required to be approved by shareholders in general meetings.

In determining/recommending the frequency, amount and form of any dividend in any financial year/period, the Board shall consider the following factors:

(i) the actual and expected financial results of the Group;

外匯風險

本集團之外匯風險主要來自其對以人民幣計值之財務資產投資。現時本集團並無任何外幣對沖政策。然而，本集團將監控匯兌風險並會於有需要時考慮對沖重大外幣風險。

或然負債

年內，本公司董事未曾知悉有任何或然負債(二零一八年：無)。

重大投資

於二零一九年十二月三十一日，本集團之重大投資於管理層討論及分析「股本投資」一節呈列。

股息政策

本公司已採納股息政策，據此，可讓股東分享本公司溢利的同時保留充足儲備供未來增長所用。本公司宣派及派付股息亦須受開曼群島法例、本公司章程細則及任何適用法例、規則及規例規限。

本公司董事會(「董事會」)可不時釐定並向股東派付其認為合適的中期股息。董事會可建議派付末期股息，惟須經股東於股東大會上批准。

釐定／建議任何財政年度／期間任何股息之次數、金額及方式時，董事會將考慮以下因素：

(i) 本集團實際及預期財務業績；

MANAGEMENT DISCUSSION AND ANALYSIS

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- | | |
|---|---|
| (ii) economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group; | (ii) 或會對本集團的業務或財務表現及狀況有影響的經濟情況及其他內部或外部因素； |
| (iii) the Group's business strategies, including future cash commitments and investment needs to sustain the long-term growth aspect of the business; | (iii) 本集團的業務策略，包括未來現金承擔及投資需求以維持業務之長期增長方面； |
| (iv) the current and future operations, liquidity position and capital requirements of the Group; and | (iv) 本集團當時及未來營運、現金流動狀況及資金需求；及 |
| (v) any other factors that the Board deems appropriate. | (v) 董事會視為合適的任何其他因素。 |

FINAL DIVIDEND

The Board did not recommend the payment of a final dividend for the year ended 31 December 2019 (2018: Nil).

末期股息

董事會並不建議派付截至二零一九年十二月三十一日止年度之末期股息(二零一八年：無)。

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2019.

購買、贖回或出售本公司上市證券

截至二零一九年十二月三十一日止年度，本公司或其附屬公司並無購買、贖回或出售本公司任何上市證券。

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China Financial Leasing Group Limited (the “Company”), with its subsidiaries (collectively the “Group”) is committed to maintaining good corporate governance standards and procedures to ensure the integrity, transparency and quality of disclosure, thereby enhancing shareholder value.

中國金融租賃集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)致力維持良好企業管治水平及程序，確保行事持正、透明度及披露質素，從而提高股東價值。

CORPORATE GOVERNANCE CODE

The Company has adopted the code provisions of The Corporate Governance Code And Corporate Governance Report (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as its own code of corporate governance practices. During the year ended 31 December 2019, the Company was in compliance with the code provisions set out in the CG Code except for the deviation from code provision A.4.1.

企業管治守則

本公司已採納香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載之企業管治守則及企業管治報告中之守則條文(「企業管治守則」)，作為本公司之企業管治常規守則。於截至二零一九年十二月三十一日止年度，本公司遵守企業管治守則載列之守則條文，惟偏離守則條文第A.4.1條者除外。

Code provision A.4.1 of the CG Code provides that non-executive directors should be appointed for a specific term and subject to re-election. The independent non-executive directors are not appointed for a specific term but they are subject to retirement by rotation at least once in every three years in accordance with the articles of association of the Company (the “Articles”).

企業管治守則之守則條文第A.4.1條規定，非執行董事應按指定任期獲委任，並膺選連任。獨立非執行董事並未按指定任期獲委任，但須根據本公司章程細則(「細則」)每三年內至少一次輪席退任。

Save as aforesaid and in the opinion of the directors (the “Directors”) of the Company, the Company was in compliance with the code provisions set out in the CG Code during the year ended 31 December 2019.

除上述者外，本公司董事(「董事」)認為，本公司於截至二零一九年十二月三十一日止年度已遵守企業管治守則所載之守則條文。

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DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standards of dealings regarding securities transactions by Directors as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

All the Directors have confirmed that they have complied with the required standards as set out in the Model Code throughout the year ended 31 December 2019.

BOARD OF DIRECTORS

The board (the "Board") of Directors is responsible for the leadership and control of the Company and oversees the Group's businesses, investment and strategic decisions and performance. The Board delegated authority and responsibility for day-to-day portfolio management of the Group to the investment manager, while reserving certain key matters for the approval by the Board. In addition, the Board has also delegated various responsibilities to the Board committees.

Further details of these committees are set out in this report. As at the date of this annual report, the Board consists of six Directors including one executive Director, one non-executive Director and four independent non-executive Directors:

Executive Director

Mr. Chan Chi Hang

Non-executive Director

Mr. Liu Hailong (*Chairman*)

Independent non-executive Directors

Mr. Yip Ming

Mr. Tsang Chung Sing Edward

Mr. Zhang Bin

Mr. Wang Ruiyang

董事之證券交易

本公司已採納上市規則附錄十所載之上市發行人之董事進行證券交易之標準守則(「標準守則」)所列董事進行證券交易有關交易之規定標準。

全體董事確認，於截至二零一九年十二月三十一日止整個年度內，彼等一直遵守標準守則所載之規定標準。

董事會

董事會(「董事會」)負責領導及監控本公司，以及監督本集團之業務、投資及策略決定和表現。投資經理獲董事會授予權力及責任負責本集團之日常投資組合管理工作，惟若干重要事務須留待董事會批准除外。此外，董事會亦已委託不同責任予董事委員會。

有關該等委員會之詳情，已列載於本報告內。於本年報日期，董事會由六名董事組成，包括一名執行董事、一名非執行董事及四名獨立非執行董事：

執行董事

陳志恆先生

非執行董事

劉海龍先生(*主席*)

獨立非執行董事

葉明先生

曾松星先生

張彬先生

王瑞陽先生

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The Board members have no financial, business, family or other material/relevant relationships with each other. Such balanced Board composition is formed to ensure strong independence exists across the Board and has met the recommended practice under the CG Code for the Board to have at least one-third of its members comprising independent non-executive Directors. The biographical information of the Directors are set out under the section headed “Biographical Details of Directors” on pages 44 to 49 of this annual report.

CHAIRMAN AND EXECUTIVE DIRECTOR

The major duties of the chairman of the Board are to provide leadership to the Board and spearhead overall corporate development and strategic planning. The executive Director is responsible for implementation of decisions and strategy approved by the Board and day-to-day management of business. Therefore, a clear division of responsibilities is in place and a balance of power and authority is ensured.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The four independent non-executive Directors are persons of high caliber, with academic and professional qualifications, and extensive experience in several fields including accounting, financial, management, etc. With their extensive experience, they provide strong support towards the effective discharge of the duties and responsibilities of the Board.

All independent non-executive Directors have given their annual confirmation of independence to the Company, and the Company considered that they are independent under Rule 3.13 of the Listing Rules.

All independent non-executive Directors are not appointed for a specific term, but they are subject to retirement by rotation in accordance with the Articles.

董事會成員彼此之間並無財務、業務、家族或其他重大／相關關係。董事會之組合取得平衡以確保董事會具有強大之獨立性，並已符合企業管治守則中規定董事會成員中最少有三分之一成員為獨立非執行董事之建議常規。董事之履歷載於本年報第44至49頁內之「董事履歷詳情」一節。

主席及執行董事

董事會主席之主要職責為帶領董事會及作出整體企業發展及策略規劃。執行董事負責執行由董事會批准之決策及策略及日常業務管理。因此，職責已作出清晰劃分，確保權力及權限保持平衡。

獨立非執行董事

四名獨立非執行董事俱為能幹之人士，具備學歷及專業資歷，在多方面(包括於會計、財務及管理)具有豐富經驗。憑藉彼等之豐富經驗，彼等對董事會有效地履行其職責及職務提供強力支援。

全體獨立非執行董事已根據上市規則第3.13條之規定，就其獨立性向本公司發出年度確認函，本公司認為彼等確實為獨立人士。

全體獨立非執行董事之委任並無固定任期，惟彼等均須根據細則輪席告退。

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BOARD MEETINGS

During the year ended 31 December 2019, the Board has held 22 meetings. All Directors are given an opportunity to include any matters in the agenda for all Board meetings and are given sufficient time to review documents and information relating to matters to be discussed during the Board meetings in advance. For all regular Board meetings, the Board reviewed the operation and financial performance, and reviewed and approved the annual and interim results. And in order to ensure all Directors could plan in advance their availability, a notice of at least 14 days is given for regular meeting.

Details of the attendance of the Board meetings are as follows:

董事會會議

截至二零一九年十二月三十一日止年度，董事會已舉行22次會議。全體董事均有機會就所有董事會會議議題提供擬議事宜，亦獲給予充份時間，以預先審閱將於董事會會議上討論事宜之相關文件及資料。於董事會之定期董事會會議內，董事會檢討營運及財務表現，並檢討及批准年度及中期業績。為確保全體董事均能預先規劃時間出席會議，於常規會議董事均會獲發最少14天通知。

董事會會議之出席詳情如下：

Name of Directors

董事姓名

Attendance/Number of meetings

出席次數／會議次數

Name of Directors		Attendance/Number of meetings
董事姓名		出席次數／會議次數
<i>Executive Directors</i>	<i>執行董事</i>	
Mr. Chan Chi Hang	陳志恆先生	22/22
<i>Independent Non-Executive Directors</i>	<i>獨立非執行董事</i>	
Mr. Yip Ming	葉明先生	22/22
Mr. Tsang Chung Sing Edward	曾松星先生	22/22
Mr. Zhang Bin	張彬先生	22/22
Mr. Wang Ruiyang	王瑞陽先生	22/22

Board minutes are kept by the company secretary (the "Company Secretary") of the Company and are open for inspection by the Directors. Every Board member is entitled to have access to Board papers and related materials and has unrestricted access to the advice and services of the Company Secretary, and has the right to seek external professional advice if so required.

董事會會議記錄由本公司的公司秘書（「公司秘書」）存置並公開予董事查閱。每名董事會成員均有權查閱董事會文件及有關資料，並可不受限制地得到公司秘書之意見及服務，並有權於需要時尋求外界專業意見。

Appropriate insurance cover has been arranged in respect of relevant actions against its Directors.

本公司已安排適當保險，使其董事於面對有關法律行動時得到保障。

CORPORATE GOVERNANCE REPORT

企業管治報告



DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Each newly appointed Director would receive an induction covering the Group's business operations, policies and procedures and the statutory and regulatory obligations of a director of a listed company. The Group also provides briefings and other training to develop and refresh the Directors' knowledge and skills. The Company continuously updates Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices. Circulars or guidance notes are issued to Directors and senior management where appropriate, to ensure awareness of best corporate governance practices.

According to the records provided by the Directors, during the period from 1 January 2019 to 31 December 2019, the Directors participated in the following trainings:

董事就任及持續專業發展

任何獲委任之新董事將獲提供涵蓋本集團業務營運、政策及程序及上市公司董事法定及監管責任之就任須知。本集團亦會提供簡介及其他培訓，讓董事發展及了解最新知識及技能。本公司持續提供有關上市規則及其他適用監管規定之最新信息予董事，以確保董事遵守該等規則及提高彼等對良好企業管治常規之認識。於適當情況下，本公司會向董事及高級管理層發出通函或指引，以確保知悉最佳企業管治常規。

根據董事提供之記錄，於二零一九年一月一日至二零一九年十二月三十一日期間，董事已參與下列培訓：

Name of Directors 董事姓名

Type of trainings 培訓類型

Executive Directors
Mr. Chan Chi Hang

執行董事
陳志恆先生

B

Independent Non-Executive Directors

獨立非執行董事

Mr. Yip Ming
Mr. Tsang Chung Sing Edward
Mr. Zhang Bin
Mr. Wang Ruiyang

葉明先生
曾松星先生
張彬先生
王瑞陽先生

B
B
B
B

A: attending seminars and/or conferences and/or forums relating to directors' duties

A: 出席有關董事職責之研討會及／或會議及／或論壇

B: reading newspaper, journals and updates relating to the economy, general business or directors' duties etc.

B: 閱讀有關經濟、一般業務或董事職責等之報章、刊物及更新資料

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企業管治報告

NOMINATION OF DIRECTORS

The Nomination Committee was established on 21 December 2011 with written terms of reference in compliance with the Listing Rules, and currently consists of three independent non-executive Directors, namely Mr. Yip Ming (chairman of the Nomination Committee), Mr. Tsang Chung Sing Edward and Mr. Zhang Bin.

The Nomination Committee is mainly responsible for reviewing the structure, size and composition of the Board, identifying qualified individuals to become members of the Board, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors. Moreover, the committee will ensure that the Board has the appropriate balance of skills, experience and diversity of perspectives necessary to enhance the effectiveness of the Board and to maintain high standards of corporate governance.

During the year, the Nomination Committee held 1 meeting. Details of the attendance of the Nomination Committee meetings are as follows:

Name of Nomination Committee members

提名委員會成員姓名

Attendance/Number of meetings

出席次數／會議次數

Mr. Yip Ming	葉明先生	1/1
Mr. Tsang Chung Sing Edward	曾松星先生	1/1
Mr. Zhang Bin	張彬先生	1/1

DIVERSITY OF THE BOARD

The Company has adopted a Board diversity policy to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age (eighteen years old or above), cultural and educational background, qualification, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

董事之提名

提名委員會於二零一一年十二月二十一日成立，並遵照上市規則設立其職權範圍，其目前由三名獨立非執行董事，即葉明先生(提名委員會主席)、曾松星先生及張彬先生組成。

提名委員會主要負責審核董事會之架構、規模以及構成，物色合資格人士加入董事會，評估獨立非執行董事之獨立性以及就委任或再度委任董事向董事會提供推薦意見。此外，委員會將確保董事會成員在技能、經驗及視角的多元化方面達到適當的平衡，從而提升董事會之效率及保持高標準的企業管治。

年內，提名委員會舉行了1次會議。提名委員會會議之出席詳情如下：

董事會之多元化

本公司已採納董事會多元化政策，透過考慮多項因素，包括但不限於性別、年齡(18歲或以上)、文化及教育背景、學歷、種族、專業經驗、技能、知識及服務年期，務求達致董事會多元化。全體董事會成員委任乃基於用人唯才之準則，而為有效達致董事會多元化，各候選人將按客觀條件加以考慮。

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The Nomination Committee monitors the implementation of the Board diversity policy to ensure the effectiveness of the Board diversity policy.

提名委員會一直監督董事會多元化政策之執行工作，以確保董事會多元化政策之有效性。

REMUNERATION OF DIRECTORS

The Company established the Remuneration Committee on 28 June 2005 with written terms of reference in compliance with the Listing Rules, and currently consists of three independent non-executive Directors, namely Mr. Zhang Bin (chairman of the Remuneration Committee), Mr. Yip Ming and Mr. Tsang Chung Sing Edward. The Remuneration Committee is mainly responsible for the determination of the specific remuneration packages of all Directors and senior management (including benefits in kind, pension rights and compensation payments), making recommendations to the Board on the matters relating to the Company's policy and structure for the remuneration of the Directors and senior management, and on the establishment of a formal and transparent procedure for developing policy on such remuneration.

董事酬金

本公司於二零零五年六月二十八日成立薪酬委員會，並遵照上市規則設立其職權範圍，其現時由三名獨立非執行董事，即張彬先生(薪酬委員會主席)、葉明先生及曾松星先生組成。薪酬委員會主要負責釐定所有董事及高級管理層之具體酬金組合(包括實物利益、退休金權利及補償金額)，就本公司有關董事及高級管理層之薪酬政策及架構、就制定有關薪酬政策確立正規及透明之程序向董事會提供建議，以及為制訂該等薪酬相關之政策設定正式及具透明度之程序。

During the year, the Remuneration Committee held 1 meeting. Details of the attendance of the Remuneration Committee meetings are as follows:

年內，薪酬委員會共舉行了1次會議。薪酬委員會會議之出席詳情如下：

Name of Remuneration Committee members

薪酬委員會成員姓名

Attendance/Number of meetings

出席次數／會議次數

Mr. Zhang Bin	張彬先生	1/1
Mr. Yip Ming	葉明先生	1/1
Mr. Tsang Chung Sing Edward	曾松星先生	1/1

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AUDITOR'S REMUNERATION

The Audit Committee is mainly responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of such auditor; reviewing the interim and annual reports and accounts of the Group; and overseeing the Group's financial reporting system and internal control procedures. During the year under review, the remuneration paid/payable to the Company's auditor, RSM Hong Kong, is set out below:

核數師酬金

審核委員會主要負責就外聘核數師之委任、重聘及免職向董事會提供推薦意見及批准聘任外聘核數師之薪酬及聘任條款，以及考慮該等核數師辭任或免職之任何問題；審核本集團之中期及年度報告以及賬目；及監督本集團之財務報告系統及內部監控程序。於回顧年度，已付／應付予本公司核數師羅申美會計師事務所之酬金載列如下：

Fee paid/payable
已付／應付費用
HK\$'000
千港元

Audit services

核數服務

335

AUDIT COMMITTEE

The Audit Committee was established on 7 October 2002. The Audit Committee currently consists of three independent non-executive Directors, namely Mr. Tsang Chung Sing Edward (chairman of the Audit Committee), Mr. Yip Ming and Mr. Zhang Bin.

審核委員會

本公司於二零零二年十月七日成立審核委員會。審核委員會現時由三名獨立非執行董事，即曾松星先生(審核委員會主席)、葉明先生及張彬先生組成。

The terms of reference adopted by the Audit Committee are aligned with the code provisions set out in the CG Code.

審核委員會採納之職權範圍符合企業管治守則所載之守則條文。

The Audit Committee shall meet the external auditor to discuss any area of concern during the audit or review. The Audit Committee reviews the interim and annual reports before submission to the Board. The Audit Committee focuses not only on the impact of standards, but also on the Listing Rules and the legal requirements in the review of the Group's interim and annual reports.

審核委員會應與外聘核數師開會，以討論於審計或審閱期間發現之任何重要事宜。審核委員會將於中期報告及年報呈交董事會前進行審閱。審核委員會於審閱本集團中期報告及年報之時不單關注準則之影響，亦關注上市規則及法律規定之影響。

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During the year, the Audit Committee held 2 meetings and has reviewed the Group's unaudited interim results for the six months ended 30 June 2019 and audited annual results for the year ended 31 December 2018 together with the auditor of the Group. In the opinion of the Audit Committee, the preparation of such results complied with the applicable accounting standards and the Listing Rules.

年內，審核委員會共舉行了2次會議，並連同本集團之核數師審閱本集團截至二零一九年六月三十日止六個月之未經審核中期業績以及截至二零一八年十二月三十一日止年度之經審核全年業績。審核委員會認為，該等業績之編製符合適用會計準則及上市規則。

Major work completed by the Audit Committee during the year includes:

審核委員會於年內完成的重要工作包括：

- reviewed the Group's annual report, interim financial information and annual financial statements;
 - reviewed significant accounting and audit issues;
 - reviewed the external auditor's qualifications, independence and performance;
 - assisted the Board to evaluate on the effectiveness of financial reporting procedures and internal control system;
 - advised on material event or drawing the attention of the management on related risks; and
 - reviewed the adequacy and effectiveness of the Group's systems of risk management and internal control.
- 審閱本集團的年報、中期財務資料及年度財務報表；
 - 審閱主要會計及核數事宜；
 - 審閱外聘核數師的資格、獨立身份及表現；
 - 協助董事會評估財務申報流程及內部監控系統的有效性；
 - 就重大事件提供意見或敦請管理層垂注有關風險；及
 - 審閱本集團風險管理及內部監控系統的合適性及有效性。

Details of the attendance of the Audit Committee meetings are as follows :

審核委員會會議之出席詳情如下：

Name of Audit Committee members

Attendance/Number of meetings

審核委員會成員姓名

出席次數／會議次數

Mr. Tsang Chung Sing Edward	曾松星先生	2/2
Mr. Yip Ming	葉明先生	2/2
Mr. Zhang Bin	張彬先生	2/2

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COMPANY SECRETARY

During the year ended 31 December 2019, the Company Secretary has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

SHAREHOLDERS' RIGHTS

The Company commits to place shareholders' interests as top priority and protect their rights as provided in the Articles. Shareholders can visit the Company's website (www.cflg.com.hk) to gain access to the Company's up-to-date information. They are entitled to be given due notice to attend all the general meetings of the Company, vote all the resolutions (except for those which shareholders may have conflict of interest and are required to abstain from voting) and raise questions to the management on the Group's status and development plans.

Shareholders as duly registered holders of the ordinary shares of the Company ("Members") are also entitled to requisition to convene an extraordinary general meeting in accordance with the Articles. Details of the requirements and procedures are as follows:

(i) Any one or more Members holding not less than one tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company may send a written requisition to the Board or the Company Secretary to convene a general meeting;

公司秘書

於截至二零一九年十二月三十一日止年度，公司秘書已妥善遵守上市規則第3.29條項下之相關專業培訓規定。

以投票方式表決

根據上市規則第13.39(4)條規定，股東於股東大會上所作的任何表決必須以投票方式進行，惟主席誠意決定以允許純粹與程序或行政事宜相關之決議案可以舉手投票方式表決除外。

股東權利

本公司致力將股東權益放在首位，並保障本公司之細則提供予彼等之權利。股東可瀏覽本公司網站(www.cflg.com.hk)以取得本公司之最新資料。彼等有權收取適當通知，出席所有本公司股東大會、投票表決所有決議案(除股東可能有利益衝突並須放棄投票者外)及就本集團之狀況及發展計劃向本公司之管理層提出詢問。

正式註冊為本公司普通股持有人之股東(「股東」)亦有權根據細則提出召開股東特別大會之請求。有關請求及程序之詳情如下：

(i) 持有本公司繳足股本(附帶權利出席本公司股東大會)不少於十分之一之任何一名或多名股東，有權向董事會或公司秘書發出請求書，要求召開股東大會；

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- (ii) The requisition must be duly signed by the requisitioner, specifying the requisitioner's name, contact details and the number of ordinary shares of the Company that the requisitioner is holding and the matters proposed to be discussed and transacted in the general meeting. The requisition must be deposited at the Company's principal place of business in Hong Kong at Room 2202, 22nd Floor, 118 Connaught Road West, Hong Kong;
 - (iii) The Company will verify the requisition and upon confirming that the requisition is proper and in order, the Board will proceed with the necessary procedures including the convening of a general meeting; and
 - (iv) The general meeting shall be held within two (2) months after the deposit of the requisition.
- (ii) 請求書必須由請求人正式簽署，列明請求人之姓名、聯絡資料及請求人持有本公司普通股之數目，以及建議於股東大會討論及處理之事務。請求書必須存放至本公司之香港主要營業地點香港干諾道西118號22樓2202室；
 - (iii) 本公司將核實請求書，並於確認請求書屬適合及適當後，董事會將進行召開股東大會之必要程序；及
 - (iv) 股東大會須於存放請求書後兩(2)個月內舉行。

If the Board does not within twenty-one (21) days from the date of the deposit of the requisition proceed duly to convene a general meeting, the requisitioner himself may convene a general meeting in the same manner.

倘董事會於存放請求書日期後二十一(21)日內未正式召開股東大會，則請求人可以相同方式自行召開股東大會。

INVESTOR RELATIONS

The Company is committed to a policy of open and regular communication and reasonable disclosure of information to its shareholders so that they can exercise their rights in an informed manner. Information about the Company is disseminated to the shareholders through:

- (i) delivery of interim and annual results and reports to all shareholders;
 - (ii) publication of announcements on interim and annual results on the websites of the Company and the Stock Exchange, and issuance of other announcements and shareholders' circulars in accordance with the continuing disclosure obligations under the Listing Rules; and
- (i) 向全體股東提呈中期和全年業績及報告；
 - (ii) 根據上市規則之持續披露責任於本公司及聯交所之網站刊登中期及全年業績公佈、發表其他公佈及刊發股東通函；及

投資者關係

本公司致力保持開放及定期溝通之政策，並且向其股東及投資者合理地作出資料披露，令彼等可於知情之情況下行使其權利。關於本公司之資料通過以下方式向股東發佈：

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(iii) the general meeting of the Company is an effective communication channel between the Board and shareholders. As such, the Board members attended the 2019 annual general meeting and other extraordinary general meetings during the year to provide shareholders with opportunities to understand the latest development of the Group and raise questions.

(iii) 本公司之股東大會乃董事會與股東之間的有效溝通渠道。因此，年內董事會成員出席二零一九年股東週年大會及其他股東特別大會，為股東提供瞭解本集團最新發展之機會及提出詢問。

The 2019 annual general meeting was held on 17 May 2019. The attendance record of the Directors at the general meetings is set out below:

二零一九年股東週年大會於二零一九年五月十七日舉行。董事於股東大會之出席記錄載列如下：

Name of Directors 董事姓名		Attendance/Number of general meetings 出席次數／股東大會次數
<i>Executive Director</i> Mr. Chan Chi Hang	執行董事 陳志恆先生	1/1
<i>Non-Executive Director</i> Mr. Liu Hailong ¹	非執行董事 劉海龍先生 ¹	—
<i>Independent Non-Executive Directors</i> Mr. Yip Ming	獨立非執行董事 葉明先生	1/1
Mr. Tsang Chung Sing Edward	曾松星先生	1/1
Mr. Zhang Bin	張彬先生	1/1
Mr. Wang Ruiyang	王瑞陽先生	1/1

1. Mr. Liu Hailong was appointed on 3 January 2020.

1. 劉海龍先生於二零二零年一月三日獲委任。

During the year ended 31 December 2019, there were no significant changes in the Company's constitutional documents.

截至二零一九年十二月三十一日止年度，本公司之章程文件並無重大改動。

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DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Board acknowledges its responsibility to prepare the Group's accounts for each financial period and to ensure that the financial statements are in accordance with statutory requirements and applicable accounting standards. The Board also ensures the timely publication of the consolidated financial statements. The Directors, having made appropriate enquiries, confirm that they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

CORPORATE GOVERNANCE FUNCTIONS

The Board as a whole is responsible for performing the corporate governance duties including:

- (i) to develop and review the Company's policies and practices on corporate governance;
- (ii) to review and monitor the training and continuous professional development of Directors and senior management;
- (iii) to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements;
- (iv) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (v) to review the Company's compliance with the code and disclosure in the corporate governance report.

董事對財務報表之責任

董事會確認其負責編製本集團各財務期間之賬目，並須確保財務報表符合法定要求及適用會計準則。董事會亦確保綜合財務報表準時刊發。董事於作出適當查詢後，確認彼等並不知悉任何可能會對本集團持續經營能力造成重大疑慮之事件或情況之重大不確定因素。

企業管治職能

董事會整體負責執行企業管治職責，包括：

- (i) 發展及檢討本公司有關企業管治之政策及常規；
- (ii) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (iii) 檢討及監察遵守法定及監管規定之本公司政策及常規；
- (iv) 發展、檢討及監察適用於僱員及董事之行為守則及合規手冊(如有)；及
- (v) 檢討本公司遵守企業管治報告之守則及披露。

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RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for overseeing the Group's risk management and internal control systems and reviewing their effectiveness at least annually.

As a part of the Group's risk management and internal control systems, appropriate policies and controls have been designed and established by the Group 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.

However, 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.

The Group has adopted a three-tier risk management approach to identify, evaluate and manage significant risks. The operating units of the Group, as a first line of defence, identify, evaluate, mitigate and monitor the risks, and report such risk management activities to the Group's management on a regularly basis. The Group's management, as the second line of defence, provides support to the operating units and ensure that the significant risks are properly managed and within the acceptable range and report the situation to the Board at each regularly scheduled meeting. The Board, as the final line of defence, conducts an annual review of the overall effectiveness of the Group's risk management and internal control systems.

風險管理及內部監控

董事會確認監督本集團風險管理及內部監控系統以及每年至少檢討一次該系統是否有效的責任。

作為本集團風險管理及內部監控系統的一部分，本集團設計並制訂適當的政策及監控程序，以保證資產免遭不當使用或出售、貫徹及遵守相關規則及規定、根據相關會計標準及監管申報規定進行可靠財務及會計記錄，以及及時發現並管理可能影響本集團表現的重要風險。

然而，就避免重大的失實陳述或損失而言，風險管理及內部監控系統僅能作出合理而非絕對的保證，由於該系統旨在管理而非消除未能達成業務目標的風險。

本集團已採納三級風險管理方法以識別、評估及管理重大風險。本集團營運單位，作為第一道防線，負責識別、評估、降低及監察風險，並定期就有關風險管理活動向本集團管理層報告。作為第二道防線，本集團管理層向營運單位提供支持，確保重大風險得以恰當管理並在可接受範圍內，並於定期召開的會議向董事會報告情況。董事會作為最後一道防線，負責每年審閱本集團風險管理及內部監控系統的整體有效性。

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The Group does not have an internal audit function and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. It was decided that the Board would be directly responsible for internal control of the Group and for reviewing its effectiveness. Procedures have been designed for safeguarding assets against unauthorised use or disposition, ensuring the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensuring compliance with applicable laws, rules and regulations. The situation will be reviewed from time to time.

During the year, the Board has reviewed and discussed the risk management and internal control systems and no material internal control failings, weaknesses or deficiencies have been identified during the course of the review.

Based on the above, the Board were not aware of any areas of concern that would have a material impact on the Group's financial position or results of operations and considered the risk management and internal control systems to be generally effective and adequate including the adequacy of resources, staff qualifications and experience, training programs and budget of the accounting, internal control and financial reporting functions.

With respect to the monitoring and disclosure of inside information, the Group has formulated its guidelines, with an aim to ensure that the insiders abide by the confidentiality requirement and fulfill the disclosure obligation of the inside information.

本集團並無內部審核功能及認為根據目前本集團業務之規模、性質及複雜性，毋須即時於本集團內設立內部審核功能。本集團決定直接由董事會負責本集團之內部監控並審閱其效能，並已制訂程序以防止資產未經授權使用或出售、確保存有正確記錄以提供可靠財務資料作內部使用或刊發，以及確保遵守適用法律、法規及規定。該情況將不時進行檢討。

本年度內，董事會已審閱及與本集團管理層討論風險管理及內部監控系統，於審閱過程中概無發現重大內部監控失靈、弱點或缺陷。

根據以上所述，董事會並不知悉任何需關注事項會對本集團的財務狀況或營運業績產生重大影響，並認為風險管理及內部監控系統的運作整體上充足且有效，包括在資源、員工資歷及經驗、培訓計劃及在會計、內部監控及財務匯報職能的預算等方面均屬充足。

關於內幕消息的監控及披露，本集團已就保證內幕人士遵循保密要求及履行內幕消息的披露義務制定相關的指引。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

China Financial Leasing Group Limited (the “Company”), with its subsidiaries (collectively the “Group”) is pleased to demonstrate its commitment to sustainable development. The Group prepared the Environmental, Social and Governance (“ESG”) Report (the “ESG Report”) pursuant to the Environmental, Social and Governance Reporting Guide provided in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. This report covers the Group’s operation in Hong Kong for the year ended 31 December 2019 and discloses information on the Group’s ESG management approach, strategy, priorities, objectives, compliance with the relevant laws and regulations and the Group’s performance.

The board (the “Board”) of directors (the “Directors”) has overall responsibility for the Group’s ESG strategy and reporting and has determined to integrate the ideas of environmental and social responsibility into the Group’s operation and management activities. The Board has reviewed and approved this ESG Report.

STAKEHOLDERS ENGAGEMENT

The Group endeavours to create sustainable growth and long-term value for its stakeholders, who mainly comprise the Group’s employees and investors. The Group continues to interact with the Group’s stakeholders on ongoing basis in order to understand their views and collect their feedback. The communication channels with stakeholders include annual general meeting and staff meetings, etc.

為展示中國金融租賃集團有限公司(「本公司」)，及其附屬公司(統稱「本集團」)對可持續發展的承諾，本集團根據香港聯合交易所有限公司證券上市規則附錄二十七規定的環境、社會及管治報告指引編製本環境、社會及管治(「環境、社會及管治」)報告(「ESG報告」)。本報告涵蓋本集團截至二零一九年十二月三十一日止年度於香港營運的情況，並披露有關本集團的環境、社會及管治管理方法、策略、重點、目標、遵守相關法律及法規以及本集團的表現的資料。

董事(「董事」)會(「董事會」)對本集團的環境、社會及管治策略及報告負全責，並決定將環境及社會責任的觀點與本集團的營運及管理活動相結合。董事會已審閱及批准本ESG報告。

持份者參與

本集團致力於為其持份者創造可持續增長及長期價值，持份者主要包括本集團之僱員及投資者。本集團持續與持份者交流，以了解彼等的觀點及蒐集彼等的反饋。本集團與持份者的溝通渠道包括股東週年大會及員工會議等。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ENVIRONMENTAL

The Group is committed to acting in an environmentally responsible manner through its office management and daily operation. The Group adheres to the principle of recycling and reducing, and implement green office practices to minimise the impact of businesses on the environment.

Below practices are being implemented by the Group for energy saving measure:

- (i) double-sided printing and copying, promoting using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliance;
- (ii) maintain the temperature at 25.5°C, an optimal temperature for comfort and energy savings;
- (iii) staff is recommended to switch off the lights and air conditioning in the meeting room when it is not in use;
- (iv) widespread adoption of multi-function photocopiers (with printing, scanning and fax functions); and
- (v) promote paperless environment by encouraging the use of soft and electronic copy for the document instead of hard copy.

Being an investment company, the Group is also aware of the investment decisions and its potential impact to the environment. Should the opportunity arise, the Group would consider the risk of the projects and return dynamics as well as the positive environmental effects it will have.

環境

本集團於整個辦公室管理及日常營運過程中秉承對環境負責之態度。本集團堅守循環再用及減少使用的原則，並實踐綠色辦公室常規達至盡量減少公司對環境的影響。

以下是本集團已實施在節能方面的措施：

- (i) 採用雙面列印及複印、推廣環保用紙及透過關掉不使用的照明及電器來減少能源消耗；
- (ii) 把室溫保持在攝氏二十五點五度這個最舒適及節能的溫度；
- (iii) 當會議室閒置時，員工會關掉房中的空調和燈；
- (iv) 廣泛採用多功能的影印機(具備打印、掃描及傳真功能)；及
- (v) 通過鼓勵使用文件的軟拷貝及電子複本而非紙本，來推行無紙化環境。

作為投資公司，本集團亦知悉投資決策及其對環境的潛在影響。倘時機適合，本集團可能考慮項目的風險回報機制之餘亦考量其對環境的積極影響。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

EMISSION

As a responsible corporate citizen, the Group is committed to protecting natural resources and the global environment. Our commitment to emission reduction, energy and resources conservation encompasses every aspect of the Group's operation, and the Group has complied with laws and regulation related to environmental protection. In light of the Group's business nature, the operation of the Group does not generate air, water or land pollutions or raise any significant environmental issues.

Electricity consumed by the Group in principle place of business is supplied by The Hongkong Electric Company, Limited. The electricity consumption by the Group was approximately 4,600 kWh.

Since the Group's business does not involve manufacturing activities, solid waste is mainly generated in daily office operations without generation of hazardous waste. The Group encourages employees to go paperless as much as possible by limiting print outs as well as communicating via e-mail as opposed to fax. Employees are also encouraged to re-use paper and conserve paper usage by printing double-sided to the extent practicable. During the year, the Group used a total of approximately 100,000 pieces of paper in its normal business operations of which approximately 85,000 pieces of paper were attributable to the printing of the financial statements and materials related to general meetings distributed to shareholders of the Company.

Regulatory compliance

During the year under review, the Group was not aware of any incidents of non-compliance with laws and regulations that have a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

排放

身為有責任的企業公民，本集團致力於保護天然資源及全球環境。本集團於營運的各個方面皆致力減排、節能及珍惜資源，並已遵守與環境保護有關之法律及規例。鑒於本集團的業務性質，本集團之營運不會產生空氣、水質或土地污染或產生任何重大環境問題。

本集團主要營業地點中所用電力乃由香港電燈有限公司供應。年內，本集團所消耗電量約為4,600千瓦時。

由於本集團業務不涉及製造業務，固體廢物主要於日常辦公室運作中產生，並無產生有害廢物。本集團鼓勵僱員盡量無紙化辦公，減少打印並以電郵(而非傳真)通訊。為免浪費用紙，本集團亦鼓勵員工在切實可行的情況下重用紙張及採用雙面打印。年內，本集團於正常業務營運使用合共約100,000張印刷紙張，當中約85,000張是源自打印向本公司股東派發的財務報表及股東大會相關之文件。

法規遵從

於回顧年度，本集團並不知悉任何就空氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生而言對本集團有重大影響的法律及法規不合規事宜。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

USE OF RESOURCES

The Group has undertaken various resources saving measures to demonstrate the efforts in efficient use of resources in the daily operations. Employees are encouraged to optimise resources to help the Group to minimise the impact on the environment and natural resources e.g. use of public transportation. The Group owns a yacht and private motor vehicles that run on petrol gas and gasoline. During the year, a total of approximately 7,500 litres of petrol and gasoline was used for the yacht and private motor vehicles. Although non-significant amounts of water is consumed through the business activities, the Group also encourages water saving by driving water-saving habits and posting green messages in the workplace to remind the employees to use water effectively.

THE ENVIRONMENTAL AND NATURAL RESOURCES

Since the Groups core operations are confined to the office environment, the impact of the Group on the environment and natural resources is not significant. It is mainly attributed to the use of electricity, water and papers in the office. During the year, the Group set a number of measures to reduce the use of resources (refers to above sections “Environmental” and “Emission” for details). In order to have further reductions on the environmental impact and use of natural resources, the Group will continue to make assessment and minimise the environmental impact.

EMPLOYMENT

The Group provides the employees with fair and competitive remuneration to motivate them. 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 and Directors can subscribe shares of the Company based on their performance and contribution to the Group.

資源利用

本集團已進行各種資源節約措施，以證明本集團於日常營運中有效利用資源方面的努力。本集團鼓勵僱員優化使用資源(如使用公共交通工具)以幫助本集團將對環境及自然資源的影響降到最低。本集團擁有使用汽油及柴油的遊艇及私人汽車。年內，本集團的遊艇及私人汽車所使用汽油及柴油合共約為7,500升。儘管業務活動消耗水量並不顯著，但本集團亦鼓勵節約用水，推行節水習慣及在工作場所張貼環保標語以提醒僱員有效用水。

環境及自然資源

由於本集團的核心業務限於辦公室環境，本集團對環境及自然資源的影響並不重大，主要體現在辦公區用電、用水及消耗紙張。年內，本集團採取了一系列措施(有關詳情請參閱上文「環境」及「排放」)，以減少資源的使用。為進一步減低環境影響及自然資源使用，本集團將持續評估並將環境影響降至最低。

僱傭

本集團給予僱員公平及具競爭力的薪酬以鼓勵彼等。本集團亦可按其全權酌情決定向僱員授予購股權作為長期激勵，旨在鼓勵僱員追求本集團的目標。僱員及董事可根據其表現及對本集團的貢獻認購本公司股份。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

In addition, the Group's policies and guidelines on recruitment and promotion are formulated based on the principles that:

- (i) we are an equal opportunity employer;
- (ii) we make decisions to engagement relating to candidate's relevance experiences and qualifications and staff's promotion relating to performance; and
- (iii) working hours, leaves and other fringe benefits are in line with industry practice and/or (if applicable) adjusted based on experience, qualifications and seniority of staff.

A breakdown of the number of the Group's staff and Directors as at 31 December 2019 is as follows:

此外，本集團在招聘及晉升方面的政策及指引為：

- (i) 我們是平等機會僱主；
- (ii) 我們按照應徵者相關經驗及學歷以決定聘用及員工的表現以決定晉升；及
- (iii) 工作時數、假期及其他待遇及福利與行業慣例一致，及／或(如適用)按經驗、資格及年資調整。

於二零一九年十二月三十一日，本集團在職員工及董事人數統計如下：

	Staff 員工	Directors 董事	Total 合計
Number (At 31 December 2019) 人數(於二零一九年十二月三十一日)	13	5	19

The Group's human resources practices are established to align with the applicable laws and regulations with regard to recruitment, compensation and dismissal, other benefits and welfare, promotion, working hours, equal opportunities, diversity and anti-discrimination. The Group embraces diversity and provides employees with equal opportunity. Employees are assessed and hired based on their capabilities, regardless of their age, gender, nationality, cultural background, religious belief, etc. During the year ended 31 December 2019, the Group complied with Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) and other labour related laws and regulations.

本集團就招聘、補償及解僱、其他福利、晉升、工時、平等機會、多樣性及反歧視方面訂有符合適用法律及法規的人力資源常規。本集團接受多樣化，並為僱員提供平等機會。本集團會根據僱員的能力而無論其年齡、性別、國籍、文化背景及宗教信仰等對僱員進行評估及錄用。於截至二零一九年十二月三十一日止年度，本集團已遵守強制性公積金計劃條例(香港法例第485章)及其他勞動相關法例及法規。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

DEVELOPMENT AND TRAINING

The Group believes two-way communication is crucial to employee engagement that drives job satisfaction and high productivity. The Group has provided a platform for quality communication between employees and management. Promotion is executed on a fair and open basis and any form of discrimination is not tolerated. Competent employees will be considered for internal promotion in recognition of their efforts and contribution when there is a job vacancy.

HEALTH AND SAFETY

The Group is subject to the health and safety requirements of Hong Kong including, but not limited to, the Occupational Health and Safety Ordinance. The Board believes that it is in compliance with such requirements for the year ended 31 December 2019. The Group's liability to the employees is covered by insurance, which are required by law to take out. The Board further confirmed that there was no material violation of currently applicable safety regulations nor were there any material employee safety issues involving the Group. During the year ended 31 December 2019, no fines or penalties for non-compliance of safety laws and regulations were imposed on the Group.

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 to hire the most suitable candidate. All resume, original identification card, original certificate should be first checked during interview. The Group may also contact candidate's preceded employer for reference.

The Group adopted a Board diversity policy under which the Board composition includes members with different skills, industry knowledge and experience, education, background and other qualities without discrimination.

發展及培訓

本集團相信雙向溝通對推動員工的投入度，以提高工作滿意度和生產率至關重要。本集團已為員工及管理層之間提供高質溝通平台。升職乃按公平及公開基準執行且概不容忍任何形式的歧視。在有職位空缺的情況下，合符資格的僱員將被考慮進行內部晉升，以表彰他們的努力及貢獻。

健康及安全

本集團須遵守香港的健康及安全規定，包括但不限於職業安全及健康條例。截至二零一九年十二月三十一日止年度，董事會認為其已遵守該等規定。本集團對僱員的責任乃由本集團根據法例須投購的保險所涵蓋。董事會進一步確認，概無嚴重違反現時適用的安全規例，亦概無涉及本集團的任何重大僱員安全事宜。截至二零一九年十二月三十一日止年度，概無就違反安全法例及規例向本集團判處任何罰款或懲罰。

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僱傭條例(香港法例第57章)。

本集團會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檢查。本集團亦可能聯絡應徵者的前僱主以作參考。

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

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

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

LAWFUL GOVERNANCE

The Group has complied with the applicable employment-related laws and regulations currently in force in Hong Kong (including but not limited to those relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity diversity, anti-discrimination, other benefits and welfare), as well as the Group does not employ staffs who are below 18 years of age. The Group provides such rights and benefits to the employees which are no less than those required statutorily. No employees are paid less than the minimum wage specified by the Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong). Monthly salary payments are made on time according to respective employment contracts.

SUPPLY CHAIN MANAGEMENT AND PRODUCT RESPONSIBILITY

The Company is an investment company. During the year ended 31 December 2019, the Group mainly engages in investments in listed and unlisted equity securities. It does not have any major supplier of products, raw materials or services.

ANTI-CORRUPTION

With integrity being a core part of the Group's business ethics, the Group strictly complies with the laws and regulations regarding bribery, extortion, fraud and money laundering, such as the Prevention of Bribery Ordinance (Chapter 201 of the laws of Hong Kong). To maintain high standards of corporate governance, the Group fulfills the commitment through abiding by anti-corruption policies and guidelines, such as acceptance of gifts and conflicts of interest. To live up to the anti-corruption commitment, whistleblowing policy is also formulated by the Group. The employees of the Group are encouraged to report any suspected misconduct and violation of rules. Investigation work for whistleblowing reports is handled with strict confidentiality under all circumstances to preserve anonymity.

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。

依法管治

本集團遵守香港現行之適用的僱傭相關法例及法規(包括但不限於與薪酬及解僱、招聘及晉升、工作時數、假期、平等機會多元化、反對歧視、其他待遇及福利有關之法律及規例)同時亦無僱用未滿18歲之員工，並向員工提供不低於法定標準的勞工權利及福利。概無向任何僱員支付低於最低工資條例(香港法例第608章)之工資，每月薪金乃根據各員工的僱傭合約按時支付。

供應鏈管理及產品責任

截至二零一九年十二月三十一日止年度，由於本公司作為一間投資公司，而本集團業務主要為其於上市及非上市股本證券之投資，故沒有任何為本集團提供產品、原材料或服務之主要供貨商。

反貪污

誠信為本集團商業道德的核心部分，本集團嚴格遵守如防止賄賂條例(香港法例第201章)等有關賄賂、勒索、欺詐及洗錢的法律及規例。為維持高水平的企業管治，本集團通過遵守如有關接受饋贈及利益衝突等反貪政策及指導方針以履行本集團的承諾保持高標準的企業管治。為履行本集團的反貪承諾，本集團亦已制定舉報政策。本集團鼓勵員工舉報任何涉嫌不當行為及違規行為。調查舉報報告之工作於任何情況下均以嚴格保密方式處理，以保持舉報人士匿名。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

During the year ended 31 December 2019, the Group had not been charged for any corruption within the Board, its senior management and its staff, as well as its subsidiaries and their employees, during their employment.

The Group, together with the current Board, gives the utmost priority to regulatory compliance. The Board advocates a high level of independence so as to make independent judgements. Therefore, the Company has appointed four independent non-executive Directors. In selecting the Board members, the Company already considered the experience, knowledge and background of all four independent non-executive Directors that can contribute to the diversity and caliber of the Group.

COMMUNITY INVOLVEMENT

The Group always endeavours to serve the community and therefore highly respects its corporate social responsibilities. The Group has also supported charity work/organisations/non-governmental organisation by participating in various activities or making donation in the total sum of approximately HK\$808,000. For the sake of social betterment, the Group will also identify charitable, non-profit or educational institutions and foundations that share its beliefs.

截至二零一九年十二月三十一日止年度，本集團概無因本公司董事會、高級管理層及員工、以及旗下附屬公司或其僱員（於受僱期間）貪污而被起訴。

本集團，連同現屆董事會，給予監管合規最優先的關注。董事會認為，董事會應具備強烈獨立性，有效行使獨立判斷。因此，本公司已委任四名獨立非執行董事。於遴選董事會成員時，本公司已考量該四名獨立非執行董事可為本集團的多元化及才能作出貢獻的經驗、知識及背景。

社區參與

本集團一向致力回饋社會，重視履行企業的社會責任。本集團亦向慈善工作／組織／非政府組織，參與各項活動或捐款合共約為808,000港元。本集團日後亦會繼續物色與本公司理念一致的慈善、非牟利或教育機構及基金組織，以回饋社會。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

EXECUTIVE DIRECTOR

Mr. Chan Chi Hang (“Mr. Chan”), aged 44, was appointed as executive Director of China Financial Leasing Group Limited (the “Company”) on 20 July 2018. Mr. Chan is a holder of Bachelor of Business Administration in Finance from The Hong Kong University of Science and Technology in 1998. Mr. Chan is currently a licensed person and a responsible officer to carry out type 9 (asset management) regulated activities under the Securities and Futures Ordinance (“SFO”). Mr. Chan has approximately 19 years of relevant experience in financial industry, including asset management and providing investment advisory services. Mr. Chan is the director and type 9 (asset management) responsible officer of BG Asset Management Limited (“BG Asset”) (formerly known as Jaala Asset Management Limited) since June 2017 and responsible for the investment portfolio management. BG Asset is a licensed corporation under the SFO with type 9 (asset management) to provide asset management service to the clients. Mr. Chan also served as chief operating officer of Gold Mountains Asset Management Limited from July 2016 to May 2017, director of Partners Asset Management (HK) Limited from January 2015 to July 2016, and fund manager of CLSA Alternative Investment Management Limited from January 2007 to April 2011.

Mr. Chan has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the articles of association of the Company (the “Articles”), Mr. Chan is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Chan is HK\$900,000 per annum which is determined by the board (the “Board”) of directors (the “Directors”) with reference to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, Mr. Chan does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Chan does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

執行董事

陳志恆先生(「陳先生」)，44歲，於二零一八年七月二十日起獲委任為中國金融租賃集團有限公司(「本公司」)執行董事。陳先生於一九九八年取得香港科技大學工商管理財務學學士學位。陳先生現時為證券及期貨條例(「證券及期貨條例」)下進行第9類(資產管理)受規管活動之持牌人士及負責人員。陳先生於金融行業擁有約19年相關經驗，包括資產管理及提供投資顧問服務。自二零一七年六月起，陳先生為北港資產管理有限公司(「北港資產」)(前稱俊盈資產管理有限公司)之董事及第9類(資產管理)負責人員，負責管理投資組合。北港資產為證券及期貨條例下的第9類(資產管理)之持牌法團，為客戶提供資產管理服務。陳先生曾於二零一六年七月至二零一七年五月為金山資產管理有限公司之首席營運總監、於二零一五年一月至二零一六年七月為博大資產管理(香港)有限公司之董事及於二零零七年一月至二零一一年四月為中信里昂另類投資管理有限公司之基金經理。

陳先生與本公司就有關委任訂立並無特定年期之委任書。根據本公司之章程細則(「細則」)，陳先生須至少每三年輪值告退一次。陳先生之薪酬為每年900,000港元，陳先生之薪酬乃由董事(「董事」)會(「董事會」)經參考其資歷及經驗、於本公司之職責及職務、本公司之表現及目前市況釐定。

除上文披露者外，陳先生概無於本公司或其附屬公司擔任任何其他職務，或於過去三年內於其他上市公眾公司擔任董事。陳先生與本公司其他董事、高級管理層、主要或控股股東概無任何關連。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

NON-EXECUTIVE DIRECTOR

Mr. Liu Hailong (“Mr. Liu”), aged 49, was appointed as non-executive Director of the Company and Chairman of the board of Directors on 3 January 2020. Mr. Liu possessed years of experience in electronic sales, special electronic commerce operation and management. Mr. Liu is currently the chairman of the boards of directors of 安徽大運亨通電子商務股份有限公司 and 安徽天圓地方電子商務股份有限公司. Mr. Liu is mainly responsible for, including but not limit to, operation, management, financial, merchant and administration. Mr. Liu has been a chairman of the board of directors of 六安國鷹電子銷售有限公司 from January 2004 to December 2013. Mr. Liu was appointed as council member of Asia-Pacific Financial Council from October 2015 to October 2016, and vice officer of 安徽省創業創新企業家論壇組委員電商委員會 since 2018. Mr. Liu is currently a chairman of the board of directors of China Electronics Holdings Inc., a company listed on Nasdaq with ticker symbol “CEHD”.

Mr. Liu has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Mr. Liu is subject to retirement at the Company’s next annual general meeting and being eligible offer himself for reappointment. Thereafter, Mr. Liu is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Liu shall be determined by the Board at a later stage with reference to the recommendation of the remuneration committee of the Company according to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, Mr. Liu does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Liu does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

非執行董事

劉海龍先生(「劉先生」)，49歲，於二零二零年一月三日起獲委任為本公司非執行董事及董事會主席。劉先生擁有多年電子銷售經驗、特產電商營運及管理經驗，劉先生現任安徽大運亨通電子商務股份有限公司及安徽天圓地方電子商務股份有限公司的董事長，劉先生主要負責包括但不限於營運、管理、財務、招商及行政等職責。劉先生於二零零四年一月至二零一三年十二月擔任六安國鷹電子銷售有限公司的董事長。劉先生於二零一五年十月至二零一六年十月擔任亞太金融理事會理事及於二零一八年起擔任安徽省創業創新企業家論壇組委員電商委員會副主任。劉先生現時於中國電子集團控股有限公司(一間於納斯達克上市之公司，股票代號為CEHD)擔任董事會主席。

劉先生與本公司就有關委任訂立並無特定年期之委任書。根據本公司之章程細則，劉先生須於本公司下屆股東週年大會上將會退任，並符合資格膺選連任。此後，劉先生須至少每三年輪值告退一次。劉先生之酬金由董事會於後期經參考本公司薪酬委員會的推薦建議，參考其資歷及經驗、彼於本公司之職責及職務、本公司之表現及目前市況釐定。

除上文披露者外，劉先生概無於本公司或其附屬公司擔任任何其他職務，或於過去三年內於其他上市公眾公司擔任董事。劉先生與本公司其他董事、高級管理層、主要或控股股東概無任何關連。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yip Ming (“Mr. Yip”), aged 65, was appointed as independent non-executive Director of the Company on 19 December 2014. Mr. Yip is a member of The Institute of Fire Engineers. Mr. Yip had worked in the Hong Kong Fire Services Department for about 30 years and retired in 2009 at the position of Senior Divisional Officer. During his tenure, Mr. Yip had been seconded to attend professional and management training at The Michigan State Police Training Centre, United States of America in 1997, Fire Services Collages, England in 2003 and Peking University in 2006. Mr. Yip has also been appointed as the Honorary Aides De Camp to the Governor of Hong Kong from 1994 to 1997 and to the Chief Executive of Hong Kong Special Administrative Region from 1998 to 2001. After his retirement in 2009, Mr. Yip worked as consultant in the Pyrotek Technology Limited until May 2014.

Mr. Yip has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Mr. Yip is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Yip is HK\$200,000 per annum which is determined by the Board with reference to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, Mr. Yip does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Yip does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

獨立非執行董事

葉明先生(「葉先生」)，65歲，於二零一四年十二月十九日起獲委任為本公司獨立非執行董事。葉先生為資深消防工程師學會會員。葉先生於香港消防處工作約30年，並於二零零九年退任高級消防區長。於任職期間，葉先生分別於一九九七年、二零零三年及二零零六年獲調派於美國密歇根州警察培訓中心、英國 Fire Services Collages及北京大學接受專業及管理培訓。葉先生亦自一九九四年至一九九七年獲香港總督及自一九九八年至二零零一年獲香港特別行政區行政長官委任為名譽副官。自其於二零零九年退任後，葉先生於派諾得科技有限公司擔任顧問至二零一四年五月。

葉先生與本公司就有關委任訂立並無特定年期之委任書。根據細則，葉先生須至少每三年輪值告退一次。葉先生之薪酬為每年200,000港元，葉先生之薪酬乃由董事會經參考其資歷及經驗、於本公司之職責及職務、本公司之表現及目前市況釐定。

除上文披露者外，葉先生概無於本公司或其附屬公司擔任任何其他職務，或於過去三年內於其他上市公眾公司擔任董事。葉先生與本公司其他董事、高級管理層、主要或控股股東概無任何關係。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Mr. Tsang Chung Sing Edward (“Mr. Tsang”), aged 65, was appointed as independent non-executive Director of the Company on 26 June 2015. Mr. Tsang is a holder of a Bachelor Degree in Commerce from Curtin University, Australia and a Master Degree in Business Accounting from Monash University, Australia. Mr. Tsang is also a fellow member of The Hong Kong Institute of Certified Public Accountants and a member of CPA Australia. Mr. Tsang had held senior positions in a number of Hong Kong listed companies.

Mr. Tsang has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Mr. Tsang is subject to retirement at the Company’s next annual general meeting and being eligible offer himself for re-appointment. Thereafter, Mr. Tsang is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Tsang is HK\$200,000 per annum which is determined by the Board with reference to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, Mr. Tsang does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies. Mr. Tsang does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

曾松星先生(「曾先生」)，65歲，於二零一五年六月二十六日起獲委任為本公司獨立非執行董事。曾先生於澳洲科廷大學取得商科學士學位及於澳洲蒙納許大學取得商業會計碩士學位，曾先生亦為香港會計師公會之資深會員及澳洲會計師公會之會員。曾先生於多間香港上市公司擔任高級職位。

曾先生與本公司就有關委任訂立並無特定年期之委任書。根據細則，曾先生須於本公司下屆股東週年大會上退任，並符合資格膺選連任。此後，曾先生須至少每三年輪值告退一次。曾先生之薪酬為每年200,000港元，曾先生之薪酬乃由董事會經參考其資歷及經驗、於本公司之職責及職務、本公司之表現及目前市況釐定。

除上文披露者外，曾先生概無於本公司或其附屬公司擔任任何其他職位，或於其他上市公眾公司擔任董事。曾先生與本公司其他董事、高級管理層、主要或控股股東概無任何關連。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Mr. Zhang Bin (“Mr. Zhang”), aged 47, was appointed as independent non-executive Director of the Company on 3 August 2018. Mr. Zhang obtained a bachelor degree in business administration from Shandong University in 2010. Mr. Zhang is a senior economist. Mr. Zhang is also a qualified secretary of the board of directors of Shenzhen Stock Exchange and a qualified independent director of Shenzhen Stock Exchange. Mr. Zhang has extensive years of experience in management of industrial enterprise, securities management and administrative management. Mr. Zhang has been an independent director of Zhuhai Zhongfu Enterprise Co., Limited (a company listed on Shenzhen Stock Exchange) from March 2015 to August 2015 and an independent director of Nuode Investment Co., Limited (a company listed on Shanghai Stock Exchange) from July 2015 to January 2018. Mr. Zhang has been a director of management department, office supervisor, head of securities department and officer of securities affairs of Kairuide Holding Co., Limited (a company listed on Shenzhen Stock Exchange) (formerly known as Shandong Demian Incorporated Company) from 2002 to 2013. Mr. Zhang has been a deputy general manager and a secretary to the board of directors from July 2013 to May 2019, and the non-independent director from August 2013 to May 2019.

Mr. Zhang has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Mr. Zhang is subject to retirement at the Company's next annual general meeting and being eligible offer himself for re-appointment. Thereafter, Mr. Zhang is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Zhang is HK\$200,000 per annum which is determined by the Board with reference to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Save as disclosed above, Mr. Zhang does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Zhang does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

張彬先生(「張先生」)，47歲，於二零一八年八月三日起獲委任為本公司獨立非執行董事。張先生於二零一零年取得山東大學工商企業管理本科學歷。張先生為高級經濟師，並擁有深圳證券交易所董事會秘書資格及深圳證券交易所獨立董事資格。張先生擁有多年工業企業管理、證券主管、行政管理經驗。張先生曾於二零一五年三月至二零一五年八月擔任珠海中富實業股份有限公司(一間於深圳證券交易所上市公司)之獨立董事；於二零一五年七月至二零一八年一月擔任諾德投資股份有限公司(一間於上海證券交易所上市公司)獨立董事。張先生於二零零二年至二零一三年，於凱瑞德控股股份有限公司(一間於深圳證券交易所上市公司)(前稱山東德棉股份有限公司)擔任管理科長、辦公室主任、證券部部長及證券事務代表，並於二零一三年七月至二零一九年五月擔任副總經理及董事會秘書及於二零一三年八月至二零一九年五月擔任非獨立董事。

張先生與本公司就有關委任訂立並無特定年期之委任書。根據細則，張先生須於本公司下屆股東週年大會上退任，並符合資格膺選連任。此後，張先生須至少每三年輪值告退一次。張先生之薪酬為每年200,000港元，張先生之薪酬乃由董事會經參考其資歷及經驗、於本公司之職責及職務、本公司之表現及目前市況釐定。

除上文披露者外，張先生概無於本公司或其附屬公司擔任任何其他職務，或於過去三年於其他上市公眾公司擔任董事。張先生與本公司其他董事、高級管理層、主要或控股股東概無任何關連。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Mr. Wang Ruiyang (“Mr. Wang”), aged 32, was appointed as independent non-executive Director of the Company on 3 September 2018. Mr. Wang obtained a Bachelor’s degree in Biological Engineering from Zhejiang Gongshang University in 2010. Mr. Wang has experience in human resources, administration, financial management and sales experience. Mr. Wang has been a sale manager of Guangzhou Shunzhou Logistics Co., Limited* from July 2010 to January 2016 and statutory representative of Wenzhou Hangchen Crafts Co., Limited* from March 2016 to January 2018. Mr. Wang is currently an executive director of Meehaa International Industry (Shenzhen) Co., Limited* since March 2018.

Mr. Wang has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Mr. Wang is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Wang is HK\$200,000 per annum which is determined by the Board with reference to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, Mr. Wang does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Wang does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

王瑞陽先生(「王先生」)，32歲，於二零一八年九月三日起獲委任為本公司獨立非執行董事。王先生於二零一零年取得浙江工商大學生物工程本科學歷。王先生擁有人事、行政、財務管理及銷售經驗。王先生於二零一零年七月至二零一六年一月為廣州順舟物流有限公司為銷售經理；及於二零一六年三月至二零一八年一月為溫州杭辰工藝禮品有限公司為法人；自二零一八年三月起，王先生擔任美哈國際實業(深圳)有限公司的執行董事。

王先生與本公司就有關委任訂立並無特定年期之委任書。根據細則，王先生須至少每三年輪值告退一次。王先生之薪酬為每年200,000港元，王先生之薪酬乃由董事會經參考其資歷及經驗、於本公司之職責及職務、本公司之表現及目前市況釐定。

除上文披露者外，王先生概無於本公司或其附屬公司擔任任何其他職務，或於過去三年於其他上市公眾公司擔任董事。王先生與本公司其他董事、高級管理層、主要或控股股東概無任何關連。

* For identification purpose only

* 僅供識別

REPORT OF THE DIRECTORS

董事會報告書

The board (the “Board”) of directors (the “Directors”) is pleased to submit their report together with the audited consolidated financial statements of China Financial Leasing Group Limited (the “Company”) and its subsidiaries (collectively the “Group”) for the year ended 31 December 2019.

PRINCIPAL ACTIVITIES

The Group is principally engaged in short to medium term capital appreciation by investing in a diversified portfolio of investments in listed and unlisted securities. Details of the principal activities of the subsidiaries are set out in note 19 to the consolidated financial statements.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and indication of likely future development in the Group’s business, can be found in the Management Discussion and Analysis set out on pages 6 to 20 of this annual report. This discussion forms part of this Report of the Directors.

RESULTS AND APPROPRIATIONS

The Group’s results for the year ended 31 December 2019 are set out in the consolidated statement of profit or loss and other comprehensive income on page 66.

The Directors did not recommend the payment of a final dividend for the year ended 31 December 2019.

DONATIONS

Charitable and other donations made by the Group during the year amounted to HK\$808,000.

TOTAL NUMBER OF ISSUED SHARES

Details of the movements in the total number of issued shares of the Company during the year are set out in note 25 to the consolidated financial statements.

董事(「董事」)會(「董事會」)欣然提呈彼等之報告，連同中國金融租賃集團有限公司(「本公司」)及其附屬公司(統稱為「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

本集團主要從事透過投資於上市及非上市證券之多元化投資組合達致中短期資本升值。附屬公司主要業務詳情載於綜合財務報表附註19。

載於本年報管理層討論及分析第6至20頁之內容包含按照香港公司條例附表5要求須作出有關該等業務之進一步討論及分析，其中包括闡述本集團面臨的主要風險及不確定性以及本集團日後可能出現的業務發展。該討論構成本董事會報告書一部分。

業績及備撥

本集團截至二零一九年十二月三十一日止年度之業績載於綜合損益及其他全面收益表第66頁。

董事並不建議派付截至二零一九年十二月三十一日止年度之末期股息。

捐款

於本年度，本集團作出慈善及其他捐款808,000港元。

已發行股份總數

本公司年內之已發行股份總數變動詳情載於綜合財務報表附註25。

REPORT OF THE DIRECTORS

董事會報告書



SHARE OPTION SCHEME

The Company adopted a new share option scheme (the “SO Scheme”) on 12 January 2012. The purpose of the SO Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution to the Group. Eligible participants of the SO Scheme include, without limitation, any persons who are employees, officers, agents, consultants or representatives of the Group. The SO Scheme became unconditional upon The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting on 13 January 2012 the approval of the listing of and the permission to deal in the shares falling to be issued pursuant to the exercise of any options to be granted under the SO Scheme and, unless otherwise cancelled or amended, shall remain in force for 10 years from the adoption date.

The maximum number of shares issuable under share options to each eligible participant in the SO Scheme and the other scheme (if any) in any 12-month’s period shall not exceed 1% of the total number of issued shares of the Company for the time being. Any further grant of share options to any eligible participant in excess of this limit is subject to shareholders’ approval in a general meeting. The total number of shares which may be issued upon exercise of all share options to be granted under the SO Scheme and the other schemes (if any) must not in aggregate exceed 10% of the shares of the Company in issue (the “10% Limit”) as at 12 January 2012, being the date of passing the resolution by the shareholders at the extraordinary general meeting approving and adopting the SO Scheme. The Company may seek approval of its shareholders in a general meeting to refresh the 10% Limit at any time in accordance with the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange.

購股權計劃

本公司於二零一二年一月十二日採納一項新購股權計劃(「購股權計劃」)。購股權計劃旨在令本公司能夠向合資格參與者授出購股權，以激勵或獎勵其為本集團所作貢獻。購股權計劃之合資格參與者包括(但不限於)本集團之僱員、高級職員、代理、顧問或代表。購股權計劃待香港聯合交易所有限公司(「聯交所」)於二零一二年一月十三日批准根據行使購股權計劃項下授出之任何購股權而將予發行之股份上市及准予買賣時成為無條件，除非經註銷或修訂，否則於採納日期起十年內有效。

於任何十二個月期間，根據購股權計劃以及其他購股權計劃(如有)授予各合資格參與者之購股權可予發行股份最高數目不得超過本公司當時之已發行股份總數之1%。向任何合資格參與者進一步授出超越此限額之購股權須先獲股東於股東大會上批准。根據購股權計劃以及其他購股權計劃(如有)將予授出之所有購股權獲行使時可予發行之股份總數，合共不得超過本公司於二零一二年一月十二日(即股東於股東特別大會通過批准及採納購股權計劃之決議案之日期)已發行股份之10%(「10%上限」)。本公司可隨時按照聯交所證券上市規則(「上市規則」)於股東大會上尋求其股東批准更新10%上限。

REPORT OF THE DIRECTORS

董事會報告書

The maximum number of shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the SO Scheme and other schemes (if any) shall not exceed 30% of the total number of issued shares of the Company from time to time. The making of an offer to any Directors, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Directors who or whose associate is a proposed grantee of the share options).

In addition, any share options granted to a substantial shareholder or an independent non-executive Director of the Company or any of their respective associates, in excess of 0.1% of the total number of issued shares of the Company at any time or with an aggregate value (based on the closing price of the Company's shares at the date of the offer) in excess of HK\$5,000,000, within any 12-month's period, are subject to the shareholders' approval in a general meeting in accordance with the Listing Rules.

Any offer may be accepted by an eligible participant in respect of less than the number of shares which are offered provided that such number is clearly stated in the duplicate letter comprising acceptance of the offer duly signed by such eligible participants and received by the Company together with a remittance in favour of the Company of HK\$1 (which shall not be later than 21 days from the offer date). The exercise price of the share options is determinable by the Directors, but shall not be less than the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the offer date; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the offer date; and (iii) the nominal value of the Company's shares.

On 25 May 2018, the share option limit was refreshed by the shareholders of the Company at the annual general meeting that maximum of 133,964,988 options convertible to 133,964,988 shares at HK\$0.02 each can be issued. As at the date of this annual report, 133,964,988 options convertible to 133,964,988 shares at HK\$0.02 each can be issued, representing approximate 6.95% of the total number of issued shares as at the date of this annual report.

因行使合資格參與人根據購股權計劃及其他購股權計劃(如有)授出所有尚未行使惟將予行使之購股權可能配發及發行之股份合共最多不得超過本公司不時已發行股份總數之30%。向本公司之任何董事、主要行政人員或主要股東、或彼等各自之任何聯繫人士作出要約須先獲獨立非執行董事(不包括彼或彼之聯繫人為購股權之建議承授人之任何獨立非執行董事)批准。

此外，於任何十二個月期間內，向本公司之主要股東或獨立非執行董事、或彼等各自之任何聯繫人士授出超逾本公司不時已發行股份總數之0.1%，或總值(按本公司股份於授出日期之收市價計算)超逾5,000,000港元之購股權，須遵照上市規則於股東大會上獲股東批准。

合資格參與者可就少於所要約建議之股份數目接納任何要約建議，但該數目乃清楚載於本公司於要約建議可能註明之時間(不得遲於要約日期起計二十一日)接獲該合資格參與者妥為簽署之要約建議接納函件副本，連同支付予本公司之匯款1港元。購股權之行使價由董事釐定，惟不可低於(i)本公司股份於要約日期在聯交所每日報價表上所報之收市價；(ii)本公司股份於緊接要約日期前五個交易日在聯交所每日報價表上所報之平均收市價；及(iii)本公司股份之面值(以最高者為準)。

於二零一八年五月二十五日，本公司股東於股東週年大會上更新購股權限額，最高可發行133,964,988份購股權，可兌換為133,964,988股每股面值0.02港元之股份。於本年報日期，還有133,964,988份購股權可兌換為133,964,988股每股面值0.02港元之股份可予發行，佔於本年報日期的已發行股份總數約6.95%。



REPORT OF THE DIRECTORS

董事會報告書

During the year, no Share Options were exercised, granted, lapsed or cancelled. For details, please refer to the note 29 to the consolidated financial statement under the section headed “Share-based Payments”.

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 162 of this annual report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the articles of association of the Company (the “Articles”) or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company’s listed securities during the year ended 31 December 2019.

DISTRIBUTABLE RESERVES

Under the Companies Law (2007 Revision) of the Cayman Islands, approximately HK\$264,673,000 in the share premium account and approximately HK\$19,444,000 in the reserve arising from capital reduction of the Company completed on 10 December 2012, is distributable to the 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. The share premium account may also be distributed in the form of fully paid bonus shares.

年內，並無購股權行使、授出、失效或註銷。詳情請參閱綜合財務報表附註29「股份基礎付款」一節內。

五年財務概要

最近五個財政年度之本集團業績及資產及負債之概要載於本年報第162頁。

優先購買權

本公司之章程細則(「細則」)或開曼群島(本公司註冊成立之司法權區)法例並無有關本公司須按比例向現有股東提呈新股之優先購買權之條文。

購買、贖回或出售本公司上市證券

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並無購買、贖回或出售本公司任何上市證券。

可供分派儲備

根據開曼群島公司法(二零零七年修訂版)，為數約264,673,000港元之股份溢價賬及於儲備中由本公司於二零一二年十二月十日完成之資本削減產生之約為19,444,000港元可供分派予本公司股東，惟在緊隨建議分派股息當日後，本公司須有能力清償其在日常業務過程中到期之債務。股份溢價賬亦可以繳足紅股之方式分派。

REPORT OF THE DIRECTORS

董事會報告書

DIRECTORS

The Directors of the Company during the year and up to the date of this annual report were as follows:

Executive Directors

Mr. Chan Chi Hang

Non-Executive Director

Mr. Liu Hailong¹

Independent Non-Executive Directors

Mr. Yip Ming

Mr. Tsang Chung Sing Edward

Mr. Zhang Bin

Mr. Wang Ruiyang

1. Mr. Liu Hailong was appointed on 3 January 2020.

Pursuant to article 88(1) of the Articles, Mr. Tsang Chung Sing Edward and Mr. Zhang Bin will retire by rotation and, being eligible, offer themselves for re-election at the 2020 Annual General Meeting ("2020 AGM").

Pursuant to Article 87(3) of the Articles, Mr. Liu Hailong will be subject to re-election and, being eligible, offers himself for re-election at the 2020 AGM.

INDEPENDENCE CONFIRMATION

The Company has received, from each of the independent non-executive Directors of the Company, an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considered that all of the independent non-executive Directors are independent.

董事

年內及直至本年報日期，本公司之董事如下：

執行董事

陳志恆先生

非執行董事

劉海龍先生¹

獨立非執行董事

葉明先生

曾松星先生

張彬先生

王瑞陽先生

1. 劉海龍先生於二零二零年一月三日獲委任。

根據細則第88(1)條，曾松星先生及張彬先生須在二零二零年股東週年大會（「二零二零年股東週年大會」）上輪席退任，惟符合資格膺選連任。

根據細則第87(3)條，劉海龍先生須在二零二零年股東週年大會上退任，惟符合資格膺選連任。

確認獨立性

本公司已獲得本公司各獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認函。本公司認為全體獨立非執行董事均具備獨立身份。

REPORT OF THE DIRECTORS

董事會報告書

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the 2020 AGM has a service contract with the Company which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE GROUP'S BUSINESS

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's subsidiaries was a party and in which a Director of the Company and the Director's connected party had a material interest, whether directly and indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS IN SHARES

As at 31 December 2019, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares (as defined in the Securities and Futures Ordinance (the "SFO")) and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules.

董事之服務合約

擬於二零二零年股東週年大會膺選連任之董事，概無與本集團訂立不可於一年內在免付賠償之情況下(法定賠償除外)由本公司終止之服務合約。

董事於有關本集團業務之重大交易、安排及合約之重大權益

本公司附屬公司概無訂立有關本集團業務，且本公司董事及董事之關連方於其中直接或間接擁有重大權益，並於年末或年內任何時間存續之重大交易、安排及合約。

董事於股份之權益

於二零一九年十二月三十一日，概無董事或本公司主要行政人員於本公司或任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份(定義見證券及期貨條例(「證券及期貨條例」))及債券中，擁有根據證券及期貨條例第352條已記入該條規定存置之登記冊之權益或淡倉；或根據上市規則附錄十所載之上市發行人董事進行證券交易的標準守則已另行知會本公司及聯交所之權益或淡倉。

REPORT OF THE DIRECTORS

董事會報告書

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2019, according to the information publicly disclosed, persons who had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO, are set out below:

主要股東

於二零一九年十二月三十一日，依照公開披露之資料，根據證券及期貨條例第336條規定備存之登記冊所載，在本公司之股份及相關股份擁有權益或淡倉之人士載列如下：

Name of shareholders	Type of interests	Position	Number of ordinary shares held	Approximate percentage of the Company's total number of issued shares
股東名稱	權益類別	倉盤	所持普通股數目	佔本公司已發行股份總數概約百分比
安徽大運亨通電子商務股份有限公司 (“安徽大運亨通”) (Note 1)	Beneficial owner	Long	338,000,000	21.04%
安徽大運亨通電子商務股份有限公司 (“安徽大運亨通”) (附註1)	實益擁有人	好倉		
Liu Hailong (Note 1)	Interest of controlled corporation	Long	338,000,000	21.04%
劉海龍(附註1)	受控制公司之權益	好倉		
Talent Capital Holding Group Co., Limited (“Talent Capital”) (Note 2)	Beneficial owner	Long	335,000,000	20.85%
Talent Capital Holding Group Co., Limited (“Talent Capital”) (附註2)	實益擁有人	好倉		
Lin Dailian (Note 2)	Interest of controlled corporation	Long	335,000,000	20.85%
林代聯(附註2)	受控制公司之權益	好倉		
National Investments Fund Limited	Beneficial owner	Long	84,800,000	5.28%
National Investments Fund Limited	實益擁有人	好倉		

REPORT OF THE DIRECTORS

董事會報告書



Notes:

1. According to the information available to the Company, 338,000,000 shares are held by 安徽大運亨通 in the capacity of beneficial owner. 安徽大運亨通 is wholly owned by Liu Hailong, the chairman of the Board and non-executive Director of the Company. Accordingly, Liu Hailong is deemed to have interests in the 338,000,000 Shares.
2. According to the information available to the Company, 335,000,000 shares are held by Talent Capital in the capacity of beneficial owner. Talent Capital is wholly owned by Lin Dailian. Accordingly, Lin Dailian is deemed to have interests in the 335,000,000 Shares.

CONNECTED TRANSACTIONS

During the year, the Company has paid/payable HK\$400,000 as investment management fee to Avia Asset Management Limited, the investment manager of the Company for the provision of investment management services to the Company. The above transaction constitutes a de minimis continuing connected transaction which is exempted from reporting, annual review, announcement and independent shareholders' approval requirement under Rule 14A.76 (1) of the Listing Rules.

During the year, UOB Kay Hian (Hong Kong) Limited, China Tonghai Securities Limited and I Win Securities Limited, the custodians (collectively the "Custodians") of the Company provided custody services in relation to the securities and cash which the Company may from time to time deposit with the Custodians. The fees payable by the Company to the Custodians for the services constitutes de minimis continuing connected transaction which is exempted from reporting, annual review, announcement and independent shareholders' approval requirement under Rule 14A.76 (1) of the Listing Rules.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year.

附註：

1. 根據本公司所得資料，338,000,000股股份由安徽大運亨通以實益擁有人身份持有。安徽大運亨通由本公司董事會主席及非執行董事劉海龍全資擁有。因此，劉海龍被視作於338,000,000股股份中擁有權益。
2. 根據本公司所得資料，335,000,000股股份由Talent Capital以實益擁有人身份持有。Talent Capital由林代聯全資擁有。因此，林代聯被視作於335,000,000股股份中擁有權益。

關連交易

年內，本公司已支付／應付400,000港元予本公司投資經理輝亞資產管理有限公司作為投資管理費向本公司提供投資管理服務。上述交易構成一項微不足道之持續關連交易，獲豁免遵守上市規則第14A.76(1)條之申報、年度審核、公佈及獨立股東批准規定。

年內，本公司託管商(統稱「託管商」)大華繼顯(香港)有限公司、中國通海證券有限公司及一盈證券有限公司就本公司可能不時存入託管商之證券及現金提供託管服務。本公司就託管商提供之服務應付託管商之費用構成微不足道之持續關連交易，獲豁免遵守上市規則第14A.76(1)條之申報、年度審核、公佈及獨立股東批准規定。

管理合約

年內並無訂立或存有任何關於本集團全部或任何重大部份業務之管理及行政合約。

REPORT OF THE DIRECTORS

董事會報告書

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as required under the Listing Rules during the year and up to the date of this annual report.

AUDIT COMMITTEE

The Audit Committee was established in accordance with the requirements of the code provisions of the Corporate Governance Code and Corporate Governance Report of reviewing and providing supervision over the Group's financial reporting process and internal controls.

As at the date of this annual report, the Audit Committee comprises three independent non-executive Directors, Mr. Tsang Chung Sing Edward (as the chairman), Mr. Yip Ming and Mr. Zhang Bin.

The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2019.

AUDITOR

The consolidated financial statements for the year ended 31 December 2019 have been audited by RSM Hong Kong.

RSM Hong Kong will retire and, being eligible, offers itself for re-appointment. A resolution will be submitted to the 2020 AGM for the re-appointment of RSM Hong Kong as auditor of the Company.

On behalf of the Board
China Financial Leasing Group Limited
Liu Hailong
Chairman

Hong Kong, 26 March 2020

公眾持股量

根據本公司可公開取閱之資料以及就董事所知，於本年度及直至本年報日期為止，本公司維持上市規則所規定之足夠公眾持股量。

審核委員會

本公司已按企業管治守則及企業管治報告之規定成立審核委員會，以審閱及監察本集團之財務申報程序及內部監控。

於本年報日期，審核委員會由三名獨立非執行董事組成，分別為曾松星先生(作為主席)、葉明先生及張彬先生。

審核委員會已審閱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。

核數師

截至二零一九年十二月三十一日止年度之綜合財務報表已由羅申美會計師事務所審核。

羅申美會計師事務所將退任，並有資格重選連任。一項決議案將於二零二零年股東週年大會提呈，藉以重新委任羅申美會計師事務所為本公司核數師。

代表董事會
中國金融租賃集團有限公司
主席
劉海龍

香港，二零二零年三月二十六日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書



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TO THE SHAREHOLDERS OF CHINA FINANCIAL LEASING GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Financial Leasing Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 66 to 161, 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 Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致中國金融租賃集團有限公司全體股東

(於開曼群島註冊成立之有限公司)

意見

我們已審計列載於第66至161頁的中國金融租賃集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合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與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及綜合財務報表附註(包括主要會計政策概要)。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映 貴集團於二零一九年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露規定妥為擬備。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

BASIS FOR OPINION

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matter we identified is the fair value measurement of unlisted equity investments.

意見基礎

我們已根據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。根據該等準則，我們的責任於本報告核數師就審計綜合財務報表須承擔的責任中進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，我們獨立於 貴集團，且我們已根據守則履行我們的其他道德責任。我們相信，我們所獲得的審計憑證能充足和適當地為我們的意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對我們審計本期綜合財務報表最為重要的事項。該等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，而我們不會對該等事項提供單獨的意見。我們確定之關鍵審計事項為非上市股本投資之公平值計量。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書



KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們於審計時如何處理關鍵審計事項

Fair value measurement of unlisted equity investments

非上市股本投資之公平值計量

Refer to note 20 to the consolidated financial statements.

請參閱綜合財務報表附註20。

As at 31 December 2019, the Group's unlisted equity investments categorised as level 3 fair value measurement amounted to approximately HK\$12,270,000. Determination of the fair value involves significant management estimation, in particular the selection of unobservable inputs. As the unlisted equity investments are measured at fair value at each reporting date, the fair value measurement has significant impact on the financial performance and position of the Group.

於二零一九年十二月三十一日，貴集團分類為第三層級之非上市股本投資約為12,270,000港元。公平值之釐定涉及重大管理層估計，尤其是不可觀察輸入值之挑選。由於非上市股本投資乃於各報告日期按公平值計量，公平值計量對貴集團之財務表現及狀況有重大影響。

Our procedures in relation to fair value measurement of unlisted equity investments included:

我們就非上市股本投資之公平值計量設定的程序包括：

- Assessing whether the valuation methodologies adopted by management were appropriate;
- 評估管理層所採納估值方法之適當性；
- Testing the evidence supporting the unobservable inputs utilised in the level 3 fair value measurement; and
- 測試於第三層級公平值計量中使用不可觀察輸入值之支持證據；及
- Evaluate the adequacy of the level 3 fair value measurement disclosures in the consolidated financial statements.
- 評核於綜合財務報表之第三層級公平值計量披露之準確性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

OTHER INFORMATION

The directors are responsible for the Other Information. The Other Information comprises all the information in the 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 this Other Information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS 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 HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

其他資料

董事須對其他資料負責。其他資料包括載入年報的所有資料，但不包括綜合財務報表及我們有關的核數師報告。

我們對綜合財務報表作出的意見並不包括其他資料，我們亦不會對此發表任何形式的核證結論。

就我們審計綜合財務報表而言，我們的責任為閱讀其他資料，並於此過程中，考慮其他資料是否與綜合財務報表或我們於審計中所得知的情況有重大抵觸，或似乎有重大錯誤陳述。基於我們已執行的工作，倘我們認為此其他資料有重大錯誤陳述，我們須報告有關事實。就此，我們毋須作出報告。

董事就綜合財務報表須承擔的責任

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

於擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及採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，或除此之外並無其他實際可行的辦法。

審核委員會協助董事履行彼等就監督貴集團財務申報程序須承擔的責任。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書



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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審計綜合財務報表須承擔的責任

我們的目標為合理確定綜合財務報表整體而言是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並出具載有我們意見的核數師報告。我們僅向閣下(作為整體)報告我們的意見，除此之外別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔責任。

合理確定屬高層次的保證，惟根據香港審計準則進行的審計工作概不保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤而產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

根據香港審計準則進行審計時，我們運用專業判斷，並於整個審計過程中保持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計憑證，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控制的情況，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。
- 了解與審計有關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

We communicate with 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.

核數師就審計綜合財務報表須承擔的責任(續)

- 評估董事所採用會計政策的合適性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營為會計基礎的恰當性作出結論，並根據所獲得的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，我們須於核數師報告中提請注意綜合財務報表中的相關披露，或倘有關披露不足，則修訂我們的意見。我們的結論乃基於截至核數師報告日期所獲得的審計憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。
- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易及事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足及適當的審計憑證，以就綜合財務報表發表意見。我們須負責集團審計的方向、監督及執行。我們須為我們的審計意見承擔全部責任。

我們與審核委員會就(其中包括)審計的計劃範圍、時間安排及重大審計發現進行溝通，該等發現包括我們在審計過程中識別的內部控制的任何重大缺陷。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書



AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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.

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 matter. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Ms. Ng Wai Kwun.

核數師就審計綜合財務報表須承擔的責任(續)

我們亦向審核委員會作出聲明，說明我們已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響我們獨立性的所有關係及其他事宜，以及相關防範措施(如適用)。

從與審核委員會溝通的事項中，我們釐定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的事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在報告中溝通某事項造成的負面後果超出產生的公眾利益，則我們決定不應在報告中溝通有關事項。

出具獨立核數師報告的審計項目合夥人為吳慧筠女士。

RSM Hong Kong

Certified Public Accountants
26 March 2020

羅申美會計師事務所

執業會計師
二零二零年三月二十六日

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 2019

截至二零一九年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
Revenue	收入	8	1	18
Other income	其他收入	9	—	30
Net loss on financial assets at fair value through profit or loss	透過損益按公平值計算之財務資產虧損淨額		(47,463)	(5,146)
			(47,462)	(5,098)
Administrative expenses	行政開支		(18,688)	(22,030)
Loss from operations	經營虧損		(66,150)	(27,128)
Finance costs	融資成本	10	(682)	—
Gain on disposal of subsidiaries	出售附屬公司收益		1,149	—
			(65,683)	(27,128)
Loss before tax	除稅前虧損		(65,683)	(27,128)
Income tax expense	所得稅開支	11	—	—
			(65,683)	(27,128)
Loss for the year attributable to owners of the Company	本公司擁有人應佔年度虧損	12	(65,683)	(27,128)
Other comprehensive income for the year, net of tax	年度其他全面收益，扣除稅項			
<i>Item that may be reclassified to profit or loss:</i>	<i>可重新分類至損益之項目：</i>			
Exchange differences on translating foreign operations	換算海外業務之匯兌差額		39	(23)
			(65,644)	(27,151)
Total comprehensive income for the year attributable to owners of the Company	本公司擁有人應佔年度全面收入總額		(65,644)	(27,151)
Loss per share	每股虧損	16		
Basic (HK cents per share)	基本(每股港仙)		4.09	1.96
Diluted (HK cents per share)	攤薄(每股港仙)		4.09	1.96

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2019

於二零一九年十二月三十一日

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Note 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	4,198	6,853
Right-of-use assets	使用權資產	18	714	—
Financial assets at fair value through profit or loss	透過損益按公平值計算之財務資產	20	12,270	14,518
			17,182	21,371
Current assets	流動資產			
Financial assets at fair value through profit or loss	透過損益按公平值計算之財務資產	20	68,867	111,843
Deposits and prepayments	按金及預付款項	21	188	1,213
Bank and cash balances	銀行及現金結餘		862	927
			69,917	113,983
Current liabilities	流動負債			
Deposit received	已收按金	22	2,550	—
Margin payable and accruals	應付保證金及應計費用	23	14,619	496
Lease liabilities	租賃負債	24	496	—
			17,665	496
Net current assets	流動資產淨值		52,252	113,487
Total assets less current liabilities	總資產減流動負債		69,434	134,858
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	24	220	—
NET ASSETS	資產淨值		69,214	134,858

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2019

於二零一九年十二月三十一日

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Note 附註		
Capital and reserves attributable to owners of the Company	本公司擁有人應佔資本及儲備			
Share capital	股本	25	32,133	32,133
Reserves	儲備	27	37,081	102,725
TOTAL EQUITY	總權益		69,214	134,858
Net asset value per share (HK cents per share)	每股淨資產值 (港仙／每股)	28	4.31	8.39

Approved by the Board of Directors on 26 March 2020 and are signed on its behalf by:

於二零二零年三月二十六日經董事會批准及由以下董事代表簽署：

Chan Chi Hang

陳志恆

Executive Director

執行董事

Liu Hailong

劉海龍

Non-executive Director

獨立非執行董事

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	Capital reduction reserve	Share option reserve	Foreign currency translation reserve	Accumulated losses	Total equity
		股本	股份溢價	資本削減儲備	購股權儲備	外幣換算儲備	累計虧損	總權益
		(note 25)	(note 27(b)(i))	(note 27(b)(iii))	(note 27(b)(iii))	(note 27(b)(iv))		
		(附註25)	(附註27(b)(i))	(附註27(b)(iii))	(附註27(b)(iii))	(附註27(b)(iv))		
		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
At 1 January 2018	於二零一八年一月一日	21,843	194,740	19,444	1,583	51	(154,292)	83,369
Total comprehensive income for the year	年度全面收入總額	—	—	—	—	(23)	(27,128)	(27,151)
Issue of shares on placements (note 25(a))	配售時發行股份(附註25(a))	9,740	66,685	—	—	—	—	76,425
Share issue expenses	股份發行開支	—	(1,910)	—	—	—	—	(1,910)
Issue of shares under share option scheme (note 25(b))	根據購股權計劃發行股份(附註25(b))	550	5,158	—	(1,583)	—	—	4,125
Changes in equity for the year	年度權益變動	10,290	69,933	—	(1,583)	(23)	(27,128)	51,489
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	32,133	264,673	19,444	—	28	(181,420)	134,858
Total comprehensive income and changes in equity for the year	年度全面收入總額及權益變動	—	—	—	—	39	(65,683)	(65,644)
At 31 December 2019	於二零一九年十二月三十一日	32,133	264,673	19,444	—	67	(247,103)	69,214

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

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Note 附註		
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動現金流量			
Loss before tax	除稅前虧損		(65,683)	(27,128)
Adjustments for:	就以下項目作出調整：			
Depreciation of property, plant and equipment	物業、廠房及設備折舊	17	2,525	1,668
Depreciation of right-of-use assets	使用權資產折舊	18	1,452	—
Finance costs	融資成本	10	682	—
Gain on disposal of subsidiaries	出售附屬公司收益	30(a)	(1,149)	—
Net loss on financial assets at fair value through profit or loss	透過損益按公平值計算之財務資產虧損淨額		47,463	5,146
Operating loss before working capital changes	經營資金變動前經營虧損		(14,710)	(20,314)
Purchases of financial assets at fair value through profit or loss	購買透過損益按公平值計算之財務資產		(93,374)	(194,088)
Proceeds from disposals of financial assets at fair value through profit or loss	出售透過損益按公平值計算之財務資產之所得款項		90,860	140,995
Decrease in deposits and prepayments	按金及預付款項減少		484	13
Increase in accruals	應計費用增加		2,212	97
Increase in margin payable	應付保證金增加		11,934	—
Cash used in operations	經營所用現金		(2,594)	(73,297)
Interest on margin payable	應付保證金利息		(501)	—
Interest on lease liabilities	租賃負債利息		(181)	—
Net cash used in operating activities	經營活動所用現金淨額		(3,276)	(73,297)
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動現金流量			
Purchases of property, plant and equipment	購置物業、廠房及設備	17	(21)	(6,121)
Disposal of subsidiaries	出售附屬公司	30(a)	1,447	—
Increase in deposit received	已收按金增加		2,550	—
Net cash generated from/(used in) investing activities	投資活動所得／(所用)的現金淨額		3,976	(6,121)

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

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動現金流量		
Proceeds from issue of shares on placements	配售時發行股份之所得款項	—	76,425
Proceeds from issue of shares under share options scheme	根據購股權計劃發行股份之所得款項	—	4,125
Share issue expenses paid	已付股份發行開支	—	(1,910)
Principal elements of lease payments	租賃負債本金部分的付款	(1,079)	—
Net cash (used in)/generated from financing activities	融資活動所得／(所用)現金淨額	(1,079)	78,640
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目淨額減少	(379)	(778)
Effect of foreign exchange changes	外匯變動影響	314	787
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於一月一日之現金及現金等值項目	927	918
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	於十二月三十一日之現金及現金等值項目	862	927
ANALYSIS OF CASH AND CASH EQUIVALENTS	現金及現金等值項目分析		
Bank and cash balances	銀行及現金結餘	862	927

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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

1. GENERAL INFORMATION

China Financial Leasing Group Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (2007 Revision) of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is Room 2202, 22nd Floor, 118 Connaught Road West, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in short to medium term capital appreciation by investing in a diversified portfolio of investments in listed and unlisted securities on a general perspective. The principal activities of its subsidiaries are set out in note 19 to the consolidated financial statements.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are disclosed below.

1. 一般資料

中國金融租賃集團有限公司(「本公司」)根據開曼群島公司法(二零零七年修訂版)於開曼群島註冊成立為獲豁免之有限公司。本公司之註冊辦事處及主要營業地點之地址分別為Cricket Square, Hutchins Drive, P.O.Box 2681, Grand Cayman KY1-1111, Cayman Islands及香港干諾道西118號22樓2202室。本公司股份在香港聯合交易所有限公司(「聯交所」)主板上市。

本公司及其附屬公司(統稱「本集團」)主要從事全面投資於上市及非上市證券之多元化投資組合以達致短期資本升價，而附屬公司主要業務則載於綜合財務報表附註19。

2. 編製基準

該等綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則(「香港財務報告準則」)編製。香港財務報告準則包括香港財務報告準則(「香港財務報告準則」);香港會計準則(「香港會計準則」);及詮釋。該等綜合財務報表亦遵守聯交所證券上市規則之適用披露條文及香港公司條例(第622章)之披露規定。本集團採納之主要會計政策披露如下。

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

2. BASIS OF PREPARATION (Continued)

The HKICPA has issued certain new and revised HKFRSs 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 the current and prior accounting periods reflected in these consolidated financial statements.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(a) Application of new and revised HKFRSs

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

Except for HKFRS 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.

2. 編製基準(續)

香港會計師公會已頒佈於本集團本會計期間首次生效或可予提早採納之若干新訂及經修訂香港財務報告準則。附註3載列因初次應用與本集團有關並已反映於本期及過往會計期間綜合財務報表內之新訂及經修訂準則而產生的會計政策變動資料。

3. 採納新訂及經修訂香港財務報告準則

(a) 應用新訂及經修訂香港財務報告準則

香港會計師公會已頒佈一項新的香港財務報告準則(香港財務報告準則第16號·租賃)及若干香港財務報告準則之修訂·均於本集團之本會計期間首次生效。

除香港財務報告準則第16號外·該等發展對本財務報告當前或過往期間本集團已編製或呈列之業績及財務狀況並無重大影響。本集團並未應用於本會計期間仍未生效的任何新訂準則或詮釋。

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

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

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

HKFRS 16 Leases

HKFRS 16 supersedes HKAS 17 *Leases*, and the related interpretations, HK(IFRIC) Interpretation 4 *Determining whether an Arrangement contains a Lease*, Hong Kong (SIC) Interpretation 15 *Operating Leases – Incentives* and Hong Kong (SIC) Interpretation 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. HKFRS 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 HKFRS 16 is substantially unchanged from HKAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in HKAS 17. Therefore, HKFRS 16 did not have an impact on leases where the Group is the lessor. The lessor accounting requirements brought forward from HKAS 17 are substantially unchanged.

HKFRS 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. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號，租賃

香港財務報告準則第16號取代香港會計準則第17號，*租賃*，及相關詮釋、香港(國際財務報告詮釋委員會)第4號，*釐定安排是否包括租賃*、香港詮釋常務委員會詮釋第15號，*經營租賃－優惠*及香港詮釋常務委員會詮釋第27號，*評估涉及租賃法律形式的交易實質*。香港財務報告準則第16號就承租人引入單一會計模式，並規定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月或以下的租賃及低價值資產的租賃除外。

香港財務報告準則第16號大致沿用香港會計準則第17號的出租人會計處理方式。出租人將繼續使用與香港會計準則第17號中類似的原則將租賃分類為經營或融資租賃。因此，香港財務報告準則第16號對本集團為出租人的租賃並無影響。沿用香港會計準則第17號的出租人會計處理規定大致維持不變。

香港財務報告準則第16號亦引入額外的定性及定量披露要求，旨在讓財務報表使用者評估租賃對實體財務狀況、財務表現及現金流量的影響。

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

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

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

HKFRS 16 Leases (Continued)

The Group has initially applied HKFRS 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 HKAS 17.

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

(i) *New definition of a lease*

The change in the definition of a lease mainly relates to the concept of control. HKFRS 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.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號，租賃(續)

本集團自二零一九年一月一日起首次應用香港財務報告準則第16號。本集團已選擇使用經修訂追溯法，因此將首次應用的累計影響確認為二零一九年一月一日之期初權益結餘的調整。比較資料不予重列，並繼續根據香港會計準則第17號報告。

有關過往會計政策變動的性質及影響以及所應用過渡選擇的進一步詳情載列如下：

(i) *租賃的新定義*

租賃定義的變動主要與控制權的概念有關。香港財務報告準則第16號根據客戶是否在某一時段內控制已識別資產的使用(其可由指定使用量釐定)而對租賃作出定義。當客戶有權指示已識別資產的用途以及從該用途中獲得絕大部分經濟利益時，即表示擁有控制權。

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

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

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

HKFRS 16 Leases (Continued)

(i) *New definition of a lease (Continued)*

The Group applies the new definition of a lease in HKFRS 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 HKAS 17 continue to be accounted for as leases under HKFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

(ii) *Lessee accounting and transitional impact*

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

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號，租賃(續)

(i) *租賃的新定義(續)*

本集團僅對於二零一九年一月一日或之後訂立或變更的合約應用香港財務報告準則第16號中的租賃新定義。對於二零一九年一月一日前訂立的合約，本集團已採用過渡性實際權宜方法，以令對現有安排為租賃或包含租賃的過往評估不受新規定限制。因此，先前根據香港會計準則第17號評估為租賃的合約繼續按香港財務報告準則第16號入賬列為租賃，而先前評估為非租賃服務安排的合約繼續入賬列為待履行合約。

(ii) *承租人會計處理及過渡影響*

香港財務報告準則第16號取消承租人將租賃分類為經營租賃或融資租賃的規定(如香港會計準則第17號先前所規定)。相反，本集團作為承租人時，須資本化所有租賃(包括先前根據香港會計準則第17號分類為經營租賃的租賃)，惟短期租賃及低價值資產租賃則獲豁免。

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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

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

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

HKFRS 16 Leases (Continued)

(ii) *Lessee accounting and transitional impact (Continued)*

When recognising the lease liability 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 incremental borrowing rate applied is 6.87%.

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

- (i) elected not to apply the requirements of HKFRS 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 HKFRS 16, i.e. where the lease term ends on or before 31 December 2019;
- (ii) excluded initial direct costs from measuring the right-of-use assets at the date of initial application; and
- (iii) relied on the assessment of whether leases are onerous by applying HKAS 37 as an alternative to an impairment review.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號，租賃(續)

(ii) *承租人會計處理及過渡影響(續)*

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。增量借款利率介為6.87%。

為方便過渡至香港財務報告準則第16號，本集團於首次應用香港財務報告準則第16號當日應用下列確認豁免及實際權宜方法：

- (i) 對於剩餘租期於首次應用香港財務報告準則第16號當日起計12個月內屆滿(即租期於二零二零年六月三十日或之前屆滿)的租賃，選擇不就確認租賃負債及使用權資產應用香港財務報告準則第16號的規定；
- (ii) 於首次應用日期計量使用權資產時撇除初始直接成本；及
- (iii) 透過應用香港會計準則第37號作為減值檢討的替代方法，評估租賃是否屬有償。

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

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

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

HKFRS 16 Leases (Continued)

(ii) *Lessee accounting and transitional impact (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 HKAS 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. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號，租賃(續)

(ii) *承租人會計處理及過渡影響(續)*

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。

就稅項扣減歸因於租賃負債之租賃交易而言，本集團將香港會計準則第12號*所得稅*規定分別應用於使用權資產及租賃負債。由於應用初步確認豁免，有關使用權資產及租賃負債之暫時差額並未於初步確認時於租期內確認。

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

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

HKFRS 16 Leases (Continued)

(ii) Lessee accounting and transitional impact (Continued)

The following table reconciles the operating lease commitments as disclosed in note 32 to the consolidated financial statements as at 31 December 2018 to the opening balance for lease liabilities recognised as at 1 January 2019:

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號，租賃(續)

(ii) 承租人會計處理及過渡影響(續)

下表為載列於二零一八年十二月三十一日披露於綜合財務報表附註32的經營租賃承擔與於二零一九年一月一日確認的租賃負債的期初結餘之對賬：

		HK\$'000 千港元
Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日的經營租賃承擔	1,568
Less: commitments relating to lease exempt from capitalisation:	減：獲豁免資本化之租賃相關承擔：	
— short-term leases and other leases with remaining lease term ending on or before 31 December 2019	— 短期租賃及剩餘租期於二零一九年十二月三十一日或之前屆滿之其他租賃	(263)
Less: total future interest expense	減：未來利息開支總額	(103)
Present value of remaining lease payments, discounted using the incremental borrowing rate and lease liabilities recognised as at 1 January 2019	採用增量借款利率貼現之餘下租賃付款現值及於二零一九年一月一日確認之租賃負債	1,202
Of which are:	即：	
Current lease liabilities	流動租賃負債	433
Non-current lease liabilities	非流動租賃負債	769
		1,202

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

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

HKFRS 16 Leases (Continued)

(ii) *Lessee accounting and transitional impact (Continued)*

The right-of-use assets in relation to the lease 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 consolidated statement of financial position at 31 December 2018.

Refundable rental deposits paid are accounted under HKFRS 9 *Financial Instruments* (“HKFRS 9”) and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號，租賃(續)

(ii) *承租人會計處理及過渡影響(續)*

有關先前分類為經營租賃之使用權資產已確認為與餘下租賃負債等同一之金額，根據於二零一八年十二月三十一日綜合財務狀況表中確認的與該租賃相關的任何預付款或應計租賃付款金額進行調整。

已付可退回租賃按金根據香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)入賬，初步按公平值計量。於初步確認時對公平值的調整被視為額外租賃付款並計入使用權資產成本。

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

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

HKFRS 16 Leases (Continued)

(ii) Lessee accounting and transitional impact (Continued)

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

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號，租賃(續)

(ii) 承租人會計處理及過渡影響(續)

下表概述採納香港財務報告準則第16號對本集團簡明綜合財務狀況表之影響：

Line items in the consolidated statement of financial position impacted by the adoption of HKFRS 16 受採納香港財務報告準則第16號影響之簡明綜合財務狀況表項目	Effects of adoption of HKFRS 16 採納香港財務報告準則第16號之影響		
	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			
Right-of-use assets	—	1,202	1,202
Liabilities			
Lease liabilities	—	1,202	1,202

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

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

HKFRS 16 Leases (Continued)

(iii) *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 does not result in a significant impact on the reported loss from operations in the Group's consolidated statement of profit or loss and other comprehensive income, as compared to the results if HKAS 17 had been applied during the year.

In the consolidated statement of cash flows, the Group as a lessee is required to split rentals paid under capitalised leases into their principal element and interest element (note 30(b)). These elements are classified as financing cash outflows and operating cash outflows respectively. Although total cash flows are unaffected, the adoption of HKFRS 16 therefore results in a significant change in presentation of cash flows within the consolidated statement of cash flows (note 30(c)).

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號，租賃(續)

(iii) *對本集團財務業績及現金流量之影響*

於二零一九年一月一日初步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之未償還結餘累積之利息開支，以及使用權資產折舊，而非過往以直線法於租期內確認根據經營租賃產生之租賃開支之政策。與倘於年內應用香港會計準則第17號所得業績相比，此並無對本集團之簡明綜合損益及其他全面收益表中錄得之經營虧損產生重大影響。

於綜合現金流量表中，本集團作為承租人須將根據資本化租賃所支付之租金分為本金部分及利息部分(附註30(b))。該等部分乃分別分類為融資現金流出及經營現金流出。儘管現金流量總額不受影響，但採納香港財務報告準則第16號導致綜合現金流量表(附註30(c))內現金流量之呈現方式發生重大變動。

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

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

HKFRS 16 Leases (Continued)

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

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

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號，租賃(續)

(iii) *對本集團財務業績及現金流量之影響(續)*

下表顯示採納香港財務報告準則第16號對本集團截至二零一九年十二月三十一日止年度之財務業績及現金流量之估計影響，方法為調整該等綜合財務報表中根據香港財務報告準則第16號所呈報之金額以計算根據香港會計準則第17號應確認之估計假設金額(倘該被取代準則而非香港財務報告準則第16號於二零一九年繼續適用)，以及將二零一九年之該等假設金額與二零一八年根據香港會計準則第17號編製之實際相應金額進行比較。

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截至二零一九年十二月三十一日止年度

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

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

HKFRS 16 Leases (Continued)

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

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號，租賃(續)

(iii) 對本集團財務業績及現金流量之影響(續)

		2019 二零一九年			2018 二零一八年	
		Amounts reported under HKFRS 16	Add back: HKFRS 16 depreciation and interest expense	Deduct: Estimated amounts related to operating lease as if under HKAS 17 (note 1) 扣除： 有關經營租賃之估計金額	Hypothetical amounts for 2019 as if under HKAS 17	Compared to amounts reported for 2018 under HKAS 17
		根據香港財務報告準則第16號呈報之金額 HK\$'000 千港元	加回： 香港財務報告準則第16號下的折舊及利息開支 HK\$'000 千港元	(猶如根據香港會計準則第17號) 香港會計準則第17號) HK\$'000 千港元	二零一九年之假設金額 (猶如根據香港會計準則第17號) HK\$'000 千港元	與二零一八年呈報之金額比較(根據香港會計準則第17號) HK\$'000 千港元
Financial results for the year ended 31 December 2019 impacted by the adoption of HKFRS 16:	受採納香港財務報告準則第16號影響之截至二零一九年十二月三十一日止年度之財務業績：					
Loss from operations	經營虧損	(66,150)	1,452	(1,631)	(66,329)	(27,128)
Finance costs	融資成本	(682)	181	—	(501)	—
Loss before tax	除稅前虧損	(65,683)	1,633	(1,631)	(65,681)	(27,128)
Loss for the year	期內虧損	(65,683)	1,633	(1,631)	(65,681)	(27,128)

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

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

HKFRS 16 Leases (Continued)

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

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號，租賃(續)

(iii) 對本集團財務業績及現金流量之影響(續)

		2019 二零一九年		2018 二零一八年
		Estimated amounts related to operating lease as if under HKAS 17 (notes I & II) 有關經營租賃 之估計金額 (猶如根據 香港會計 準則第17號) (附註I及II) HK\$'000 千港元	Hypothetical amounts for 2019 as if under HKAS 17 二零一九年 之假設金額 (猶如根據 香港會計 準則第17號) HK\$'000 千港元	Compared to amounts reported for 2018 under HKAS 17 與二零一八年 呈報之金額 比較(根據 香港會計 準則第17號) HK\$'000 千港元
Line items in the consolidated statement of cash flows for the year ended 31 December 2019 impacted by the adoption of HKFRS 16:	受採納香港財務報告準則第16號影響之截至二零一九年十二月三十一日止年度之綜合現金流量表項目：			
Cash used in operations	經營所用之現金	(44)	(1,260)	(1,304)
Interest element of lease rentals paid	已付租賃租金之利息部分	(181)	181	—
Net cash used in operating activities	經營活動所用之現金淨額	(726)	(1,079)	(1,805)
Capital element of lease rentals paid	已付租賃租金之資本部分	(1,079)	1,079	—
Net cash (used in)/generated from financing activities	融資活動(所用)/所得之現金淨額	(1,079)	1,079	—
				78,640

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

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

HKFRS 16 Leases (Continued)

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

Notes:

(i) 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 HKAS 17 had still applied in 2019. This estimate assumes that all of the new leases entered into in 2019 would have been classified as operating leases under HKAS 17, if HKAS 17 had still applied in 2019. Any potential net tax effect is ignored.

(ii) In this impact table these cash outflows are reclassified from financing to operating in order to compute hypothetical amounts of net cash used in operating activities and financing activities as if HKAS 17 still applied.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號，租賃(續)

(iii) *對本集團財務業績及現金流量之影響(續)*

附註：

(i) 「與經營租賃有關的估計金額」指與在香港會計準則第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，在香港會計準則第17號於二零一九年仍然適用之情況下，根據香港會計準則第17號將二零一九年訂立的所有新租賃歸類為經營租賃。任何潛在淨稅項影響均忽略不計。

(ii) 於此影響表格中，該等現金流出由融資重新分類至經營，以計算經營活動耗用之現金淨額及融資活動的假設金額，猶如香港會計準則第17號仍然適用。

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

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

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 January 2019. These new and revised HKFRSs include the following which may be relevant to the Group.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團未有提前應用已頒佈但尚未於二零一九年一月一日開始之財政年度生效的新訂及經修訂香港財務報告準則。該等新訂及經修訂香港財務報告準則包括以下可能與本集團相關之準則。

**Effective
for accounting
periods beginning
on or after
於該日或之後開始的
會計期間生效**

Amendments to HKAS 1 and HKAS 8 Definition of Material
香港會計準則第1號及香港會計準則第8號修訂本—重大的定義

1 January 2020
二零二零年一月一日

The Group is in the process of making an assessment of what the impact of these amendments 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.

本集團正在評估該等修訂本及新訂準則於首次應用期間預期之影響。本集團迄今為止已識別香港財務報告準則第16號可能對綜合財務報表產生重大影響之若干方面。

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4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. certain financial instruments that are measured at fair value).

The preparation of financial statements in conformity with HKFRSs 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 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.

4. 重大會計政策

此等綜合財務報表乃按歷史成本常規編製，惟於下列會計政策另有提及者除外(例如按公平值計量的若干財務資產)。

財務報表乃遵照香港財務報告準則編製，當中須採用若干主要會計估計，亦規定管理層須於應用本集團會計政策的過程中作出判斷。就綜合財務報表而言屬重大之假設及估計已於附註5披露。

編製此等綜合財務報表所應用的重大會計政策載列如下。

(a) 綜合

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的財務報表。附屬公司指本集團有控制權的實體。當本集團承受或享有參與實體所得的可變回報，且有能力透過其對實體的權力影響該等回報時，則本集團控制該實體。當本集團的現有權力賦予其目前掌控有關業務(即大幅影響實體回報的業務)時，則本集團對該實體行使權力。

在評估控制權時，本集團會考慮其潛在投票權以及其他人士持有的潛在投票權。在持有人能實際行使潛在投票權的情況下，方會考慮其權利。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Consolidation (Continued)

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.

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.

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. 重大會計政策(續)

(a) 綜合(續)

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

因出售附屬公司而導致失去控制權的盈虧指(i)出售代價公平值加上於該附屬公司保留的任何投資公平值與(ii)本公司應佔該附屬公司資產淨值加上與該附屬公司有關的任何餘下商譽及任何累計外幣換算儲備兩者間的差額。

集團內公司間之交易、結餘及未變現溢利均予以對銷。除非交易提供憑證顯示所轉讓資產出現減值，否則未變現虧損亦予以對銷。倘有需要，附屬公司之會計政策會作出調整，以確保符合本集團採納之政策。

於本公司財務狀況表中，於一間附屬公司之投資按成本減值虧損列賬，除非有關投資被分類為持作出售(或計入被分類為持作出售之出售集團)則另當別論。

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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, 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. 重大會計政策(續)

(b) 外幣換算

(i) *功能及呈列貨幣*

納入本集團各實體財務報表的項目，均以實體於主要經濟環境經營的貨幣(「功能貨幣」)計量。綜合財務報表以港元呈列，即本公司的功能貨幣及呈列貨幣。

(ii) *於各實體財務報表的交易及結餘*

外幣交易於初步確認時採用交易當日的匯率換算為功能貨幣。外幣的貨幣性資產及負債按各報告期末的匯率兌換。按此換算政策產生的收益及虧損均於損益確認。

按公平值計量及以外幣計值的非貨幣性項目乃按釐定公平值當日的匯率換算。

倘非貨幣性項目的盈虧於其他全面收益內確認，該盈虧的任何外匯部分乃於其他全面收益內確認。倘非貨幣性項目的盈虧於損益內確認，該盈虧的任何外匯部分乃於損益內確認。

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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.

4. 重大會計政策(續)

(b) 外幣換算(續)

(iii) 綜合賬目換算

本集團所有實體之功能貨幣倘有別於本公司之呈列貨幣，則其業績及財務狀況須按以下方式換算為本公司之呈列貨幣：

- 所呈列每份財務狀況表內資產及負債按該財務狀況表日期之收市匯率換算；
- 收入及開支按期內平均匯率換算，除非此平均匯率不足以合理概約反映於交易日期適用匯率之累計影響，則在此情況下，收入及開支按交易日期之匯率換算；及
- 所有由此而產生之匯兌差額均於其他全面收益內確認及於外幣換算儲備內累計。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Foreign currency translation (Continued)

(iii) Translation on consolidation (Continued)

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.

(c) Property, plant and equipment

Property, plant and equipment held for administrative purposes 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 useful lives are as follows:

Yacht and motor vehicles	4 years
Furniture and office equipment	2-4 years
Leasehold improvements	Over the lease term

4. 重大會計政策(續)

(b) 外幣換算(續)

(iii) 綜合賬目換算(續)

於綜合時，因換算貨幣性項目而產生之匯兌差額構成於海外實體投資淨額之部分，並於其他全面收益內確認及於外幣換算儲備內累計。當售海外業務時，該等匯兌差額乃於綜合損益重新分類為出售盈虧部份。

(c) 物業、廠房及設備

持作行政用途之物業、廠房及設備於綜合財務狀況表按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

其後成本乃計入資產賬面值或確認為個別資產(如適用)，但只有在該項目有可能為本集團流入未來經濟利益以及可以可靠地計量該項目的成本之情況下才以此方式處理。所有其他檢修及維修乃於其產生期間在損益內確認。

物業、廠房及設備乃以直線法於可使用年期內按足以撇銷其成本減去其剩餘價值計算折舊。以下為主要可使用年期：

遊艇及汽車	四年
傢俬及辦公室設備	二至四年
租賃物業裝修	於租約期內

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued) 4. 重大會計政策(續)

(c) Property, plant and equipment (Continued)

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

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

(d) Leases

At inception of a contract, the Group assesses whether the 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. 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 as a lessee

Policy applicable from 1 January 2019

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

(c) 物業、廠房及設備(續)

剩餘價值、可使用年期及折舊方法會於各報告期末進行審閱及調整(如適用)。

出售物業、廠房及設備的收益或虧損是出售相關資產所得款項淨額與賬面值兩者的差額，並於損益中確認。

(d) 租賃

本集團會於合約開始時評估該合約是否屬或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則合約屬或包含租賃。倘客戶有權主導可識別資產的使用及從該使用中獲取絕大部分經濟利益，則控制權已轉讓。

本集團作為承租人

自二零一九年一月一日起適用的政策

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租賃期為十二個月或以下的短期租賃及低價值資產的租賃除外。當本集團就低價值資產訂立租賃時，本集團按每項租賃情況決定是否將租賃資本化。與該等不作資本化租賃相關的租賃付款在租賃期內按系統基準確認為開支。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Leases (Continued)

The Group as a lessee (Continued)

Policy applicable from 1 January 2019 (Continued)

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use asset also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of their estimated useful lives and the lease terms.

4. 重大會計政策(續)

(d) 租賃(續)

本集團作為承租人(續)

自二零一九年一月一日起適用的政策(續)

當將租賃資本化時，租賃負債初步按租賃期內應付租賃付款的現值確認，並使用租賃中所隱含的利率或(倘該利率不易釐定)使用相關的增量借貸利率貼現。初步確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法計算。不取決於某一指數或比率的可變租賃付款不包括在租賃負債的計量，因此於其產生的會計期間於損益中支銷。

於租賃資本化時確認的使用權資產初步按成本計量，包括租賃負債的初始金額加上在開始日期或之前支付的任何租賃付款，以及產生的任何初步直接成本。在適用情況下，使用權資產的成本亦包括拆除及移除相關資產或還原相關資產或該資產所在地而產生的估計成本，該成本須貼現至其現值並扣除任何收取的租賃優惠。使用權資產隨後按成本減去累計折舊及減值虧損列賬。

本集團可於租賃期結束時合理確定取得相關租賃資產擁有權的使用權資產自開始日期起至可使用年期結束期間內計提折舊。否則，使用權資產則於估計可使用年期或租賃期(以較短者為準)按直線法計提折舊。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Leases (Continued)

The Group as a lessee (Continued)

Policy applicable from 1 January 2019 (Continued)

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

The lease liability is remeasured when there is a change in future lease payments arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets and lease liabilities separately in the consolidated statement of financial position.

Policy prior to 1 January 2019

In the comparative period, as a lessee the Group classified leases as finance leases if the leases transferred substantially all the risks and rewards of ownership to the Group. Leases which did not transfer substantially all the risks and rewards of ownership to the Group were classified as operating leases.

Where the Group had the use of assets held under operating leases, payments made under the leases were charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis was more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received were recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

4. 重大會計政策(續)

(d) 租賃(續)

本集團作為承租人(續)

自二零一九年一月一日起適用的政策(續)

已付可退回租賃按金根據香港財務報告準則第9號入賬，且初步按公平值計量。於初步確認時對公平值的調整被視為額外租賃付款並計入使用權資產成本。

當未來租賃付款因重新評估本集團是否合理地確定將行使購買、續租或終止選擇權而產生變動，則會重新計量租賃負債。按此方式重新計量租賃負債時，使用權資產的賬面值將作相應調整，或倘使用權資產的賬面值已減至零，則於損益內列賬。

本集團於綜合財務狀況表中單獨呈列使用權資產及租賃負債。

於二零一九年一月一日前的政策

於比較期間，本集團作為承租人倘於租賃轉移擁有權之絕大部分風險及回報至本集團之情況下，則將有關租賃分類為融資租賃。倘租賃並無將擁有權之絕大部分風險及回報轉移至本集團，則分類為經營租賃。

倘本集團擁有根據經營租賃持有的資產使用權，則根據租賃作出的付款會在租賃期所涵蓋的會計期間內，以等額分期在損益中扣除，惟倘有其他基準更能清楚反映租賃資產所產生的收益模式則除外。所取得的租賃優惠在損益中確認為已支付租賃淨付款總額的不可或缺部分。或然租金於其產生的會計期間於損益中支銷。

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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 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 fair value through profit or loss (“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. 重大會計政策(續)

(e) 確認及取消確認財務工具

當本集團成為工具合約條文的一方，則在綜合財務狀況表確認財務資產及財務負債。

財務資產及財務負債最初以公平值計算。首次確認時，因收購或發行財務資產及財務負債產生之直接交易成本(透過損益按公平值計算(「透過損益按公平值計算」)之財務資產及財務負債除外)將視乎情況增加或扣減財務資產或財務負債之公平值。收購透過損益按公平值計算之財務資產或財務負債直接產生之交易成本，即時在損益確認。

僅從資產收取現金流量之合約權利已屆滿，或當其財務資產及資產擁有權之絕大部分風險及回報轉讓予另一實體時，本集團方會取消確認該財務資產。倘本集團既不轉讓亦不保留擁有權之絕大部分風險及回報，且繼續控制獲轉讓資產，則本集團確認其於有關資產的保留權益，以及其可能需要支付的相關負債款項。倘本集團保留獲轉讓財務資產擁有權之絕大部分風險及回報，則本集團繼續確認有關財務資產，且亦就已收取之所得款項確認一項有抵押借款。

本集團之財務負債僅於本集團之責任獲解除、取消或屆滿時取消確認。取消確認之財務負債賬面值與已付及應付代價(包括獲轉讓之任何非現金資產或所承擔負債)之差額於損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial assets

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

Debt investments

Debt investments held by the Group are classified into the amortised cost measurement category, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.

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 fair value through other comprehensive income ("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 accumulated losses. 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 revenue.

4. 重大會計政策(續)

(f) 財務資產

所有財務資產之日常買賣，於交易日確認及終止確認。日常買賣乃指購買或出售於有關市場規則或慣例設定之時限內交付之財務資產。所有已確認財務資產其後視乎其分類按攤銷成本或公平值整體計算。

債務投資

本集團持有之債務投資可分類為按攤銷成本計量類別，條件為投資乃持作收取合約現金流量，即純粹為本金及利息付款。投資的利息收入採用實際利率法計算。

股本投資

股本證券投資乃分類為透過損益按公平值計算，除非該股本投資並非持作買賣用途，且最初確認該投資時，本集團選擇將該投資指定為透過其他全面收益按公平值計算(「透過其他全面收益按公平值計算」)(不得重新分類)，致使其後公平值變動於其他全面收益確認。該等選擇乃按逐項工具基準作出，惟僅在投資符合發行人對股本之定義時方可作出。如作出該等選擇，於其他全面收益累計之金額會保留於公平值儲備(不得重新分類)，直至該投資獲出售。於出售時，累計於公平值儲備(不得重新分類)之金額會轉撥至累計虧損，而非重新分類至損益。股本證券投資所得股息不論分類為透過損益按公平值計算或透過其他全面收益按公平值計算均於損益確認為收入。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(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.

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

(h) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that 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 for the purpose of the consolidated statement of cash flows. Cash and cash equivalents are assessed for expected credit losses ("ECL").

(i) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

4. 重大會計政策(續)

(g) 其他應收款項

應收款項於本集團擁有收取代價之無條件權利時予以確認。收取代價之權利僅於有關代價之付款到期前需要時間流逝的情況下方屬無條件。

應收款項按攤銷成本以實際利率法減信貸虧損撥備列賬。

(h) 現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金、在銀行及其他財務機構的活期存款，以及期限短、流動性強、易於轉換成已知金額的現金、且因於收購時為於三個月內到期而面臨很小價值變動風險的投資。就綜合現金流量表而言，須按要求償還並為本集團現金管理的組成部分的銀行透支，亦包括在現金及現金等值項目內。現金及現金等值項目經評估是否有預期信貸虧損（「預期信貸虧損」）。

(i) 財務負債及權益性工具

財務負債及權益性工具按所訂立合約安排的內容及香港財務報告準則中財務負債及權益性工具的定義分類。權益性工具指能證明擁有本集團在減除所有負債後的資產中的剩餘權益的合約。就特定財務負債及權益性工具所採納的會計政策列載如下。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(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) 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.

(l) 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.

(m) Revenue and other income

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.

4. 重大會計政策(續)

(j) 借貸

借貸初步按公平值扣除所產生的交易成本確認，而其後則採用實際利率法按已攤銷成本計量。

除非本集團有無條件權利延遲償還負債直至報告期後最少十二個月，否則借貸應分類為流動負債。

(k) 其他應付款項

其他應付款項初步按公平值確認，其後採用實際利率法按攤銷成本計量，除非貼現影響甚微，在此情況下，則按成本列賬。

(l) 權益性工具

權益性工具為任何可作為一項實體之資產經扣除所有負債後有留存權益之實證的合約。本公司發行之權益性工具按已收所得款項扣除直接發行成本列賬。

(m) 收入及其他收入

收入於客戶獲得個別產品或服務的控制權時按本集團預期有權收取之承付代價金額(不包括代表第三方收取之金額)確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Revenue and other income (Continued)

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or FVTOCI (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.

(n) 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 operates a mandatory provident fund scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The Group's contributions to the MPF Scheme are calculated at 5% of the salaries and wages subject to a monthly maximum amount of HK\$1,500 per employee and vest fully with employees when contributed into the MPF Scheme.

4. 重大會計政策(續)

(m) 收入及其他收入(續)

利息收入以實際利息法隨累計確認。就並未出現信貸減值之按攤銷成本計算或透過其他全面收益確認按公平值計算(可重新分類)之財務資產而言，對有關資產採用實際利率。就出現信貸減值之財務資產而言，對有關資產之攤銷成本(即賬面總值扣除虧損撥備)採用實際利率。

股息收入於股東收取付款之權利確立時予以確認。

(n) 僱員福利

(i) 僱員應享假期

僱員應享年假及長期服務假期隨員工累積假期予以確認。本集團已因僱員提供服務至報告期末的年假及長期服務假期而產生的估計負債作出撥備。

僱員應享病假及產假於僱員放假時方會確認。

(ii) 退休金責任

根據香港強制性公積金計劃條例，本集團會為所有香港合資格僱員參與強制性公積金計劃(「強積金計劃」)。本集團於強積金計劃供款為薪金及工資的5%，每名僱員的每月最高供款金額為1,500港元，並於注資予強積金計劃時全數歸屬予僱員。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued) 4. 重大會計政策(續)

(n) Employee benefits (Continued)

(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.

(o) Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and consultants.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or, if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

(n) 僱員福利(續)

(iii) 終止服務福利

終止服務福利會於本集團無法撤回福利提供及本集團確認重組成本並涉及支付終止服務福利的較早日期予以確認。

(o) 股份基礎付款

本集團向若干董事、僱員及顧問支付以權益結算股份基礎付款。

向董事及僱員支付以權益結算股份基礎付款按權益性工具於授出日期之公平值計量(不包括非市場為本之歸屬條件之影響)。於以權益結算股份基礎付款授出日期所釐定的公平值，乃依據本集團對最終歸屬股份之估計，並對非市場為本之歸屬條件之影響作出調整，按直線法於歸屬期間支銷。

向顧問支付之以權益結算股份基礎付款乃按提供服務之公平值計量，或倘不能可靠計量提供服務的公平值，則按所授出權益性工具的公平值計量。公平值乃於本集團接受服務日期計量及確認為開支。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Borrowing costs

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

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying assets. Effective 1 January 2019, any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings.

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

4. 重大會計政策(續)

(p) 借貸成本

收購、興建或生產合資格資產(即需較長時間方可用作預定用途或出售的資產)直接應佔的借貸成本撥充資本為該等資產成本的一部份，直至該等資產大致可作預定用途或出售為止。特定借貸在應用於合資格資產之前所作臨時投資賺取的投資收入，於合資格撥充資本的借貸成本中扣除。

倘資金大致為取得合資格資產借並作此用途，則會對該資產的支出應用資本化率，以釐定合資格資本化的借貸成本金額。資本化率乃適用於期內未償還本集團借貸(特別為取得合資格資產作出的借貸除外)的加權平均借貸成本。自二零一九年一月一日起，在相關資產達成擬定用途或出售後仍未償還的任何特定借款，均計入一般借款池，以計算一般借款的資本化率。

所有其他借貸成本於產生期間於損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(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.

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 the initial recognition of 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.

4. 重大會計政策(續)

(q) 稅項

所得稅為當期稅項與遞延稅項的總和。

當期應付稅項乃按年度應課稅溢利計算。由於其他年度的應課稅或可扣減收入或開支項目以及永遠毋須課稅或不可扣減的項目，應課稅溢利與損益中所確認的溢利不同。本集團的當期稅項負債，應按報告期末前已執行或實質上已執行的稅率計算。

遞延稅項根據綜合財務報表中資產及負債的賬面值與用作計算應課稅溢利的相應稅基兩者之間的差額。通常會就所有應課稅暫時性差額確認遞延稅項負債，而遞延稅項資產乃於有應課稅溢利可用以抵銷可扣減暫時性差額、未動用稅項虧損或未動用稅項抵免時確認。倘暫時性差額是因既不影響應課稅溢利也不影響會計溢利的交易中的資產及負債的初步確認而產生，則不會確認該等資產及負債。

遞延稅項負債就於附屬公司的投資導致的應課稅暫時性差額確認，除非本集團能夠控制暫時性差額的撥回及暫時性差額於可見將來將不太可能撥回。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Taxation (Continued)

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.

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 HKAS 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.

4. 重大會計政策(續)

(q) 稅項(續)

遞延稅項資產的賬面值會於各報告期末作出檢討，並在不再可能有足夠應課稅溢利抵銷全部或部分將予收回之資產時作出相應調低。

遞延稅項乃基於報告期末前已執行或實質上已執行的稅率，按預期於清償負債或變現資產期間應用的稅率計算。遞延稅項於損益中確認，惟倘其與其他全面收益或直接於權益確認之項目有關，則在此情況下遞延稅項亦於其他全面收益或直接於權益確認。

遞延稅項資產及負債的計量反映本集團預期於報告期末收回或結算其資產及負債賬面值的稅務後果。

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。

就稅項扣減歸因於租賃負債之租賃交易而言，本集團將香港會計準則第12號規定分別應用於使用權資產及租賃負債。由於應用初步確認豁免，有關使用權資產及租賃負債之暫時差額並未於初步確認時於租期內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Taxation (Continued)

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

(r) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss and other comprehensive income 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 pro rata amongst the 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. 重大會計政策(續)

(q) 稅項(續)

當有法定可強制執行權利將即期稅項資產與即期稅項負債互相抵銷，且彼等與同一稅務當局徵收的所得稅相關，以及本集團擬按淨額基準結算即期稅項資產及負債，則會將遞延稅項資產與負債互相抵銷。

(r) 非財務資產減值

非財務資產之賬面值於各報告日期檢討有否出現減值跡象，倘資產已減值，則作為開支透過綜合損益及其他全面收益表撇減至其估計可收回金額。可收回金額就個別資產釐定，惟倘資產並無產生很大程度上獨立於其他資產或資產組合之現金流入，則可收回金額就資產所屬之現金產生單位釐定。可收回金額按個別資產或現金產生單位之使用價值與公平值減出售成本兩者中之較高者計算。

使用價值為資產／現金產生單位估計未來現金流量之現值。現值按反映貨幣時間價值及資產／現金產生單位(已計量減值)之特有風險之稅前貼現率計算。

現金產生單位減值虧損按比例在現金產生單位資產間進行分配。因估計變動而導致其後可收回金額增加將計入損益直至撥回減值。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Impairment of financial assets

The Group recognises a loss allowance for ECL on other receivables. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of other receivables.

The Group recognises lifetime ECL for the financial instruments when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

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 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.

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 at the reporting date with the risk of a default occurring on the financial instrument 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 economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

4. 重大會計政策(續)

(s) 財務資產減值

本集團針對其他應收款項的預期信貸虧損確認虧損撥備。預期信貸虧損的金額於每個報告日期予以更新，以反映自首次確認以來信貸風險的變動。

就金融工具而言，如自首次確認以來信貸風險已大幅增加，則本集團確認全期預期信貸虧損。然而，倘自首次確認以來信貸風險並無大幅增加，則本集團按與十二個月預期信貸虧損之等額計算有關金融工具之虧損撥備。

全期預期信貸虧損指於金融工具預期壽命內發生所有可能的違約事件而導致的預期信貸虧損。相反，十二個月預期信貸虧損則指預期於報告日期後十二個月內可能發生的違約事件而導致的部分全期預期信貸虧損。

信貸風險顯著增加

為評估信貸風險自首次確認後是否已大幅增加，本集團會將金融工具於報告日出現違約的風險與該金融工具於首次確認當日出現違約的風險相比較。本集團進行評估時，會考慮合理及有依據的量化及質性資料，包括參考過往經驗及無須耗費不必要的成本或精力而取得的前瞻性資料。納入考量之前瞻性資料包括來自經濟專家報告、金融分析師、政府機構、相關智庫及其他類似機構所觀望本集團債務人所經營行業之前景、以及考慮不同外部來源對與本集團主要業務相關的實際及預測經濟資料。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

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; and
- 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.

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 demonstrates otherwise.

4. 重大會計政策(續)

(s) 財務資產減值(續)

信貸風險顯著增加(續)

具體而言，評估信貸風險是否自首次確認以來已大幅增加時會考慮以下資料：

- 金融工具的外部(如有)或內部的信貸評級實際上或預期嚴重惡化；
- 具體金融工具的信貸風險的外部市場指標嚴重轉差；
- 業務、金融或經濟環境目前受到或預期出現不利影響，並預計嚴重使債務人的債務償還能力下降；
- 債務人的經營業績實際上或預期嚴重惡化；
- 有關相同債務人的其他金融工具之信貸風險大幅增加；及
- 債務人面對的監管、經濟或技術環境在實際上或預計會發生重大不利變動，導致債務人的債務償還能力嚴重下降。

不論上述評估結果，本集團認為，當合約付款逾期超過三十天，則自首次確認以來信貸風險已大幅增加，除非本集團有合理及有依據之資料證明。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

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;
- (ii) The debtor 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 asset to have low credit risk when the asset has external credit rating of “investment grade” in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of “performing”. Performing means that the counterparty has a strong financial position and there is no past due amounts.

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

4. 重大會計政策(續)

(s) 財務資產減值(續)

信貸風險顯著增加(續)

儘管如此，本集團假設倘若債務工具於報告日期確定為信貸風險低，自首次確認後債務工具的信貸風險則尚未大幅增加。倘若：

- (i) 金融工具之違約風險低；
- (ii) 借款人在近期內履行合約現金流量責任的能力強；及
- (iii) 經濟和商業環境的不利影響從長遠來看，可能但不一定會降低借款人履行合約現金流量責任的能力。

則金融工具可被確定為具有低信貸風險。本集團認為，如財務資產具有按照環球理解定義之「投資級別」之外部信貸評級，或倘並無外部評級可用，有關資產具有「良好」之內部評級。良好指對手方財務狀況強固，且並無逾期款項。

本集團定期監察用於識別信貸風險是否有大幅增加之標準是否有效，並對其進行適當修訂，以確保該標準能於款項逾期前識別信貸風險是否有大幅增加。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Impairment of financial assets (Continued)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset 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;

4. 重大會計政策(續)

(s) 財務資產減值(續)

違約之定義

本集團認為，就內部信貸風險管理而言，以下事件構成違約事件，因過往經驗顯示符合以下任何標準之應收款項一般無法收回：

- 對手方違反財務契諾時；或
- 內部產生或外部來源資料顯示，債務人很可能無法向債權人(包括本集團)悉數還款(不計及本集團所持有任何抵押品)。

不論上文分析，本集團認為，倘財務資產逾期超過九十天，則違約已經發生，惟本集團擁有合理及有依據資料顯示一項更滯後的違約標準更為合適，則另作別論。

出現信貸減值之財務資產

如一項或多項事件發生，導致財務資產的估計未來現金流量受到負面影響，則財務資產出現信貸減值。財務資產出現信貸減值之證據包括有關以下事件之可觀察數據：

- 發行人或對手方出現嚴重財務困難；
- 違約，例如逾期或拖欠事件；

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Impairment of financial assets (Continued) *Credit-impaired financial assets (Continued)*

- 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;
- 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.

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of other receivables, when the amounts are over two years past due, whichever occurs sooner. 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 in profit or loss.

4. 重大會計政策(續)

(s) 財務資產減值(續) *出現信貸減值之財務資產(續)*

- 對手方之貸款人因與對手方出現財務困難相關經濟或合約理由授 予對手方貸款人一般不會考慮的寬免；
- 對手方很可能將宣佈破產或進行財務重組；或
- 有關財務資產之活躍市場因財務困難而消失。

撇銷政策

如有資料顯示債務人出現嚴重財務困難且並無實際收回可能性(包括債務人被清盤或已進入破產程序，或如屬其他應收款項，有關款項逾期超過兩年(以較早發生者為準))，則本集團將該財務資產撇銷。已撇銷財務資產仍可面臨本集團收回款項程序之強制執行活動，包括尋求法律意見(如適用)。任何收回款項確認於損益。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Impairment of financial assets (Continued)

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 reporting date.

The ECL for financial assets 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.

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 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account and does not reduce the carrying amount of the financial asset in the consolidated statement of financial position.

4. 重大會計政策(續)

(s) 財務資產減值(續)

預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率程度(即倘發生違約時的損失程度)及違約風險敞口的函數。違約概率及違約損失率程度之評估乃按過往數據為依據，並按前瞻性資料作出調整。至於所面臨違約風險金額，就財務資產而言，乃為有關資產於報告日期之賬面總值。

就財務資產而言，預期信貸虧損以根據合約中應付本集團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進行估算，並按初始實際利率貼現。

倘本集團已於過往報告期針對一項金融工具按與全期預期信貸虧損相等金額計算虧損撥備，惟於現行報告日期該金融工具不再符合全期預期信貸虧損之條件，則本集團於現行報告日期按與十二個月預期信貸虧損相等金額計算虧損撥備(除使用簡化方法之資產外)。

本集團就所有金融工具於損益確認減值收益或虧損，並通過虧損撥備賬對其賬面值進行相應調整，而不會於綜合財務狀況表扣減有關財務資產之賬面值。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued) 4. 重大會計政策(續)

(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.

(u) 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 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.

(t) 撥備及或然負債

倘本集團因過往事件負上現有法律或推定責任而可能需要以經濟利益流出履行義務，並能作出可靠估計時，便會就未有確定時間或金額之負債確認撥備。倘貨幣時間價值重大，撥備會以履行義務預期支出的現值列賬。

倘需要經濟利益流出的可能性不大，或未能可靠估計有關金額，則除非經濟利益流出的可能性極微，否則有關責任將列作或然負債披露。須視乎一項或多項未來事件是否發生才能確定存在與否的潛在責任，亦會披露為或然負債，除非經濟利益流出的可能性極微則作別論。

(u) 報告期後事項

提供本集團於報告期末狀況額外資料的報告期後事項為調整事項，並反映於綜合財務報表。並非調整事項的報告期後事項，倘屬重大時，則於綜合財務報表附註內披露。

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5. KEY SOURCES OF ESTIMATION UNCERTAINTY

The key assumptions 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.

(a) Impairment of property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (i) whether an event has occurred or any indicators that may affect the asset value; (ii) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (iii) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belong. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the net present value used in the impairment test.

The carrying amount of property, plant and equipment and right-of-use assets as at 31 December 2019 were HK\$4,198,000 (2018: HK\$6,853,000) and HK\$714,000 (2018: HK\$Nil) respectively.

5. 估計不明朗因素的主要來源

於報告期末，涉及未來及其他估計不明朗因素的主要來源，有對下一財政年度的資產及負債的賬面值造成重大調整之重大風險的主要假設討論如下。

(a) 物業、廠房及設備及使用權資產減值

物業、廠房及設備及使用權資產乃按成本減累計折舊及減值(如有)列賬。於釐定資產是否減值時，本集團須作出判斷及估計，尤其評估：(i) 是否有事件已發生或有任何指標可能影響資產價值；(ii) 資產賬面值是否能夠以可收回金額(如為使用價值)支持，即按照持續使用資產估計的未來現金流量之淨現值；及(iii) 將應用於估計可收回金額的適當關鍵假設(包括現金流量預測及適當的貼現率)。倘無法估算某一單獨資產(包括使用權資產)之可收回金額，則本集團對資產所屬之現金產生單位的可收回金額進行估算。更改假設及估計(包括於現金流量預測內的貼現率或增長率)會對減值測試所採用之淨現值產生重大影響。

於二零一九年十二月三十一日，物業、廠房及設備及使用權資產賬面值分別為4,198,000港元(二零一八年：6,853,000港元)及714,000港元(二零一八年：零港元)。

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5. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(b) Fair value of unlisted equity investments

The Group appointed an independent professional valuer to assess the fair value of unlisted equity investments. In determining the fair value, the valuer has utilised a method of valuation which involves certain estimates. The directors have exercised their judgement and are satisfied that the method of valuation and inputs used are reflective of the current market conditions.

The carrying amount of unlisted equity investments as at 31 December 2019 was approximately HK\$12,270,000 (2018: HK\$14,518,000).

6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: price risk, credit risk, liquidity risk and interest rate 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.

(a) Price risk

The Group is exposed to equity price risk mainly through its investment in equity securities. The management manages this exposure by maintaining a portfolio of investments with different risk and return profiles. The Group's equity price risk is mainly concentrated on equity securities quoted on the Stock Exchange.

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period.

5. 估計不明朗因素的主要來源 (續)

(b) 非上市股本投資公平值

本集團已委任一名獨立專業估值師對非上市股本投資的公平值進行評估。於釐定公平值時，估值師採用涉及若干估計的估值方法。董事已行使其判斷，並相信該估值方法及所用輸入數據能反映當前的市況。

於二零一九年十二月三十一日，非上市股本投資的賬面值約為12,270,000港元(二零一八年：14,518,000港元)。

6. 財務風險管理

本集團的業務面對多種財務風險：價格風險、信貸風險、流動資金風險及利率風險。本集團整體風險管理計劃專注於不可預測之金融市場並尋求降低對本集團財務表現之潛在不利影響。

(a) 價格風險

本集團主要透過其權益證券投資承受權益價格風險。管理層透過持有一個不同風險及回報之投資組合管理是項風險。本集團之權益價格風險主要集中於在聯交所報價之股本證券。

以下敏感度分析乃根據於報告期末所面臨的權益價格風險釐定。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(a) Price risk (Continued)

If equity prices had been 10% (2018: 10%) higher/lower, loss after tax for the year ended 31 December 2019 would decrease/increase by approximately HK\$6,887,000 (2018: HK\$11,184,000). This is mainly due to the changes in fair value of held-for-trading investments.

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities and from its financing activities, including equity instruments and deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

All of the Group's financial assets at amortised cost are considered to have low credit risk, and the loss allowance, if any, recognised during the period was therefore limited to 12-month expected losses. Financial instruments are considered to be low credit risk when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term. Financial assets at amortised cost include deposits.

(c) 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.

6. 財務風險管理(續)

(a) 價格風險(續)

倘權益價格上升/下降10% (二零一八年: 10%)，截至二零一九年十二月三十一日止年度除稅後虧損將減少/增加約6,887,000港元(二零一八年: 11,184,000港元)。此乃主要由於持作買賣投資公平值變動所致。

(b) 信貸風險

信貸風險指對手方未有根據金融工具或客戶合約履行其義務而導致財務損失。本集團面臨的信貸風險來自其經營活動及融資活動(包括權益性工具及存放於銀行及金融機構之存款、外匯交易及其他金融工具)。本集團面臨來自現金及現金等值物的信貸風險有限，原因為對手方乃得到國際信貸評級機構發出高信貸評級的銀行，本集團認為屬低信貸風險。

本集團所有按攤銷成本計算之財務資產被認為屬低信貸風險，故於期內所確認的虧損撥備(倘有)限於十二個月預期虧損。金融工具如具低違約率且發行人具強大能力以於短期內履行合約現金流責任，則被視為屬低信貸風險。按攤銷成本計算之財務資產包括按金。

(c) 流動資金風險

本集團的政策是定期監控現時及預期流動資金需要，以確保維持足夠現金儲備滿足短期及長期之流動資金需要。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Liquidity risk

The maturity analysis based on contractual undiscounted cash flows of the Group's non-derivative financial liabilities is as follows:

		On demand or less than 1 year 應要求或1年內 HK\$'000 千港元	Between 1 and 2 years 1至2年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2019	於二零一九年 十二月三十一日			
Margin payable	應付保證金	11,934	—	11,934
Lease liabilities	租賃負債	540	225	765
Accruals	應計費用	2,685	—	2,685
		15,159	225	15,384
At 31 December 2018	於二零一八年 十二月三十一日			
Accruals	應計費用	496	—	496

Based on the assessment of the directors, despite the continuous operating loss incurred by the Group over the years, the liquidity risk encountered by the Group is minimal considered that the Group will have sufficient cash resources to satisfy its future working capital after taking into account the ability of the Group to conduct fund raising activities and the ability to realise the financial assets at FVTPL.

根據董事評估，儘管本集團多年持續產生經營虧損，本集團的流動資金風險甚低，原因是經考慮本集團有能力進行集資活動及有能力變現透過損益按公平值計算之財務資產，本集團有充足現金資源以應付未來營運資金。

6. 財務風險管理(續)

(c) 流動資金風險(續)

根據本集團非衍生金融負債之合約未貼現現金流量之到期情況分析如下：

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6. FINANCIAL RISK MANAGEMENT (Continued)

(d) Interest rate risk

The Group's exposure to interest rate risk arises from its margin payable. The margin payable bears interest at variable rate that varies with the then prevailing market condition.

Except as stated above, the Group has no other significant interest-bearing assets and liabilities, the Group's operating cash flows are substantially independent of changes in market interest rates.

(e) Categories of financial instruments at 31 December 2019

6. 財務風險管理(續)

(d) 利率風險

本集團面臨的利率風險來自其應付保證金。應付保證金按可變利率計息，利率隨現行市場情況而變化。

除上文所述者外，本集團並無重大計息資產及負債，本集團的經營現金流量基本不受市場利率變動影響。

(e) 於二零一九年十二月三十一日的財務工具組別

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Financial assets:	財務資產：		
Financial assets at FVTPL:	透過損益按公平 值計算之財務 資產：		
Mandatorily measured at FVTPL	強制性透過損益 按公平值計算	81,137	126,361
Financial assets measured at amortised costs	按攤銷成本計算之 財務資產	1,050	1,798
Financial liabilities:	財務負債：		
Financial liabilities at amortised cost	按攤銷成本計算之 財務負債	14,619	496

(f) 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.

(f) 公平值

本集團財務資產及財務負債的賬面值誠如綜合財務狀況表所反映，與其各自公平值相若。

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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.

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.

7. 公平值計量

公平值為市場參與者於計量日期進行之有序交易中出售資產所收取或轉讓負債所支付之價格。以下公平值計量披露使用的公平值層級將用於計量公平值的估值技術之輸入值分為三個層級：

第一層級輸入值：本集團可於計量日期獲得之相同資產或負債之活躍市場報價(未經調整)。

第二層級輸入值：第一層級所包括之報價以外之直接或間接的資產或負債可觀察輸入值。

第三層級輸入值：資產或負債之不可觀察輸入值。

本集團的政策乃於導致該轉移之事件或狀況出現變動當日確認自三個層級中的任何一個層級的轉入及轉出。

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7. FAIR VALUE MEASUREMENTS (Continued)

(a) Disclosures of level in fair value hierarchy at
31 December 2019:

7. 公平值計量(續)

(a) 於二零一九年十二月三十一日
的公平值層級披露：

Description	概述	Fair value measurements using: 使用下列輸入值之公平值計量：			Total 總計
		Level 1 第一層級	Level 2 第二層級	Level 3 第三層級	2019 二零一九年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Recurring fair value measurements:	經常性公平值計量：				
Financial assets	財務資產				
Financial assets at FVTPL	透過損益按公平值計算之 財務資產				
Listed equity securities	上市股本證券	68,867	—	—	68,867
Unlisted equity securities	非上市股本證券	—	—	12,270	12,270
Total	總計	68,867	—	12,270	81,137

Description	概述	Fair value measurements using: 使用下列輸入值之公平值計量：			Total 總計
		Level 1 第一層級	Level 2 第二層級	Level 3 第三層級	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Recurring fair value measurements:	經常性公平值計量：				
Financial assets	財務資產				
Financial assets at FVTPL	透過損益按公平值計算之 財務資產				
Listed equity securities	上市股本證券	111,843	—	—	111,843
Unlisted equity securities	非上市股本證券	—	—	14,518	14,518
Total	總計	111,843	—	14,518	126,361

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7. FAIR VALUE MEASUREMENTS (Continued)

(b) Reconciliation of assets measured at fair value based on Level 3:

Description	概述		
At 1 January	於一月一日		
Total gains or losses recognised	於下表確認之收益或虧損總額		
in profit or loss (#)	損益(#)		
in other comprehensive income	其他全面收益		
At 31 December	於十二月三十一日		
(#) Include gains or losses for assets held at end of reporting period	(#) 包括於報告期末持有之資產之收益或虧損		

The total gains or losses recognised in other comprehensive income are presented in exchange differences on translating foreign operations in the consolidated statement of profit or loss and other comprehensive income.

The total gains or losses recognised in profit or loss including those for assets held at the end of reporting period are presented in net loss on financial assets at FVTPL in the consolidated statement of profit or loss and other comprehensive income.

7. 公平值計量(續)

(b) 按第三層級公平值計量之資產對賬:

Financial assets at FVTPL — unlisted equity securities 透過損益按公平值計算之 財務資產 — 非上市股本證券	
2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
14,518	16,427
(1,973)	(1,099)
(275)	(810)
12,270	14,518
(1,973)	(1,099)

於其他綜合收益確認之收益或虧損總額於綜合損益及其他全面收益表中列示為外幣換算匯兌差額。

於損益確認之收益或虧損總額(包括於報告期末所持有資產)於綜合損益及其他全面收益表中呈列為透過損益按公平值計算之財務資產之淨虧損。

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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 2019:

The Group's chief financial officer is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including Level 3 fair value measurements. The chief financial officer reports directly to the Board of Directors for these fair value measurements. Discussions of valuation processes and results are held between the chief financial officer and the Board of Directors at least twice a year.

For Level 3 fair value measurements, the Group will normally engage external valuation experts with the recognised professional qualifications and recent experience to perform the valuations.

Key unobservable inputs used in Level 3 fair value measurements are mainly as below:

7. 公平值計量(續)

(c) 本集團於二零一九年十二月三十一日所採用估值程序以及公平值計量所採用的估值技術及輸入值披露：

本集團首席財務官負責就財務申報目的而言之資產及負債公平值計量，包括第三層級公平值計量。首席財務官直接向董事會報告該等公平值計量。首席財務官與董事會至少每年對估值程序及結果進行兩次討論。

就第三層級公平值計量而言，本集團將通常委聘具認可專業資格及有近期估值經驗之外部估值專家。

第三層公平值計量所使用之重大不可觀察輸入值主要載列如下：

Description	Valuation technique	Unobservable inputs	Value	Effect on fair value for increase of inputs	Fair value
概述	估值技術	不可觀察輸入值	價值	輸入值增大對公平值之影響	公平值 HK\$'000 千港元
Private equity investments classified as financial assets at FVTPL	Market approach 市場法	Price to earnings 市盈率	12.61 (2018: 13.48) (二零一八年: 13.48)	Increase 升高	12,270 (2018: 14,518) (二零一八年: 14,518)
分類為透過損益按公平值計算之財務資產之 私募權益投資		Net profit 純利潤	HK\$42,429,000 42,429,000 港元 (2018: HK\$43,250,000) (二零一八年: 43,250,000 港元)	Increase 升高	
		Discount for lack of marketability 缺乏可銷性折讓	22.25% (2018: 13.83%) (二零一八年: 13.83%)	Decrease 降低	

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8. REVENUE

Revenue recognised during the year is as follows:

Interest income on bank deposits	銀行存款之利息收入
Dividend income	股息收入
	1
	—
	1

The results arising from the fair value change of financial assets at FVTPL are shown separately in the consolidated statement of profit or loss and other comprehensive income under the line of “Net loss on financial assets at fair value through profit or loss”. The gross proceeds from trading of securities for the year amounted to approximately HK\$90,860,000 (2018: HK\$140,995,000).

The Group has identified its operating segments and prepared segment information based on the regular internal financial information reported to the Group’s executive directors for their decisions about resources allocation to the Group’s business components and review of these components’ performance.

For both years ended 31 December 2018 and 2019, the Group has identified only one segment and the sole business of this segment is investment in listed and unlisted securities. No separate analysis of segment information by business segment is presented.

The Group’s revenue from external customers and its non-current assets by geographical areas are not presented as the geographical segments other than Hong Kong are less than 10% of the aggregate amount of all segments.

8. 收入

年內確認之收入如下：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
	1	1
	—	17
	1	18

透過損益按公平值計算之財務資產的公平值變動所得結果於綜合損益及其他全面收益表「透過損益按公平值計算之財務資產虧損淨額」下獨立列示。本年度買賣證券所得款項總額約為90,860,000港元(二零一八年：140,995,000港元)。

本集團已識別其經營分部，並根據本集團執行董事獲提供以作本集團業務分部之資源分配及檢討該等分部表現決策的定期內部財務資料而編製分部資料。

截至二零一八年及二零一九年十二月三十一日止年度，本集團僅識別一個分部，該分部的唯一業務為於上市及非上市證券的投資。並無另外呈列按業務分部劃分的分部資料分析。

本集團並無呈列按地區劃分的來自外部客戶的收入及非流動資產，原因是香港境外地區分部之收入少於所有分部總額的10%。

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9. OTHER INCOME

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Sundry income	雜項收入	—	30

10. FINANCE COSTS

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Interest expense on lease liabilities	租賃負債之利息開支	181	—
Interest on margin payable	應付保證金之利息	501	—
		682	—

11. INCOME TAX EXPENSE

The Group is not subject to any taxation under the jurisdictions of the Cayman Islands and the British Virgin Islands during the year (2018: Nil).

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements since the Group has no assessable profit for the year (2018: Nil).

9. 其他收入

10. 財務成本

11. 所得稅開支

年內，本集團毋須繳付開曼群島及英屬處女群島司法權區內的任何稅項(二零一八年：無)。

由於本集團年內並無應課稅溢利(二零一八年：無)，故並無香港利得稅在綜合財務報表內作出撥備。

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11. INCOME TAX EXPENSE (Continued)

The reconciliation between the income tax expense and the product of loss before tax multiplied by the Hong Kong Profits Tax rate is as follows:

11. 所得稅開支(續)

所得稅開支與除稅前虧損乘以香港利得稅稅率之乘積對賬如下：

		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	(65,683)	(27,128)
Tax at the Hong Kong Profits Tax rate of 16.5% (2018: 16.5%)	按香港利得稅稅率 16.5% (二零一八年：16.5%) 計算之稅項	(10,838)	(4,476)
Tax effect of income that is not taxable	不可扣減收入之稅項影響	(453)	(3)
Tax effect of expenses that are not deductible	不可扣減開支之稅項影響	1,494	2,059
Tax effect of other temporary differences not recognised	其他未確認暫時性差額之稅項影響	4,132	(62)
Tax effect of tax losses not recognised	未確認稅項虧損之稅項影響	5,862	2,607
Tax effect of utilisation of tax losses not previously recognised	使用先前未確認稅項虧損之稅項影響	—	(26)
Effect of different tax rate of a subsidiary operating in other jurisdiction	於其他司法權區經營之附屬公司使用不同稅率之影響	(197)	(99)
Income tax expense	所得稅開支	—	—

At the end of the reporting period the Group has unused tax losses of approximately HK\$241,020,000 (2018: HK\$201,729,000) available for offset against future profits and are subject to the approval of Inland Revenue Department. No deferred tax asset has been recognised due to the unpredictability of future profit streams. The tax losses may be carried forward indefinitely.

於報告期末，本集團未動用稅項虧損約241,020,000港元(二零一八年：201,729,000港元)，可抵銷未來溢利及需獲稅務局的核准。並無遞延稅項資產因未來溢利流的不可預測性而獲確認。稅項虧損可無限期結轉。

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12. LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

The Group's loss for the year attributable to owners of the Company is stated 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	335	320
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	2,525	1,668
Depreciation of right-of-use assets	使用權資產之折舊	1,452	—
Net foreign exchange loss	匯兌虧損淨額	319	786
Operating lease charges for land and buildings	土地及樓宇經營租賃費用	1,674	3,137

12. 本公司擁有人應佔年度虧損

本公司擁有人應佔本集團年度虧損於扣除以下各項後呈列：

13. EMPLOYEE BENEFITS EXPENSE

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries, bonuses and allowances	薪金、花紅及津貼	5,438	5,282
Retirement benefit scheme contributions	退休福利計劃供款	145	148
		5,583	5,430

13. 僱員福利開支

(a) Pensions — defined contribution plans

Contributions totalling approximately HK\$26,000 (2018: HK\$27,000) were payable to the fund at the end of the reporting period.

(a) 退休金—定額供款計劃

供款總額約26,000港元(二零一八年：27,000港元)已於報告期末向基金支付。

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13. EMPLOYEE BENEFITS EXPENSE (Continued)

(b) Five highest paid individuals

The five highest paid individuals in the Group during the year included 1 (2018: Nil) director whose emoluments are reflected in the analysis presented in note 14. The emoluments of the remaining 4 (2018: 5) individuals are set out below:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	3,085	3,641
Retirement benefit scheme contributions	退休福利計劃供款	54	90
		3,139	3,731

The emoluments fell within the following bands:

		Number of individuals 人數	
		2019 二零一九年	2018 二零一八年
Nil to HK\$1,000,000	零至1,000,000港元	3	4
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	1	1
		4	5

During the year, no emoluments were paid by the Group to any of the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2018: Nil).

13. 僱員福利開支(續)

(b) 五名最高薪酬人士

本集團年內五名最高薪酬人士包括1名(二零一八年:零名)董事,其薪酬反映在附註14呈列之分析。餘下4名(二零一八年:5名)人士之酬金載列如下:

酬金介乎以下範圍:

年內,本集團並無向任何最高薪酬人士支付酬金,作為加入本集團或加入後之獎勵或作為辭職補償(二零一八年:無)。

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13. EMPLOYEE BENEFITS EXPENSE (Continued)

(b) Five highest paid individuals (Continued)

The emoluments paid or payable to the remaining 1 (2018: 1) member of senior management fell within the following band:

		Number of individuals 人數	
		2019 二零一九年	2018 二零一八年
Nil to HK\$1,000,000	零至1,000,000港元	1	1

14. BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remuneration of every director is set out below:

13. 僱員福利開支(續)

(b) 五名最高薪酬人士(續)

付予或須付予餘下1名(二零一八年: 1名)高級管理層成員之酬金介乎以下範圍:

14. 董事福利及權益

(a) 董事酬金

每名董事薪酬載列如下:

		Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 就作為本公司或其附屬公司董事之人士服務已付或應收酬金			
		Fees	Discretionary bonus	Employer's contribution to a retirement benefit scheme 僱主對退休福利 計劃的供款	Total
		袍金 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	HK\$'000 千港元	總計 HK\$'000 千港元
Executive Director	執行董事				
Mr. Chan Chi Hang (Note (i))	陳志恆先生 (附註(i))	900	—	—	900
Independent Non-executive Directors	獨立非執行董事				
Mr. Yip Ming	葉明先生	200	—	—	200
Mr. Tsang Chung Sing Edward	曾松星先生	200	—	—	200
Mr. Zhang Bin (Note (ii))	張彬先生(附註(ii))	200	—	—	200
Mr. Wang Ruiyang (Note (iii))	王瑞陽先生 (附註(iii))	200	—	—	200
		800	—	—	800
Total for 2019	二零一九年總計	1,700	—	—	1,700

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14. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

14. 董事福利及權益(續)

(a) 董事酬金(續)

Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking
就作為本公司或其附屬公司董事之人士服務已付或應收酬金

		Fees	Discretionary bonus	Employer's contribution to a retirement benefit scheme	Total
		袍金	酌情花紅	僱主對退休福利計劃的供款	總計
		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				
Mr. Jim Ka Shun (Note (iv))	詹嘉淳先生 (附註(iv))	353	—	—	353
Mr. Chan Chi Hang (Note (i))	陳志恆先生 (附註(i))	407	—	—	407
		760	—	—	760
Non-executive Director	非執行董事				
Mr. Ma Chao (Note (v))	馬超先生(附註(v))	309	—	—	309
Independent Non-executive Directors	獨立非執行董事				
Mr. Yip Ming	葉明先生	200	—	—	200
Mr. Lau Siu Hang (Note (vi))	劉少恒先生 (附註(vi))	135	100	—	235
Mr. Tsang Chung Sing Edward	曾松星先生	200	—	—	200
Mr. Zhang Bin (Note (ii))	張彬先生(附註(ii))	83	—	—	83
Mr. Wang Ruiyang (Note (iii))	王瑞陽先生 (附註(iii))	66	—	—	66
		684	100	—	784
Total for 2018	二零一八年總計	1,753	100	—	1,853

Notes:

- (i) Appointed on 20 July 2018.
- (ii) Appointed on 3 August 2018.
- (iii) Appointed on 3 September 2018.
- (iv) Resigned on 3 August 2018.
- (v) Appointed on 2 May 2018 and resigned on 3 August 2018.
- (vi) Resigned on 3 September 2018.

附註：

- (i) 於二零一八年七月二十日獲委任。
- (ii) 於二零一八年八月三日獲委任。
- (iii) 於二零一八年九月三日獲委任。
- (iv) 於二零一八年八月三日辭任。
- (v) 於二零一八年五月二日獲委任，並於二零一八年八月三日辭任。
- (vi) 於二零一八年九月三日辭任。

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14. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

There was no arrangement under which a director waived or agreed to waive any emoluments during the year (2018: Nil).

(b) Directors' material interests in transactions, arrangements and contracts

No significant transactions, arrangements and contracts 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. DIVIDENDS

The directors do not recommend the payment of any dividend for the year ended 31 December 2019 (2018: Nil).

16. LOSS PER SHARE

Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year attributable to owners of the Company of approximately HK\$65,683,000 (2018: HK\$27,128,000) and the weighted average number of ordinary shares of 1,606,649,882 (2018: 1,383,895,087) in issue during the year.

Diluted loss per share

As the Company did not have any dilutive potential ordinary shares for the year ended 31 December 2019 and the potential ordinary shares of the Company's share options would be anti-dilutive for the year ended 31 December 2018, diluted loss per share was the same as the basic loss per share for the years ended 31 December 2019 and 2018.

14. 董事福利及權益(續)

(a) 董事酬金(續)

年內，並無董事放棄或同意放棄任何酬金之安排(二零一八年：無)。

(b) 董事於交易、安排及合約之重大權益

於年末或於年內任何時間，本公司概無就本集團業務訂立任何本公司董事及董事關連方於當中直接或間接擁有重大權益之重大交易、安排及合約。

15. 股息

董事並不建議派付截至二零一九年十二月三十一日止年度之任何股息(二零一八年：無)。

16. 每股虧損

每股基本虧損

本公司擁有人應佔每股基本虧損乃按本公司擁有人應佔年度虧損約為65,683,000港元(二零一八年：27,128,000港元)及年內已發行的普通股之加權平均股數1,606,649,882(二零一八年：1,383,895,087)計算。

每股攤薄虧損

由於本公司截至二零一九年十二月三十一日止年度並無任何潛在攤薄普通股且本公司購股權的潛在普通股於二零一八年十二月三十一日止年度具有反攤薄潛力，因此每股攤薄虧損與截至二零一九年十二月三十一日及二零一八年十二月三十一日止年度的每股基本虧損相同。

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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Yacht and motor vehicles 遊艇及汽車 HK\$'000 千港元	Furniture and office equipment 傢俬及 辦公室設備 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本				
At 1 January 2018	於二零一八年一月一日	3,402	765	197	4,364
Additions	添置	6,069	47	5	6,121
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	9,471	812	202	10,485
Additions	添置	21	—	—	21
Disposal of a subsidiary (note 30(a)(i))	出售一間附屬公司 (附註30(a)(i))	(2,900)	(790)	(202)	(3,892)
At 31 December 2019	於二零一九年 十二月三十一日	6,592	22	—	6,614
Accumulated depreciation	累計折舊				
At 1 January 2018	於二零一八年一月一日	1,603	326	35	1,964
Charge for the year	年度費用	1,228	329	111	1,668
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	2,831	655	146	3,632
Charge for the year	年度費用	2,319	150	56	2,525
Disposal of a subsidiary (note 30(a)(i))	出售一間附屬公司 (附註30(a)(i))	(2,749)	(790)	(202)	(3,741)
At 31 December 2019	於二零一九年 十二月三十一日	2,401	15	—	2,416
Carrying amount	賬面值				
At 31 December 2019	於二零一九年 十二月三十一日	4,191	7	—	4,198
At 31 December 2018	於二零一八年 十二月三十一日	6,640	157	56	6,853

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18. RIGHT-OF-USE ASSETS

18. 使用權資產

		Leased properties 租賃物業 HK\$'000 千港元
At 1 January 2019 (note 3(a)(ii))	於二零一九年一月一日 (附註3(a)(ii))	1,202
Additions	添置	3,825
Depreciation	折舊	(1,452)
Disposal of a subsidiary (note 30(a)(ii))	出售一間附屬公司 (附註30(a)(ii))	(2,861)
At 31 December 2019	於二零一九年十二月三十一日	714
		2019 二零一九年 HK\$'000 千港元
Depreciation expenses on right-of-use assets	使用權資產之折舊開支	1,452
Interest expense on lease liabilities (included in finance costs)	租賃負債之利息開支 (計入財務成本)	181
Expenses relating to short-term leases (included in administrative expenses)	短期租賃相關開支 (計入行政開支)	1,674

Details of total cash outflow for leases are set out in note 30(c).

有關租賃的總現金流出之詳情載於附註30(c)。

For both years, the Group leases an office and an accommodation property for its operations. Lease contracts are entered into for fixed terms of 2 to 3 years, but may have termination options. 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.

於兩個年度，本集團租賃辦公室及一項宿舍物業作經營用途。租賃合約乃按2至3年的固定期限訂立，惟可選擇終止。租賃期限乃逐個磋商，包含各種不同的條款及條件。於釐定租賃期限及評估不可撤銷期間之年期時，本集團應用合約之定義，並釐定對合約可強制執行的期限。

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19. INVESTMENTS IN SUBSIDIARIES

Particulars of the subsidiaries as at 31 December 2019 are as follows:

Name 名稱	Place of incorporation/ registration and operation 註冊成立/登記及經營地點	Particular of issued share capital 已發行股本詳情	Percentage of ownership/ voting power/profit sharing 擁有權/投票權/溢利分佔百分比				Principal activities 主要業務
			Direct 直接		Indirect 間接		
			2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	
Affluent Crest Investments Limited ("Affluent Crest") 峰冠投資有限公司(「峰冠」)	Hong Kong 香港	1 ordinary share 1股普通股	—	100%	—	—	Provision of management services 提供管理服務
China Finance Qianhai Limited 中國金融前海有限公司	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 1股面值1美元之普通股	100%	100%	—	—	Investment holding 投資控股
Colour Charm Holdings Limited ("Colour Charm") 彩昌控股有限公司(「彩昌」)	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 1股面值1美元之普通股	—	100%	—	—	Asset holding 持有資產
Peaceful Gain Limited 利和有限公司	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 1股面值1美元之普通股	100%	100%	—	—	Investment holding 投資控股
China Financial Leasing Investments Limited ("CFL Investments") 中國金融租賃投資有限公司(「中國金融租賃投資」)	Hong Kong 香港	1 ordinary share 1股普通股	100%	100%	—	—	Asset holding 持有資產
China Finance Qianhai (Hong Kong) Limited 中國金融前海(香港)有限公司	Hong Kong 香港	1 ordinary share 1股普通股	—	—	100%	100%	Inactive 暫無業務
China Financial Leasing Group (Hong Kong) Limited 中國金融租賃集團(香港)有限公司	Hong Kong 香港	1 ordinary share 1股普通股	—	—	100%	100%	Investment holding 投資控股
深圳頂誠信息諮詢有限公司 ("深圳頂誠") 深圳頂誠信息諮詢有限公司 (「深圳頂誠」)	People's Republic of China (the "PRC") 中華人民共和國 (「中國」)	Registered capital of Renminbi 15,000,000 註冊資本為人民幣15,000,000元	—	—	100%	100%	Investment holding 投資控股

深圳頂誠 is a wholly-owned foreign enterprise established in the PRC.

The above list contains the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

19. 於附屬公司之投資

於二零一九年十二月三十一日之附屬公司詳情如下：

深圳頂誠為於中國成立之外商獨資企業。

以上列表包括主要影響本集團業績、資產或負債之附屬公司詳情。

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20. FINANCIAL ASSETS AT FVTPL

20. 透過損益按公平值計算之財務資產

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Equity securities listed in Hong Kong, at cost	按成本計算之香港上市 股本證券	126,340	147,680
Net fair value loss	公平值虧損淨額	(57,473)	(35,837)
		68,867	111,843
Unlisted equity securities, at fair value	非上市股本證券， 按公平值計算	12,270	14,518
		81,137	126,361
Fair value as at 31 December	於十二月三十一日之 公平值	81,137	126,361
Analysed as:	分析為：		
Non-current assets	非流動資產	12,270	14,518
Current assets	流動資產	68,867	111,843
		81,137	126,361

Financial assets at FVTPL are denominated in the following currencies:

透過損益按公平值計算之財務資產
以下列貨幣計值：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Hong Kong dollars	港元	68,867	111,843
Renminbi	人民幣	12,270	14,518
		81,137	126,361

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20. FINANCIAL ASSETS AT FVTPL (Continued)

The carrying amounts of the above financial assets are mandatorily measured at FVTPL in accordance with HKFRS 9.

The investments included above represent investments in equity securities that offer the Group the opportunity for return through dividend income and fair value gains. They have no fixed maturity or coupon rate.

The fair values of listed securities are based on quoted market prices. For unlisted securities, the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis and option pricing models, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

The realised and unrealised losses on financial assets at FVTPL for the year ended 31 December 2019 are approximately HK\$23,854,000 (2018: HK\$2,701,000) and HK\$23,609,000 (2018: HK\$2,445,000) respectively, the aggregate of which was recorded as net loss on financial assets at fair value through profit or loss in the consolidated statement of profit or loss and other comprehensive income.

At 31 December 2019, listed securities with an aggregate carrying amount of approximately HK\$66,322,000 (2018: HK\$Nil) have been pledged to secure margin payable of approximately HK\$11,934,000 (2018: HK\$Nil).

20. 透過損益按公平值計算之 財務資產(續)

以上財務資產之賬面值按照香港財務報告準則第9號強制性按公平值計量。

上文所包括的投資指股本證券之投資，其透過股息收入及公平值收益為本集團提供回報機會。該等投資並無固定到期日或票面息率。

上市證券之公平值乃按所報市價計算。非上市證券方面，本集團使用估值技術確立公平值，包括使用近期公平交易、參考大致上相同的其他工具、貼現現金流分析及期權定價模型，盡量使用市場輸入數據及盡量不依賴個別實體輸入數據。

截至二零一九年十二月三十一日止年度，透過損益按公平值計算之財務資產之已變現及未變現虧損分別約為23,854,000港元(二零一八年：2,701,000港元)及23,609,000港元(二零一八年：2,445,000港元)，有關總額已於綜合損益及其他全面收益表中計入透過損益按公平值計算之財務資產之虧損淨額項下。

於二零一九年十二月三十一日，賬面值總額約66,322,000港元(二零一八年：零港元)的上市證券已抵押以作約11,934,000港元(二零一八年：零港元)的應付保證金。

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20. FINANCIAL ASSETS AT FVTPL (Continued)

Particulars of the Company's financial assets at FVTPL as at 31 December 2019 are as follows:

20. 透過損益按公平值計算之財務資產(續)

本公司於二零一九年十二月三十一日之透過損益按公平值計算之財務資產詳情如下：

Name of investee company 所投資公司名稱	Place of incorporation/ registration 註冊成立地點	Number of shares held 所持股份數目	Proportion of investee's capital owned 所擁有被投資公司資本比例	Cost 成本 HK\$'000 千港元	Market value/ fair value 市價/公平值 HK\$'000 千港元	Fair value (losses)/ gains 公平值 (虧損)/收益 HK\$'000 千港元	Exchange differences 匯兌差異 HK\$'000 千港元	Net assets attributable to the Company 本公司應佔資產淨值 HK\$'000 千港元
(a) Hing Ming Holdings Limited ("Hing Ming") 興銘控股有限公司(「興銘」)	Cayman Islands 開曼群島	6,988,000	1.75%	9,808	8,106	(1,702)	—	2,138
(b) ISP Global Limited ("ISP Global") ISP Global Limited (「ISP Global」)	Cayman Islands 開曼群島	6,700,000	Less than 1% 少於1%	7,098	5,695	(1,403)	—	711
(c) Future Bright Mining Holdings Limited ("Future Bright Mining") 高鵬礦業控股有限公司(「高鵬礦業」)	Cayman Islands 開曼群島	177,600,000	4.59%	32,894	13,320	(19,574)	—	3,312
(d) Miji International Holdings Limited ("Miji International") 米技國際控股有限公司(「米技國際」)	Cayman Islands 開曼群島	41,650,000	2.78%	12,909	11,662	(1,247)	—	5,891
(e) RMH Holdings Limited ("RMH Holdings") 德斯控股有限公司(「德斯控股」)	Cayman Islands 開曼群島	29,896,000	4.98%	14,701	4,813	(9,888)	—	4,248
(f) C&N Holdings Limited ("C&N Holdings") 春能控股有限公司(「春能控股」)	Cayman Islands 開曼群島	27,110,000	4.24%	12,747	2,169	(10,578)	—	5,056
(g) National Investments Fund Limited ("National Investments Fund") 國盛投資基金有限公司(「國盛投資基金」)	Cayman Islands 開曼群島	41,072,000	4.49%	7,542	7,147	(395)	—	—
(h) LHN Limited ("LHN") LHN Limited (「LHN」)	Singapore 新加坡	1,288,000	Less than 1% 少於1%	1,277	914	(363)	—	1,732
(i) Golden Ponder Holdings Limited ("Golden Ponder") 金俞控股有限公司(「金俞」)	Cayman Islands 開曼群島	5,860,000	Less than 1% 少於1%	1,181	1,108	(73)	—	1,377
(j) China Ocean Fishing Holdings Limited ("China Ocean Fishing") 中國海洋捕撈控股有限公司 (「中國海洋捕撈」)	Bermuda 百慕達	3,500,000	Less than 1% 少於1%	1,649	840	(809)	—	967
(k) Tasty Concepts Holding Limited ("Tasty Concepts") 賞之味控股有限公司(「賞之味」)	Cayman Islands 開曼群島	7,700,000	1.54%	1,832	770	(1,062)	—	1,307
(l) Wan Leader International Limited ("Wan Leader") 萬勵達國際有限公司(「萬勵達」)	Cayman Islands 開曼群島	16,560,000	1.97%	4,753	3,709	(1,044)	—	1,191
(m) Pacific Legend Group Limited ("Pacific Legend") 永續農業發展有限公司(「永續農業發展」)	Cayman Islands 開曼群島	18,220,000	1.82%	4,357	2,369	(1,988)	—	2,413
(n) Eggriculture Foods Ltd. ("Eggriculture Foods") Eggriculture Foods Ltd. (「Eggriculture Foods」)	Cayman Islands 開曼群島	850,000	Less than 1% 少於1%	123	125	2	—	230
(o) WAC Holdings Limited ("WAC") WAC Holdings Limited (「WAC」)	Cayman Islands 開曼群島	2,040,000	Less than 1% 少於1%	5,364	6,120	756	—	145
(p) Long Success International Holdings Limited ("Long Success") 百齡國際(控股)有限公司(「百齡國際」)	Bermuda 百慕達	13,450,000	Less than 1% 少於1%	8,105	—	(8,105)	—	—
(q) 聯合能源	PRC 中國	N/A 不適用	3.00%	15,000	12,270	(1,829)	(901)	8,337
				141,340	81,137	(59,302)	(901)	

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20. FINANCIAL ASSETS AT FVTPL (Continued)

A brief description of the business and financial information of the investee companies, based on their published annual and interim reports, results announcements and management accounts, is as follows:

- (a) Hing Ming is principally engaged in (i) providing rental services of temporary suspended working platforms and other equipment, mainly including tower cranes and generators; and (ii) trading of equipment and spare parts, mainly including permanent suspended working platforms, motors and wire rope. The audited consolidated profit attributable to owners of Hing Ming for the year ended 31 March 2019 was approximately HK\$6,325,000. As at 31 March 2019, the audited consolidated net asset value attributable to owners of Hing Ming was approximately HK\$118,706,000. The unaudited consolidated profit attributable to owners of Hing Ming for the six months ended 30 September 2019 was approximately HK\$3,649,000. As at 30 September 2019, the unaudited consolidated net asset value attributable to owners of Hing Ming was approximately HK\$122,355,000.
- (b) ISP Global is principally engaged in the sales, installation and maintenance of sound and communication system solutions and alert alarm systems in Singapore. The audited consolidated profit attributable to owners of ISP Global for the year ended 30 June 2019 was approximately HK\$583,000 (2018: Loss of HK\$9,574,000). As at 30 June 2019, the audited consolidated net asset value attributable to owners of ISP Global was approximately HK\$84,463,000 (2018: HK\$84,538,000). The unaudited consolidated profit attributable to owners of ISP Global for the six months ended 31 December 2019 was approximately HK\$332,000 (2018: HK\$368,000). As at 31 December 2019, the unaudited net asset value attributable to owners of ISP Global was approximately HK\$84,894,000 (2018: HK\$84,630,000).

20. 透過損益按公平值計算之 財務資產(續)

根據有關上市所投資公司已公佈的年度及中期報告、業績公告及管理賬目編撰之業務及財務資料簡介如下：

- (a) 興銘主要從事(i)提供臨時吊船(主要包括塔式起重機及發電機)及其他設備的租賃服務;及(ii)設備及零部件(主要包括固定吊船、馬達及鋼纜)貿易。於截至二零一九年三月三十一日止年度,興銘擁有人應佔經審核綜合溢利約為6,325,000港元。於二零一九年三月三十一日,興銘擁有人應佔經審核綜合資產淨值約為118,706,000港元。於截至二零一九年九月三十日止六個月,興銘擁有人應佔未經審核綜合溢利約為3,649,000港元。於二零一九年九月三十日,興銘擁有人應佔未經審核綜合資產淨值約為122,355,000港元。
- (b) ISP Global主要於新加坡從事銷售、安裝及維護音響、通訊系統解決方案及警報系統。於截至二零一九年六月三十日止年度,ISP Global擁有人應佔經審核綜合溢利約為583,000港元(二零一八年:虧損9,574,000港元)。於二零一九年六月三十日,ISP Global擁有人應佔經審核綜合資產淨值約為84,463,000港元(二零一八年:84,538,000港元)。於截至二零一九年十二月三十一日止六個月,ISP Global擁有人應佔未經審核綜合溢利約為332,000港元(二零一八年:368,000港元)。於二零一九年十二月三十一日,ISP Global擁有人應佔未經審核綜合資產淨值約為84,894,000港元(二零一八年:84,630,000港元)。

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20. FINANCIAL ASSETS AT FVTPL (Continued)

- (c) Future Bright Mining is principally engaged in (i) excavate and sale of marble blocks; (ii) production and sale of marble related products; and (iii) trading of commodities. The unaudited (2018: audited) consolidated loss attributable to owners of Future Bright Mining for the year ended 31 December 2019 was approximately HK\$21,332,000 (2018: HK\$58,770,000). As at 31 December 2019, the unaudited (2018: audited) consolidated net asset value attributable to owners of Future Bright Mining was approximately HK\$72,163,000 (2018: HK\$94,605,000).
- (d) Miji International is principally engaged in the development, manufacturing and selling of kitchen appliances in the PRC. The audited consolidated profit attributable to owners of Miji International for the year ended 31 December 2019 was approximately HK\$21,271,000 (2018: HK\$26,585,000). As at 31 December 2019, the audited consolidated net asset value attributable to owners of Miji International was approximately HK\$212,162,000 (2018: HK\$194,710,000).
- (e) RMH Holdings is principally engaged in the provision of specialty care services for a variety of dermatological conditions by utilising medical, surgical, laser and aesthetic treatments in Singapore. The audited consolidated profit attributable to owners of RMH Holdings for the year ended 31 December 2019 was approximately HK\$908,000 (2018: HK\$10,758,000). As at 31 December 2019, the audited consolidated net asset value attributable to owners of RMH Holdings was approximately HK\$85,265,000 (2018: HK\$83,868,000).

20. 透過損益按公平值計算之 財務資產(續)

- (c) 高鵬礦業主要從事(i)挖掘並銷售大理石荒料；(ii)生產並銷售大理石相關產品；及(iii)商品貿易。截至二零一九年十二月三十一日止年度，高鵬礦業擁有人應佔未經審核(二零一八年：經審核)綜合虧損約為21,332,000港元(二零一八年：58,770,000港元)。於二零一九年十二月三十一日，高鵬礦業擁有人應佔未經審核(二零一八年：經審核)綜合資產淨值約為72,163,000港元(二零一八年：94,605,000港元)。
- (d) 米技國際主要從事於中國開發、製造及出售廚房用具。於截至二零一九年十二月三十一日止年度，米技國際擁有人應佔經審核綜合溢利約為21,271,000港元(二零一八年：26,585,000港元)。於二零一九年十二月三十一日，米技國際擁有人應佔經審核綜合資產淨值約為212,162,000港元(二零一八年：194,710,000港元)。
- (e) 德斯控股主要從事於新加坡透過醫療、外科、激光及美容療程，為各種皮膚問題提供專業護理服務。於截至二零一九年十二月三十一日止年度，德斯控股擁有人應佔經審核綜合溢利約為908,000港元(二零一八年：10,758,000港元)。於二零一九年十二月三十一日，德斯控股擁有人應佔經審核綜合資產淨值約為85,265,000港元(二零一八年：83,868,000港元)。

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20. FINANCIAL ASSETS AT FVTPL (Continued)

- (f) C&N Holdings is principally engaged in the provision of transport and storage services to the logistics industry in Singapore. The audited consolidated loss attributable to owners of C&N Holdings for the year ended 31 December 2019 was approximately HK\$5,631,000 (2018: Profit of HK\$2,715,000). As at 31 December 2019, the audited consolidated net asset value attributable to owners of C&N Holdings was approximately HK\$119,352,000 (2018: HK\$124,134,000).
- (g) National Investments Fund is principally engaged in investments in a diversified portfolio of listed and unlisted companies. The audited consolidated loss attributable to owners of National Investments Fund for the year ended 31 December 2019 was approximately HK\$25,043,000. As at 31 December 2019, the audited consolidated shareholders' deficit of National Investments Fund was approximately HK\$51,990,000.
- (h) LHN is principally engaged in (i) space resource management services; (ii) facilities management services; and (iii) logistics services. The audited consolidated profit attributable to owners of LHN for the year ended 30 September 2019 was approximately HK\$46,930,000. As at 30 September 2019, the audited consolidated net asset value attributable to owners of LHN was approximately HK\$541,215,000.

20. 透過損益按公平值計算之 財務資產(續)

- (f) 春能控股主要從事於新加坡為物流業提供運輸及倉儲服務。於截至二零一九年十二月三十一日止年度，春能控股擁有人應佔經審核綜合虧損約為5,631,000港元(二零一八年：溢利2,715,000港元)。於二零一九年十二月三十一日，春能控股擁有人應佔經審核綜合資產淨值約為119,352,000港元(二零一八年：124,134,000港元)。
- (g) 國盛投資基金主要從事投資於上市及非上市公司之多元化投資組合。於截至二零一九年十二月三十一日止年度，國盛投資基金擁有人應佔經審核綜合虧損約為25,043,000港元。於二零一九年十二月三十一日，國盛投資基金經審核綜合股東虧絀約為51,990,000港元。
- (h) LHN主要從事(i)空間資源管理服務；(ii)設施管理服務；及(iii)物流服務。於截至二零一九年九月三十日止年度，LHN擁有人應佔經審核綜合溢利約為46,930,000港元。於二零一九年九月三十日，LHN擁有人應佔經審核綜合資產淨值約為541,215,000港元。

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20. FINANCIAL ASSETS AT FVTPL (Continued)

- (i) Golden Ponder is principally engaged in the provision of superstructure building and repair, maintenance, alteration and addition works service as a main contractor in Hong Kong. The audited consolidated profit attributable to owners of Golden Ponder for the year ended 31 March 2019 was approximately HK\$16,824,000. As at 31 March 2019, the audited consolidated net asset value attributable to owners of Golden Ponder was approximately HK\$190,322,000. The unaudited consolidated loss attributable to owners of Golden Ponder for the six months ended 30 September 2019 was approximately HK\$2,276,000. As at 30 September 2019, the unaudited consolidated net asset value attributable to owners of Golden Ponder was approximately HK\$188,046,000.
- (j) China Ocean Fishing is principally engaged in provision of supply chain management services, money lending and ocean fishing. The audited consolidated profit attributable to owners of China Ocean Fishing for the year ended 31 March 2019 was approximately HK\$43,668,000. As at 31 March 2019, the audited consolidated net asset value attributable to owners of China Ocean Fishing was approximately HK\$1,232,153,000. The unaudited consolidated profit attributable to owners of China Ocean Fishing for the six months ended 30 September 2019 was approximately HK\$10,593,000. As at 30 September 2019, the unaudited consolidated net asset value attributable to owners of China Ocean Fishing was approximately HK\$1,168,150,000.

20. 透過損益按公平值計算之 財務資產(續)

- (i) 金侖主要從事於香港作為總承建商提供上層結構建築和修葺、維護、改建及加建工程服務。於截至二零一九年三月三十一日止年度，金侖擁有人應佔經審核綜合溢利約為16,824,000港元。於二零一九年三月三十一日，金侖擁有人應佔經審核綜合資產淨值約為190,322,000港元。於截至二零一九年九月三十日止六個月，金侖擁有人應佔未經審核綜合虧損約為2,276,000港元。於二零一九年九月三十日，金侖擁有人應佔未經審核綜合資產淨值約為188,046,000港元。
- (j) 中國海洋捕撈主要從事提供供應鏈管理服務、放債及海洋捕撈。於截至二零一九年三月三十一日止年度，中國海洋捕撈擁有人應佔經審核綜合溢利約為43,668,000港元。於二零一九年三月三十一日，中國海洋捕撈擁有人應佔經審核綜合資產淨值約為1,232,153,000港元。於截至二零一九年九月三十日止六個月，中國海洋捕撈擁有人應佔未經審核綜合溢利約為10,593,000港元。於二零一九年九月三十日，中國海洋捕撈擁有人應佔未經審核綜合資產淨值約為1,168,150,000港元。

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20. FINANCIAL ASSETS AT FVTPL (Continued)

- (k) Tasty Concepts is principally engaged in operation of Japanese ramen restaurants in Hong Kong and the PRC. Tasty Concepts's shares have been listed on the Stock Exchange since 15 March 2019. The audited consolidated loss attributable to owners of Tasty Concepts for the year ended 31 March 2019 was approximately HK\$12,261,000. As at 31 March 2019, the audited consolidated net asset value attributable to owners of Tasty Concepts was approximately HK\$91,167,000. The unaudited consolidated loss attributable to owners of Tasty Concepts for the six months ended 30 September 2019 was approximately HK\$6,398,000. As at 30 September 2019, the unaudited consolidated net asset value attributable to owners of Tasty Concepts was approximately HK\$84,844,000.
- (l) Wan Leader is principally engaged in (i) the provision of freight forwarding and related logistics services; and (ii) the provision of warehousing and related value-added services. The audited consolidated loss attributable to owners of Wan Leader for the year ended 31 March 2019 was approximately HK\$15,971,000. As at 31 March 2019, the audited consolidated net asset value attributable to owners of Wan Leader was approximately HK\$69,240,000. The unaudited consolidated loss attributable to owners of Wan Leader for the six months ended 30 September 2019 was approximately HK\$8,740,000. As at 30 September 2019, the unaudited consolidated net asset value attributable to owners of Wan Leader was approximately HK\$60,407,000.

20. 透過損益按公平值計算之 財務資產(續)

- (k) 賞之味主要從事於香港及中國經營日本拉麵餐廳。賞之味之股份自二零一九年三月十五日於聯交所上市。於截至二零一九年三月三十一日止年度，賞之味擁有人應佔經審核綜合虧損約為12,261,000港元。於二零一九年三月三十一日，賞之味擁有人應佔經審核綜合資產淨值約為91,167,000港元。於截至二零一九年九月三十日止六個月，賞之味擁有人應佔未經審核綜合虧損約為6,398,000港元。於二零一九年九月三十日，賞之味擁有人應佔未經審核綜合資產淨值約為84,844,000港元。
- (l) 萬勵達主要從事(i)提供貨運代理及相關物流服務；及(ii)提供倉儲及相關增值服務。於截至二零一九年三月三十一日止年度，萬勵達擁有人應佔經審核綜合虧損約為15,971,000港元。於二零一九年三月三十一日，萬勵達擁有人應佔經審核綜合資產淨值約為69,240,000港元。於截至二零一九年九月三十日止六個月，萬勵達擁有人應佔未經審核綜合虧損約為8,740,000港元。於二零一九年九月三十日，萬勵達擁有人應佔未經審核綜合資產淨值約為60,407,000港元。

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20. FINANCIAL ASSETS AT FVTPL (Continued)

- (m) Pacific Legend is principally engaged in (i) sale of home furniture and accessories; (ii) leasing of home furniture and accessories; and (iii) provision of design consultancy services for fitting out interiors with furnishings. The audited consolidated loss attributable to owners of Pacific Legend for the year ended 31 December 2019 was approximately HK\$7,802,000. As at 31 December 2019, the audited consolidated net asset value attributable to owners of Pacific Legend was approximately HK\$132,428,000.
- (n) Eggriculture Foods is principally engaged in production and sale of fresh eggs and processed egg products in Singapore. The audited consolidated profit attributable to owners of Eggriculture Foods for the year ended 31 March 2019 was approximately HK\$9,041,000. As at 31 March 2019, the audited consolidated net asset value attributable to owners of Eggriculture Foods was approximately HK\$125,208,000. The unaudited consolidated profit attributable to owners of Eggriculture Foods for the six months ended 30 September 2019 was approximately HK\$12,486,000. As at 30 September 2019, the unaudited consolidated net asset value attributable to owners of Eggriculture Foods was approximately HK\$135,129,000.

20. 透過損益按公平值計算之 財務資產(續)

- (m) Pacific Legend 主要從事 (i) 家具及家居配飾銷售；(ii) 家具及家居配飾租賃；及 (iii) 提供室內家具布置的設計諮詢服務。於截至二零一九年十二月三十一日止年度，Pacific Legend 擁有人應佔經審核綜合虧損約為7,802,000港元。於二零一九年十二月三十一日，Pacific Legend 擁有人應佔經審核綜合資產淨值約為132,428,000港元。
- (n) 永續農業發展主要從事於新加坡生產及銷售新鮮雞蛋及加工蛋製品。於截至二零一九年三月三十一日止年度，永續農業發展擁有人應佔經審核綜合溢利約為9,041,000港元。於二零一九年三月三十一日，永續農業發展擁有人應佔經審核綜合資產淨值約為125,208,000港元。於截至二零一九年九月三十日止六個月，永續農業發展擁有人應佔未經審核綜合溢利約為12,486,000港元。於二零一九年九月三十日，永續農業發展擁有人應佔未經審核綜合資產淨值約為135,129,000港元。

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20. FINANCIAL ASSETS AT FVTPL (Continued)

- (o) WAC is principally engaged in provision of comprehensive structural and geotechnical engineering consultancy services. The audited consolidated loss attributable to owners of WAC for the year ended 31 March 2019 was approximately HK\$419,000. As at 31 March 2019, the audited consolidated net asset value attributable to owners of WAC was approximately HK\$70,948,000. The unaudited consolidated loss attributable to owners of WAC for the six months ended 30 September 2019 was approximately HK\$2,580,000. As at 30 September 2019, the unaudited consolidated net asset value attributable to owners of WAC was approximately HK\$68,276,000.
- (p) Long Success's shares were suspended for trading on the Stock Exchange on 3 December 2013 and delisted on 19 October 2016.
- (q) 聯合能源 and its subsidiaries were principally engaged in the business of providing consumer financial services to owners of motor vehicles in the PRC. The unaudited (2018: audited) consolidated profit attributable to owners of 聯合能源 for the year ended 31 December 2019 was approximately HK\$42,429,000 (2018: HK\$43,250,000). As at 31 December 2019, the unaudited (2018: audited) consolidated net asset value attributable to owners of 聯合能源 was approximately HK\$277,901,000 (2018: HK\$79,658,000).

20. 透過損益按公平值計算之 財務資產(續)

- (o) WAC主要從事提供全面結構及岩土工程顧問服務。於截至二零一九年三月三十一日止年度，WAC擁有人應佔經審核綜合虧損約為419,000港元。於二零一九年三月三十一日，WAC擁有人應佔經審核綜合資產淨值約為70,948,000港元。於截至二零一九年九月三十日止六個月，WAC擁有人應佔未經審核綜合虧損約為2,580,000港元。於二零一九年九月三十日，WAC擁有人應佔未經審核綜合資產淨值約為68,276,000港元。
- (p) 百齡國際之股份自二零一三年十二月三日起於聯交所暫停交易及於二零一六年十月十九日除牌。
- (q) 聯合能源及其附屬公司主要從事於中國向汽車車主提供消費者金融服務之業務。於截至二零一九年十二月三十一日止年度，聯合能源擁有人應佔未經審核(二零一八年：經審核)綜合溢利約為42,429,000港元(二零一八年：43,250,000港元)。於二零一九年十二月三十一日，聯合能源擁有人應佔未經審核(二零一八年：經審核)綜合資產淨值約為277,901,000港元(二零一八年：79,658,000港元)。

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21. DEPOSITS AND PREPAYMENTS

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Deposits	按金	188	871
Prepayments	預付款項	—	342
		188	1,213

22. DEPOSIT RECEIVED

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Deposit received for sale of yacht	就銷售遊艇之已收按金	2,550	—

Pursuant to a sale and purchase agreement dated 5 November 2019 entered into between CFL Investments and an independent third party (the "Yacht Buyer"), CFL Investments disposed of the yacht at a consideration of approximately HK\$5,100,000. The transfer of yacht would only be completed when the consideration was fully settled. As at 31 December 2019, only half of the consideration was received from the Yacht Buyer and the settlement date of the remaining balance was extended to 31 January 2020 by supplemental agreements.

Subsequent to the reporting period, the sale and purchase agreement lapsed as the Yacht Buyer was unable to settle the remaining balance. The deposit received was forfeited and recognised as other income by the Group after the end of the reporting period.

21. 按金及預付款項

22. 已收按金

根據中國金融租賃投資與一名獨立第三方(「遊艇買家」)訂立日期為二零一九年十一月五日之買賣協議，中國金融租賃投資以代價約5,100,000港元出售該遊艇。遊艇轉讓僅當代價悉數結算時完成。於二零一九年十二月三十一日，僅收到遊艇買家的一半代價，且餘下結餘之結算日期經補充協議已延長至二零二零年一月三十一日。

報告期後，由於遊艇買家無法支付餘下結餘，買賣協議失效。已收按金予以沒收，並由本集團於報告期末後確認為其他收入。

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23. MARGIN PAYABLE AND ACCRUALS

23. 應付保證金及應計費用

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Margin payable to a broker	應付經紀之保證金	11,934	—
Accruals	應計費用	2,685	496
		14,619	496

Margin payable represents margin loan arising from the trading of listed investments which is repayable on demand. At 31 December 2019, margin payable bears interest of 10.25% per annum and is secured by financial assets at FVTPL of approximately HK\$66,322,000.

The carrying amount of margin payable is denominated in Hong Kong dollars.

The margin payable is arranged at floating rate, thus exposing the Group to cash flow interest rate risk.

應付保證金為買賣上市投資引致之保證金貸款，有關保證金貸款乃於要求時償還。於二零一九年十二月三十一日，應付保證金按10.25%的年利率計息，且由透過損益按公平值計算之財務資產約66,322,000港元作抵押。

應付保證金之賬面值乃以港元計值。

應付保證金乃按浮息協定，因而令本集團面臨現金流量利率風險。

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24. LEASE LIABILITIES

24. 租賃負債

		Minimum lease payments		Present value of minimum lease payments	
		最低租賃款項		最低租賃款項的現值	
		2019	2018	2019	2018
		二零一九年	二零一八年	二零一九年	二零一八年
		千港元	千港元	千港元	千港元
Within one year	一年內	540	—	496	—
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	225	—	220	—
		765	—	716	—
Less: Future finance charges	減：未來融資費用	(49)	—	N/A 不適用	—
Present value of lease obligations	租賃承擔現值	716	—	716	—
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於十二個月內 到期償付之款項 (列入流動負債)			(496)	—
Amount due for settlement after 12 months	十二個月後到期償付 之款項			220	—

The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise a lease liability relating to a lease which was previously classified as operating lease under HKAS 17. Comparative information as at 31 December 2018 has not been restated. Further details on the impact of the transition to HKFRS 16 are set out in note 3.

本集團已採用經修訂追溯法首次應用香港財務報告準則第16號，並調整於二零一九年一月一日的期初結餘以確認與先前根據香港會計準則第17號歸類為經營租賃的租賃項目相關的租賃負債。於二零一八年十二月三十一日之比較資料並未重列。有關過渡至香港財務報告準則第16號之影響的進一步詳情載於附註3。

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25. SHARE CAPITAL

25. 股本

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Authorised:	法定：		
15,000,000,000 ordinary shares of HK\$0.02 each	15,000,000,000股每股面值0.02港元之普通股	300,000	300,000
Issued and fully paid:	已發行及繳足：		
1,606,649,882 ordinary shares of HK\$0.02 each	1,606,649,882股每股面值0.02港元之普通股	32,133	32,133

A summary of the movements in the issued share capital of the Company during the year is as follows:

年內本公司已發行股本變動概要如下：

		Number of ordinary shares of HK\$0.02 each 每股面值0.02 港元之普通股 數目	Par value 面值 HK\$'000 千港元
	Note 附註		
At 1 January 2018		1,092,149,882	21,843
Issue of shares on placements	(a)	487,000,000	9,740
Exercise of share options	(b)	27,500,000	550
At 31 December 2018, 1 January 2019 and 31 December 2019		1,606,649,882	32,133

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25. SHARE CAPITAL (Continued)

Notes:

- (a) On 29 March 2018, the Company entered into a placing agreement with Supreme China Securities Limited (“Supreme”) as placing agent where Supreme agreed to place on a best effort basis a maximum of 220,000,000 new shares of the Company (“Placing Share I”) of HK\$0.02 each at HK\$0.135 per Placing Share I to at least six placees who were professional investors according to the definition of the Securities and Future Ordinance. The intended and actual use of proceeds from the share placement was for general working capital and investments. The placing transaction was completed on 23 April 2018 and a total of 220,000,000 shares were issued. The gross and net proceeds were approximately HK\$29,700,000 and HK\$28,958,000 respectively. The net price was approximately HK\$0.132.

On 12 July 2018, the Company entered into a placing agreement with Supreme as placing agent where Supreme agreed to place on a best effort basis a maximum of 267,000,000 new shares of the Company (“Placing Share II”) of HK\$0.02 each at HK\$0.175 per Placing Share II to at least six placees who were professional investors according to the definition of the Securities and Future Ordinance. The intended and actual use of proceeds from the share placement was for general working capital and investments. The placing transaction was completed on 1 August 2018 and a total of 267,000,000 shares were issued. The gross and net proceeds were approximately HK\$46,725,000 and HK\$45,557,000 respectively. The net price was approximately HK\$0.171.

- (b) During the year ended 31 December 2018, the subscription rights attaching to 27,500,000 shares options issued pursuant to the share option scheme of the Company were exercised at the subscription price of HK\$0.15 per share, resulting in the issue of 27,500,000 shares of HK\$0.02 each for a total cash consideration of approximately HK\$4,125,000.

25. 股本(續)

附註：

- (a) 於二零一八年三月二十九日，本公司與智華證券有限公司(「智華」)(作為配售代理)訂立一項配售協議，據此，智華同意盡力以每股配售股份I 0.135港元配售最多220,000,000股每股面值0.02港元之本公司新股份(「配售股份I」)予不少於六名承配人(為專業投資者(定義見證券及期貨條例))。股份配售所得款項之擬定及實際用途為一般營運資金及投資。配售交易已於二零一八年四月二十三日完成及合共發行220,000,000股股份。所得款項總額及淨額分別約29,700,000港元及28,958,000港元。配售淨價約0.132港元。

於二零一八年七月十二日，本公司與智華(作為配售代理)訂立一項配售協議，據此，智華同意盡力以每股配售股份II 0.175港元配售最多267,000,000股每股面值0.02港元之本公司新股份(「配售股份II」)予不少於六名承配人(為專業投資者(定義見證券及期貨條例))。股份配售所得款項之擬定及實際用途為一般營運資金及投資。配售交易已於二零一八年八月一日完成及合共發行267,000,000股股份。所得款項總額及淨額分別約為46,725,000港元及45,557,000港元。配售淨價約0.171港元。

- (b) 於截至二零一八年十二月三十一日止年度，認購權持有人按每股股份0.15港元之認購價行使根據本公司購股權計劃發行的27,500,000份購股權所附的認購權，本公司發行27,500,000股每股面值0.02港元的股份，收到總現金代價約為4,125,000港元。

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25. SHARE CAPITAL (Continued)

The Group's objectives when managing capital are:

- (i) To safeguard the Group's ability to continue as a going concern, so that it continues to provide returns and benefits for stakeholders;
- (ii) To support the Group's stability and growth; and
- (iii) To provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities.

The Group also balances its overall capital structure periodically. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares. The Group will also consider the raise of long-term borrowings as second resource of capital when investment opportunities arise and the return of such investments will justify the cost of debts from the borrowings.

25. 股本(續)

本集團管理資本時之目標是：

- (i) 維護本集團之持續經營能力，使其持續為持份者提供回報及利益；
- (ii) 維持本集團之穩定性及增長；及
- (iii) 為增強本集團風險管理能力而提供資本。

考慮到本集團之未來資本要求及資本效益、現時及預測盈利能力、預測經營現金流量、預測資本開支及預測策略投資機遇，本集團積極定期檢討及管理其資本架構，以確保完善的資本架構及股東回報。

本集團亦定期平衡其整體資本架構。本集團因經濟狀況變動及相關資產之風險特性而管理資本架構並作出調整。為維持或調整資本架構，本集團或會調整向股東支付之股息金額、回撥資金予股東或發行新股份。本集團亦會在投資機遇出現時，考慮籌措長期借款作為資金之另一來源，而該等投資回報亦將會令借款之債務成本用得其所。

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25. SHARE CAPITAL (Continued)

The Group regards total equity as capital, for capital management purpose. The amount of capital as at 31 December 2019 amounted to approximately HK\$69,214,000 (2018: HK\$134,858,000), in which the Group considers as optimal having considered the projected capital expenditures and the projected strategic investment opportunities.

The Group also endeavours to ensure the steady and reliable cash flow from the normal business operation. For the year ended 31 December 2018, the Group did not raise any debts.

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 received a report from share registrars on substantial share interests showing the non-public float and it demonstrated continuing compliance with the 25% limit throughout the year.

25. 股本(續)

本集團就資本管理用途而將權益總額視為資本。於二零一九年十二月三十一日之資本金額約69,214,000港元(二零一八年:134,858,000港元)，此乃由本集團經考慮預測資本開支及預測策略投資機遇後認為達最佳水平。

本集團亦致力確保自日常業務經營中取得穩定及可靠現金流量。截至二零一八年十二月三十一日止年度，本集團並無新增任何債務。

僅有的外加資本要求是，本集團要維持其在聯交所之上市地位，其須有最少25%股份的公眾持股量。本集團自股份登記處接獲一份顯示非公眾持股量之有關主要股份權益之報告，其證明本集團於整個年度內一直遵守25%限額。

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26. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

26. 本公司財務狀況表及儲備變動

(a) 本公司財務狀況表

		At 31 December 於十二月三十一日	
		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	7	85
Right-of-use assets	使用權資產	714	—
Investments in subsidiaries	於附屬公司之投資	—	3,325
		721	3,410
Current assets	流動資產		
Financial assets at FVTPL	透過損益按公平值計算之 財務資產	68,867	111,843
Deposits and prepayments	按金及預付款項	153	—
Due from subsidiaries	應收附屬公司款項	13,631	22,505
Bank and cash balances	銀行及現金結餘	806	815
		83,457	135,163
Current liabilities	流動負債		
Margin payable and accruals	應付保證金及應計費用	14,263	452
Lease liabilities	租賃負債	496	—
		14,759	452
Net current assets	流動資產淨值	68,698	134,711
Total assets less current liabilities	總資產減流動負債	69,419	138,121
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	220	—
NET ASSETS	資產淨值	69,199	138,121

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26. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

(a) Statement of financial position of the Company (Continued)

26. 本公司財務狀況表及儲備變動(續)

(a) 本公司財務狀況表(續)

		At 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		Note	
		附註	
Equity attributable to owners of the company	本公司擁有人應佔權益		
Share capital	股本	25	32,133
Reserves	儲備	27(b)	105,988
TOTAL EQUITY	總權益		138,121

Approved by the Board of Directors on 26 March 2020 and is signed on its behalf by:

於二零二零年三月二十六日經董事會批准及由以下董事代表簽署：

Chan Chi Hang

陳志恆

Executive Director

執行董事

Liu Hailong

劉海龍

Non-executive Director

非執行董事

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26. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

(b) Reserve movement of the Company

26. 本公司財務狀況表及儲備變動(續)

(b) 本公司儲備變動

		Share premium	Capital reduction reserve	Share option reserve	Accumulated losses	Total
		股份溢價	資本削減儲備	購股權儲備	累計虧損	總計
		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
At 1 January 2018	於二零一八年一月一日	194,740	19,444	1,583	(153,894)	61,873
Total comprehensive income for the year	年內全面收益總額	—	—	—	(24,235)	(24,235)
Issue of shares on placements (note 25(a))	配售時發行股份(附註25(a))	66,685	—	—	—	66,685
Share issue expenses	股份發行開支	(1,910)	—	—	—	(1,910)
Issue of shares under share option scheme (note 25(b))	按購股權計劃發行股份(附註25(b))	5,158	—	(1,583)	—	3,575
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	264,673	19,444	—	(178,129)	105,988
Total comprehensive income for the year	年內全面收益總額	—	—	—	(68,922)	(68,922)
At 31 December 2019	於二零一九年十二月三十一日	264,673	19,444	—	(247,051)	37,066

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27. 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 account

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the 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 they fall due in the ordinary course of business. The share premium may also be distributed in the form of fully paid bonus shares.

(ii) Capital reduction reserve

Capital reduction reserve represents the credit arising from the reduction of par value of issued share capital after cancelling the accumulated losses of the Company in 2012. The reserve may be utilised by the directors as a distributable reserve in accordance with the articles of association of the Company and all applicable laws.

(iii) Share option reserve

The share option reserve represents the fair value of the actual or estimated number of unexercised share options granted to directors, employees and consultants of the Group recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 4(o) to the consolidated financial statements.

27. 儲備

(a) 本集團

本集團儲備金額及當中變動在綜合損益及其他全面收益表以及綜合權益變動表中呈列。

(b) 儲備之性質及目的

(i) 股份溢價賬

根據開曼群島公司法，本公司股份溢價賬資金可供派付予本公司之股東，惟在緊隨建議分派股息當日以後，本公司須有能力清償其在日常業務中到期之債務。股份溢價亦可以繳足紅股之方式分派。

(ii) 資本削減儲備

資本削減儲備指於二零一二年註銷本公司累計虧損後導致削減已發行股本面值之入賬。儲備可由董事根據本公司組織章程細則及所有適用法例用作可予分派儲備。

(iii) 購股權儲備

購股權儲備指授予本集團董事、僱員及顧問之尚未行使購股權實際或估算數目之公平值，根據綜合財務報表附註4(o)所載就權益結算股份基礎付款所採納之會計政策確認。

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27. RESERVES (Continued)

(b) Nature and purpose of reserves (Continued)

(iv) Foreign currency translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(b) to the consolidated financial statements.

28. NET ASSET VALUE PER SHARE

The calculation of the net asset value per share is based on the net assets of the Group as at 31 December 2019 of approximately HK\$69,214,000 (2018: HK\$134,858,000) and the number of ordinary shares of 1,606,649,882 (2018: 1,606,649,882) in issue as at that date.

29. SHARE-BASED PAYMENTS

Equity-settled share option scheme

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants include the full-time and part-time employees, executives, officers, directors, business consultants, suppliers, customers, legal and financial advisers of the Company and the Company's subsidiaries. The Scheme became effective on 12 January 2012 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of shares options in excess of this limit is subject to shareholders' approval in a general meeting.

27. 儲備(續)

(b) 儲備之性質及目的(續)

(iv) 外幣換算儲備

外幣換算儲備包括所有換算海外業務財務報表產生之匯兌差異，乃根據綜合財務報表附註4(b)所載會計政策進行處理。

28. 每股資產淨值

每股資產淨值乃按照於二零一九年十二月三十一日本集團淨資產約為69,214,000港元(二零一八年：134,858,000港元)及於該日已發行1,606,649,882股普通股(二零一八年：1,606,649,882股)計算。

29. 股份基礎付款

權益結算購股權計劃

本公司為向貢獻本集團業務成就的合資格參與者提供激勵和獎勵而推行購股權計劃(「該計劃」)。合資格參與者包括本公司及本公司附屬公司之全職及兼職僱員、行政人員、主管、董事、商業顧問、供應商、客戶、法律及財務顧問。該計劃於二零一二年一月十二日生效，除非另行取消或修訂，否則自該日期起維持10年有效。

目前根據該計劃允許授出之尚未行使購股權最大數目，一經行使，則相當於任何時間發行之本公司股份10%。在任何12個月期間根據購股權可發行予該計劃各合資格參與者之股份最大數目，限於任何時間發行之本公司股份1%。倘進一步授出之購股權超過此限額，則須經股東在股東大會上批准，方可作實。

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29. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option scheme (Continued)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than five years from the date of the offer of the share options or the expiry date of the Scheme, if earlier.

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares on the date of the offer, when applicable.

Share options do not confer rights on the holder to dividends or to vote at shareholders' meetings.

No share options were granted, forfeited, exercised or expired under the Scheme during the year.

There were no outstanding share options as at 31 December 2019 and 2018.

29. 股份基礎付款(續)

權益結算購股權計劃(續)

授予本公司董事、主要行政人員或主要股東或彼等任何聯繫人士之購股權須事先經獨立非執行董事批准方可作實。此外，授予本公司主要股東或獨立非執行董事或彼等任何聯繫人士之任何購股權，倘於任何12個月期間超過任何時間發行之本公司股份0.1%或總值(按本公司股份於授出日期價格計算)超過5,000,000港元，則須事先在股東大會經股東批准，方可作實。

可於承授人支付名義代價合共1港元後自要約日期起21日內，接納授出購股權之要約。所授購股權之行使期可由董事釐定，並於某一歸屬期後起計及於不遲於購股權要約日期起五年之日期或該計劃屆滿日期(以較早者為準)結束。

購股權行使價可由董事釐定，惟不得低於(i)本公司股份於購股權要約日期之聯交所收市價；(ii)本公司股份緊接要約日期前五個交易日之平均聯交所收市價；及(iii)本公司股份於要約日期之面值(如適用)(以最高者為準)。

購股權並不賦予持有人收取股息或在股東大會上投票之權利。

年內並無購股權根據該計劃獲授出、沒收、行使或屆滿。

於二零一九年及二零一八年十二月三十一日，概無尚未行使之購股權。

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30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Disposal of subsidiaries

(i) Disposal of Colour Charm

On 31 December 2019, the Group disposed of the entire issued share capital in Colour Charm at a cash consideration of approximately HK\$1,300,000.

Net assets of Colour Charm at the date of disposal were as follows:

30. 綜合現金流量表附註

(a) 出售附屬公司

(i) 出售彩昌

於二零一九年十二月三十一日，本集團以現金代價約1,300,000港元出售彩昌之全部已發行股本。

彩昌於出售日期之資產淨值如下：

	HK\$'000 千港元
Property, plant and equipment (note 17) 物業、廠房及設備(附註17)	151
Net assets disposed of 出售資產淨值	151
Gain on disposal of a subsidiary 出售一間附屬公司之收益	1,149
Total consideration satisfied by cash 以現金支付之總代價	1,300
Net cash inflow arising on disposal: 出售產生之現金淨流入： Cash consideration received 已收現金代價	1,300

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30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(a) Disposal of subsidiaries (Continued)

(ii) Disposal of Affluent Crest

On 31 December 2019, the Group disposed of the entire issued share capital in Affluent Crest at a cash consideration of approximately HK\$147,000.

Net assets of Affluent Crest at the date of disposal were as follows:

30. 綜合現金流量表附註(續)

(a) 出售附屬公司(續)

(ii) 出售峰冠

於二零一九年十二月三十一日，本集團以現金代價約147,000港元出售峰冠之全部已發行股本。

峰冠於出售日期之資產淨值如下：

		HK\$'000 千港元
Right-of-use assets (note 18)	使用權資產(附註18)	2,861
Deposits and prepayments	按金及預付款項	541
Accruals	應計費用	(23)
Lease liabilities	租賃負債	(3,232)
Net assets disposed of	出售資產淨值	147
Gain on disposal of a subsidiary	出售一間附屬公司之收益	—
Total consideration satisfied by cash	以現金支付之總代價	147
Net cash inflow arising on disposal: Cash consideration received	出售產生之現金淨流入： 已收現金代價	147

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30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Reconciliation of liabilities arising from financing activities

The table below details 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.

	Impact on initial application of HKFRS 16 (note 3)	Restated balance at 1 January 2019	New leases entered	Cash flows	Disposal of a subsidiary	31 December 2019
	初次應用香港財務報告準則第16號的影響	於二零一九年一月一日的經重列結餘	新訂租約	現金流量	出售一間附屬公司	二零一九年十二月三十一日
	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
Lease liabilities (note 24)	—	1,202	3,825	(1,079)	(3,232)	716
租賃負債 (附註24)	—	1,202	3,825	(1,079)	(3,232)	716

(c) Total cash outflow for leases

Amounts included in the consolidated statement of cash flows for leases 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	1,513	3,371
Within financing cash flows	1,079	—
	2,592	—

30. 綜合現金流量表附註(續)

(b) 融資活動所產生之負債對賬

下表為本集團融資活動所產生負債之變動詳情，包括現金及非現金變動。融資活動所產生之負債指現金流量或日後現金流量將於本集團綜合現金流量表分類為融資活動所產生現金流量之負債。

(c) 租賃現金流出總額

綜合現金流量表內所計入租賃的款項包括以下各項：

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30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(c) Total cash outflow for leases (Continued)

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	2,706	3,371

31. CONTINGENT LIABILITIES

As at 31 December 2019, the Group did not have any significant contingent liabilities (2018: Nil).

32. OPERATING LEASE ARRANGEMENTS

At 31 December 2018, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

	HK\$'000 千港元
Within one year	803
In the second to fifth years inclusive	765
	<u>1,568</u>

Operating lease payments represented rentals payable by the Group for its office, accommodation property and berth of yacht. Leases are negotiated for terms ranging from 1 month to 3 years and rentals are fixed over the lease terms and do not include contingent rentals.

The Group regularly entered into short-term leases for accommodation property and berth of yacht. As at 31 December 2019, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed in note 18, and the outstanding lease commitments relating to these leases is approximately HK\$35,000.

30. 綜合現金流量表附註(續)

(c) 租賃現金流出總額(續)

該等金額與以下項目有關：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
租賃現金流出總額	2,706	3,371

31. 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(二零一八年：無)。

32. 經營租賃安排

於二零一八年十二月三十一日，不可取消經營租賃下之合共未來最低租賃款項須予支付如下：

	HK\$'000 千港元
一年內	803
第二至第五年(包括首尾兩年)	765
	<u>1,568</u>

經營租賃款項指本集團應付之辦公室、住所物業及遊艇泊位租金。租賃協定年期為1個月至3年，而租金於租賃期間固定且不包括或然租金。

本集團定期就住宿物業及遊艇泊位訂立短期租賃。於二零一九年十二月三十一日，短期租賃投資組合與附註18中所披露的短期租賃支出的短期租賃投資組合相若，及與該等租賃有關的未償還租賃承擔約為35,000港元。

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33. RELATED PARTY TRANSACTIONS

Compensation of key management personnel

The remuneration of directors and other key management during the year was as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Short-term benefits	短期福利	3,635	3,967
Post-employment benefits	退休福利	20	39
		3,655	4,006

34. EVENTS AFTER THE REPORTING PERIOD

(a) On 30 December 2019, the Company entered into a placing agreement with Orient Securities Limited (“Orient”) as placing agent where Orient agreed to place on a best effort basis a maximum of 321,000,000 new shares of the Company (“Placing Share III”) of HK\$0.02 each at HK\$0.1 per Placing Share III to at least six placees who were professional investors according to the definition of the Securities and Futures Ordinance. The intended and actual use of proceeds from the share placement was for general working capital and investments.

The placing transaction was completed on 23 January 2020 and a total of 321,000,000 shares were issued. The gross and net proceeds were approximately HK\$32,100,000 and HK\$31,137,000 respectively. The net price was approximately HK\$0.097 per Placing Share III. Details of the placing transaction were set out in the announcements of the Company dated 30 December 2019 and 23 January 2020 respectively.

33. 關連方交易

主要管理人員之酬金

年內，董事及其他主要管理人員之薪酬如下：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Short-term benefits	3,635	3,967
Post-employment benefits	20	39
	3,655	4,006

34. 報告期後事項

(a) 於二零一九年十二月三十日，本公司與東方滙財證券有限公司（「東方滙財」，作為配售代理）訂立配售協議，據此，東方滙財同意盡全力以每股配售股份III價格0.1港元配售最多321,000,000股每股面值0.02港元的本公司新股份（「配售股份III」）予不少於六名身為專業投資者（定義見證券及期貨條例）的承配人。股份配售所得款項之擬定及實際用途為一般營運資金及投資。

配售交易已於二零二零年一月二十三日完成及合共發行321,000,000股股份。所得款項總額及淨額分別為約32,100,000港元及31,137,000港元，每股配售股份III淨價約0.097港元。配售交易詳情載於本公司日期分別為二零一九年十二月三十日及二零二零年一月二十三日之公告。

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

34. EVENTS AFTER THE REPORTING PERIOD (Continued)

- (b) After the coronavirus outbreak in early 2020, a series of precautionary and control measures has been and continued to be implemented across the globe. The Group is paying close attention to the development of, and the effect to business and economic activities caused by, the coronavirus outbreak and evaluating its impact on the Group. Given the uncertainties brought by the coronavirus outbreak, it is not practicable to provide a reasonable estimate of its financial effect on the Group's financial position, cash flows and operating results at the date of approval of these consolidated financial statements.
- (c) As at the date of approval of these consolidated financial statements, the realised losses and unrealised gain on financial assets at fair value through profit or loss from changes in fair value on financial assets at FVTPL held as at 31 December 2019 amounted to approximately HK\$15,628,000 and HK\$5,680,000 respectively.

34. 報告期後事項(續)

- (b) 在二零二零年初冠狀病毒爆發後，一系列預防和控制措施已在全球實施。本集團一直密切關注冠狀病毒爆發的發展以及由此引起的商業和經濟活動的影響，並評估其對本集團的影響。鑒於冠狀病毒爆發帶來的不確定性，在本綜合財務報表獲批准日期並未能合理估算其對本集團的財務狀況、現金流及經營業績的財務影響。
- (c) 於本綜合財務報表獲批准日期，於二零一九年十二月三十一日因透過損益按公平值計算之財務資產之公平值變動導致透過損益按公平值計算之財務資產之已變現虧損及未變現收益分別約為15,628,000港元及5,680,000港元。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

A summary of the published results and of the assets and liabilities of the Group for last five financial years, as extracted from the audited financial statements, is set out below. The summary does not form part of the audited financial statements.

摘錄自經審核財務報表之最近五個財政年度之本集團所公佈業績以及資產及負債之概要載於下文。概要並不構成經審核財務報表之部份。

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
RESULTS	業績					
Revenue	收入	1	18	—	1	1
Loss before tax	除稅前虧損	(65,683)	(27,128)	(45,370)	(37,656)	(34,148)
Income tax expense	所得稅開支	—	—	—	—	—
Loss for the year attributable to owners of the Company	本公司擁有人應佔年度虧損	(65,683)	(27,128)	(45,370)	(37,656)	(34,148)
ASSETS AND LIABILITIES	資產及負債					
Non-current assets	非流動資產	17,182	21,371	18,827	3,572	1,037
Current assets	流動資產	69,917	113,983	64,941	67,340	40,364
Current liabilities	流動負債	(17,665)	(496)	(399)	(387)	(1,415)
Non-current liabilities	非流動負債	(220)	—	—	—	—
Net assets attributable to owners of the Company	本公司擁有人應佔資產淨值	69,214	134,858	83,369	70,525	39,986

CORPORATE INFORMATION

公司資料



BOARD OF DIRECTORS

Executive Director

CHAN Chi Hang

Non-executive Director

Liu Hailong (*Chairman*)

Independent Non-Executive Directors

YIP Ming

TSANG Chung Sing Edward

ZHANG Bin

WANG Ruiyang

COMPANY SECRETARY

WONG Ka Shing *CPA, ACCA*

AUDIT COMMITTEE

TSANG Chung Sing Edward (*Chairman*)

YIP Ming

ZHANG Bin

REMUNERATION COMMITTEE

ZHANG Bin (*Chairman*)

YIP Ming

TSANG Chung Sing Edward

NOMINATION COMMITTEE

YIP Ming (*Chairman*)

TSANG Chung Sing Edward

ZHANG Bin

REGISTERED OFFICE

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

董事會

執行董事

陳志恆

非執行董事

劉海龍(*主席*)

獨立非執行董事

葉明

曾松星

張彬

王瑞陽

公司秘書

黃嘉盛 *CPA, ACCA*

審核委員會

曾松星(*主席*)

葉明

張彬

薪酬委員會

張彬(*主席*)

葉明

曾松星

提名委員會

葉明(*主席*)

曾松星

張彬

註冊辦事處

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

CORPORATE INFORMATION

公司資料

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2202, 22nd Floor
118 Connaught Road West
Hong Kong

INVESTMENT MANAGER

Avia Asset Management Limited
Unit A, Level 9, Fortis Tower
77-79 Gloucester Road, Wanchai
Hong Kong

AUDITOR

RSM Hong Kong

CUSTODIANS

UOB Kay Hian (Hong Kong) Limited
China Tonghai Securities Limited
I Win Securities Limited
Head & Shoulders Securities Limited

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
Bank of China (Hong Kong) Limited
Bank of Communications Hong Kong Branch

STOCK CODE

2312

WEBSITE

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

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干諾道西118號
22樓2202室

投資經理

輝亞資產管理有限公司
香港
灣仔告士打道77-79號
富通大廈9樓A室

核數師

羅申美會計師事務所

託管商

大華繼顯(香港)有限公司
中國通海證券有限公司
一盈證券有限公司
聯合證券有限公司

香港股份過戶登記處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心54樓

主要往來銀行

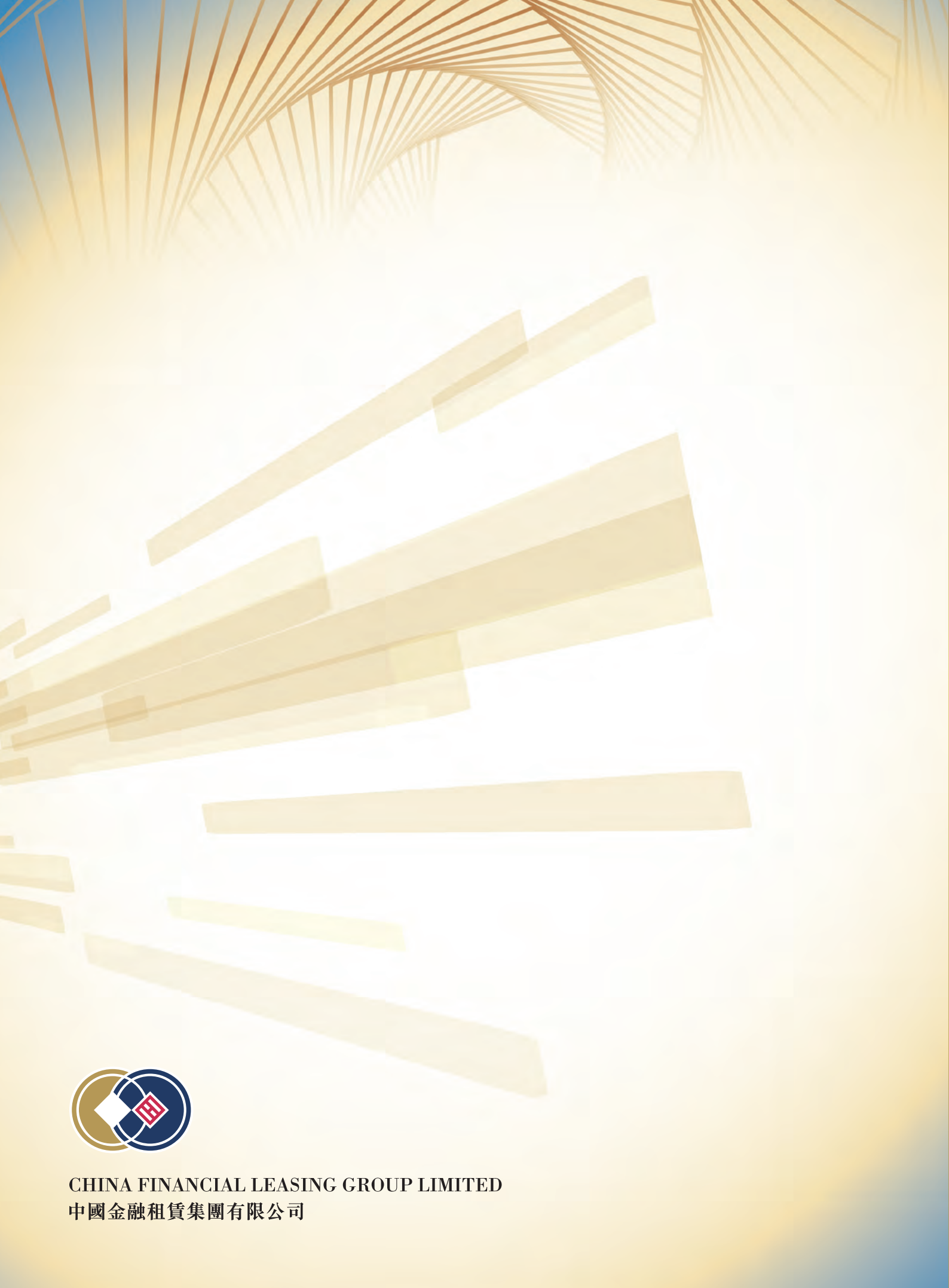
星展銀行(香港)有限公司
中國銀行(香港)有限公司
交通銀行香港分行

股份代號

2312

網址

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CHINA FINANCIAL LEASING GROUP LIMITED
中國金融租賃集團有限公司