



# South China Financial Holdings Limited 南華金融控股有限公司

Incorporated in Hong Kong with limited liability  
Stock Code : 00619



ANNUAL REPORT  
**2019**



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# Corporate Information

## BOARD OF DIRECTORS

### Executive Directors

Mr. Ng Hung Sang (*Chairman*)

Ms. Cheung Choi Ngor (*Vice Chairman*)

Ms. Ng Yuk Mui Jessica

(*Executive Vice Chairman and Chief Executive Officer*)

### Independent Non-executive Directors

Hon. Raymond Arthur William Sears, Q.C.

Mrs. Tse Wong Siu Yin Elizabeth

Mr. Tung Woon Cheung Eric

## AUDIT COMMITTEE

Mr. Tung Woon Cheung Eric

(*Chairman of the Committee*)

Hon. Raymond Arthur William Sears, Q.C.

Mrs. Tse Wong Siu Yin Elizabeth

## REMUNERATION & NOMINATION

### COMMITTEE

Mrs. Tse Wong Siu Yin Elizabeth

(*Chairman of the Committee*)

Hon. Raymond Arthur William Sears, Q.C.

Mr. Tung Woon Cheung Eric

## COMPANY SECRETARY

Mr. Watt Ka Po James

## REGISTERED OFFICE

28th Floor,

Bank of China Tower

1 Garden Road

Central

Hong Kong

## AUDITOR

Ernst & Young

*Certified Public Accountants*

## BANKERS

Standard Chartered Bank (Hong Kong) Limited

Bank of Communications Co., Ltd

Chong Hing Bank Limited

Bank of China (Hong Kong) Limited

Nanyang Commercial Bank, Limited

Hang Seng Bank Limited

The Bank of East Asia, Limited

Dah Sing Bank, Limited

Industrial and Commercial Bank of China (Asia) Limited

OCBC Wing Hang Bank Limited

China Construction Bank (Asia) Corporation Limited

DBS Bank (Hong Kong) Limited

The Hongkong and Shanghai Banking Corporation  
Limited

China CITIC Bank International Limited

Fubon Bank (Hong Kong) Limited

Chiyu Banking Corporation Ltd.

CIMB Bank Berhad

## SHARE REGISTRAR AND TRANSFER

### OFFICE

Union Registrars Limited

Suites 3301-04, 33/F.,

Two Chinachem Exchange Square

338 King's Road

North Point

Hong Kong

## STOCK CODE

00619

## WEBSITE

<http://www.sctrade.com>

# Chairman's Statement and Management Discussion and Analysis

I am pleased to report the activities of South China Financial Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended 31 December 2019.

## FINANCIAL SUMMARY

The Group has, like all comparable firms within this sector, encountered an extremely challenging operating environment in 2019. That said, the aggregate revenue of the Group increased from HK\$143.9 million for 2018 by 42% to HK\$204.1 million for the year ended 31 December 2019. The loss after tax decreased by 66% to HK\$77.5 million for the year ended 31 December 2019 as opposed to the loss after tax of HK\$228 million for the year ended 31 December 2018.

## DIVIDEND

No interim dividend was paid (2018: Nil). The Board does not recommend the payment of a final dividend for the year ended 31 December 2019 (2018: Nil).

## BUSINESS REVIEW

### Brokerage

Brokerage commission income dropped in line with market turnover by 22.4% from HK\$42.5 million last year to HK\$33.0 million for the year ended 31 December 2019 and the operating loss of this business segment increased from HK\$24.3 million for the year ended 31 December 2018 to HK\$29.4 million for the year ended 31 December 2019. The financial market of Hong Kong has been negatively impacted by widespread social unrest that has taken place since June 2019 and the uncertainties created by ongoing trade negotiations between the U.S. and China. These factors have led to poor investor sentiment with the majority of investors electing to leave the market temporarily in the second half of the year. This was demonstrated by daily market turnover on the Hong Kong stock exchange plummeting by 19% from HK\$107.4 billion to HK\$87.2 billion between Year 2018 and Year 2019. In addition to these factors the majority of our Group's marketing events were cancelled or postponed due to a series of protests and demonstrations. Our strategic initiative to explore the Greater Bay Area ("GBA") was postponed due to a demonstrable reduction in the numbers of inbound visitors to Hong Kong in the second half of the year.

### Margin financing and Money Lending

Interest income recorded for the year ended 31 December 2019 was HK\$24.4 million compared to HK\$28.9 million for the year ended 31 December 2018. The Hong Kong stock market has been depleted of momentum since May 2019 and has experienced a significant decrease in liquidity.

The margin loan balance was reduced by 48% from HK\$264.2 million at 31 December 2018 to HK\$136.8 million at 31 December 2019. The operating profit of this segment was HK\$1.7 million for the year ended 31 December 2019 when compared to operating profit of HK\$3.8 million for last year. In addition to the market downturn, new margin financing regulations, which came into effect on 4 October 2019, put further pressure on the size of our margin loan portfolio.

# Chairman's Statement and Management Discussion and Analysis

## Corporate advisory and underwriting

During the year ended 31 December 2019 the Group completed three IPO deals earning revenue of HK\$23.6 million, representing a reduction of 21.3% from the revenue of HK\$30.0 million earned by this segment in the year ended 31 December 2018. The operating loss for 2019 was HK\$18.8 million as opposed to the operating profit of HK\$0.5 million for the year ended 31 December 2018. This has been a very challenging year for our investment banking business and reflects a downturn in activity on the Hong Kong Stock Exchange more generally. The total number of newly listed companies on the Hong Kong Stock Exchange in 2019 was 183, a decrease of approximately 16.1% compared to 2018 with 218 newly listed companies. The bribery scandal of the Listing Division of Hong Kong Exchange and Clearing Limited ("HKEx") in the first half of the year, together with the US-China Trade War and the succession of incidents involving violent social unrest in the second half of the year has seriously dampened market investors' appetite for Initial Public Offer ("IPO") deals and companies seeking to list in Hong Kong. As a response to the subdued economic environment we have reduced our headcount in this area by more than 50% in the second half of 2019.

## Asset and Wealth management

For the year ended 31 December 2019, this business segment recorded revenue of HK\$3.5 million as opposed to HK\$2.8 million for the year ended 31 December 2018, representing an increase of 25%. The Asset Management team was appointed by a Korean bank to manage their private pre-IPO fund which was established in Hong Kong, and the Wealth Management team extended its product range to bonds during the year. Combined with the continuous costs cutting measures taken for this business segment, the operating loss was significantly reduced from HK\$15.5 million for last year to HK\$5.9 million for the current year.

## Media and Financial Public Relations

The revenue and operating loss of the media business segment were HK\$49.1 million and HK\$38.0 million respectively for the year ended 31 December 2019 compared to HK\$54.9 million and HK\$29.1 million respectively for the year ended 31 December 2018. South China Media is one of the key players of financial and lifestyle media brands magazines in Hong Kong and provides a broad spectrum of media related services from print and digital media platforms to event and marketing services. The adversity in the economic and business environments resulted from the global economic uncertainty and the recent social unrest in Hong Kong has further weakened the consumer sentiment and resulted in the decline in advertising spending in the market. Despite this, digital and multimedia income, continued to see double digit growth, and was able to compensate in part, the reduction in print advertising income and event and marketing income.

During the year, the media division continued to focus on investing on the development of its digital offerings and products in order to transform into a multimedia company and provide services to clients through a variety of channels.

## Chairman's Statement and Management Discussion and Analysis

### Trading and Investment

The Group's investment portfolio, which was mainly booked under financial assets at fair value through profit or loss, decreased from HK\$431.2 million as at 31 December 2018 to HK\$414.3 million as at 31 December 2019. The major investment holds and their fair value gains or losses are listed below:

Stock code	Name of security	Carrying amount as at 31 December 2019 HK\$'000	Percentage of shareholding interest	Fair value gain/(loss) during the year HK\$'000
670	China Eastern Airlines Corporation Limited	95,822	0.14%	(1,393)
413	South China Holdings Co. Ltd.	83,007	3.41%	(4,570)
3988	Bank of China Limited	73,232	0.01%	(3,921)
1033	Sinopec Oilfield Service Corporation	37,845	0.23%	9,425
1097	i-CABLE Communications Limited	29,688	6.50%	(13,405)
Others		94,671		436
		414,265		(13,428)

The Hang Seng Index ("HSI") closed at a relatively low level of 25,846 on 31 December 2018. During the first quarter of 2019, the HSI resumed its uptrend and climbed to 30,157 in April but the sudden halt of trade negotiations between China and the U.S. and the occurrence of a series of violent social unrest events drove the HSI down to its lowest level at 24,900 in August. Upon the announcement of the first phase of a trade agreement China and U.S. in mid December, the HSI ended at 28,190 as at 31 December 2019. The Group took advantage of various opportunities during a market rebound during the year ended 31 December 2019 and recognized a gain of HK\$19.0 million from its trading and investment business segment as opposed to the loss of HK\$52.7 million for the year ended 31 December 2018. In addition, the fair value loss on financial assets for the year ended 31 December 2019 was HK\$13.4 million, which significantly less than the fair value loss of HK\$146.9 million for the year ended 31 December 2018.

# Chairman's Statement and Management Discussion and Analysis

## Property Investment

The value of commercial real estate in Hong Kong remained strong in the first half year of 2019 but due to social unrest in the second half of 2019, and the recent novel coronavirus disease 2019 ("COVID-19"), the local real property market has signaled a possible downturn. A revaluation gain of HK\$21 million, representing 4% of the fair value of our investment property as at 31 December 2018, was recorded for the year. The fair value of the investment properties increased from HK\$529 million as at 31 December 2018 to HK\$550 million as at 31 December 2019. Gross rental income for the year also increased by 7.6% to HK\$12.8 million from HK\$11.9 million for the year ended 31 December 2018.

## EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

As at 31 December 2019, the Group had no significant exposure to fluctuations in foreign exchange rates and any related hedges.

## CAPITAL STRUCTURE

### Use of proceeds update

#### *Use of Proceeds of the 2016 Rights Issue Update*

With reference to the announcement dated 3 July 2019, the unutilised proceeds of approximately HK\$280 million from the 2016 Rights Issue has been used for the development of the Group's existing trading and investment business. As a result, there is no more outstanding unutilised proceeds as at 31 December 2019.

## LIQUIDITY AND FINANCIAL RESOURCES

The Group had obtained short term bank credit facilities which were reviewed on a yearly basis and long term mortgage loans. The facilities for the share margin finance operations were secured by the securities of the Group and its margin clients. The outstanding credit facilities were guaranteed by the Company.

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. Net debt includes interest-bearing bank borrowings, other borrowings, less cash and bank balances while capital represents total equity. As at 31 December 2019, net debt and capital amounted to HK\$477.0 million (2018: HK\$531.4 million) and HK\$835.8 million (2018: HK\$914.4 million) respectively, represented a gearing ratio of approximately 36.3% (2018: 36.8%).

The Group had a cash balance of HK\$89.5 million at the end of the year (2018: HK\$108.5 million). The Group had sufficient working capital to meet its operational needs.

## CHARGES ON ASSETS

As at 31 December 2019, the Group's investment properties, inventories and listed securities held in trading and investment portfolio were pledged to banks for banking facilities.

# Chairman's Statement and Management Discussion and Analysis

## CONTINGENT LIABILITIES

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

## INVESTMENTS

For the year ended 31 December 2019, the Group's portfolio of Hong Kong listed securities decreased due to net disposal and the revaluation loss during the year.

## EMPLOYEES

As at 31 December 2019, the total number of employees of the Group was 240 (31 December 2018: 280). Employee's cost (including directors' emoluments) amounted to approximately HK\$117.4 million for the year (2018: approximately HK\$119.5 million).

In addition to salary, other fringe benefits such as medical subsidies, life insurance, provident fund and subsidized external training are offered to employees. Continuous professional training will continue to be arranged for those staff who are registered with the Securities and Futures Commission. Performance of the employees is normally reviewed on an annual basis with adjustment compatible to the market. Individual employee may also receive a discretionary bonus at the end of each year based on performance. Selected employees may also be granted share option and share award under the share option scheme and share award scheme adopted by the Company.

## ENVIRONMENTAL POLICIES

We are committed to building an environmental-friendly corporation that pays close attention to conserving natural resources. We strive to minimize our environmental impact by saving electricity and encouraging recycle of office supplies and other materials. We also promote the services of e-statement to our clients which help to reduce on paper usage.

## COMPLIANCE WITH LAWS AND REGULATIONS

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations, which have significant impact on the Group. Updates on the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

## RELATIONSHIPS WITH KEY STAKEHOLDERS

### Employees

Human resources are one of the greatest assets of the Group and the Group regards the personal development of its employees as highly import. The Group continues to be an attractive employer for recognizing and reward the contribution of the employees to the growth and development of the Group through various incentive means.



## Chairman's Statement and Management Discussion and Analysis

### Customers

The Group has the mission to provide excellent customer service whilst maintaining long term profitability, business and asset growth. Various means have been established to strengthen the communications between the customers and the Group in the provision of excellent customer service towards market penetration and expansion.

### Suppliers

We firmly believe that our suppliers are equally important in building high-quality business. We proactively communicate with our suppliers to ensure they are committed to delivering high-quality and sustainable products and services.

### Shareholders

One of the corporate goals of the Group is to enhance corporate value to shareholders. The Group is poised to foster business developments for achieving the sustainability of earnings growth and rewarding shareholders taking into account capital adequacy levels, liquidity positions and business expansion needs of the Group.

## POSSIBLE RISKS AND UNCERTAINTIES

The Group has reviewed the possible risks and uncertainties which may affect its business, financial condition, operations and prospects based on its risk management and internal control systems and considered that the major risks and uncertainties that may affect the Group include (i) fluctuations of fair value gain or loss on financial assets, foreign exchange and investment properties; (ii) changes in market interest rates may expose the Group to high interest expense on its net debt obligations carrying floating interest rates; (iii) credit risk and recoverability of provision of finance which may incur bad debts during the downturn of economy; and (iv) the uncertainties of fiscal, political and monetary policy developments would contribute partly to the high volatility of global markets which may directly affect the performance of the Group. In response to the above mentioned possible risks, the Group has a series of risk mitigation controls and risk management policies to cope with the possible risks and has serious scrutiny over the selection of quality customers. The Group has formed various committees to develop and review strategies, policies and guidelines on risk control; which enable the Group to monitor and respond to risk effectively and promptly.

## PROSPECTS

The trade war between China and the U.S. saw a potential breakthrough in mid-December 2019. The stock market was fueled with optimism by this encouraging news and this was reflected in market performance. However, the spread of the highly contagious COVID-19 in January 2020 has heavily impacted the economic growth of PRC and Hong Kong, and the global spreading of COVID-19 has dampened economic outlook globally. Travel between PRC and Hong Kong has been severely restricted and the annual economic forecasts in GDP terms for both economies have suffered significant write-downs.

## Chairman's Statement and Management Discussion and Analysis

Due to slackened monetary policy announced by the PRC government following the Chinese New Year, the stock market momentum has been sustained for the year to date. The stock market turnover in Hong Kong stood at more than HK\$100 billion per day in January and February 2020 which was a significant improvement compared to the market turnover in November and December of 2019 which was less than HK\$80 billion daily. Our brokerage business has launched a series of promotion programs and the new non-face-to-face accounts opening mobile applications for investors in order to grow our client base in both Hong Kong and GBA.

The investment banking business has been significantly impacted from the stagnant business activities between PRC and Hong Kong in the first quarter of 2020. Nonetheless, due to the strong pipeline of IPO applications submitted to HKEx in 2019, we expect to complete 3 IPOs in the first half of 2020. Furthermore, our subsidiary in London has recently collaborated with a local UK boutique investment bank to explore more business opportunities and develop trade and deal flow between PRC and Europe. Our UK operation is now able to offer a broader array of financial services and has seen a noticeable increase in investment interest emanating from Asia.

Our Wealth Management business has recently cooperated with an immigration consultancy firm to launch a European focused immigration plan through investing in investment-grade government bonds. The response from the market has been positive so far. This is a new line of business we will further develop in the coming year and will continue to work with first class partners who can add value to our broad range of services.

The recent emergence of the novel Coronavirus COVID-19 outbreak worldwide is expected to further dampen consumption demand and weaken the consumer sentiment. The media division will continue to act as the strategic media partner to select clients and provide total media solutions by utilizing our skills and technology in events management, print, digital and multimedia offerings. Furthermore, we have rolled out a corporate social responsibility (“CSR”) campaign together with our clients and business partners to contribute to the local community in the midst of the COVID-19 outbreak as well as to assist our clients in the promotion of their brands. The media division will continue to reinforce the elements of the GBA, “Green” and CSR in our core pillars of content and business. By leveraging on the resources of our financial services and media business divisions, our Financial Public Relations team is dedicated to provide tailor-made, comprehensive and integrated public relations as well as marketing services to our corporate clients at different development stages.

### ***Costs Cutting Plan***

In response to the challenging macro-economic environment in Hong Kong and the ongoing trade tensions between PRC and the US, the Group has responded by simplifying our internal organization structure and identifying areas for creating efficiencies that further amplify our core strengths and areas of focus. Our overall headcount has been reduced by approximately 14% this year in an effort to align our resources to our work force requirements and maximize our output. The unexpected attack by COVID-19 in the beginning of 2020 has compounded an already challenging environment and we will continue to monitor our costs closely.

## Chairman's Statement and Management Discussion and Analysis

The outlook for the Hong Kong economy remains uncertain and subject to both systematic and systemic risk. In the short term much depends on the development and containment of COVID-19 globally, and the consequences that might occur if the virus spreads further. In the medium to long term, the pace of global economic recovery, China-U.S. trade tensions and local social unrest will all contribute to market volatility and uncertainty.

The management remains focused on delivering robust and stable leadership in the course of our business and ensuring that a consistent strategy is delivered to the market and our partners.

### **APPRECIATION**

On behalf of the Board, I wish to express my gratitude to our customers and shareholders for their continued support and all our staff members for their hard work and dedicated service.

**Ng Hung Sang**

*Chairman*

Hong Kong, 17 March 2020

# Directors' Biographical Details

## EXECUTIVE DIRECTORS

**Mr. Ng Hung Sang**, aged 70, is an Executive Director, the Chairman and a member of the Executive Committee of the Company. He is actively involved in the overall corporate policies, strategic planning and business development of the Group. He is also an executive director and the chairman of South China Holdings Company Limited, being listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and South China Assets Holdings Limited, being listed on GEM of the Stock Exchange. He also holds several directorships in certain subsidiaries of the Group. He holds a Master degree in Marketing from Lancaster University in the United Kingdom and is a fellow member of the Chartered Institute of Management Accountants. He was appointed as a Director of the Company on 7 December 1988. He is the father of Ms. Ng Yuk Mui Jessica, an Executive Director, the Executive Vice Chairman and Chief Executive Officer of the Company, and a director of certain substantial shareholders of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

**Ms. Cheung Choi Ngor**, aged 66, is an Executive Director, the Vice Chairman and a member of the Executive Committee of the Company. She is also an executive director, the vice chairman and the co-chief executive officer of South China Holdings Company Limited, being listed on the Main Board of the Stock Exchange and an executive director of South China Assets Holdings Limited, being listed on GEM of the Stock Exchange. She also holds several directorships in certain subsidiaries of the Group. She holds a Master degree in business administration from University of Illinois in the United States of America. She is a member of 10th, 11th and 12th National Committee of the Chinese People's Political Consultative Conference. She was appointed as a Director of the Company on 7 December 1988.

**Ms. Ng Yuk Mui Jessica**, aged 41, is an Executive Director, the Executive Vice Chairman, Chief Executive Officer and a member of the Executive Committee of the Company. She is also a non-executive director of South China Holdings Company Limited and i-Cable Communications Limited, both being listed on the Main Board of the Stock Exchange and an executive director and the executive vice chairman of South China Assets Holdings Limited, being listed on GEM of the Stock Exchange. She is the executive vice chairman of South China Media Limited. She also holds several directorships in certain subsidiaries of the Group. She holds a Bachelor degree in Law from King's College London, University of London in the United Kingdom and was admitted to the Hong Kong Bar in 2006. She is an associate member of the Chartered Institute of Management Accountants and a member of 12th Hebei Provincial Committee of the Chinese People's Political Consultative Conference. She was appointed as a Director of the Company on 12 November 2015. She is the daughter of Mr. Ng Hung Sang, an Executive Director, the Chairman and a substantial shareholder of the Company.

## Directors' Biographical Details

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Hon. Raymond Arthur William Sears, Q.C.**, aged 87, is an Independent Non-executive Director, a member of the Audit Committee and the Remuneration and Nomination Committee of the Company. He is a retired High Court Judge and holds a Master's degree in Law from Cambridge University in the United Kingdom. He became a Queen's Counsel in 1975 and was a former vice-chairman of the Judicial Section of the International Bar Association. In the United Kingdom, he had been a leading Counsel in England to the Government and large Authorities on redevelopment and construction projects and to the General Medical Council. In 1986 and 1987, he was a Justice of the Supreme Court of Hong Kong and the Commissioner to the Sultan of Brunei, respectively. From 1994 to 1999, he was a Senior Civil High Court Judge. He was appointed as a Director of the Company on 24 March 2000.

**Mrs. Tse Wong Siu Yin Elizabeth**, aged 62, is an Independent Non-executive Director, a member of the Audit Committee and the chairman of the Remuneration and Nomination Committee of the Company. She is also an independent non-executive director of South China Holdings Company Limited, being listed on the Main Board of the Stock Exchange. She is also the chairman of the Hong Kong Flower Retailers Association, the convenor of Youth Skills Competition in Floristry of Vocational Training Council, the technical advisor of the Environmental Services Industry of Employees Retraining Board, a member of the judge panel of Hong Kong Flower Show and a member of Small and Medium Enterprises Committee. She received an award of the Hundred Outstanding Women Entrepreneur in China in 2009. She holds a Bachelor degree of Science from the University of Western Ontario in Canada. She was appointed as a Director of the Company on 25 November 1992.

**Mr. Tung Woon Cheung Eric**, aged 49, is an Independent Non-executive Director, the chairman of the Audit Committee and a member of the Remuneration and Nomination Committee of the Company. He is an executive director, the chief financial officer and company secretary of Beijing Enterprises Water Group Limited, a company listed on the Main Board of the Stock Exchange; an independent non-executive director of GR Properties Limited, a company listed on the Main Board of the Stock Exchange; the company secretary of Biosino Bio-Technology and Science Incorporation, a company listed on GEM of the Stock Exchange. He graduated from York University, Toronto, Canada with a bachelor honours degree in administrative studies. He is a Certified Public Accountant of Hong Kong Institute of Certified Public Accountants and a U.S. Certified Public Accountant of The American Institute of Certified Public Accountants. He was appointed as a Director of the Company on 21 September 2004.

# Directors' Report

The directors (the “Directors”) of South China Financial Holdings Limited (the “Company”) have pleasure in submitting their annual report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 December 2019.

## PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company is an investment holding company. The principal activities of the subsidiaries consist of securities, commodities, bullion and forex broking and trading, margin financing and money lending, provision of corporate advisory and underwriting services, asset and wealth management, property investment, media publications and financial public relation services, trading of jewellery and investment holding.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the possible risks and uncertainties to which the Group is facing and an indication of likely future developments in the Group’s business, can be found in the section headed “Chairman’s Statement and Management Discussion and Analysis” in this annual report. This discussion forms part of this Directors’ Report.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The board of Directors (the “Board”) has overall responsibility for the Group’s environmental, social and governance (“ESG”) strategy and reporting. The Board is responsible for the Group’s ESG risk management and internal control systems to ensure that the ESG strategies and reporting requirements are met.

In addition, discussion on the Group’s environmental policies and performance are contained in the section headed “Environmental, Social and Governance Report” in this annual report.

## RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2019 and the financial position of the Group at that date are set out in the financial statements on pages 61 to 180 of this annual report.

No interim dividend was paid (2018: Nil). The Board does not recommend the payment of a final dividend for the year ended 31 December 2019 (2018: Nil).

## DIVIDEND POLICY

The Company has adopted a dividend policy (the “Dividend Policy”), pursuant to which the Company may declare and distribute dividends to the shareholders of the Company (the “Shareholders”).

## Directors' Report

### Objectives

The Dividend Policy sets out the guidelines for the Board of the Company to determine (i) whether dividends are to be declared and paid; and (ii) the amount of dividend to be paid to the shareholders of the Company.

It is the policy of the Company to distribute its net profits by way of dividends to its shareholders after retaining adequate reserves for future growth as return to its shareholders' investment.

### Basic Criteria

In deciding to propose a dividend and in determining the dividend amount, the Board shall take into account the actual and expected financial results of the Group, business performance and strategies, financial and economic factors, capital commitments, liquidity position and any other factors that the Board considers appropriate.

Subject to the conditions and factors set out above, dividends may be proposed and/or declared by the Board for a financial year or period as interim dividend, final dividend, special dividend and any distribution of net profits that the Board considers appropriate.

Payment of dividend by the Company is also subject to any criteria and restrictions under the Hong Kong laws and the Company's Articles of Association.

### Form of Dividend

The Company may declare and pay dividends by way of cash or scrip or by other means that the Board considers appropriate.

### Approval of Dividend

The Board may from time to time determine and pay to the Company's 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 of the Company in general meetings.

### Approval of the Dividend Policy

The Dividend Policy has been reviewed by the audit committee (the "Audit Committee") of the Company and approved by the Board. The Dividend Policy shall be reviewed by the Audit Committee and any subsequent amendment of the Dividend Policy shall be submitted to the Board for approval.

## **ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER**

Annual General Meeting of the Company will be held on Tuesday, 16 June 2020 (the "AGM"). The register of members of the Company will be closed from Wednesday, 10 June 2020 to Tuesday, 16 June 2020, both days inclusive, during which period no share transfer will be registered. To be eligible to attend and vote at the AGM, all transfers accompanied by the relevant share certificates of the Company must be lodged for registration with the Company's Share Registrar, Union Registrars Limited of Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Tuesday, 9 June 2020. The notice of the AGM will be published on the websites of the Company and the Stock Exchange and despatched to the shareholders of the Company in due course.

## **DISTRIBUTABLE RESERVES**

As at 31 December 2019, the Company has no reserves available for distribution.

## **FIVE YEAR FINANCIAL SUMMARY**

A summary of the results, assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited consolidated financial statements and restated/reclassified as appropriate, is set out on pages 181 to 182 of this annual report.

## **SHARE CAPITAL AND EQUITY-LINKED AGREEMENT**

Details of movements in the ordinary shares, share options and share awards (if any) of the Company during the year are set out in notes 35, 36 and 24 to the financial statements.

Save as disclosed under the section headed "Share Option Scheme" and "Employee's Share Award Scheme", no equity-linked agreements were entered into during the year or subsisted at the ended of the year.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY**

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

## **MAJOR CUSTOMERS AND SUPPLIERS**

During the year ended 31 December 2019, the aggregate turnover attributable to the Group's five largest customers and the aggregate purchases from the Group's five largest suppliers accounted for less than 30% of the total turnover and purchases, respectively, for the year.



## Directors' Report

### **DIRECTORS**

The Directors during the year and up to the date of this Directors' Report were:

#### **Executive Directors:**

Mr. Ng Hung Sang (*Chairman*)

Ms. Cheung Choi Ngor (*Vice Chairman*)

Ms. Ng Yuk Mui Jessica (*Executive Vice Chairman and Chief Executive Officer*)

#### **Independent Non-executive Directors:**

Hon. Raymond Arthur William Sears, Q.C.

Mrs. Tse Wong Siu Yin Elizabeth

Mr. Tung Woon Cheung Eric

A full list of the name of the directors of the Group's subsidiaries can be found on the Company's website at [www.sctrade.com](http://www.sctrade.com).

In accordance with article 116 of the Articles of Association of the Company, Ms. Cheung Choi Ngor and Mrs. Tse Wong Siu Yin Elizabeth will retire from office by rotation, and being eligible, offer themselves for re-election at the AGM. Save as disclosed, all other remaining Directors continue in office.

### **CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") from each of the Independent Non-executive Directors, namely Hon. Raymond Arthur William Sears, Q.C., Mrs. Tse Wong Siu Yin Elizabeth and Mr. Tung Woon Cheung Eric, and considers all the Independent Non-executive Directors to be independent.

### **DIRECTORS' BIOGRAPHIES**

Biographical details of the Directors up to the date hereof are set out in the section headed "Directors' Biographical Details" in this annual report.

### **DIRECTORS' SERVICE CONTRACTS**

No directors proposed for re-election at the AGM has an unexpired service contract with the Company and/or its subsidiaries, which is not determinable by the relevant employer within one year without payment of compensation (other than statutory compensation).

## DIRECTORS' REMUNERATION

The remuneration payable to each of Executive Directors was determined by the Remuneration and Nomination Committee with reference to the prevailing market practice, the Company's remuneration policy, the respective Directors' duties and responsibilities and their contributions to the Group. The Board considers and, where it thinks fit, approves the remuneration of the Non-executive Directors as recommended by the Remuneration and Nomination Committee based on the abovementioned factors. No Director shall be involved in the decision of his or her own remuneration.

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

As at 31 December 2019, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (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 (the "Model Code") as set out in Appendix 10 of the Listing Rules were as follows:

### Long positions in ordinary shares of the Company

Name of Director	Capacity	Number of ordinary shares held			Total interests	Approximate percentage of total interests to total issued shares
		Personal interests	Family interests	Corporate interests		
Mr. Ng Hung Sang ("Mr. Ng")	Beneficial owner/ Interest of controlled corporations	11,133,264	–	77,328,343 (Note)	88,461,607	29.36%
Ms. Cheung Choi Ngor	Beneficial owner	12,300,311	–	–	12,300,311	4.08%
Hon. Raymond Arthur William Sears, Q.C.	Interest of spouse	–	53,000	–	53,000	0.02%

*Note:*

The 77,328,343 shares of the Company held by Mr. Ng through controlled corporations included 23,526,030 shares held by Fung Shing Group Limited ("Fung Shing"), 44,623,680 shares held by Parkfield Holdings Limited ("Parkfield"), 1,999,872 shares held by Ronastar Investments Limited ("Ronastar") and 7,178,761 shares held by Uni-spark Investments Limited ("Uni-spark"). Fung Shing, Parkfield and Ronastar were directly wholly owned by Mr. Ng. Uni-spark was indirect wholly-owned by Mr. Ng.

## Directors' Report

Save as disclosed herein, as at 31 December 2019, none of the Directors or chief executive of the Company had any interest or short position in any shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which was required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions in which they were deemed or taken to have under such provisions of the SFO); (ii) pursuant to section 352 of the SFO, entered in the register referred to therein; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

### SHARE OPTION SCHEME

The Company adopted a share option scheme in June 2012 (“2012 Share Option Scheme”) for the purpose of providing incentives and rewards to eligible participants, who contribute to the success of the Group’s operations, and retaining such participants for their continuing support to the Group. The share options granted under the above scheme are unlisted. Further details of the abovementioned share option scheme are disclosed in note 36 to the financial statements.

Apart from those listed below, no share options were granted, exercised, cancelled or lapsed in accordance with the terms of the 2012 Share Option Scheme during the year ended 31 December 2019. Particulars of the outstanding options at the beginning and at the end of the financial period are as follows:

Name or category of participant	Date of grant of share options (DD/MM/YYYY)	Exercisable period of share options (DD/MM/YYYY)	Number of share options				Outstanding as at	Exercise price per share HK\$
			Outstanding as at 1 January 2019	Granted during the year	Exercised during the year	Lapsed during the year	31 December 2019 (Note)	
Employees	09/06/2015	09/06/2017–08/06/2019	207,177	–	–	(207,177)	–	9.750
	09/06/2015	09/06/2018–08/06/2020	207,180	–	–	(51,795)	155,385	9.750
<b>Total</b>			<b>414,357</b>	<b>–</b>	<b>–</b>	<b>(258,972)</b>	<b>155,385</b>	

*Note:*

A total of 155,385 shares available for issue under the 2012 Share Option Scheme, representing approximately 0.05% of the shares in issue as at 31 December 2019.

Details of the 2012 Share Option Scheme are set out in note 36 to the financial statements.

### **EMPLOYEES' SHARE AWARD SCHEME**

On 10 June 2015, the Company adopted the Company's employees' share award scheme (the "Share Award Scheme") whereby the Company may grant share awards to selected employees in recognition of their contributions to the Group and as incentive to retain them to support the operations and ongoing development of the Group and attract suitable personnel for the Group's further development. Pursuant to the terms and the conditions of the Share Award Scheme, the Company shall settle a sum up to and not exceeding HK\$20 million for the purchase of shares of the Company and/or other shares listed on the Main Board or GEM of the Stock Exchange from market. Such shares shall form part of the capital of the trust fund set up for the Share Award Scheme. The Board may, from time to time, select employees for participation in the Share Award Scheme and cause to be paid an amount to the trustee from the Company's resources for the purpose of purchase of shares as referred to in the above.

During the year ended 31 December 2019, no shares were granted to an employee of the Group.

### **DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES**

Save as disclosed under the section "Share Option Scheme", at no time during the year was the Company, or any of its subsidiaries or fellow subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors, the chief executives or any of their spouses or children under the age of 18, was granted any right to subscribe for the equity or debt securities of the Company or any other body corporate nor had exercised any such right.

### **RETIREMENT SCHEMES**

Details of the retirement schemes of the Group are set out in note 2.4 to the financial statements.

### **DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS**

Details of the transactions during the year between the Group and connected persons (as defined in the Listing Rules) in which a Director has beneficial interest are set out in the section "Connected Transactions" and "Continuing Connected Transactions" of this Director's Report and note 44 to the financial statements.

Save as disclosed above, no transaction, arrangement or contract of significance to the business of the Group to which the Company, or any of its subsidiaries or fellow subsidiaries was a party and in which a Director or any connected entity thereof had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### **MANAGEMENT CONTRACT**

The Company has not entered into any contract by which a person undertakes the management and administration of the whole or any substantial part of the business of the Company and there was no such contract subsisted at any time during the year.

## Directors' Report

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2019, substantial shareholders and other persons (other than Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO were as follow:

#### Long position in the ordinary shares

Name of Shareholder	Capacity	Number of ordinary shares held				Approximate percentage of total interests to total issued shares
		Personal interests	Family interests	Corporate interests	Total interests	
Ms. Ng Lai King Pamela	Interest of spouse	–	88,461,607 (Note 1)	–	88,461,607	29.36%
Fung Shing Group Limited ("Fung Shing") (Note 2)	Beneficial owner	–	–	23,526,030	23,526,030	7.81%
Parkfield Holdings Limited ("Parkfield") (Note 3)	Beneficial owner	–	–	44,623,680	44,623,680	14.81%

#### Notes:

1. Ms. Ng Lai King Pamela is the spouse of Mr. Ng. By virtue of the SFO, Ms. Ng Lai King Pamela is deemed to be interested in the 88,461,607 shares which Mr. Ng is interested in.
2. Fung Shing is wholly-owned by Mr. Ng.
3. Parkfield is wholly-owned by Mr. Ng.

Save as disclosed herein, as at 31 December 2019, the Company was not notified by any persons (other than Directors or chief executive of the Company as discussed above) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

### **DIRECTORS' INTERESTS IN A COMPETING BUSINESS**

The Company and South China Assets Holdings Limited ("SCAH"), a company listed on GEM of the Stock Exchange, have certain common directors. The principal activities of SCAH's subsidiaries include property development in the People's Republic of China, money lending, provision of investment advisory and asset management services and dealing in securities and futures.

Mr. Ng Hung Sang ("Mr. Ng"), Ms. Cheung Choi Ngor ("Ms. Cheung") and Ms. Ng Yuk Mui Jessica, all being Executive Directors of the Company, are also the executive directors of SCAH during the year.

Mr. Ng is also the chairman of the board and controlling shareholder of SCAH. Ms. Cheung is one of the directors and substantial shareholders of a controlled corporation of Mr. Ng which holds 10.29% interest in SCAH directly and 9.74% indirect interest in SCAH through its wholly-owned subsidiary as at 31 December 2019. Mr. Ng together with his associates hold 64.92% interest in SCAH as at 31 December 2019.

The Group undertakes a wide range of financial services businesses of sizable scale in operations and with solid client portfolio while SCAH is in the course of diversifying into the financial services businesses.

The above-mentioned common directors declare their interests in competing business and abstain from voting in transactions in which the Company and SCAH compete or is likely to compete with each other and, therefore, do not control the Board as far as transaction in relation to competing business is concerned. As such, the Board consists of a majority of four members out of seven members, and is considered as independent from the board of SCAH. To the best of the knowledge of the Directors, the Group is capable of carrying on its businesses independently and at arm's length from the businesses of SCAH. Given the difference in business focus as referred to in the preceding paragraph, the competition between the businesses of the Company and SCAH is considered to be relatively remote.

### **INDEMNITY OF DIRECTORS**

Pursuant to the Company's Articles of Association, every Director of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director in defending any proceedings in which judgement is given in his favour, or in which he is acquitted. The Company has taken out directors' and officers' liability insurance to protect the Directors against potential costs and liabilities arising from the claims brought against them, if any.

### **SUFFICIENCY OF PUBLIC FLOAT**

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules throughout the year and up to the date of this report.

## Directors' Report

### CONNECTED AND CONTINUING CONNECTED TRANSACTIONS

The following transactions between certain connected persons (as defined in the Listing Rules) and the Company have been entered into for which the relevant announcements, if required under Chapter 14A of the Listing Rules, had been made by the Company.

### CONNECTED TRANSACTIONS

Set out below is the information in relation to the connected transactions involving the Company and/or its subsidiaries during the year.

On 1 February 2019, the Company (as vendor) and South China Industries (BVI) Limited (as purchaser), a direct wholly-owned subsidiary of South China Holdings Company Limited ("SCHC") entered into a conditional sale and purchase agreement (the "S&P Agreement"), pursuant to which the Company has agreed to dispose of one share of US\$1.00 in the capital of Year Blossom Limited, a direct wholly-owned subsidiary of the Company (the "Sale Share") and the purchaser has agreed to acquire the Sale Share subject to and in accordance with the terms and conditions of the S&P Agreement.

The disposal of the Sale Share was completed at 31 December 2019. Year Blossom Limited and its subsidiaries ceased as subsidiaries of the Company at the date of completion and hence the continued connected transactions disclosed below ceased accordingly.

### CONTINUING CONNECTED TRANSACTIONS

1. On 28 August 2018,
  - (i) a tenancy agreement was entered into between 南京華鑫餐飲管理有限公司 (Nanjing Huaxin Catering Management Company Limited\*) ("南京華鑫"), an indirect wholly-owned subsidiary of the Company (as lessee) and 南京微分電機有限公司 (Nanjing Weifen Electrical Company Limited\*) ("南京微分"), an indirect wholly-owned subsidiary of SCHC (as lessor) in relation to the leasing of the premises situated at 中國南京市鼓樓區雲南北路28號1號樓104室(Room 104, No. 1 Building, 28 Yunnan Bei Lu, Gulou District, Nanjing City, PRC\*)(the "Premises A") for a period from 28 August 2018 to 27 August 2020 (both days inclusive) at a monthly rental of RMB25,550; and
  - (ii) a consolidated management services agreement was entered into between 南京華鑫 and 南京世豐物業管理有限公司 (Nanjing Shifeng Property Management Company Limited\*) ("南京世豐") in relation to the provision of property management services for the Premises A for a period from 28 August 2018 to 27 August 2020 (both days inclusive) at a monthly rental of RMB17,033;

the abovementioned tenancy agreement and consolidated management services agreement were terminated on 28 February 2019.

2. On 28 August 2018,
  - (i) a tenancy agreement was entered into between 南京華鑫 (as lessee) and 南京微分 (as lessor) in relation to the leasing of the premises situated at 中國南京市鼓樓區雲南北路28號1號樓104-2室 (Room 104-2, No. 1 Building, 28 Yunnan Bei Lu, Gulou District, Nanjing City, PRC\*)(the "Premises B") for a period from 28 August 2018 to 27 August 2020 (both days inclusive) at a monthly rental of RMB120,596; and
  - (ii) a consolidated management services agreement was entered into between 南京華鑫 and 南京世豐 in relation to the provision of property management services for the Premises B for a period from 28 August 2018 to 27 August 2020 (both days inclusive) at a monthly rental of RMB80,397;
3. On 1 July 2018,
  - (i) a tenancy agreement was entered into between 南京華鑫 (as lessee) and 南京電力電容器有限公司 (Nanjing Power Capacitor Company Limited\*) (as lessor) in relation to the leasing of the premises situated at 中國南京市白下區升州路292號C樓1層房號7-01.005、007至009、014至019 (Room Nos. 7-01.005, 007 to 009, 014 to 019, 1st Floor, Block C, 292 Shengzhou Lu, Baixia District, Nanjing City, PRC\*)(the "Premises C") for a period from 1 July 2018 to 30 June 2019 (both days inclusive) at a monthly rental of RMB13,715; and
  - (ii) a consolidated management services agreement was entered into between 南京華鑫 and 麗景(南京)物業管理有限公司 (Lijing (Nanjing) Property Management Company Limited\*), an indirect wholly-owned subsidiary of SCHC in relation to the provision of property management services for the Premises C for a period from 1 July 2018 to 30 June 2019 (both days inclusive) at a monthly rental of RMB3,429.

\* Denotes an English translation of a Chinese name and is for identification purpose only.

Details of the above continuing connected transactions were disclosed in the announcement of the Company dated 28 August 2018.

Mr. Ng is an executive director, the chairman of the Board and a substantial shareholder of each of the Company and SCHC, and hence is a connected person of the Company. Accordingly, the transactions contemplated under the aforesaid tenancy, property management services and consolidated management services agreement constituted continuing connected transactions for the Company under Chapter 14A of the Listing Rules.



## Directors' Report

The above continuing connected transactions have been reviewed by the Independent Non-executive Directors of the Company who have confirmed that the transactions have been entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interest of the shareholders of the Company as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing the findings and conclusions in respect of the continuing connected transactions disclosed above in accordance with Rule 14A.56 of the Listing Rules.

## CORPORATE GOVERNANCE

The corporate governance principles and practices are set out in the Corporate Governance Report in this annual report.

## AUDITOR

Messrs. Ernst & Young will retire and, being eligible, will offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

**Ng Hung Sang**

*Chairman*

Hong Kong, 17 March 2020

# Corporate Governance Report

## **CORPORATE GOVERNANCE PRACTICES**

The Company is committed to the establishment of good corporate governance practices and procedures. The corporate governance principles of the Company emphasize accountability and transparency to the shareholders of the Company (the “Shareholders”). Periodic review will be made to the corporate governance practices to comply with the regulatory requirements.

## **MODE CODE FOR SECURITIES TRANSACTIONS**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the “Model Code”) as its code of conduct regarding the directors’ securities transaction. In addition, the board of directors (the “Board”) of the Company has established similar guidelines for relevant employees who are likely to possess inside information in relation to the Company, its subsidiaries or its securities.

Specific enquiries were made to all executive directors (the “Executive Directors”), non-executive directors (the “Non-executive Directors”) and independent non-executive directors (the “Independent Non-executive Directors”) of the Company (collectively, the “Directors”) who confirmed that they had complied with the required standard set out in the Model Code regarding securities transactions by Directors during the year ended 31 December 2019.

## **CORPORATE GOVERNANCE CODE**

The Company had complied with all the applicable code provisions as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) throughout the year ended 31 December 2019 except the following as they had other business engagements, which deviated from code provisions E.1.2 and A.6.7 of the CG Code:

1. Mr. Ng Hung Sang (“Mr. Ng”), the chairman of the Board and an Executive Director of the Company, Ms. Cheung Choi Ngor, the vice chairman of the Board and an Executive Director of the Company and Hon. Raymond Arthur William Sears, Q.C., an Independent Non-executive Director of the Company were unable to attend the annual general meeting of the Company held on 18 June 2019; and
2. Mr. Ng and Mr. Tung Woon Cheung Eric, an Independent Non-executive Director of the Company were unable to attend an extraordinary general meeting of the Company held on 23 August 2019.

## Corporate Governance Report

### **CORPORATE GOVERNANCE FUNCTIONS**

The Board delegated the responsibilities of the corporate governance functions to the Audit Committee for compliance with the requirements of the CG Code. Under the terms of reference of the audit committee of the Company (the “Audit Committee”), it is responsible for carrying out at least the following:

1. to develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board;
2. to review and monitor the training and continuous professional development of the Directors and senior management (if any);
3. to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and the Directors; and
5. to review the Company’s compliance with the CG Code and disclosure in this Corporate Governance Report.

During the year ended 31 December 2019 and up to the date of this annual report, the Audit Committee has reviewed and performed the aforesaid corporate governance functions.

### **BOARD OF DIRECTORS**

The Board is responsible for the overall leadership and control of the Company and its subsidiaries (collectively, the “Group”), and is collectively responsible for promoting the Group’s success by directing and supervising its affairs. In addition, the Board should take decisions objectively in the best interests of the Group. Day-to-day management of the business of the Group including implementation of strategies has been delegated to the executive committee of the Company (the “Executive Committee”) which comprises all Executive Directors. The Executive Committee reports its work and business decisions to the Board periodically. In addition to the Executive Committee, the Audit Committee and the remuneration and nomination committee (the “Remuneration and Nomination Committee”) have been established with their respective specific written terms of reference.

The chairman of the Board (the “Chairman”) has encouraged all Directors to make a full and active contribution to the Board’s affairs and take the lead to ensure that it acts in the best interests of the Group. The Chairman has also encouraged Directors with different views to voice their concerns, allow sufficient time for discussion of issues and ensure that the Board decisions fairly reflect the Board’s consensus.

Every Director was given sufficient time and attention to the Group’s affairs during the year ended 31 December 2019.

The Company has arranged the Directors appropriate insurance coverage in respect of any legal action against any of them.

During the year under review, the Board was provided with (i) sufficient explanation and information to enable it to make an informed assessment of financial and other information put before it for approval, and (ii) monthly updates giving a balanced and understandable assessment of the Group's performance, position and prospects in sufficient detail.

### **Composition of the Board**

The composition of the Board during the year ended 31 December 2019 and up to the date of this report is as follows:

#### **Executive Directors**

Mr. Ng Hung Sang (*Chairman*)

Ms. Cheung Choi Ngor (*Vice Chairman*)

Ms. Ng Yuk Mui Jessica (*Executive Vice Chairman and Chief Executive Officer*)

#### **Independent Non-executive Directors**

Hon. Raymond Arthur William Sears, Q.C.

Mrs. Tse Wong Siu Yin Elizabeth

Mr. Tung Woon Cheung Eric

The biographical details of the Directors and the relevant relationships amongst them, if any, are set out in section headed "Directors' Biographical Details" of this annual report. An updated list of the Directors identifying the Independent Non-executive Directors, and the roles and functions of each Director is also maintained on the respective websites of the Stock Exchange and the Company.

The Board composition is reviewed regularly to ensure that it has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the businesses of the Group. A balanced composition of Executive Directors and Non-executive Directors (including Independent Non-executive Directors) is maintained to enable the Board to exercise independent judgment effectively.

#### **Chairman and Chief Executive**

Mr. Ng Hung Sang served as the Chairman throughout the year, who is responsible for providing leadership and management of the Board apart from taking primary responsibility for ensuring good corporate governance practices and procedures are established. The role of the Chairman is separate from that of the chief executive for achieving a clear division of separate responsibility and a balance of power and authority which in turn avoid concentrating of power in any one individual. Ms. Cheung Choi Ngor, the vice chairman and Ms. Ng Yuk Mui Jessica, the executive vice chairman, have taken up the role of chief executive, who are responsible for the day-to-day management of the business of the Group.

## Corporate Governance Report

The Chairman has delegated the responsibility for drawing up the agenda for each Board meeting to the Company Secretary. With the assistance of the Executive Directors and the Company Secretary, the Chairman seeks to ensure that all Directors are properly briefed on issues arising at board meetings and have received adequate and reliable information in a timely manner.

### Board Diversity

The Company is committed to equality of opportunity and does not discriminate on the grounds of race, gender, age, disability, nationality or any other factors. It also recognizes and embraces the benefits of diversity in Board members. The Company has adopted a board diversity policy (the “Board Diversity Policy”) since August 2013. Under the Board Diversity Policy, a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service are taken into account when considering the nomination of candidates for directorship, and all Board appointments are based on meritocracy.

Candidates are considered against objective criteria, having due regard for the benefits of diversity on the Board and the ultimate decision is based on merit and contribution that the selected candidates will bring to the Board. The Remuneration and Nomination Committee monitors the implementation of the Board Diversity Policy and review the same as appropriate. The Remuneration and Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

The appointment of Directors is recommended by the Remuneration and Nomination Committee and approved by the Board based on the formal written procedures and policy for the appointment of new directors. When selecting potential candidates for directorship, their skills, experience, expertise, devotion of time and conflicts of interests are the key factors to consider.

### Board and Board Committee Meetings

The Board meets at least four (4) times a year. At least fourteen (14) days’ notice is given to all Directors for each regular Board meeting. All Directors are given the opportunity to include matters for discussion in the agenda for the regular Board meeting. Agenda and Board papers are sent to all Directors at least three (3) days before the date on which each regular Board meeting (or other agreed period).

Directors can attend meetings in person or through other means of electronic communication in accordance with the articles of association of the Company (the “Articles of Association”).

The Company Secretary ensures that the procedures and all applicable rules and regulations are complied with. Minutes of Board meetings and meetings of Board committees have recorded in sufficient detail the matters considered and decisions reached, including any concerns raised or dissenting views expressed by the Directors. Draft and final versions of minutes are circulated to the Directors for comments and records respectively within a reasonable time after each Board meeting is held.

Minutes of Board meetings and meetings of Board committees are kept by the Company Secretary and are available for inspection at any time on reasonable notice by any Director.

If a matter to be considered by the Board involves conflict of interests of any substantial or controlling shareholder of the Company or a Director and if the Board considers that the matter is material, it would be dealt with by a physical meeting rather than a written resolution of the Directors.

The Board ensures that there are sufficient Independent Non-executive Directors (who, and whose close associates, have no material interests in the transaction) participating in discussing and voting on the resolution for the transaction at the Board meeting.

### Attendance at Board Meetings

Four (4) Board meetings, two (2) Audit Committee meetings, one (1) Remuneration and Nomination Committee meeting, one (1) annual general meeting (“AGM”) and one (1) extraordinary general meeting (“EGM”) were held during the year ended 31 December 2019. The attendance records of all Directors for these meetings are set out below:

Name of Directors	Number of Meetings attended/Eligible to attend				
	Board	Audit Committee	Remuneration and Nomination Committee	AGM <sup>(1)</sup>	EGM <sup>(2)</sup>
<b>Executive Directors</b>					
Mr. Ng Hung Sang ( <i>Chairman</i> )	3/4	N/A	N/A	0/1	0/1
Ms. Cheung Choi Ngor ( <i>Vice Chairman</i> )	3/4	N/A	N/A	0/1	1/1
Ms. Ng Yuk Mui Jessica ( <i>Executive Vice Chairman and Chief Executive Officer</i> )	4/4	N/A	N/A	1/1	1/1
<b>Independent Non-executive Directors</b>					
Hon. Raymond Arthur William Sears, Q.C.	4/4	2/2	1/1	0/1	1/1
Mrs. Tse Wong Siu Yin Elizabeth	4/4	2/2	1/1	1/1	1/1
Mr. Tung Woon Cheung Eric	4/4	2/2	1/1	1/1	0/1

Notes:

1. AGM was held on 18 June 2019.
2. EGM was held on 23 August 2019.

N/A: not applicable

# Corporate Governance Report

## Access to Information

The Directors may seek independent professional advice in appropriate circumstance, at the Company's expense. The Company will, upon request, provide separate independent professional advice to Directors to assist them to discharge their duties to the Company.

The Board or Board committee is supplied with relevant information by the Company's senior management pertaining to matters to be brought before the Board or Board committee for decision as well as reports relating to the operational and financial performance of the Group before the Board or Board committee meeting. All such information supplied is complete and reliable. In the event that a Director does not rely purely on information provided voluntarily by the Company's senior management, such Director has the right to separately and independently access to the Company's senior management to make further enquiries where necessary.

Directors are entitled to have access to Board papers and related materials in a form and quality sufficient to enable the Board to make informed decisions on matters placed before it. A prompt and full response to a Director's enquiries is given if possible.

## Appointments and re-election of Directors

All Non-executive Directors (including Independent Non-executive Directors) are appointed for a specific term of three (3) years, subject to re-election.

Pursuant to the Articles of Association, all newly appointed Directors (including Non-executive Directors) shall hold office only until the next following AGM after his appointment (in the case of filling a casual vacancy) or until the next following AGM (in the case of an addition to the Board), and shall be eligible for re-election at that meeting.

All Directors, including those appointed for a specific term, are subject to retirement by rotation at least once every three (3) years.

Pursuant to Code Provision A.4.3, any further appointment of an independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by the shareholders of the Company. Notwithstanding that Hon. Raymond Arthur William Sears, Q.C. ("Mr. Sears"), Mrs. Tse Wong Siu Yin Elizabeth ("Mrs. Tse") and Mr. Tung Woon Cheung Eric ("Mr. Tung") have served as an Independent Non-executive Directors of the Company for more than nine years, (i) the Board has assessed and reviewed their annual confirmation of independence under Rule 3.13 of the Listing Rules and affirmed that all of them remains independent; (ii) the remuneration and nomination committee of the Company has assessed and is satisfied with the independence of Mr. Sears, Mrs. Tse and Mr. Tung; and (iii) the Board considers that Mr. Sears, Mrs. Tse and Mr. Tung remains independent of management and free of any relationship which could materially interfere with the exercise of their independent judgement. Despite the length of service of Mr. Sears, Mrs. Tse and Mr. Tung, the Company believes that they will continue to make their independent judgements in all related matters for the benefit of the Company and the shareholders as a whole.

### **Independent Non-executive Directors**

During the year ended 31 December 2019, the Board all the time met the requirements of the Listing Rules of having at least three (3) Independent Non-executive Directors, and the number of which representing at least one-third of the Board, with at least one (1) of them possessing appropriate professional qualifications or related financial management expertise as required under Rule 3.10(2) of the Listing Rules. The views of the Independent Non-executive Directors carry weight in the Board's decisions, and their participation helps the Board exercise independent judgment, make decisions and act objectively in the interests of the Company and the Shareholders as a whole.

The Company has received from each Independent Non-executive Director a written annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all Independent Non-executive Directors are independent pursuant to Rule 3.13 of the Listing Rules.

During the year under review, the Chairman met once with the Independent Non-executive Directors without the presence of other Directors.

### **RISK MANAGEMENT AND INTERNAL CONTROL**

The Board is responsible for evaluating and determining the nature and extent of risks it is willing to take in achieving the Group's strategic objectives, ensuring that the Group establishes and maintains appropriate and effective risk management and internal control systems, and also reviewing their effectiveness to safeguard the interests of shareholders, customers and employees, and the Group's assets. Such systems are designed to manage rather than to eliminate the risks of failure to achieve business objectives of the Group, and can only provide reasonable, but not absolute assurance against material misstatement or loss.

#### **Process used to Identify, Evaluate and Manage Significant Risks**

The Board oversees management in the design, implementation and monitoring of the risk management and internal control systems, and management provides a confirmation to the Board on the effectiveness of these systems. Management, under the supervision of the Board, has established an on-going process for developing a group risk register, identifying, evaluating and managing the significant risks faced by the Group. This process includes enhancing the risk management and internal control systems from time to time in response to the changes of business environment or regulatory requirements. The Group has revised and implemented Guideline on the Prevention of Money Laundering and Terrorist Financing during the year in order to improve its risk management and internal control.

Management assists the Board in the implementation of the Group's policies and procedures, and limits within the Board's approved risk appetite by identifying and assessing the significant risks faced, and designing, operating and monitoring internal control measures to mitigate these risks. Management reviews the adequacy and effectiveness of risk management and internal control systems on an on-going basis and report to the Board at least twice a year on significant risks identified, particularly new or changing risks, risk levels and corresponding risk mitigation measures. The review covers all material controls, including financial, operational and compliance controls. The Board also reviews the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions.



# Corporate Governance Report

## Internal Audit Function

The Internal Audit Department checks for compliance with statutory or regulatory requirements, internal policies and procedures, and reviews the work flows for ensuring their efficiency and effectiveness. It also formulates audit plan periodically, agrees the same with the Audit Committee and highlights any significant findings and recommendations to the Audit Committee and the Board. The audit plan covers key controls of the major business units on a rotation basis. The Internal Audit Department also conducts ad-hoc reviews in light of concerns expressed by management or the Audit Committee from time to time. The Audit Committee performs on-going review of the internal audit function with particular emphasis on the scope and quality of the audit works and independence of the function.

The Board has received a confirmation from management on the adequacy and effectiveness of the Group's risk management and internal control systems and is satisfied that these systems are in place for the year under review. No significant control failings or material deficiencies have been identified during the year and thus do not result in unforeseen outcomes or contingencies that may in the future have a material impact on the Group's financial performance or condition.

## Handling and Dissemination of Inside Information

The Company regulates the handling and dissemination of inside information as set out in the Policy on Disclosure of Inside Information to ensure compliance with the disclosure obligations under the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance. Director, manager, secretary, or any other persons involved in the management of the Company who become aware of any inside information should promptly bring it to the attention of the Company Secretary of the Company who will assess the likely impact of any event that may impact the price or trading volume of the shares of the Company and decide whether the relevant information is considered as inside information which is required to be disclosed as soon as reasonably practicable.

## RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Board should present a balanced, clear and understandable assessment in the annual, interim and quarterly reports of the Company and other financial disclosures required under the Listing Rules, and report to regulators as well as information required to be disclosed pursuant to applicable statutory requirements.

The Board has acknowledged its responsibility for the preparation of the consolidated financial statements of the Company for the year ended 31 December 2019. In preparing the financial statements for the year, the Company's senior management provided sufficient explanation and information to the Board for making an informed assessment of financial and other information put before it for approval. In addition, the Board should prepare the financial statements on a going concern basis, with supporting assumptions or qualifications as necessary. The Board was not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement by the external auditor of the Company about its reporting responsibilities in the financial statements of the Group is set out in the Independent Auditor's Report from pages 54 to 60 of this annual report.

### AUDITOR'S REMUNERATION

The fees paid/payable to the external auditor of the Company for the year ended 31 December 2019 in respect of the audit and non-audit services provided to the Company and its subsidiaries amounted to HK\$2,333,000 and HK\$420,000 respectively. The non-audit services were related to the proposed right issue of the Company amounting to HK\$380,000 and the continuing connected transactions amounting to HK\$40,000 respectively.

### AUDIT COMMITTEE

The Board has established an Audit Committee with written terms of reference that complies with the CG Code, which has been published on the respective websites of the Stock Exchange and the Company. The Audit Committee currently consists of three Independent Non-executive Directors, namely Mr. Tung Woon Cheung Eric (Chairman of the Audit Committee), Hon. Raymond Arthur William Sears, Q.C. and Mrs. Tse Wong Siu Yin Elizabeth.

The principal roles and functions of the Audit Committee include but are not limited to:

1. to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
2. to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
3. to develop and implement policy on engaging an external auditor to supply non-audit services;
4. to monitor integrity of the Company's financial statements and the annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them, and the members of the Audit Committee should liaise with the Board and the Company's senior management (if any) and the Audit Committee must meet with the Company's external auditor at least twice a year;
5. to review the Company's financial controls, and unless expressly addressed by the Board itself, to review the Company's risk management and internal control systems;
6. to discuss the risk management and internal control systems with the management to ensure that the management has performed its duty to have effective systems;
7. to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
8. to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;

## Corporate Governance Report

9. to review the financial and accounting policies and practices of the Group;
10. to review the external auditor's management letter, any material queries raised by the auditor to the management about accounting records, financial accounts or systems of control and management's response;
11. to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board; and
12. to review the Company's compliance with the CG Code and disclosures in the corporate governance report.

During the year under review, the Audit Committee met with the Company's senior management and the external auditor twice, where relevant, to review the accounting principles and practices adopted by the Group and discussed auditing, internal controls and financial reporting matters, and performed the following:

1. Reviewed whistleblowing policy and system for employees and parties dealing with the Company to raise complaints, in confidence, to the Audit Committee about improprieties or irregularities relating to the Company and/or the Directors, the Company's senior management, employees or advisers.
2. Reviewed the appointment and remuneration of Messrs. Ernst & Young, the external auditor of the Company and its non-audit services provided to the Group.
3. Reviewed the audit plans, scopes, methods and reporting formats proposed by Messrs. Ernst & Young.
4. Reviewed the internal and external audit reports, and the response of the Company's senior management to the reported findings.
5. Reviewed the interim and annual financial statements, reports, and results announcement of the Group for the year under review prior to publication.
6. Reviewed the internal audit reports on risk management and internal control system.
7. Considered the dividend policy of the Company and recommended the same to the Board for adoption.
8. Reviewed the Company's policies and practices on corporate governance.
9. After due deliberation, recommended the appropriate outcomes of the above reviews for the Board's approval.

There were two private sessions between the Audit Committee and the external auditor without the presence of management in the Audit Committee meetings held in 2019.

### REMUNERATION AND NOMINATION COMMITTEE

The Board has established the Remuneration and Nomination Committee with written terms of reference that complies with the CG Code, which has been published on the respective websites of the Stock Exchange and the Company. The Remuneration and Nomination Committee currently consists of three (3) Independent Non-executive Directors, namely Mrs. Tse Wong Siu Yin Elizabeth (chairman of the Remuneration and Nomination Committee), Hon. Raymond Arthur William Sears, Q.C. and Mr. Tung Woon Cheung Eric.

The principal roles and functions of the Remuneration and Nomination Committee include but are not limited to:

#### Remuneration function

1. to make recommendations to the Board on the Company's policy and structure for all Directors' and the senior management's (if any) remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
2. to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objective;
3. to determine, with delegated responsibility, the remuneration packages of individual Executive Director and the senior management (if any). This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
4. to make recommendations to the Board on the remuneration of Non-executive Directors;
5. to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
6. to review and approve compensation payable to Executive Directors and senior management (if any) for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and otherwise fair and not excessive;
7. to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
8. to ensure that no Director or any of his associates is involved in deciding his own remuneration;

# Corporate Governance Report

## Nomination function

9. to review the structure, size and diversity of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
10. to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
11. to assess the independence of the Independent Non-executive Directors;
12. to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the chief executive; and
13. to monitor the implementation of the Board Diversity Policy, review the Board Diversity Policy, as appropriate and make relevant recommendations to the Board for consideration and approval.

During the year under review, the Remuneration and Nomination Committee had performed the following:

1. Made recommendations to the Board on the remuneration packages of individual Executive Directors.
2. Reviewed the remuneration of Non-executive Directors (including Independent Non-executive Directors).
3. Reviewed the Group's remuneration policy.
4. Reviewed the structure, size and diversity of the Board.
5. Reviewed the confirmation of independence by the Independent Non-executive Directors.
6. Reviewed the re-election of the retiring Directors at the AGM held on 18 June 2019.
7. After due deliberation, recommended the appropriate outcomes of the above reviews for the Board's approval.

The Remuneration and Nomination Committee reviews the remuneration package annually, taking into consideration market practice, competitive market position and individual performance.

The Remuneration and Nomination Committee has adopted the model described in code provision B.1.2(c)(ii) of the CG Code to make recommendations to the Board on the remuneration packages of Executive Directors and the Company's senior management.

The remuneration of each of the Non-executive Directors and Independent Non-executive Directors is determined by the Board under the recommendation of the Remuneration and Nomination Committee by reference to such Director's duties and responsibilities in the Group, time involvement and the prevailing market conditions.

### **NOMINATION POLICY**

#### **Objectives**

The nomination policy (the "Nomination Policy") aims to provide the key selection criteria and principles for the Remuneration and Nomination Committee of the Company to identify and evaluate a candidate for recommendation to the Board for selection and appointment of a director of the Company, whether as an additional director or for replacement or otherwise.

#### **Selection Criteria**

The Remuneration and Nomination Committee shall consider a number of the factors in assessing the suitability of a proposed candidate to the Board, including but not limited to the following:

1. reputation for integrity;
2. balance of skill, experience, expertise and personal qualities that will best complement the relevant business sectors of the Company and the overall effectiveness of the Board;
3. capability to devote adequate time for participation in meetings of the Board and all committees as delegated by the Board and attention to the Company's businesses, and commitment to the role;
4. diversity in all aspects, including but not limited to gender, age, cultural, educational and professional background, skills, knowledge and experience;
5. compliance with the criteria of independence as prescribed under Rule 3.13 of the Listing Rules of the Stock Exchange for the appointment of an independent non-executive director; and
6. any other relevant factors as may be determined by the Remuneration and Nomination Committee or the Board from time to time.

#### **Nomination Procedures**

1. If the Board determines that an additional or replacement director is required, the Board will notify the Remuneration and Nomination Committee the criteria and deploy various channels (including but not limited to referral from the current directors and shareholders) to source directorship candidates.

## Corporate Governance Report

2. The Remuneration and Nomination Committee may propose to the Board a candidate recommended or offered for nomination by a shareholder of the Company for election to the Board and the appointment or re-appointment of Directors and succession plan for Directors are subject to the final approval of the Board.
3. On making recommendation, the Remuneration and Nomination Committee may submit the candidate's personal profile and a proposal to the Board for consideration. The proposal must clearly indicate the nominating intention; and the candidate's consent to be nominated and biographical details that are required to be disclosed under the Listing Rules, including the information and/or confirmation required under Rule 13.51(2) of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time.
4. The Board shall observe its Board Diversity Policy and shall, subject to merit and suitability, continue in its endeavours to introduce more diversity into the Board, taking into account professional experience and qualifications, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service and any other factors that the Board might consider relevant and applicable from time to time towards achieving diversity of the Board.
5. Any eligible shareholder of the Company who desires to nominate a person to stand for election as a Director at a general meeting must lodge a written nomination of the candidate together with such person's consent to be nominated and biographical details to the attention of the Board within the lodgment period as more particularly set out in the circular to the shareholders of the Company.
6. Where a retiring Director, being eligible, offers himself for re-election, the Board shall consider and, if consider appropriate, recommend such retiring Director to stand for re-election at a general meeting. A circular containing the requisite information on such retiring Director will be sent to shareholders prior to a general meeting in accordance with the Listing Rules.

### **Monitoring and Review and Amendment of this Policy**

1. The Remuneration and Nomination Committee will from time to time review the Nomination Policy and monitor its implementation to ensure its effectiveness and compliance with regulatory requirements and good corporate governance practice.
2. The Nomination Policy has been approved by the Board. Any subsequent amendment of the Nomination Policy shall be reviewed by the Remuneration and Nomination Committee and approved by the Board.

## DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

Every newly appointed Director should receive a formal, comprehensive and tailored induction on appointment for ensuring that he has a proper understanding of the business and operations of the Group and that he is fully aware of his duties and responsibilities as a Director under applicable statute and common law, the Listing Rules, legal and other regulatory requirements as well as the Company's business and governance policies.

All Directors are provided with regular updates on the performance and financial position of the Group to enable the Board as a whole and each Director to discharge their duties. In addition, updates on the latest developments regarding the Listing Rules and other applicable regulatory requirements are provided to each Director to ensure compliance and enhance his awareness of good corporate governance practices.

All Directors should participate in continuous professional development to develop and refresh their knowledge and skills for ensuring that their contribution to the Board remains informed and relevant. According to the training records maintained by the Company, the types of trainings received by the Directors during the year ended 31 December 2019 are summarized as follows:

	<b>Type of Trainings</b>	
	<b>Attending seminars/ E-training/ conferences and/ or similar events</b>	<b>Reading materials and updates</b>
<b>Executive Directors</b>		
Mr. Ng Hung Sang ( <i>Chairman</i> )	✓	✓
Ms. Cheung Choi Ngor ( <i>Vice Chairman</i> )	✓	✓
Ms. Ng Yuk Mui Jessica ( <i>Executive Vice Chairman and Chief Executive Officer</i> )	✓	✓
<b>Independent Non-executive Directors</b>		
Hon. Raymond Arthur William Sears, Q.C.	✓	✓
Mrs. Tse Wong Siu Yin Elizabeth	✓	✓
Mr. Tung Woon Cheung Eric	✓	✓



## Corporate Governance Report

### COMPANY SECRETARY

Mr. Watt Ka Po James (“Mr. Watt”) has been appointed as the company secretary of the Company (the “Company Secretary”) pursuant to Rule 3.28 of the Listing Rules.

The Board has acknowledged that a company secretary plays a key role in advising the Company on corporate governance and other regulatory compliance matters. For discharging the aforesaid matters effectively and professionally, the Company Secretary must keep up-to-date with regulatory and legal developments relevant to the Company by means of continuous training and professional development. In addition, the Company Secretary has been regarded as a crucial conduit of communications between the Board and the senior management; the Company and the Shareholders; and the Company and the regulators.

Mr. Watt has complied with Rule 3.29 of the Listing Rules by taking no less than 15 hours of relevant professional training during the year under review.

### COMMUNICATION WITH SHAREHOLDERS

The Company uses general meeting, annual report, interim report, announcement, circular and its website as communication tools to keep the Shareholders informed of the matters of significance and latest development of the Group.

Shareholders are provided with contact details of the Company to enable them to make enquiries with respect to the Company’s affairs. Shareholders can also send their enquiries to the Company through these channels or contact Union Registrars Limited, the share registrar of the Company, in case of enquiries about shareholdings.

AGM is one of the channels on which the Directors meet with the Shareholders whose views can be addressed to the Board directly. At the AGM, separate resolution will be proposed by the chairman in respect of each substantially separate issue, and voting on each resolution will be conducted by poll. The chairman of the AGM ensures that an explanation is provided of the detailed procedures for conducting voting by poll and answers any questions from the Shareholders. The notice of AGM is distributed to the Shareholders at least twenty (20) clear business days prior to the AGM. The accompanying circular sets out the details of each proposed resolution and other relevant information as required under the Listing Rules. Voting results are posted on the websites of the Stock Exchange and the Company respectively on the day of the AGM.

Executive Directors, members of the Audit Committee and the Remuneration and Nomination Committee and the external auditor will be available to attend the AGM to answer questions from the Shareholders and to gain and develop a balanced understanding of the views of from the Shareholders.

The Company has adopted a dividend policy, details of which are disclosed in the section headed “Dividend Policy” in the Directors’ Report of this annual report.

## SHAREHOLDERS' RIGHTS

### Procedures for Shareholders to Convene an Extraordinary General Meeting

Shareholder(s) holding at least 5% of the total voting rights of all the shareholders of the Company can make a request to convene a general meeting pursuant to Section 566 of the Companies Ordinance of Hong Kong, Chapter 622 (the "Ordinance"). The request must state the general nature of the business to be dealt with at the meeting, and may be sent to the Company in hard copy form or in electronic form and must be authenticated by the person or persons making it. Besides, Section 580 of the Ordinance provides that (i) shareholder(s) representing at least 2.5% of the total voting rights of all shareholders of the Company or (ii) at least 50 shareholders can request the Company to circulate a statement, which may be sent to the Company in hard copy form or in electronic form, and must be authenticated by the person or persons making it and received by the Company at least seven (7) days before the general meeting to which it relates.

### Procedures for Shareholders to send enquiries to the Board

The Shareholders may send their enquiries, in written form, to the Board by addressing them to the Company Secretary at the Company's registered office at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong.

### Procedures for putting forward proposals at a shareholders' meeting

There is no provision allowing the Shareholders to make proposals or move resolutions at the AGMs under the Articles of Association. The Shareholders who wish to make proposals or move a resolution may, however, convene an EGM in accordance with the "Procedures for Shareholders to Convene an Extraordinary General Meeting" set out above.

## CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2019, there was no change in the Company's constitutional documents. The Articles of Associations of the Company are available on the websites of the Stock Exchange and the Company.

## INVESTOR RELATIONS

The Company keeps on promoting good investor relations and enhancing communication with the Shareholders and potential investors of the Company. The website of the Company contains the latest data and information of the Group so that the Shareholders, the investors and the public can get the information about the Company in a timely manner. The Company's website address is [www.sctrade.com](http://www.sctrade.com).

# Environmental, Social and Governance Report

The Group hereby presents this Environmental, Social and Governance (“ESG”) report for the year ended 31 December 2019 in accordance with requirements set out in Appendix 27 (Environmental, Social and Governance Reporting Guide) (“ESG Guide”) of the Listing Rules.

During the year under review, the Group continued to focus on four (4) key areas – (1) Environment; (2) Employment and Labour Practices; (3) Operation Practices; and (4) Community Investment, and to strive to balance the impacts of environmental protection and social responsibility in the Group’s strategic plans for the purpose of driving sustainable value for the Group’s stakeholders and the communities in which the operations of the Group are located. There were no significant changes in the Group’s businesses, operation location and share capital structure during the year under review. This ESG Report was approved by the board of directors.

Risk management is crucial for maintaining the Group’s stable daily operation and quick response to the changing environment. With the support of the relevant business unit managers, the Board identifies and assesses the key risks, and formulates strategies and measures to mitigate such relevant risk exposures. A risk register is prepared to facilitate the management of key risks of the Group, including those relating to ESG, which will be reviewed by the Board or any committee delegated by the Board as part of the risk management and internal control process.

The material aspects under the four (4) key areas – 1. Environment; 2. Employment and Labour Practices; 3. Operation Practices; and 4. Community Investment are set out as follows:

## 1. ENVIRONMENT

### 1.1 Emission:

Environmental protection plays a crucial role for a corporation’s sustainability. It is the strategy of the Group to keep reducing the environmental impact from its operations, and to promote environmental protection within the Group, its marketplace and the communities in which the Group’s operations are located. Notwithstanding the nature of business of the Group does not consume much energy and cause severe air and water pollution, the Group keeps minimizing the environmental impacts from its operations by means of:

#### (a) Control of emission of greenhouse gases (“GHG”):

The Group has encouraged staff to (a) use environmentally-friendly public transportation, e.g. MTR for local travelling; (b) use video/audio conferences for business meetings for reducing the frequency of business travel by air so as to reduce direct and indirect emissions of GHG; and (c) use electronic messages, especially internal communications, for the purpose of reduction of paper consumption which in turn will be helpful for reduction of indirect emission of GHG.

## Environmental, Social and Governance Report

Paper consumption is another main source of indirect GHG emissions. The Group has continuously implemented such guides as “Energy Efficiency of Lightings, Air Conditioning and Office Machines Services Guide” and “Recycle Paper and Toner Cartridge Services Guide” to manage the efficient use of resources in the Group’s daily operations. In addition, the Group has implemented administrative measure to reduce paper consumption, e.g. e-leave system (application and approval of leave), e-pay slip (salary payment notification), e-internal communications, e-reports, printing on duplex mode, paperless storage and regular waster paper collection for recycling etc. In addition, the Group has encouraged its customers to use e-statements. For giving greater efforts in reduction of GHG emissions, the Group has arranged an independent recycling paper collector to collect used papers from the offices of the Group at regular intervals.

Emission summary:

<b>Indicators</b>	<b>2019</b>	2018	<i>Note</i>
Total GHG emissions (tonnes)	<b>236.4</b>	280.2	#
Direct emissions (tonnes):			
– Company cars <sup>1</sup>	<b>0</b>	0	
Indirect emissions (tonnes):			
– Electricity	<b>187.5</b>	197	
– Business travel <sup>2</sup>	<b>19.7</b>	50.9	
– Paper consumption	<b>23.3</b>	25	
GHG emissions avoided by recycling of used papers (tonnes)	<b>5.9</b>	7.3	

1 It is based on kilometers travelled and liters of gasoline consumed.

2 It is based on the International Civil Aviation Organization Carbon Emissions Calculator.

*Note:*

# Total GHG emissions decreased by approximately 15.6% due to reduction in consumption of electricity and business travel.

### (b) Control of production of hazardous and non-hazardous wastes:

In view of the nature of the Group’s operations, it did not generate any hazardous wastes. Areas are designated in the offices of the Group for disposal of electronic equipment. The Group will arrange an independent third party collector to collect all scrapped electronic equipment for proper treatment. Water consumption during the year under review was approximately 84 m<sup>3</sup> and the total fee paid was approximately HK\$630. The management fee of each of the leased premises paid to the respective building management includes charges for water supply and discharge.

## Environmental, Social and Governance Report

Waste summary:

<b>Indicators</b>	<b>2019</b>	2018	<i>Note</i>
Electronic equipment (pieces)	<b>0</b>	0	#

*Note:*

# No electronic equipment was disposed of during the period under review

### 1.2 Use of Resources:

- (a) Fuel (unleaded petrol) consumption and electricity consumption is respectively the main source of direct and indirect energy consumption. Both fuel and electricity consumptions are the main sources of GHG emissions. The Group issued an e-notice of “Save Our World and Build our Green Office” to all employees for promoting awareness of saving of water, energy and paper at work. In addition, an office of the Group has been using LED energy saving light tubes during the year under review. The results achieved by such improvements are reflected in the energy consumption summary below:

Energy consumption summary:

<b>Indicators</b>	<b>2019</b>	2018
Total energy consumption (KWh)	<b>305.2</b>	312.7
Direct energy consumption (unleaded petrol) (KWh) <sup>1</sup>	<b>0</b>	0
Indirect emissions (electricity) (KWh)	<b>305.2</b>	312.7
Expenses on energy consumption (HK\$'000)	<b>373.1</b>	382.3

<sup>1</sup> No company vehicle so no consumption of unleaded petrol.

- (b) The Group is committed to conserving clean water. “Save Water” labels are placed in such water consumption areas as pantries and lavatories to remind employees not to waste water. As mentioned above, the Group is operating in several leased office premises of which the respective building management is responsible for both water consumption and discharge, and data in relation to volume of water consumed and discharged would not be provided for any occupants. The management fee of each of the leased premises paid to the respective building management includes charges for water supply and discharge.

- (c) The Group engages various regulated activities, e.g. dealings in securities and futures, advising securities; margin finance and money lending; leveraged foreign exchange trading; advice on corporate finance; asset and wealth management; property investment; and media business. All businesses of the Group do not involve packaging materials.

### 1.3 Environmental and Natural Resources:

Environmental protection is a continuous process, including management of energy and water consumption, and waste production. During the year under review, such environmental protection measures as using energy saving fluorescent tubes and LED light tubes in office areas; and a notice of “Environmental Initiative and Cost Saving” to all staff to keep office area temperature at 25°C was issued, which would be monitored and reviewed regularly pursuant to the environmental and legal requirements.

## 2. EMPLOYMENT AND LABOUR PRACTICES

### 2.1 Employment:

“People Oriented” is the Group’s persistent notion. In conformity with the principle of harmonious sustainable development, the Group continuously invests its available resources in providing a supportive, comfortable and healthy workplace for employees, and in fostering a caring community in the working environment.

The Group recognizes that attracting competent talents is important for its sustainable growth, so it is committed to providing fair and competitive remuneration package in form of salary and fringe benefits, e.g. personal and life insurance, paid leave and education sponsorship etc. apart from those mandatory employment-related benefits. It is the policy that salary of employees will be reviewed on an annual basis in December, and the eligible employees will be subject to performance appraisal evaluation to be carried out by the respective department heads and then endorsed by such employees, and all such evaluations are subject to the final approval by the relevant executive director or to whom that the director delegates. The Group Human Resources Department will provide a guideline of salary range of each category in light of the current market rate to each department head for reference for ensuring that the salary for each category of the Group remains competitive. In addition, the Group is committed to compliance with the code provisions set out in Appendix 14 of the Listing Rules, regarding of remuneration of directors and senior management.

In order to provide a framework and guidance for ensuring (a) fairness in recruitment; (b) maximization of diversity of applicants; and (c) high caliber candidates are attracted and selected by taking into account of equal opportunities, anti-discrimination, non-harassment and prohibition of child and forced labour, such policies as “Recruitment Policy”, “Equal Opportunities and Anti-Discrimination Policy” and “Code of Conduct” have been in force.

## Environmental, Social and Governance Report

For (a) providing basic understanding of the Group's background, organization structures and business objectives; (b) safeguarding the agreed employment terms and conditions, e.g. working hours, probation period, rest periods, termination of employment, other fringe benefits; and (c) adherence to the relevant policies, systems and procedures etc., an orientation training will be provided for all newcomers by the Human Resources Department, and the Staff Handbook and the aforesaid policies are available in the Group's intranet folder (paperless for upholding of environmental protection) for reference at any time by the employees.

The Group explicitly opposes any discrimination on the grounds of age, gender, marital status, pregnancy, family status, race, nationality, religion and disability, and from time to time observes the provisions of such relevant laws as Employment Ordinance, Cap. 52, Employees' Compensation Ordinance, Cap. 282, Sex Discrimination Ordinance, Cap. 480 in Hong Kong, Disability Discrimination Ordinance, Cap. 487 and Race Discrimination Ordinance, Cap. 602.

The Group had 240 employees as at 31 December 2019 of which 136 male and 104 female. Indicators of employment type of each gender, employees' age group of each gender, geographical region of employment of each gender and turnover rate of each gender during the years of 2019 and 2018 are as follows:

### (a) Employment type and gender:

Number of employees:	2019		2018	
	Male	Female	Male	Female
Management and Department Head	26	7	27	9
Managerial	7	5	18	8
Supervisory	26	18	35	17
General Staff	77	74	82	84
	<b>136</b>	<b>104</b>	162	118

### (b) Employees' age group and gender:

Number of employees:	2019		2018	
	Male	Female	Male	Female
18–below 30	11	18	17	24
30–below 50	81	64	97	73
50 and over	44	22	48	21
	<b>136</b>	<b>104</b>	162	118

**(c) Geographical region and gender:**

Number of employees:	2019		2018	
	Male	Female	Male	Female
Hong Kong	133	98	153	111
PRC	0	5	6	7
Others	3	1	3	0

**(d) Turnover rate:**

2019: The average turnover rate for the year of 2019 was about 2.68%

2018: The average turnover rate for the year of 2018 was about 3.47%

**2.2 Health and Safety:**

The Group is committed to providing employees a safety and healthy working environment by reference to such occupational safety and health publications issued by Occupational Safety and Health Council as Office Lighting, Design of Office Station, Office Stretching Exercises, Work Stress, Work Postures, Correct Use of Display Screen Equipment and OSH Guides for Computer Workstation.

All office premises of the Group are well-equipped with typical safety facilities, e.g. first-aid boxes, fire exits, fire extinguishers, fire detectors and sprinklers and emergency lights. In addition, employees are encouraged to participate to annual fire drill for emergency evacuation organized by the building management.

The Group Human Resources Department oversees the occupational health and safety matters. All occupational health and safety-related accidents must be reported to the Group Human Resources Department which will report all serious injuries and occupational diseases to the Board or any committee delegated by the Board as and when necessary. Staff has been notified that any potential or suspected occupational health and safety-related issues may be notified to the Group Human Resources Department by means of email to the designated email address. The Group Human Resources Department will carry out investigation and remedial actions as and when necessary.



## Environmental, Social and Governance Report

During the year under review, the Group did not have any work-related fatalities.

Number of reportable injuries, reportable occupational diseases and lost days due to work-related injury and occupational diseases are as follows:

<b>Number of cases and lost days:</b>	<b>2019</b>	<b>2018</b>
Number of reportable injuries <sup>1</sup>	<b>1</b>	1
Number of reportable occupational diseases <sup>2</sup>	<b>0</b>	0
Number of lost days due to reportable injuries	<b>1</b>	7
Number of lost days due to occupational diseases	<b>0</b>	0

1 Any work-related injury resulting in incapacity, which is required to notify the Commissioner for Labour pursuant to the Employees' Compensation Ordinance in Hong Kong.

2 Any occupational disease resulting in incapacity, which is required to notify the Commissioner for Labour pursuant to the Employees' Compensation Ordinance.

Due to the impact of the outbreak of novel coronavirus in Hong Kong, the Company launched a business continuity plan for a month effective early of February 2020, under which about 50% employees were arranged to work from home on alternate basis for the purpose of reducing the risk of infection amongst employees. For enhancing the sanitary of working environment for employees, the following measures are continuing in force until the coronavirus situation tapers off:

- (i) Public areas and common areas of office are clean and disinfected in a frequent manner during office hours;
- (ii) Employees are required to have a 14-day quarantine period by working from home if any infection happens in the same building of their respective residence;
- (iii) Hand sanitizers are provided at the office entrances for all employees;
- (iv) Employees are required to have a 14-day quarantine period upon return to Hong Kong from such countries as Japan, South Korea, Singapore, France and Iran before the effective date of compulsory 14-day quarantine order applied to such countries and then to all overseas countries; and
- (v) Employees are all required to put on face masks in office, and face masks will be provided upon request.

### 2.3 Development and Training:

For sustainable development of the Group and its employees, Employees Training and Development Policy continued playing a key role during the year under review. The Group has arranged in-house training courses, e.g. induction orientation and on-the-job trainings, and other training courses and seminars conducted by third party providers in light of the employees' job requirements and the business objectives of the Group.

For compliance with the continuous professional training ("CPT") requirements for both corporations and persons carrying on regulated activities set out by the Securities and Futures Commission ("SFC"), the Group is committed to evaluate its training programs annually and to make commensurate adjustments, if necessary, to cater for the training needs of the relevant employees. In development of the training programs, such factors as the Group's size, organizational structure, risk management system, scope of business activities, regulatory framework and market development are taken into consideration. For ensuring each license representative of the Group remains "fit and proper" at all times, each licence representative of the Group completed at least 5 CPT hours during the year under review for each regulated activity that the employee engaged.

For compliance with Anti-Money Laundering and Counter-Terrorist Financing (Financial Institutions) Ordinance, Cap. 615, and the Guideline on Anti-Money Laundering and Counter-Terrorist Financing ("AML Guideline") issued by the SFC, the Group provided appropriate Anti-Money Laundering and Counter-Terrorists Financing training to the relevant employees, including but not limited to introduction to the background to money laundering and terrorist financing ("AML/CTF") and the importance placed on AML/CTF by the Group to all new staff during the year under review. Annual CPT training on AML/CTF was conducted on 23 December 2019.

Performance appraisal evaluation is an interactive exercise between an employee and his/her department head, which involves appraising an employee's past performance and identifying the employee's areas for improvement and enhancement for fulfillment of the agreed objectives. The Group encourages and supports employees to improve and enhance their knowledge and skills that are attributable to achievement of the agreed objectives by granting study and examination leave.

## Environmental, Social and Governance Report

Number of employees trained by employment type and gender during the years of 2019 and 2018 are as follows:

Number of employees:	2019		2018	
	Male	Female	Male	Female
Management and Department Head	16	6	11	2
Managerial	15	6	3	5
Supervisory	17	9	14	5
General Staff	53	48	50	20

Average training hours completed per employee by employment type and gender during the years of 2019 and 2018 are as follows:

Number of training hours per employee:	2019		2018	
	Male	Female	Male	Female
Management and Department Head	4.55	2.90	6	6
Managerial	5.25	4.15	5	6
Supervisory	4.85	4.35	8	8
General Staff	4.75	4.25	8	5

### 2.4 Labour Standards:

The Group strictly complies with the Employment Ordinance in respect of employment in Hong Kong. As per the Recruitment Policy, employment of child and forced labour is strictly prohibited. In addition, all such illegal means as retention of identity cards or passports, intimidation, coercion and undue pressure are strictly prohibited. It is the policy that all employees are aged 18 and above. It is a standard procedure in screening stage that all interviewees are required to present their identity cards for inspection for ascertaining their identities, ages and validity of employment status. No employment offer will be made to any candidates whose ages are below 18. In the event that any irregularities in ages, identities and/or validities of employment status is subsequently found, employment with all such concerned candidates will be immediately terminated, and the Group will report such incident to the relevant authorities as soon as possible.

No child labour was hired or subsequently found in both 2019 and 2018.

### 3. OPERATION PRACTICES

#### 3.1 Supply Chain Management:

The media business of the Group of which including publication of various financial related magazines is responsible for fostering all current key suppliers (a) to comply with all applicable laws and regulations in respect of their employment and operations, including occupational health and safety, environmental protection, and statutory maintenance of relevant records of documentation; (b) not to engage any corruption and take any undue advantage to obtain or retain business; (c) to protect intellectual property rights and safeguard customers’ personal information; (d) not to engage any child and forced labour; and (e) not to discriminate age, gender, marital status, pregnancy, family status, race, nationality, religion and disability in employment, for the purpose of managing the supply chain in a socially and environmentally responsible manner. In the event of any violation of such business integrity as corruption or extortion, the media business group will take all appropriate actions for safeguarding its interest, including immediate termination of contract with the supplier in default.

Number of key suppliers by geographical regions during the years of 2019 and 2018 is as follows:

<b>Number of key suppliers:</b>	<b>2019</b>	2018
Hong Kong	1	1

#### 3.2 Product Responsibility:

The Group is committed to maintain quality of its regulated activities by compliance with such prevailing guidelines and codes issued by the SFC as “Code of Conduct for Persons Licensed by or Registered with the SFC”, “Corporate Finance Adviser Code of Conduct”, AML Guidelines, “Fit and Proper Guidelines”, “Guidelines on Competence”, “Licensing Handbook” and “Guidelines on Continuous Professional Training”.

To safeguard and maintain the Group’s quality of service in provision of regulated activities, the Group’s Compliance Department is responsible for handling all complaints (all other non-regulated service complaints, especially corruption or malpractice in nature, are handled by the Group’s Internal Audit Department as more detailed set forth in paragraph 3.3 hereinbelow). Complainants may raise their complaints by means of email, facsimile, letter and telephone. The Group’s Compliance Department is responsible for collection of all basic information of the complainant, including names and contact details, and the matter of complaint, and for carrying out investigation after basic review and evaluation and at the same time notifying the relevant department head. The outcome of evaluation (if no investigation is required) or of investigation will notify the complainant on a strict confidential basis.

## Environmental, Social and Governance Report

The engagement of regulated activities, property investment and media publications are not subject to any recall for safety and health reasons, and the Group did not receive complaints from clients.

With respect to the media business, the Group from time to time observes the provisions of Copyright Ordinance, Cap. 528, and respects intellectual property rights. As per the Information Technology Policy, employees are not allowed to install any unauthorized or unlicensed software into their working computers provided by the Group. Use of any materials which are in violation of the relevant law is strictly prohibited.

The Group respects privacy rights of its stakeholders, and a privacy policy statement is published on its website ([www.sctrade.com](http://www.sctrade.com)). All personal data collected, processed, used, disclosed and retained are subject to the Personal Data Privacy Policy which is prepared by reference to Personal Data (Privacy) Ordinance, Cap. 486. Personal Information Collection Statement (PICS) will be provided for all candidates pertaining to employment, which sets out the purposes of personal data collection, disclosure, retention and storage. In addition, the Group is obliged to safeguard the personal data of its stakeholders and to use such data for specific purpose, e.g. verifying identity and checking creditability for provision of goods and services.

### **3.3 Anti-corruption:**

The Group is committed to conducting its business activities legally and ethically, and zero-tolerance on any form of corruption or malpractice, such as bribery, money laundering, extortion or fraud. Anti-bribery Policy, Anti-Fraud Policy, Compliance Manual and AML Manual are the main tools for safeguarding against corruption and malpractice. In addition, Code of Conduct stipulates no bribes, kickbacks or advantages solicited from or given to any person for any purposes, the way of handling gifts and other benefits valued at more than HK\$500, and no violation of any applicable laws and ethical standards. The Internal Audit Department is responsible for reviewing and auditing the business activities.

During the year under review, there were no confirmed incidents in relation to corruption, and no suppliers' contracts were terminated or not renewed due to corruption.

In addition, the Group encourages its stakeholders to report its employees' misconduct by reference to its Whistleblowing Policy and Procedures which are set out on the corporate website ([www.sctrade.com](http://www.sctrade.com)). Any complainant may raise his/her complaints against inappropriate and unlawful behavior or malpractice of any Group's employees (including its contractors and consultants) on confidential base, directly to the Group Internal Audit Department, without the fear of incrimination. The Group Internal Audit Department will review and evaluate the complaints, and then determine the mode of investigation. If the alleged misconduct, malpractice or irregularity is confirmed, a report prepared by the Group Internal Audit Department will then be circulated to the relevant department head and the Group Human Resources Department for the purpose of consideration and determination of any remedial and disciplinary actions to be taken. A summary of complaints received, results of such complaints and the actions taken will be made available to the Board on an annual basis.

### 4. COMMUNITY INVESTMENT

As a responsible corporate citizen, the Group uses its expertise and resources to support the communities in which it operates in such manner as helping people in need and organizing charitable events and donating funds raised by such events to local charities etc.

During the year under review, the Group (i) supported a number of charitable organizations including but not limited to YWCA; (ii) participated into “Jessica Run” organized by the Group’s fellow subsidiary for raising funds for the disadvantaged; and (iii) “Food Distribution” for providing food to the disadvantaged who were in need of food aid. In addition, the Group encourages staff to participate organ donation organized by Department for Health.

The Group is a supporter for developing a healthy and green community, so it will not only continuously dedicate its efforts to protect the environment by controlling emissions of GHG, consumption of energy and water and waste production etc. but also participates in different events to contribute positivity to the communities in which it operates.

# Independent Auditor's Report



**To the members of South China Financial Holdings Limited**  
(Incorporated in Hong Kong with limited liability)

## **OPINION**

We have audited the consolidated financial statements of South China Financial Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 61 to 180, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the 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 (“HKICPA”) and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

## **BASIS FOR OPINION**

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

## **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. For each matter below, our description of how our audit addressed the matter is provided in that context.

## Independent Auditor's Report

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

### Key audit matters

### How our audit addressed the key audit matters

#### Impairment assessment of loans receivable and trade receivables

As at 31 December 2019, gross loans receivable and related impairment amounted to HK\$224.0 million and HK\$35.7 million, respectively; while gross trade receivables and related impairment amounted to HK\$112.8 million and HK\$5.7 million, respectively.

The measurement of expected credit losses ("ECLs") requires the application of significant judgement and increased complexity which include the identification of exposures with a significant deterioration in credit quality, and assumptions used in the ECLs models (for exposures assessed individually or collectively), such as the expected future cash flows and forward-looking macroeconomic factors.

The trade receivables included receivable balances arising from securities, foreign exchange and futures contracts trading, which were significant in size. The Group used a provision matrix to calculate ECLs, considering provision rates based on past due for groupings of various customer segments that have similar loss patterns, historical observed default rates and forward-looking estimates.

The accounting policies and disclosures about impairment of loans receivable and trade receivables are included in notes 2.4, 3, 20 and 25 to the financial statements.

We obtained an understanding of the Group's credit risk management and practices, and assessed the Group's methodologies and assumptions used for estimating the impairment of loans receivable and trade receivables. Our procedures to assess the Group's impairment included the followings:

- We evaluated the Group's methodologies and assumptions used in ECLs estimation.
- We tested the appropriateness of the Group's determination of significant increase in credit risk and the basis for classification of exposures into the 3 stages. Our testing included the checking to loan overdue information, loan-to-value percentage or other related information, and considering the stage classification determined by the Group.
- For loans receivable, we considered the control procedures performed by the Group over monitoring and valuation of collateral and determine whether there was any shortfall by comparing the loan outstanding with the value of collateral.
- For other unsecured loans and trade receivables, we reviewed impairment assessment performed by the Group, including the ageing analysis, subsequent settlement, reasonableness of the Group's criteria for historical default rate and forward looking elements as well as any significant increase in credit risk to be measured on a lifetime ECLs basis and qualitative assessment.

We also assessed the adequacy of the Group's disclosures in relation to credit risk.



# Independent Auditor's Report

## Key audit matters

## How our audit addressed the key audit matters

### Valuation of investment properties

The Group owns investment properties in Hong Kong which were valued at HK\$550.0 million as at 31 December 2019. Significant judgement is required to estimate the fair value of the investment properties, to reflect the market conditions at the end of the reporting period. The market comparison approach by reference to recent sales prices of comparable properties is used in the valuation of investment properties. Management engaged an independent professionally qualified valuer to estimate the value of investment properties at the end of the reporting period.

The accounting policies and disclosures about valuation of investment properties are included in notes 2.4, 3 and 14 to the financial statements.

We evaluated the objectivity, independence and competence of the valuer. We also involved our internal valuation specialist to assist us in assessing the methodology and assumptions adopted in the valuation for estimating the fair value of the investment properties and performed benchmarking of the value of investment properties held by the Group to other comparable properties.

We also assessed the adequacy of the related disclosures in the notes to the financial statements.

## Key audit matters

## How our audit addressed the key audit matters

### Impairment assessment of goodwill and intangible assets

As at 31 December 2019, goodwill and intangible assets after impairment amounted to HK\$83.5 million and HK\$9.2 million, respectively. During the year, impairment of HK\$6.5 million was made against goodwill.

Impairment assessment is performed by assessing the recoverable amount of the cash-generating unit or group of cash-generating units to which the goodwill and intangible assets relates. The recoverable amounts of the cash-generating units have been determined based on a value in use calculation using cash flow projections based on financial budgets.

The impairment assessment is significant to our audit due to significant estimates involved in the estimation of the value in use of the cash generating units to which the goodwill and intangible assets is allocated, including, amongst others, expected future cash flows, discount rates and terminal growth rate.

The accounting policies, disclosures of estimation uncertainty and impairment assessment of goodwill and intangible assets are included in notes 2.4, 3, 16 and 17 to the financial statements.

We assessed the key assumptions used in management's cash flow projections for impairment assessment of goodwill and intangible assets, including, amongst others, budgeted revenue, discount rate, inflation rate and growth rate, taking into consideration the historical results, market conditions and trends.

In addition, we involved our internal valuation specialist to assist us in evaluating the discount rate and terminal growth rate adopted in the value in use calculation using cash flow projections. We also assessed the adequacy of disclosures in connection with the impairment assessment of goodwill and intangible assets.

### Other information included in the Annual Report

The directors of the Company are responsible for the other information. The other information comprises the information included 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.

## Independent Auditor's Report

### **Responsibilities of the directors for the consolidated financial statements**

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

### **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. Our report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, 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.

### **Auditor's responsibilities for the audit of the consolidated financial statements** *(Continued)*

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

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

## Independent Auditor's Report

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

The engagement partner on the audit resulting in this independent auditor's report is Wu Ka Lai, Cary.

#### **Ernst & Young**

*Certified Public Accountants*

22/F, CITIC Tower

1 Tim Mei Avenue

Central, Hong Kong

17 March 2020

# Consolidated Statement of Profit or Loss

Year ended 31 December 2019

	Notes	2019 HK\$'000	2018 HK\$'000
<b>CONTINUING OPERATIONS</b>			
<b>REVENUE</b>	5	<b>204,119</b>	143,913
Other income		4,122	2,613
Fair value gain on investment properties		21,000	49,000
Fair value loss on financial assets at fair value through profit or loss, net		(13,428)	(146,911)
Impairment of goodwill		(6,454)	–
Impairment of loans and trade receivables, net		(6,983)	(8,165)
Other operating expenses		(256,639)	(249,545)
<b>Loss from operating activities</b>		<b>(54,263)</b>	(209,095)
Finance costs	7	(19,968)	(18,043)
<b>LOSS BEFORE TAX FROM CONTINUING OPERATIONS</b>	6	<b>(74,231)</b>	(227,138)
Income tax expense	10	(3,275)	(894)
<b>LOSS FOR THE YEAR FROM CONTINUING OPERATIONS</b>		<b>(77,506)</b>	(228,032)
<b>DISCONTINUED OPERATION</b>			
Net gain/(loss) for the year from a discontinued operation	11	319	(11,734)
<b>LOSS FOR THE YEAR</b>		<b>(77,187)</b>	(239,766)
Attributable to:			
Equity holders of the Company			
— For loss from continuing operations		(77,884)	(228,016)
— For profit/(loss) from a discontinued operation		319	(11,734)
For loss for the year		(77,565)	(239,750)
Non-controlling interests		378	(16)
		(77,187)	(239,766)
<b>LOSS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY</b>	12		
Basic and diluted			
— For loss for the year		(HK25.7 cents)	(HK79.6 cents)
— For loss from continuing operations		(HK25.9 cents)	(HK75.7 cents)

# Consolidated Statement of Financial Position

31 December 2019

	Notes	2019 HK\$'000	2018 HK\$'000
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	13	2,707	3,591
Investment properties	14	550,000	529,000
Right-of-use assets	15	9,085	–
Intangible assets	17	9,210	10,916
Investments in associates	19	–	–
Equity investments designated at fair value through other comprehensive income	21	30,240	30,520
Debt investments at fair value through other comprehensive income	21	2,847	3,080
Other assets	18	9,627	7,514
Goodwill	16	83,494	89,948
Long term loans receivable	20	16,552	11,849
Long term prepayment and deposits	26	773	608
<b>Total non-current assets</b>		<b>714,535</b>	<b>687,026</b>
<b>CURRENT ASSETS</b>			
Inventories	23	12,936	13,432
Financial assets at fair value through profit or loss	24	414,265	431,167
Loans receivable	20	171,701	285,428
Trade receivables	25	107,127	167,580
Contract assets	27	250	3,352
Prepayments, other receivables and other assets	26	56,819	41,348
Derivative financial instruments	28	478	541
Tax recoverable		378	227
Cash held on behalf of clients	30	512,272	541,617
Cash and bank balances	29	89,493	108,456
<b>Assets of a disposal group classified as held for sale</b>	11	<b>–</b>	<b>7,225</b>
<b>Total current assets</b>		<b>1,365,719</b>	<b>1,600,373</b>

## Consolidated Statement of Financial Position

31 December 2019

	Notes	2019 HK\$'000	2018 HK\$'000
<b>CURRENT LIABILITIES</b>			
Client deposits	31	531,801	485,171
Trade payables	32	77,575	170,473
Other payables and accruals	33	31,218	33,174
Derivative financial instruments	28	154	197
Interest-bearing bank and other borrowings	34	410,249	486,978
Tax payable		5,415	2,898
		<b>1,056,412</b>	1,178,891
Liabilities directly associated with the assets classified as held for sale	11	–	6,605
Total current liabilities		<b>1,056,412</b>	1,185,496
<b>NET CURRENT ASSETS</b>		<b>309,307</b>	414,877
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>1,023,842</b>	1,101,903
<b>NON-CURRENT LIABILITIES</b>			
Interest-bearing bank and other borrowings	34	156,268	152,919
Deposits received		692	3,672
Deferred tax liabilities	22	31,063	30,952
Total non-current liabilities		<b>188,023</b>	187,543
Net assets		<b>835,819</b>	914,360
<b>EQUITY</b>			
<b>Equity attributable to equity holders of the Company</b>			
Share capital	35	1,085,474	1,085,474
Reserves	37	(252,347)	(171,945)
		<b>833,127</b>	913,529
Non-controlling interests		2,692	831
Total equity		<b>835,819</b>	914,360

On behalf of the Board

**Ng Yuk Mui Jessica**  
*Director*

**Cheung Choi Ngor**  
*Director*



# Consolidated Statement of Changes in Equity

Year ended 31 December 2019

		Attributable to equity holders of the Company								
		Fair value reserve of financial assets at fair value								
		Share capital	Property revaluation reserve <sup>#</sup>	through other comprehensive income	Share option reserve	Exchange fluctuation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	At 1 January 2018	1,085,474	120,145	22,524	2,781	2,863	(68,404)	1,165,383	-	1,165,383
	Loss for the year	-	-	-	-	-	(239,750)	(239,750)	(16)	(239,766)
	Other comprehensive loss for the year	-	-	(8,535)	-	(3,725)	-	(12,260)	-	(12,260)
	Total comprehensive loss for the year	-	-	(8,535)	-	(3,725)	(239,750)	(252,010)	(16)	(252,026)
	Acquisition of subsidiaries	39	-	-	-	-	-	-	847	847
	Equity-settled share option arrangements	36	-	-	-	156	-	156	-	156
	Transfer of share option reserve upon the forfeiture of share options	-	-	-	(859)	-	859	-	-	-
	At 31 December 2018	1,085,474	120,145*	13,989*	2,078*	(862)*	(307,295)*	913,529	831	914,360
	Effect of adoption of HKFRS 16	2.2	-	-	-	-	(581)	(581)	(232)	(813)
	At 1 January 2019 (restated)	<b>1,085,474</b>	<b>120,145</b>	<b>13,989</b>	<b>2,078</b>	<b>(862)</b>	<b>(307,876)</b>	<b>912,948</b>	<b>599</b>	<b>913,547</b>
	Profit/(loss) for the year	-	-	-	-	-	(77,565)	(77,565)	378	(77,187)
	Other comprehensive income/(loss) for the year	-	-	(513)	-	(1,743)	-	(2,256)	1,715	(541)
	Total comprehensive loss for the year	-	-	(513)	-	(1,743)	(77,565)	(79,821)	2,093	(77,728)
	Transfer of share option reserve upon the forfeiture of share options	-	-	-	(1,263)	-	1,263	-	-	-
	At 31 December 2019	<b>1,085,474</b>	<b>120,145*</b>	<b>13,476*</b>	<b>815*</b>	<b>(2,605)*</b>	<b>(384,178)*</b>	<b>833,127</b>	<b>2,692</b>	<b>835,819</b>

<sup>#</sup> The property revaluation reserve arose from a change in use from owner-occupied properties to investment properties carried at fair value on 30 June 2012.

<sup>\*</sup> These reserve accounts comprise the debit consolidated reserves of HK\$252,347,000 (2018: HK\$171,945,000) in the consolidated statement of financial position.

# Consolidated Statement of Comprehensive Income

Year ended 31 December 2019

	Note	2019 HK\$'000	2018 HK\$'000
<b>LOSS FOR THE YEAR</b>		<b>(77,187)</b>	<b>(239,766)</b>
<b>OTHER COMPREHENSIVE LOSS</b>			
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods	38	(261)	(3,020)
Other comprehensive loss that will not be reclassified to profit or loss in subsequent periods	38	(280)	(9,240)
<b>OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX</b>		<b>(541)</b>	<b>(12,260)</b>
<b>TOTAL COMPREHENSIVE LOSS FOR THE YEAR</b>		<b>(77,728)</b>	<b>(252,026)</b>
Attributable to:			
Equity holders of the Company		(79,821)	(252,010)
Non-controlling interests		2,093	(16)
		<b>(77,728)</b>	<b>(252,026)</b>

# Consolidated Statement of Cash Flows

Year ended 31 December 2019

	Notes	2019 HK\$'000	2018 HK\$'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit/(loss) before tax:			
From continuing operations		(74,231)	(227,138)
From a discontinued operation	11	319	(11,734)
Adjustments for:			
Finance costs	7,11	20,477	18,043
Dividend income from listed investments	5	(8,110)	(14,779)
Fair value gain on investment properties		(21,000)	(49,000)
Fair value loss on financial assets at fair value through profit or loss		13,428	146,911
Impairment of loans and trade receivables, net	6	6,983	8,165
Depreciation of property, plant and equipment	13	1,481	2,160
Depreciation of right-of-use assets	15	5,483	–
Amortisation of intangible assets	6	1,706	1,379
Impairment of goodwill	6	6,454	–
Write-off of items of property, plant and equipment	6	42	23
Equity-settled share option expense	6, 36	–	156
Gain on disposal of subsidiaries	40	(8,557)	–
		(55,525)	(125,814)
Decrease in financial assets at fair value through profit or loss		3,452	47,000
Movements in derivative financial instruments		42	87
Decrease/(increase) in inventories		297	(2,142)
Decrease in loans receivable		105,124	81,661
Decrease/(increase) in trade receivables		56,542	(14,264)
Decrease/(increase) in contract assets		3,102	(2,054)
Decrease/(increase) in prepayments, other receivables and other assets		(15,478)	8,260
Decrease in cash held on behalf of clients		29,345	55,751
Increase/(decrease) in client deposits		46,630	(234,557)
Increase/(decrease) in trade payables		(93,640)	104,008
Increase in other payables and accruals		4,049	7,256
Cash generated from/(used in) operations		83,940	(74,808)
Interest paid		(19,476)	(17,990)
Overseas taxes paid		(795)	(649)
Net cash flows from/(used in) operating activities		63,669	(93,447)

## Consolidated Statement of Cash Flows

Year ended 31 December 2019

	Notes	2019 HK\$'000	2018 HK\$'000
Net cash flows from/(used in) operating activities		63,669	(93,447)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Dividend income received from listed investments		8,110	14,779
Acquisitions of subsidiaries	39	–	(56,044)
Disposal of subsidiaries, net of cash and cash equivalents disposed of	40	(397)	–
Purchases of items of property, plant and equipment	13	(638)	(6,568)
Additions to intangible assets	17	–	(287)
Decrease/(increase) in other assets		(2,113)	10,161
Net cash flows from/(used in) investing activities		4,962	(37,959)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
New bank loans		8,241,000	13,379,000
Repayment of bank loans		(8,297,570)	(13,382,904)
New other loans		681	2,040
Repayment of other loans		(511)	–
Principal portion of lease payments		(5,065)	–
Interest element on lease liabilities	15	(1,024)	–
Net cash flows used in financing activities		(62,489)	(1,864)
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>			
		6,142	(133,270)
Cash and cash equivalents at beginning of year		32,634	168,659
Effect of foreign exchange rate changes, net		984	(2,755)
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		<b>39,760</b>	<b>32,634</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Cash and cash equivalents as stated in the consolidated statement of financial position	29	89,493	108,456
Bank overdrafts	34	(49,733)	(75,995)
Cash and bank balances attributable to a discontinued operation	11	–	173
Cash and cash equivalents as stated in the consolidated statement of cash flows		39,760	32,634

# Notes to Financial Statements

31 December 2019

## 1. CORPORATE AND GROUP INFORMATION

South China Financial Holdings Limited is a limited liability company incorporated in Hong Kong. The registered office of the Company is located at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong.

During the year, the Group was involved in the following principal activities:

- securities, commodities, bullion and forex broking and trading
- margin financing and money lending
- provision of corporate advisory and underwriting services
- asset and wealth management
- property investment
- media publications and financial public relation services
- sales of jewellery products
- investment holding

### Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name	Place of incorporation/ registration and business	Issued ordinary/ paid up share capital	Percentage of equity attributable to the Company	Principal activities
Car Plus Limited <sup>#**</sup>	Hong Kong	HK\$2	100	Media publication
Capital Publishing Limited <sup>#</sup>	Hong Kong	HK\$2	100	Media publication and financial public relation services
Capital CEO Limited <sup>#</sup>	Hong Kong	HK\$2	100	Media publication and financial public relation services
Capital Entrepreneur Limited <sup>#</sup>	Hong Kong	HK\$1	100	Media publication and financial public relation services
Golden Ways Limited <sup>#</sup>	Hong Kong	HK\$1	100	Media publication and financial public relation services
Jessica Limited <sup>#**</sup>	Hong Kong	HK\$2	100	Media publication
Jessicacode Limited <sup>#**</sup>	Hong Kong	HK\$2	100	Provision of event and video production services

**1. CORPORATE AND GROUP INFORMATION** (Continued)**Information about subsidiaries** (Continued)

Name	Place of incorporation/ registration/ and business	Issued ordinary/ paid up share capital	Percentage of equity attributable to the Company	Principal activities
JMEN Limited <sup>#**</sup>	Hong Kong	HK\$2	100	Media publication
Polyluck Trading Limited <sup>#</sup>	Hong Kong	HK\$2	100	Property investment
South China Bullion Company Limited <sup>*</sup>	Hong Kong	HK\$55,000,000	100	Bullion dealing
South China Capital Limited	Hong Kong	HK\$25,000,000	100	Provision of corporate advisory services
South China Forex Limited	Hong Kong	HK\$50,000,000	100	Forex dealing
South China Commodities Limited	Hong Kong	HK\$91,000,000	100	Commodities broking
South China Finance Company Limited <sup>*</sup>	Hong Kong	HK\$1,000,000	100	Provision of loan financing
South China Finance and Management Limited	Hong Kong	HK\$2	100	Share dealing and provision of management services
South China Finance (Nominees) Limited	Hong Kong	HK\$2	100	Provision of nominee services
South China Properties Credits Limited	Hong Kong	HK\$1	100	Money lending
South China Investment Management Limited	Hong Kong	HK\$10,000,001	100	Asset management
South China Precious Metal Limited <sup>*</sup>	Hong Kong	HK\$2	100	Futures trading
South China Research Limited	Hong Kong	HK\$600,000	100	Research publication
South China Securities Limited	Hong Kong	HK\$273,000,000 (2018: HK\$170,000,000)	100	Securities broking, margin financing and provision of underwriting services
Kingwise Secretarial Services Limited <sup>*</sup>	Hong Kong	HK\$2	100	Securities and futures trading

# Notes to Financial Statements

31 December 2019

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Name	Place of incorporation/ registration and business	Issued ordinary/ paid up share capital	Percentage of equity attributable to the Company	Principal activities
South China Finance Lease Holdings Limited*	Hong Kong	HK\$1	100	Investment holding
South China Wealth Management Limited	Hong Kong	HK\$7,000,000	100	Insurance broking
South China Securities (UK) Limited*	United Kingdom	GBP200,000	100	Securities broking
Whiz Kids Express Weekly Limited***	Hong Kong	HK\$2	100	Media publication
ZYC Holding No.1 Limited***	Hong Kong	HK\$2	100	Media publication
藍華投資諮詢(上海)有限公司**	The People's Republic of China ("PRC")/ Mainland China	US\$100,000	100	Provision of corporate advisory services and investment holding
Nanjing South China Baoqing Jewellery Co., Ltd. ("Nanjing Baoqing") *&#^	PRC/Mainland China	RMB5,500,000	65.45	Trading and retail of jewellery
Nanjing Southchina Leasing Co., Ltd*#	PRC/Mainland China	RMB100,000,000	100	Provision of loan financing

\* Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

\*\* Acquired during the year ended 31 December 2018. Further details of this acquisition are included in notes 39 and 44(b) to the financial statements.

& Acquired during the year ended 31 December 2018. Further details of this acquisition are included in notes 39 and 44(b) to the financial statements.

# Indirectly held by the Company.

^ Registered as wholly-foreign-owned enterprises under PRC law.

Except for the indirectly held subsidiaries listed above, all principal subsidiaries are directly held by the Company.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

## 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance. The financial statements have been prepared under the historical cost convention, except for investment properties, equity investments, debt investments and derivative financial instruments which have been measured at fair value. Disposal groups held for sale are stated at the lower of their carrying amounts and fair value less cost to sell as further explained in note 2.4. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2019. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (that is, existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.



# Notes to Financial Statements

31 December 2019

## 2.1 BASIS OF PREPARATION (Continued)

### Basis of consolidation (Continued)

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i>
HKFRS 16	<i>Leases</i>
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i>
<i>Annual Improvements to HKFRSs 2015–2017 Cycle</i>	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23

Except for the amendments to HKFRS 9, HKAS 19 and HKAS 28, and *Annual Improvements to HKFRSs 2015–2017 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new HKFRSs are described below:

### (a) HKFRS 16

HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases — Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors continue to classify leases as either operating or finance leases using similar principles as in HKAS 17. HKFRS 16 did not have any significant impact on leases where the Group is the lessor.

The Group has adopted HKFRS 16 using the modified retrospective method with the date of initial application of 1 January 2019. Under this method, the standard has been applied retrospectively with the cumulative effect of initial adoption recognised as an adjustment to the opening balance of accumulated losses at 1 January 2019, and the comparative information for 2018 was not restated and continued to be reported under HKAS 17 and related interpretations.

**2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES** *(Continued)***(a) HKFRS 16** *(Continued)**New definition of a lease*

Under HKFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

*As a lessee — Leases previously classified as operating leases**Nature of the effect of adoption of HKFRS 16*

The Group has lease contracts for various items of office properties. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low-value assets (elected on a lease-by-lease basis) and leases with a lease term of 12 months or less (“short-term leases”) (elected by class of underlying asset). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 January 2019, the Group recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

*Impact on transition*

Lease liabilities at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019 and included in interest-bearing bank and other borrowings. The right-of-use assets were measured at the amount of the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the consolidated statement of financial position immediately before 1 January 2019.

All these assets were assessed for any impairment based on HKAS 36 on that date. The Group elected to present the right-of-use assets separately in the consolidated statement of financial position.

For the leasehold land and buildings (that were held to earn rental income and/or for capital appreciation) previously included in investment properties and measured at fair value, the Group has continued to include them as investment properties at 1 January 2019. They continue to be measured at fair value applying HKAS 40.

## Notes to Financial Statements

31 December 2019

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

#### (a) HKFRS 16 (Continued)

##### *As a lessee — Leases previously classified as operating leases (Continued)*

##### *Impact on transition (Continued)*

The Group has used the following elective practical expedients when applying HKFRS 16 at 1 January 2019:

- Applying the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Using hindsight in determining the lease term where the contract contains options to extend/terminate the lease
- Applying a single discount rate to a portfolio of leases with reasonably similar characteristics

##### *Financial impact at 1 January 2019*

The impact arising from the adoption of HKFRS 16 at 1 January 2019 was as follows:

	<b>Increase/ (decrease)</b> HK\$'000
<b>Assets</b>	
Decrease in prepayments, other receivables and other assets	(411)
Increase in right-of-use assets	15,452
<hr/>	
Increase in total assets	15,041
<hr/>	
<b>Liabilities</b>	
Increase in other payables and accruals	377
Increase in interest-bearing bank and other borrowings	15,477
<hr/>	
Increase in total liabilities	15,854
<hr/>	
Increase in accumulated losses	581
<hr/>	
Decrease in non-controlling interests	232
<hr/>	

**2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES** (Continued)**(a) HKFRS 16** (Continued)*Financial impact at 1 January 2019* (Continued)

The lease liabilities as at 1 January 2019 reconciled to the operating lease commitments as at 31 December 2018 are as follows:

	HK\$'000
<b>Operating lease commitments as at 31 December 2018</b>	13,000
Less: Commitments relating to short-term leases and those leases with a remaining lease term ended on or before 31 December 2019	(3,970)
Add: Payments for optional extension periods not recognised as at 31 December 2018	9,880
	18,910
Weighted average incremental borrowing rate as at 1 January 2019	6.9%
<b>Discounted operating lease commitments and lease liabilities as at 1 January 2019</b>	15,477

**(b) HK(IFRIC)-Int 23**

HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. Upon adoption of the interpretation, the Group considered whether it has any uncertain tax positions arising from the transfer pricing on its intergroup services provided. Based on the Group’s latest transfer pricing policies, an additional tax provision of HK\$2,204,000 was recognised during the year ended 31 December 2019.

## Notes to Financial Statements

31 December 2019

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

Amendments to HKFRS 3	<i>Definition of a Business</i> <sup>1</sup>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	<i>Interest Rate Benchmark Reform</i> <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>3</sup>
HKFRS 17	<i>Insurance Contracts</i> <sup>2</sup>
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i> <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2020

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>3</sup> No mandatory effective date yet determined but available for adoption

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Investments in associates

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred.

## Notes to Financial Statements

31 December 2019

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Business combinations and goodwill**

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Business combinations and goodwill** *(Continued)*

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

### **Fair value measurement**

The Group measures its investment properties, equity investments, debt investments and derivative financial instruments at fair value at the end of each reporting period. 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 fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.



## Notes to Financial Statements

31 December 2019

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Impairment of non-financial assets**

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, contract assets, investment properties, goodwill, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and 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, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

#### **Related parties**

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(Continued)***Related parties** *(Continued)*

or

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

**Property, plant and equipment and depreciation**

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

## Notes to Financial Statements

31 December 2019

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment and depreciation (Continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold improvements	Over the lease terms
Furniture and equipment	10% to 25%
Motor vehicles	20%
Machinery	20%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

#### Investment properties

Investment properties are interests in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Disposal groups held for sale**

Disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset or disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

Disposal groups (other than investment properties and financial assets) classified as held for sale are measured at the lower of their carrying amounts and fair values less costs to sell. Property, plant and equipment classified as held for sale are not depreciated.

### **Intangible assets (other than goodwill)**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

### ***Trademarks, customer relationships and subscription databases***

Purchased trademarks, customer relationships and subscription databases are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 3 to 13 years.

### ***Trading rights***

Trading rights, representing eligibility rights to trade on or through The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Futures Exchange Limited (the “Futures Exchange”), have indefinite useful lives and are tested for impairment annually either individually or at the cash-generating unit level. Such trading rights are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continued to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

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

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

## Notes to Financial Statements

31 December 2019

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

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

##### *Group as a lessee*

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

##### *(a) Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leased properties	2 to 7 years
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If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

##### *(b) Lease liabilities*

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

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

The Group's lease liabilities are included in interest-bearing bank and other borrowings.

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(Continued)***Leases (applicable from 1 January 2019)** *(Continued)***Group as a lessee** *(Continued)**(c) Short-term leases and leases of low-value assets*

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

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

**Group as a lessor**

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

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

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases. At the commencement date, the cost of the leased asset is capitalised at the present value of the lease payments and related payments (including the initial direct costs), and presented as a receivable at an amount equal to the net investment in the lease. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

**Leases (applicable before 1 January 2019)**

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date: whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

*(i) Group as a lessee*

Rentals payable under the operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease term.

## Notes to Financial Statements

31 December 2019

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Leases (applicable before 1 January 2019) *(Continued)***

##### *(ii) Group as a lessor*

Leases where the Group retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. The Group leases out its investment properties under operating leases, and rentals receivable are credited to the statement of profit or loss on the straight-line basis over the lease terms.

The amounts due from the lessees under finance leases are recorded in the consolidated statement of financial position as “Loans receivable”. The amount comprises the gross investment in the finance leases less gross earnings allocated to future accounting periods. The total gross earnings under finance leases are allocated to the accounting periods over the duration of the underlying agreements so as to produce an approximately constant periodic rate of return on the net cash investment for each accounting period.

#### **Investments and other financial assets**

##### *Initial recognition and measurement*

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the Group’s business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for “Revenue recognition” below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest (“SPPI”) on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group’s business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Investments and other financial assets** *(Continued)*

#### *Initial recognition and measurement (Continued)*

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

#### *Subsequent measurement*

The subsequent measurement of financial assets depends on their classification as follows:

#### *Financial assets at amortised cost (debt instruments)*

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

#### *Financial assets at fair value through other comprehensive income (debt instruments)*

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

#### *Financial assets designated at fair value through other comprehensive income (equity investments)*

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.



## Notes to Financial Statements

31 December 2019

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Investments and other financial assets** *(Continued)*

##### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

#### **Derecognition of financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (that is, removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Impairment of financial assets**

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

#### *General approach*

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

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

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

For financial assets, except for margin loans receivable included in loans receivable, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due. The Group considers these financial assets in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

## Notes to Financial Statements

31 December 2019

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Investments and other financial assets** *(Continued)*

##### **General approach** *(Continued)*

For margin loans receivable, the Group considers there has been a significant increase in credit risk when clients cannot meet margin call requirement and uses the loan-to-collateral value (“LTV”) to make its assessment. The Group considers a margin loans receivable is in default when payments under the margin call requirement are not settled. However, in certain cases, the Group may also consider a margin loan receivable to be in default when there is a margin shortfall which indicates that the Group is unlikely to receive the outstanding contractual amounts in full taking into the pledged securities held by the Group. A margin loans receivable is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

##### **Simplified approach**

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Financial liabilities**

#### *Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as financial liabilities and fair value through profit or loss, loans and borrowings or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

#### *Subsequent measurement*

The subsequent measurement of financial liabilities depends on their classification as follows:

#### *Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

#### *Financial liabilities at amortised cost (loans and borrowings)*

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

## Notes to Financial Statements

31 December 2019

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Financial liabilities** *(Continued)*

##### *Financial guarantee contracts*

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in “Impairment of financial assets”; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

#### **Derecognition of financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### **Derivative financial instruments**

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss.

#### **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and bank balances comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with interests in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

## Notes to Financial Statements

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Income tax** *(Continued)*

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with interests in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

#### **Borrowing costs**

All borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Revenue recognition

#### *Revenue from contracts with customers*

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

#### *(a) Provision of brokerage services*

Revenue from the provision of brokerage services is recognised at a point in time when the customer has obtained control of the service, generally when the trades are executed.

#### *(b) Provision of services*

Revenue from the provision of consultancy and financial advisory services is recognised at a point in time when all the relevant duties of a financial advisor as stated in the contract are completed.

Revenue from sponsoring fee is recognised over time as services are rendered if the customer simultaneously receives and consumes the benefits provided by the Group.

Revenue from handling fee is recognised at a point in time when the customer has obtained control of the service, generally when the services are rendered.



## Notes to Financial Statements

31 December 2019

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Revenue recognition** *(Continued)*

##### **Revenue from contracts with customers** *(Continued)*

###### *(c) Provision of media publications and financial public relation services*

Revenue from advertising and circulation is recognised at a point in time when control of the asset or service is transferred to the customer, generally on delivery of magazines or publication of advertisements.

Revenue from the provision of services is recognised over time as the services are provided.

###### *(d) Sale of jewellery products*

Revenue from the sale of jewellery products is recognised at a point in time when control of the asset is transferred to the customer, generally on delivery of the jewellery products.

##### **Revenue from other sources**

Rental income is recognised on a time proportion basis over the lease terms.

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

#### **Contract assets**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

#### **Contract liabilities**

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e. transfer control of the related goods or services to the customer).

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(Continued)***Employee benefits*****Paid leave carried forward***

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken at the end of the reporting period is permitted to be carried forward and utilised by the respective employees in the following year. An accrual has to be made at the end of the reporting period for the expected future cost of such paid leave earned during the year by the employees and carried forward.

***Pension scheme***

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance in Hong Kong for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ relevant income and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund.

The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group’s employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The employees of the Group’s subsidiaries which operate in Mainland China are required to participate in central pension schemes operated by the local municipal governments. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension schemes. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension schemes.

***Share-based payments***

The Company operates a share options scheme and a share award scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (“equity-settled transactions”).

In respect of share options, the cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a trinomial model, further details of which are given in note 36 to the financial statements.

## Notes to Financial Statements

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Employee benefits** *(Continued)*

##### *Share-based payments (Continued)*

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of the reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirements are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (that is, translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

## Notes to Financial Statements

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### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### **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 described below.

#### *Impairment allowances on financial assets*

The measurement of impairment losses under HKFRS 9 across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

At each reporting date, the Group assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking analysis.

**3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES** *(Continued)***Estimation uncertainty** *(Continued)****Impairment of goodwill***

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2019 was HK\$83,494,000 (2018: HK\$89,948,000). Further details are given in note 16 to the financial statements.

***Impairment of non-financial assets (other than goodwill)***

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

***Estimation of fair value of investment properties***

Investment properties are carried in the statement of financial position at their fair value. The fair value was based on valuation on these properties conducted by an independent firm of professionally qualified valuers using property valuation techniques which involve making assumptions on certain market conditions. Favourable or unfavourable changes to these assumptions would result in changes in the fair value of the Group's investment properties and the corresponding adjustments to the gain or loss recognised in the statement of profit or loss.

## Notes to Financial Statements

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### 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their services. The Group has nine reportable operating segments as follows:

- (a) the broking segment engages in securities, commodities and futures contracts broking;
- (b) the trading and investment segment engages in securities, forex, bullion and futures contracts trading and investment holding;
- (c) the margin financing and money lending segment engages in the provision of margin, mortgage and personal loan financing and finance lease operations;
- (d) the corporate advisory and underwriting segment engages in the provision of corporate advisory and underwriting services;
- (e) the asset and wealth management segment engages in insurance broking and asset management;
- (f) the property investment segment;
- (g) the media publications and financial public relation services segment engages in publishing and distribution of magazines, media advertising and marketing services (“Media Services”);
- (h) the jewellery business segment engages in the retail of jewellery products and operates retail stores in Nanjing; and
- (i) the other business segment engages in the provision of clearing and custodian services.

Management monitors the results of the Group’s operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is measured consistently with the Group’s profit/(loss) before tax from continuing operations except that non-lease-related finance costs relating to the Group’s treasury function, head office and corporate expenses are excluded from such measurement.

Segment assets exclude unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment transactions are conducted with reference to the prices charged to third parties at the then prevailing market prices.

**4. OPERATING SEGMENT INFORMATION** (Continued)**Year ended 31 December 2019**

	Broking HK\$'000	Trading and investment HK\$'000	Margin financing and money lending HK\$'000	Corporate advisory and underwriting HK\$'000	Asset and wealth management HK\$'000	Property investment HK\$'000	Media publications and financial public relation services HK\$'000	Jewellery business HK\$'000	Other business HK\$'000	Consolidated HK\$'000
<b>Segment revenue: (note 5)</b>										
Revenue from external customers	33,001	27,076	24,439	23,596	3,515	12,782	49,092	29,668	950	204,119
<b>Segment results:</b>	(29,429)	11,354	1,656	(18,762)	(5,944)	32,453	(38,040)	1,581	440	(44,691)
<i>Reconciliation:</i>										
Corporate and other unallocated expenses, net <sup>#</sup>										(10,087)
Finance costs (other than interest on lease liabilities)										(19,453)
Loss before tax from continuing operations										(74,231)
<b>Segment assets:</b>	708,099	449,074	175,164	9,842	7,428	551,231	128,062	22,236	757	2,051,893
<i>Reconciliation:</i>										
Corporate and other unallocated assets										28,361
Total assets										2,080,254
<b>Segment liabilities:</b>	(634,280)	(98,766)	(88,397)	(2,521)	(334)	(4,049)	(22,563)	(16,283)	(1,420)	(868,613)
<i>Reconciliation:</i>										
Corporate and other unallocated liabilities										(375,822)
Total liabilities										(1,244,435)
<b>Other segment information:</b>										
Fair value loss on financial assets at fair value through profit or loss, net <sup>##</sup>	-	13,028	-	-	-	-	-	-	-	13,028
Fair value gain on investment properties	-	-	-	-	-	(21,000)	-	-	-	(21,000)
Impairment of loans and trade receivables, net	192	-	3,095	3,696	-	-	-	-	-	6,983
Impairment of goodwill	-	-	-	-	-	-	6,454	-	-	6,454
Depreciation and amortisation	1,201	37	305	432	78	18	2,431	1,547	-	6,049
Capital expenditure*	129	12	51	53	22	6	344	21	-	638



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## 4. OPERATING SEGMENT INFORMATION (Continued)

### Year ended 31 December 2018

	Broking HK\$'000	Trading and investment HK\$'000	Margin financing and money lending HK\$'000	Corporate advisory and underwriting HK\$'000	Asset and wealth management HK\$'000	Property investment HK\$'000	Media publications and financial public relation services HK\$'000	Jewellery business HK\$'000	Other business HK\$'000	Consolidated HK\$'000
<b>Segment revenue: (note 5)</b>										
Revenue from external customers	42,497	(37,225)	28,911	30,014	2,790	11,939	54,889	9,092	1,006	143,913
<b>Segment results:</b>	(24,287)	(188,032)	3,830	471	(15,521)	59,719	(29,085)	65	315	(192,525)
<i>Reconciliation:</i>										
Corporate and other unallocated expenses, net <sup>#</sup>										(16,570)
Finance costs										(18,043)
Loss before tax from continuing operations										(227,138)
<b>Segment assets:</b>	748,603	479,671	329,596	18,502	8,590	529,777	127,595	18,958	1,109	2,262,401
<i>Reconciliation:</i>										
Corporate and other unallocated assets										17,773
Assets related to a discontinued operation										7,225
Total assets										2,287,399
<b>Segment liabilities:</b>	(645,500)	(140,800)	(193,038)	(6,023)	(1,486)	(4,479)	(21,283)	(25,816)	(2,084)	(1,040,509)
<i>Reconciliation:</i>										
Corporate and other unallocated liabilities										(325,925)
Liabilities related to a discontinued operation										(6,605)
Total liabilities										(1,373,039)
<b>Other segment information:</b>										
Fair value loss on financial assets at fair value through profit or loss, net <sup>##</sup>	-	141,012	-	-	-	-	-	-	-	141,012
Fair value gain on investment properties	-	-	-	-	-	(49,000)	-	-	-	(49,000)
Impairment of loans and trade receivables, net	198	-	7,911	-	-	-	56	-	-	8,165
Depreciation and amortisation	580	10	150	255	395	3	1,742	22	-	3,157
Capital expenditure <sup>*</sup>	114	2	26	41	34	1	85,236	226	-	85,680

\* Capital expenditure consists of additions to property, plant and equipment, goodwill and intangible assets including those arising from the acquisitions of subsidiaries.

<sup>#</sup> Corporate and other unallocated expenses include fair value loss on financial assets at fair value through profit or loss designated for the Group's Employees' Share Award Scheme amounting to HK\$400,000 (2018: HK\$5,899,000).

<sup>##</sup> Fair value loss on financial assets at fair value through profit or loss includes fair value gain on derivative financial instruments of HK\$22,000 (2018: HK\$105,000).

**4. OPERATING SEGMENT INFORMATION** *(Continued)***Geographical information***(a) Revenue from external customers*

	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Hong Kong	<b>154,836</b>	122,639
Mainland China	<b>41,570</b>	14,570
Other countries	<b>7,713</b>	6,704
	<b>204,119</b>	143,913

The revenue information of continuing operations above is based on the locations of the customers.

*(b) Non-current assets*

	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Hong Kong	<b>666,113</b>	647,835
Other jurisdictions	<b>15,335</b>	5,591
	<b>681,448</b>	653,426

The non-current asset information above is based on the locations of the assets and excludes equity investments designated at fair value through other comprehensive income and debt investments at fair value through other comprehensive income.

## Notes to Financial Statements

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### 5. REVENUE

An analysis of revenue is as follows:

	2019 HK\$'000	2018 HK\$'000
<i>Revenue from contracts with customers:</i>		
Commission and brokerage income	32,797	42,396
Rendering of services	25,424	32,295
Handling fee income	2,010	3,334
Media publications and financial public relation services* ("Media Services")	49,092	54,889
Sales of jewellery products	29,668	9,092
	<b>138,991</b>	142,006
<i>Revenue from other sources:</i>		
Profit/(loss) on the trading of securities, forex, bullion and future contracts, net	18,966	(52,724)
Interest income from loans and trade receivables	20,440	24,896
Interest income from forex and bullion contracts trading	441	695
Interest income from banks and financial institutions	4,389	2,322
Dividend income from listed investments	8,110	14,779
Gross rental income	12,782	11,939
	<b>65,128</b>	1,907
	<b>204,119</b>	143,913

\* Including advertising income, service income and circulation income

**5. REVENUE** (Continued)**Revenue from contracts with customers***(i) Disaggregated revenue information*

For the year ended 31 December 2019

	Broking HK\$'000	Corporate advisory and underwriting HK\$'000	Asset and wealth management HK\$'000	Jewellery business HK\$'000	Other business HK\$'000	Media publications and financial public relation services HK\$'000	Total HK\$'000
<b>Type of goods or services</b>							
Commission and brokerage income	30,160	–	2,637	–	–	–	32,797
Underwriting service income	–	15,994	–	–	–	–	15,994
Corporate advisory fee income	–	7,602	–	–	–	–	7,602
Asset management fee	–	–	878	–	–	–	878
Media publications and financial public relation services	–	–	–	–	–	49,092	49,092
Sales of jewellery products	–	–	–	29,668	–	–	29,668
Handling fee income	2,010	–	–	–	–	–	2,010
Other business income	–	–	–	–	950	–	950
<b>Total revenue from contracts with customers</b>	<b>32,170</b>	<b>23,596</b>	<b>3,515</b>	<b>29,668</b>	<b>950</b>	<b>49,092</b>	<b>138,991</b>
<b>Geographical markets</b>							
Hong Kong	32,170	8,096	3,515	–	950	49,092	93,823
Mainland China	–	7,787	–	29,668	–	–	37,455
Other countries	–	7,713	–	–	–	–	7,713
<b>Total revenue from contracts with customers</b>	<b>32,170</b>	<b>23,596</b>	<b>3,515</b>	<b>29,668</b>	<b>950</b>	<b>49,092</b>	<b>138,991</b>

# Notes to Financial Statements

31 December 2019

## 5. REVENUE (Continued)

### Revenue from contracts with customers (Continued)

#### (i) Disaggregated revenue information (Continued)

For the year ended 31 December 2018

	Broking HK\$'000	Corporate advisory and underwriting HK\$'000	Asset and wealth management HK\$'000	Jewellery business HK\$'000	Other business HK\$'000	Media publications and financial public relation services HK\$'000	Total HK\$'000
<b>Type of goods or services</b>							
Commission and brokerage income	39,674	–	2,722	–	–	–	42,396
Underwriting service income	–	3,557	–	–	–	–	3,557
Corporate advisory fee income	–	27,732	–	–	–	–	27,732
Media publications and financial public relation services	–	–	–	–	–	54,889	54,889
Sales of jewellery products	–	–	–	9,092	–	–	9,092
Handling fee income	3,334	–	–	–	–	–	3,334
Other business income	–	–	–	–	1,006	–	1,006
<b>Total revenue from contracts with customers</b>	<b>43,008</b>	<b>31,289</b>	<b>2,722</b>	<b>9,092</b>	<b>1,006</b>	<b>54,889</b>	<b>142,006</b>
<b>Geographical markets</b>							
Hong Kong	43,008	22,189	2,722	–	1,006	54,889	123,814
Mainland China	–	2,396	–	9,092	–	–	11,488
Other countries	–	6,704	–	–	–	–	6,704
<b>Total revenue from contracts with customers</b>	<b>43,008</b>	<b>31,289</b>	<b>2,722</b>	<b>9,092</b>	<b>1,006</b>	<b>54,889</b>	<b>142,006</b>

**5. REVENUE** (Continued)**Revenue from contracts with customers** (Continued)*(i) Disaggregated revenue information* (Continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

	2019 HK\$'000	2018 HK\$'000
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Corporate advisory services	3,412	1,298
Handling services	2,084	3,151
Media publications and financial public relation services	882	221
	<b>6,378</b>	<b>4,670</b>

*(ii) Performance obligations*

Information about the Group's performance obligations is summarised below:

*Commission and brokerage income*

The performance obligation is satisfied at a point in time when the customer has obtained control of the service, generally when the trade is executed. Commission and broking income are generally due within two days after the trade date.

*Rendering of services*

The performance obligation is satisfied over time or at a point in time as services are rendered.

*Media publications and financial public relation services*

The performance obligation is satisfied upon delivery of magazines or publications of advertisements or over time as services are rendered.

*Sale of jewellery products*

The performance obligation is satisfied upon delivery of goods, and payment is mainly on cash and credit card settlement.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) which amounted to HK\$9,262,000 as at 31 December 2019 (2018: HK\$42,348,000) are expected to be recognised within one year.

## Notes to Financial Statements

31 December 2019

### 6. LOSS BEFORE TAX

The Group's loss before tax from continuing operations is arrived at after charging:

	Notes	2019 HK\$'000	2018 HK\$'000
Cost of services provided		25,480	33,357
Cost of media publications and financial public relation services		34,550	37,352
Cost of inventories sold		20,745	6,959
Depreciation of property, plant and equipment		1,481	1,778
Depreciation of right-of-use assets		2,862	–
Amortisation of intangible assets	17	1,706	1,379
Auditor's remuneration		2,333	2,333
Minimum lease payments under operating leases		–	17,682
Lease payments not included in the measurement of lease liabilities		16,295	–
Employee benefit expense (including directors' remuneration (note 8)):			
Wages, salaries and benefits in kind		112,950	116,083
Pension scheme contributions, net		4,451	3,267
Equity-settled share option expense		–	156
		<b>117,401</b>	<b>119,506</b>
Interest expense for margin financing and money lending operations:			
Bank loans and overdrafts		5,271	6,460
Impairment of goodwill	16	6,454	–
Foreign exchange differences, net		1,230	2,840
Impairment of loans receivable, net	20	3,085	6,985
Impairment of trade receivables, net	25	3,898	1,180
Write-off of items of property, plant and equipment	13	42	23
Direct operating expenses arising from rental-earning investment properties		1,615	1,539

**7. FINANCE COSTS**

An analysis of finance costs from continuing operations is as follows:

	2019 HK\$'000	2018 HK\$'000
Interest on bank loans, overdrafts and other borrowings	19,453	18,043
Interest on lease liabilities	515	–
	<b>19,968</b>	<b>18,043</b>

**8. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S REMUNERATION**

Directors' and senior management's remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	Group	
	2019 HK\$'000	2018 HK\$'000
Fees	470	478
Other emoluments:		
Salaries, allowances and benefits in kind	4,320	6,696
Pension scheme contributions	114	129
	<b>4,434</b>	<b>6,825</b>
	<b>4,904</b>	<b>7,303</b>

**(a) Independent non-executive directors**

The fees paid to independent non-executive directors during the year were as follows:

	2019 HK\$'000	2018 HK\$'000
Hon. Raymond Arthur William Sears Q.C.	240	240
Mr. Tung Woon Cheung Eric	100	100
Mrs. Tse Wong Siu Yin Elizabeth	100	100
	<b>440</b>	<b>440</b>

There were no other emoluments payable to the independent non-executive directors during the year (2018: Nil).



## Notes to Financial Statements

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### 8. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S REMUNERATION (Continued)

#### (b) Executive directors

	Fees HK\$'000	Salaries allowances and benefits in kind HK\$'000	Pension scheme contributions HK\$'000
<b>2019</b>			
Executive directors:			
Mr. Ng Hung Sang	10	1,920	96
Ms. Ng Yuk Mui, Jessica	10	2,400	18
Ms. Cheung Choi Ngor	10	—	—
	<b>30</b>	<b>4,320</b>	<b>114</b>
<b>2018</b>			
Executive directors:			
Mr. Ng Hung Sang	10	1,920	96
Ms. Ng Yuk Mui, Jessica	10	2,400	18
Ms. Cheung Choi Ngor	10	—	—
Dr. Wang Wei Hsin*	8	2,376	15
	<b>38</b>	<b>6,696</b>	<b>129</b>

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

\* Dr. Wang Wei Hsin resigned as an executive director of the Company on 17 October 2018.

**9. FIVE HIGHEST PAID EMPLOYEES**

The five highest paid employees during the year include two (2018: three) directors, details of whose remuneration are disclosed in note 8 above. Details of the remuneration for the year of the remaining three (2018: two) non-director highest paid employees for the year are as follows:

	<b>2019</b> <b>HK\$'000</b>	2018 HK\$'000
Salaries, allowances and benefits in kind	<b>6,563</b>	5,140
Pension scheme contributions	<b>54</b>	36
	<b>6,617</b>	5,176

The number of non-director highest paid employees whose remuneration fell within the following bands is as follows:

	<b>Number of employees</b>	
	<b>2019</b>	2018
HK\$1,500,001 to HK\$2,000,000	<b>1</b>	–
HK\$2,000,001 to HK\$2,500,000	<b>1</b>	1
HK\$2,500,001 or above	<b>1</b>	1
	<b>3</b>	2

**10. INCOME TAX**

No provision for the Hong Kong profits tax has been made as the Group either had no estimated assessable profit or had available tax losses carried forward to offset the assessable profits arising in Hong Kong during the year (2018: Nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

	<b>2019</b> <b>HK\$'000</b>	2018 HK\$'000
Current — Hong Kong		
Underprovision in prior years	<b>2,204</b>	–
Current — Elsewhere		
Charge for the year	<b>950</b>	559
Underprovision in prior years	<b>10</b>	21
Deferred (note 22)	<b>111</b>	314
Total tax charge for the year	<b>3,275</b>	894

## Notes to Financial Statements

31 December 2019

### 10. INCOME TAX (Continued)

A reconciliation of the tax credit applicable to loss before tax at the statutory rate in Hong Kong where the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate, and a reconciliation of the statutory tax rate to the effective tax rate, are as follows:

	2019		2018	
	HK\$'000	%	HK\$'000	%
Loss before tax from continuing operations	(74,231)		(227,138)	
Tax at the statutory tax rate	(12,248)	16.5	(37,478)	16.5
Higher tax rates on profit arising elsewhere	147	(0.2)	425	(0.2)
Adjustments in respect of current tax of previous periods	2,214	(3.0)	21	0.0
Income not subject to tax	(5,591)	7.5	(11,077)	4.9
Expenses not deductible for tax	2,747	(3.7)	2,552	(1.2)
Tax losses not recognised	18,823	(25.4)	46,811	(20.6)
Tax losses utilised from previous periods	(2,740)	3.7	(530)	0.2
Others	(77)	0.2	170	0.0
<b>Tax charge at the Group's effective rate</b>	<b>3,275</b>	<b>(4.4)</b>	<b>894</b>	<b>(0.4)</b>

As of the approval date of this financial statement, the Group received protective assessments amounting to approximately HK\$75,232,000 from the Inland Revenue Department of Hong Kong ("IRD") for the years of assessment from 2006/2007 to 2013/2014. Enquiry letters were issued regarding, inter alia, the nature of inter group services provided and the deductibility of certain inter group charges. The Group had objected to the protective assessments from 2006/2007 to 2012/2013 and written notices of objection had been filed to the IRD, at the same time, the Group had purchased tax reserve certificates at the request of the IRD. Besides, the Group plans to object to the protective assessment 2013/2014 upon the issuance from the IRD on 5 March 2020.

In May 2019, with the assistance of an independent tax advisor and for the purpose of reaching a compromise settlement with the IRD, the Group proposed a settlement basis as part of negotiations with the IRD in relation to this case and an additional tax provision in the amount of HK\$2,204,000 was made in the financial statements for the year ended 31 December 2019. As at the end of the reporting period, the settlement proposal is still under review by the IRD. Despite the uncertainty about its outcome, the Group is currently of the view that sufficient tax provisions have been made in the financial statements based on the information available.

**11. DISCONTINUED OPERATION**

Year Blossom Limited, a wholly-owned subsidiary of the Company, together with its subsidiaries (the “Disposal Group”) were principally engaged in food and beverage operations in Nanjing, the PRC. During the year ended 31 December 2018, the Group had decided to cease its food and beverage operations business after periodic performance assessment for better allocation of the Group’s resources. As at 31 December 2018, final negotiations for the sale were in progress and the Disposal Group was classified as a disposal group held for sale and as a discontinuing operation. On 1 February 2019, the Company entered into a conditional sale and purchase agreement with South China Industries (BVI) Limited, a wholly-owned subsidiary of South China Holdings Company Limited, pursuant to which the Company agreed to dispose of the entire issued share capital of Year Blossom Limited. The transaction was completed at 31 December 2019 and the Group recognised a gain on disposal of a discontinued operation amounting to HK\$8,557,000.

The results of the Disposal Group for the years ended 31 December 2018 and 2019 (up to the date of disposal) are presented below:

	<b>2019</b>	2018
	<b>HK\$’000</b>	HK\$’000
Revenue	<b>7,842</b>	2,478
Cost of inventories consumed	<b>(3,941)</b>	(1,762)
Gross profit	<b>3,901</b>	716
Other operating expenses*#	<b>(11,630)</b>	(12,450)
Finance costs	<b>(509)</b>	–
Loss from a discontinued operation	<b>(8,238)</b>	(11,734)
Gain on disposal of a discontinued operation (note 40)	<b>8,557</b>	–
<b>Gain/(loss) for the year from a discontinued operation</b>	<b>319</b>	(11,734)

\* The depreciation of property, plant and equipment of HK\$382,000 for the year ended 31 December 2018 was included in “Other operating expenses” above.

# The depreciation of right-of-use assets of HK\$2,621,000 (2018: Nil) for the year ended 31 December 2019 was included in “other operating expenses” above.

## Notes to Financial Statements

31 December 2019

### 11. DISCONTINUED OPERATION *(Continued)*

The major classes of assets and liabilities of the Disposal Group classified as held for sale as at 31 December 2018 were as follows:

	<i>HK\$'000</i>
<b>Assets</b>	
Property, plant and equipment	4,716
Inventories	236
Trade receivables	43
Prepayments, other receivables and other assets	2,057
Cash and bank balances	173
	<hr/>
Assets classified as held for sale	7,225
	<hr/>
<b>Liabilities</b>	
Trade payables	(2,663)
Other payables and accruals <sup>#</sup>	(3,942)
	<hr/>
Liabilities directly associated with the assets classified as held for sale	(6,605)
	<hr/>
Net assets directly associated with the Disposal Group	620
	<hr/>

<sup>#</sup> As at 31 December 2018, included in the balance was an amount due to a related company, 南京微分電機有限公司(“南京微分”), of HK\$991,000, which was unsecured, bore interest at 12% per annum and was repayable in 2021. 南京微分 was a subsidiary of South China Holdings Company Limited, a director of which was also a director of the Company.

**11. DISCONTINUED OPERATION** *(Continued)*

The net cash flows incurred by the Disposal Group are as follows:

	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Operating activities	<b>(730)</b>	(8,073)
Investing activities	–	(5,089)
Financing activities	<b>875</b>	1,852
<b>Net cash inflow/(outflow)</b>	<b>145</b>	<b>(11,310)</b>
Earnings/(loss) per share:		
Basic and diluted, from the discontinued operation	<b>HK0.1 cents</b>	(HK3.9 cents)

The calculations of basic and diluted earnings/(loss) per share from the discontinued operation are based on:

	<b>2019</b>	2018
Profit/(loss) attributable to ordinary equity holders of the Company from the discontinued operation	<b>HK\$319,000</b>	(HK\$11,734,000)
Weighted average number of ordinary shares in issue during the year used in the basic and diluted loss per share calculation (note 12)	<b>301,277,070</b>	301,277,070

**12. LOSS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY**

The calculation of the basic loss per share amounts is based on the loss for the year attributable to equity holders of the Company of HK\$77,565,000 (2018: HK\$239,750,000) and the weighted average number of 301,277,070 (2018: 301,277,070) ordinary shares in issue during the year.

The calculation of the basic loss per share amounts from continuing operations is based on the loss for the year from continuing operations attributable to equity holders of the Company of HK\$77,884,000 (2018: HK\$228,016,000) and the weighted average number of 301,277,070 (2018: 301,277,070) ordinary shares in issue during the year.

No adjustment has been made to the basic loss per share amounts presented for the years ended 31 December 2019 and 2018 in respect of a dilution as the impact of the share options outstanding during the year had no dilutive effect on the basic loss per share amount presented.

## Notes to Financial Statements

31 December 2019

### 13. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK\$'000	Furniture and equipment HK\$'000	Motor vehicles HK\$'000	Machinery HK\$'000	Total HK\$'000
<b>At 31 December 2019</b>					
At 31 December 2018 and 1 January 2019:					
Cost	26,194	67,363	4,302	337	98,196
Accumulated depreciation	(24,881)	(65,286)	(4,127)	(311)	(94,605)
Net carrying amount	1,313	2,077	175	26	3,591
At 1 January 2019, net of accumulated depreciation					
Additions	208	430	–	–	638
Write-off	–	(37)	–	(5)	(42)
Depreciation provided during the year	(135)	(1,212)	(124)	(10)	(1,481)
Exchange realignment	–	1	–	–	1
At 31 December 2019, net of accumulated depreciation	1,386	1,259	51	11	2,707
At 31 December 2019:					
Cost	26,069	67,537	4,296	282	98,184
Accumulated depreciation	(24,683)	(66,278)	(4,245)	(271)	(95,477)
Net carrying amount	1,386	1,259	51	11	2,707

**13. PROPERTY, PLANT AND EQUIPMENT** *(Continued)*

	Leasehold improvements HK\$'000	Furniture and equipment HK\$'000	Motor vehicles HK\$'000	Machinery HK\$'000	Total HK\$'000
<b>At 31 December 2018</b>					
At 1 January 2018:					
Cost	17,620	46,687	3,316	–	67,623
Accumulated depreciation	(15,946)	(45,229)	(3,316)	–	(64,491)
<b>Net carrying amount</b>	<b>1,674</b>	<b>1,458</b>	<b>–</b>	<b>–</b>	<b>3,132</b>
At 1 January 2018, net of					
accumulated depreciation	1,674	1,458	–	–	3,132
Additions	3,302	3,181	85	–	6,568
Acquisitions of subsidiaries (note 39)	90	392	278	50	810
Assets included in a discontinued					
operation (note 11)	(3,056)	(1,582)	(78)	–	(4,716)
Write-off	–	(3)	–	(20)	(23)
Depreciation provided during the year	(688)	(1,358)	(110)	(4)	(2,160)
Exchange realignment	(9)	(11)	–	–	(20)
<b>At 31 December 2018, net of</b>	<b>1,313</b>	<b>2,077</b>	<b>175</b>	<b>26</b>	<b>3,591</b>
At 31 December 2018:					
Cost	26,194	67,363	4,302	337	98,196
Accumulated depreciation	(24,881)	(65,286)	(4,127)	(311)	(94,605)
<b>Net carrying amount</b>	<b>1,313</b>	<b>2,077</b>	<b>175</b>	<b>26</b>	<b>3,591</b>



## Notes to Financial Statements

31 December 2019

### 14. INVESTMENT PROPERTIES

	2019 HK\$'000	2018 HK\$'000
Carrying amount as at 1 January	529,000	480,000
Net gain from a fair value adjustment	21,000	49,000
<hr/>		
Carrying amount at 31 December	550,000	529,000

The Group's investment properties consist of commercial office premises in Hong Kong. The directors of the Company have determined that the investment properties consist of one class of asset, that is, commercial, based on the nature, characteristics and risks of these properties. The Group's investment properties were revalued on 31 December 2019 based on valuations performed by Ravia Global Appraisal Advisory Limited, independent professionally qualified valuers, at HK\$550,000,000. Each year, the Group's management decides to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's management has discussions with the valuer on the valuation assumptions and valuation results twice a year when the valuation is performed for interim and annual financial reporting.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 15 to the financial statements.

On 31 December 2019, the Group's investment properties with a carrying value of HK\$550,000,000 (2018: HK\$529,000,000) were pledged to secure general banking facilities granted to the Group (note 34).

Details of the Group's investment properties are as follows.

<b>Location</b>	<b>Existing use</b>
26th Floor, Tower one, Lippo Centre, 89 Queensway, Admiralty, Hong Kong	Office building

**14. INVESTMENT PROPERTIES** (Continued)**Fair value hierarchy**

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

	<b>Fair value measurement as at 31 December using significant unobservable inputs (Level 3)</b>	
	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Recurring fair value measurement for:		
Commercial properties	<b>550,000</b>	529,000

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2018: Nil).

The fair value of investment properties is determined using the market comparison approach by reference to recent sales prices of comparable properties on a price per square foot basis. Below is a summary of the significant inputs to the valuation of investment properties:

	<b>2019</b>	2018
	<b>HK\$37,451</b>	HK\$36,021
Price per square foot		

A significant increase/decrease in the price per square foot would result in a significant increase/decrease in the fair value of the investment properties.

# Notes to Financial Statements

31 December 2019

## 15. LEASES

### The Group as a lessee

The Group has lease contracts for its office properties, with lease terms between 2 and 7 years.

#### (a) *Right-of-use assets*

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	<b>Leased properties HK\$'000</b>
At 1 January 2019	15,452
Additions	5,265
Disposal of subsidiaries (note 40)	(5,937)
Depreciation charge	(5,483)
Exchange realignment	(212)
	<hr/>
At 31 December 2019	9,085

#### (b) *Lease liabilities*

The carrying amount of lease liabilities (included under interest-bearing bank and other borrowings) and the movements during the year are as follows:

	<b>2019 HK\$'000</b>
Carrying amount at 1 January	15,477
New leases	5,265
Accretion of interest recognised during the year	1,024
Payments	(6,089)
Disposal of subsidiaries (note 40)	(5,989)
Exchange realignment	(215)
	<hr/>
Carrying amount at 31 December	9,473
	<hr/>
Analysed into:	
Current portion	4,252
Non-current portion	5,221
	<hr/>
	<b>9,473</b>

The maturity analysis of lease liabilities is disclosed in note 47 to the financial statements.

**15. LEASES** (Continued)**The Group as a lessee** (Continued)(c) *The amounts recognised in profit or loss in relation to leases are as follows:*

	2019 HK\$'000
Interest on lease liabilities	1,024
Depreciation charge of right-of-use assets	5,483
Expense relating to short-term leases and other leases with remaining lease terms ended on or before 31 December 2019 and other lease payments not included in the measurement of lease liabilities (included in other operating expenses)	16,520
<b>Total amount recognised in profit or loss</b>	<b>23,027</b>

(d) *The total cash outflow for leases is disclosed in note 41(c) to the financial statements.***The Group as a lessor**

The Group leases its investment properties (note 14) consisting of commercial office premises in Hong Kong under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was HK\$12,782,000 (2018: HK\$11,939,000), details of which are included in note 5 to the financial statements.

At 31 December 2019, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

	2019 HK\$'000	2018 HK\$'000
Within one year	10,278	12,899
After one year but within two years	2,511	10,278
After two years but within three years	522	2,511
After three years but within four years	–	522
<b>Total</b>	<b>13,311</b>	<b>26,210</b>

## Notes to Financial Statements

31 December 2019

### 16. GOODWILL

	2019 HK\$'000	2018 HK\$'000
Cost at 1 January, net of accumulated impairment	89,948	13,714
Acquisition of subsidiaries (note 39)	–	76,234
Impairment during the year (note 6)	(6,454)	–
<b>Net carrying amount at 31 December</b>	<b>83,494</b>	<b>89,948</b>
At 31 December:		
Cost	90,299	90,299
Accumulated impairment	(6,805)	(351)
<b>Net carrying amount</b>	<b>83,494</b>	<b>89,948</b>

#### Impairment testing of goodwill and intangible assets

Goodwill and intangible assets acquired through business combinations is allocated to the following cash-generating units (“CGU”) for impairment testing:

- Monthly publication CGU;
- Jade Fountain CGU;
- Perfect Riches CGU; and
- Great Ready Assets CGU.

**16. GOODWILL** (Continued)**Impairment testing of goodwill and intangible assets** (Continued)

The carrying amounts of goodwill and intangible assets, net of impairment, allocated to each of the cash-generating units are as follows:

	Monthly publication CGU HK\$'000	Jade Fountain CGU HK\$'000	Perfect Riches CGU HK\$'000	Great Ready Asset CGU HK\$'000	Total HK\$'000
<b>At 31 December 2019</b>					
Carrying amount of goodwill	13,714	52,758	11,115	5,907	83,494
Carrying amount of intangible assets	2,290	3,721	1,581	282	7,874
<b>At 31 December 2018</b>					
Carrying amount of goodwill	13,714	52,758	17,569	5,907	89,948
Carrying amount of intangible assets	2,687	4,961	1,581	282	9,511

Assumptions were used in the value in use calculation of the weekly publication, monthly publication, Jade Fountain, Perfect Riches and Great Ready Asset CGUs for 31 December 2019 and 31 December 2018. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill and intangible assets:

*Budgeted revenue* — The basis used to determine the value assigned to the budgeted revenue is the average revenue achieved in the year immediately before the budget year, taking into account the management's expectations and market developments.

*Discount rates* — The discount rates used are before tax and reflect specific risks relating to the relevant units.

*Inflation* — The basis used to determine the value assigned to inflation is the forecast price indices during the budget year for Hong Kong from where the consumer price are sourced.

*Growth rate* — The growth rate used is with reference to the long term average growth rates for the relevant markets.

The values assigned to the key assumptions on market development of media and public relations industries, discount rates and inflation are consistent with external information sources.

## Notes to Financial Statements

31 December 2019

### 16. GOODWILL (Continued)

#### Impairment testing of goodwill and intangible assets (Continued)

The recoverable amount of the monthly publication, Jade Fountain, Perfect Riches and Great Ready Asset CGUs has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a four-year (2018: five-year) period approved by senior management.

The discount rate applied to the cash flow projections and the growth rate used to extrapolate the cash flows of these CGUs beyond the four-year (2018: five-year) period are set out as follows:

	Monthly publication CGU	Jade Fountain CGU	Perfect Riches CGU	Great Ready Asset CGU
<b>At 31 December 2019</b>				
Discount rate	16%	16%	16%	16%
Growth rate (note)	3%	3%	3%	3%
<b>At 31 December 2018</b>				
Discount rate	17%	17%	17%	17%
Growth rate (note)	3%	3%	3%	3%

Note: The growth rate is consistent with the average growth rate of the industry.

**16. GOODWILL** *(Continued)***Impairment testing of goodwill and intangible assets** *(Continued)*

In light of intensified competition which resulted in dismal performance of the Perfect Riches, it was concluded that the value in use of the Perfect Riches CGU was lower than its carrying amount. As a result of this analysis, the Group recognised an impairment against goodwill of HK\$6,454,000 as at 31 December 2019. As at 31 December 2019, the recoverable amount in which the impairment of goodwill was recognised, was HK\$13,242,000. The impairment loss was presented in the face of the consolidated statement of profit or loss for the year ended 31 December 2019.

**Sensitivity to changes in assumptions**

Except for Jade Fountain CGU, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying amounts of the CGUs to materially exceed their recoverable amounts.

For Jade Fountain CGU, a decrease in the growth rate by 1% would cause the carrying amount to exceed its recoverable amount by approximately HK\$5,262,000.

**17. INTANGIBLE ASSETS**

	Trademarks HK\$'000	Trading rights HK\$'000 (note)	Customer relationships HK\$'000	Subscription databases HK\$'000	Total HK\$'000
<b>31 December 2019</b>					
Cost at 31 December 2018 and 1 January 2019, net of accumulated amortisation and impairment	4,653	836	5,374	53	10,916
Amortisation provided during the year	(346)	–	(1,346)	(14)	(1,706)
At 31 December 2019	<b>4,307</b>	<b>836</b>	<b>4,028</b>	<b>39</b>	<b>9,210</b>
At 31 December 2019:					
Cost	7,997	836	6,303	81	15,217
Accumulated amortisation and impairment	(3,690)	–	(2,275)	(42)	(6,007)
Net carrying amount	<b>4,307</b>	<b>836</b>	<b>4,028</b>	<b>39</b>	<b>9,210</b>



## Notes to Financial Statements

31 December 2019

### 17. INTANGIBLE ASSETS (Continued)

	Trademarks HK\$'000	Trading rights HK\$'000 (note)	Customer relationships HK\$'000	Subscription databases HK\$'000	Total HK\$'000
<b>31 December 2018</b>					
Cost at 1 January 2018, net of accumulated amortisation and impairment	3,045	836	294	67	4,242
Additions	287	–	–	–	287
Acquisition of subsidiaries (note 39)	1,863	–	5,903	–	7,766
Amortisation provided during the year	(542)	–	(823)	(14)	(1,379)
<b>At 31 December 2018</b>	<b>4,653</b>	<b>836</b>	<b>5,374</b>	<b>53</b>	<b>10,916</b>
At 31 December 2018:					
Cost	7,997	836	6,303	81	15,217
Accumulated amortisation and impairment	(3,344)	–	(929)	(28)	(4,301)
<b>Net carrying amount</b>	<b>4,653</b>	<b>836</b>	<b>5,374</b>	<b>53</b>	<b>10,916</b>

Note: The trading rights have no expiry dates and, in the opinion of the directors, have indefinite useful lives.

Pursuant to the restructuring of the Stock Exchange and the Futures Exchange effective on 6 March 2000, the Group received four Stock Exchange Trading Rights, five Futures Exchange Trading Rights and 10,187,500 ordinary shares of HK\$1 each in Hong Kong Exchanges and Clearing Limited (the “HKEC Shares”) in exchange for its four shares previously held in the Stock Exchange and five shares previously held in the Futures Exchange.

The carrying costs of the previously held shares in the Stock Exchange and the Futures Exchange have been apportioned to the Stock Exchange Trading Rights, the Futures Exchange Trading Rights and the HKEC Shares on the basis of the respective estimated fair values on 6 March 2000.

As at 31 December 2019, the recoverable amounts of the trading rights with indefinite useful life have been determined based on a value-in-use calculation using cash flow projections based on the past financial results and financial budgets of the Company, covering a one-year budget plan. Same as prior year, given the unpredictability of market condition in the Hong Kong securities market, no growth rate has been taken into account in the cash flow projections. The key assumptions have been determined by the Group’s management based on past performance and its expectations for the industry development. During the year ended 31 December 2019, no impairment was provided on trading rights as the recoverable amount exceeded their carrying amount (2018: Nil).

**18. OTHER ASSETS**

	2019 HK\$'000	2018 HK\$'000
Membership in Chinese Gold and Silver Exchange	1,280	1,280
Statutory deposits in respect of securities and commodities dealings	8,347	6,234
	<b>9,627</b>	<b>7,514</b>

Other assets are non-interest-bearing and have no fixed terms of repayment.

**19. INVESTMENTS IN ASSOCIATES**

	2019 HK\$'000	2018 HK\$'000
Share of net assets	1,804	1,804
Provision for impairment <sup>#</sup>	(1,804)	(1,804)
	—	—

<sup>#</sup> In prior years, full provisions were recognised for investments in associates with aggregate carrying amounts of HK\$1,804,000 because the recoverable amounts were expected to be zero.

Particulars of the associates are as follows:

Name	Registered capital	Place of incorporation/ registration and business	Percentage of ownership interest attributable to the Group	Principal activities
嘉田文化發展(天津) 有限公司	RMB20,000,000	PRC/Mainland China	45	Media and entertainment
上海華威創富股權 投資管理有限公司	RMB20,000,000	PRC/Mainland China	50	Provision of fund management services

The above companies are not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

The above associates are indirectly held by the Company and have been accounted for using the equity method in these financial statements.

## Notes to Financial Statements

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### 20. LOANS RECEIVABLE

The Group's loans receivable mainly arose from the margin financing, finance lease and money lending operations during the year.

Loans receivable bear interest at rates with credit periods mutually agreed between the contracting parties. Each customer has a credit limit. The Group maintains strict control over its outstanding loans receivable, and a credit control department has been established to monitor potential credit risk. Margin loans receivable are secured by the pledge of customers' securities as collateral. Overdue balances are reviewed regularly by senior management and are handled closely by the credit control department. The Group's loans receivable relate to a large number of diversified customers and there is no significant concentration of credit risk.

	2019 HK\$'000	2018 HK\$'000
Loans receivable		
– Margin loans receivable	166,445	290,500
– Finance leases receivable	42,118	22,954
– Mortgage loans receivable	2,240	4,240
– Other loans receivable	13,181	12,229
	223,984	329,923
Impairment	(35,731)	(32,646)
	188,253	297,277
Portion classified as current assets	(171,701)	(285,428)
	16,552	11,849
Portion classified as non-current assets		
Market value of collateral at 31 December	516,699	726,144

At the end of the reporting period, certain listed equity securities provided by clients of approximately HK\$153,426,000 (2018: HK\$296,398,000) were pledged as collateral to banks to secure banking facilities granted to the Group (note 34).

**20. LOANS RECEIVABLE** (Continued)

The loans receivable at the end of the reporting period are analysed by the remaining period to the contractual maturity date as follows:

	2019 HK\$'000	2018 HK\$'000
Repayable:		
On demand	141,392	265,800
Within 3 months	5,577	15,954
3 months to 1 year	15,109	14,390
1 to 5 years	26,175	1,133
	<b>188,253</b>	<b>297,277</b>

Loans receivable are categorised into excellent, good and individually impaired. Excellent refers to exposures which margin obligation can be met and payment of interest and principal is not in doubt, with good quality and liquidity of collateral. Good refers to exposures which principal and interest are partially or fully secured but at a relatively low level. Individually impaired refers to exposures which loss, partial or full, has incurred and with insufficient collateral.

The Group holds certain listed equity securities of clients as collateral over these individually impaired loans receivable.

Analysis of the gross carrying amount as at 31 December 2019 and 31 December 2018 by the Group's internal credit rating and year end classification:

**2019**

Internal rating grade	12-months ECL (Stage 1) HK\$'000	Lifetime ECL not credit- impaired (Stage 2) HK\$'000	Lifetime ECL credit- impaired (Stage 3) HK\$'000	Total HK\$'000
Excellent	171,965	–	–	171,965
Good	–	12,759	–	12,759
Individually impaired	–	–	39,260	39,260
	<b>171,965</b>	<b>12,759</b>	<b>39,260</b>	<b>223,984</b>

## Notes to Financial Statements

31 December 2019

### 20. LOANS RECEIVABLE (Continued)

2018

Internal rating grade	12-months ECL (Stage 1) HK\$'000	Lifetime ECL not credit- impaired (Stage 2) HK\$'000	Lifetime ECL credit- impaired (Stage 3) HK\$'000	Total HK\$'000
Excellent	242,559	–	–	242,559
Good	–	34,159	–	34,159
Individually impaired	–	–	53,205	53,205
	<b>242,559</b>	<b>34,159</b>	<b>53,205</b>	<b>329,923</b>

The movements in the expected credit loss (“ECL”) impairment allowance on loans receivable are as follows:

	12-months ECL (Stage 1) HK\$'000	Lifetime ECL not credit- impaired (Stage 2) HK\$'000	Lifetime ECL credit- impaired (Stage 3) HK\$'000	Total HK\$'000
ECL allowance as at 1 January 2018	312	1,700	23,649	25,661
Loss allowance recognised/(reversed)	(13)	561	(1,098)	(550)
Loss allowance recognised arising from transfer of stage	–	831	6,704	7,535
Transfer from stage 2 to stage 3	–	(47)	47	–
ECL allowance as at 31 December 2018 and as at 1 January 2019	<b>299</b>	<b>3,045</b>	<b>29,302</b>	<b>32,646</b>
Loss allowance recognised/(reversed)	<b>276</b>	<b>(802)</b>	<b>1,998</b>	<b>1,472</b>
Loss allowance recognised arising from transfer of stage	–	–	1,613	1,613
Transfer from stage 2 to stage 3	–	(748)	748	–
ECL allowance as at 31 December 2019	<b>575</b>	<b>1,495</b>	<b>33,661</b>	<b>35,731</b>
2019 ECL rate	<b>0.33%</b>	<b>11.72%</b>	<b>85.74%</b>	<b>15.95%</b>
2018 ECL rate	0.12%	8.56%	56.10%	9.90%

**20. LOANS RECEIVABLE** (Continued)**Finance leases receivable**

Included in loans receivable were receivables in respect of assets leased under finance leases as set out below:

	Minimum lease payments		Present value of minimum lease payments	
	2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000
Amounts receivable under finance leases:				
Within one year	33,735	19,502	30,955	17,721
In the second to fifth years, inclusive	11,396	5,414	11,163	5,233
	45,131	24,916		
Less: Unearned finance income	(3,013)	(1,962)	42,118	22,954
Present value of minimum lease payment receivable	42,118	22,954		
Portion classified as current assets	(30,955)	(17,721)		
Non-current portion	11,163	5,233		

During the year ended 31 December 2019, the Group entered into several finance lease arrangements with customers in respect of items of equipment, with terms from one to two years (2018: one to two years). The finance leases receivable are secured by leased assets.

Included in the Group's finance leases receivable are receivable from a related company, 滄州南華房地產開發有限公司 (“滄州南華”), of HK\$3,469,000 (2018: HK\$3,541,000). 滄州南華 is a subsidiary of South China Assets Holdings Limited, a director of which is also a director of the Company.

**Mortgage loans receivable**

In general, mortgage loans are granted on a secured basis with sufficient amount of collateral provided by the borrower. The main types of collateral obtained are mortgages over residential properties or commercial properties.

In respect of secured mortgage loans to customers with the carrying amount of HK\$2,240,000 (2018: HK\$4,240,000), the fair value of collateral of such mortgage loans can be objectively ascertained to cover the outstanding amount of the loan balances based on quoted prices of collateral.

## Notes to Financial Statements

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### 21. EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME/DEBT INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2019 HK\$'000	2018 HK\$'000
<b>Equity investments designated at fair value through other comprehensive income</b>		
Listed equity investments in Hong Kong, at fair value	30,240	30,520
<b>Debt investments at fair value through other comprehensive income</b>		
Club debentures, at fair value	2,847	3,080

The above equity investments were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

During the year ended 31 December 2019, the Group did not recognise any dividend income (2018: dividend income of HK\$395,000) from the equity investments held at the end of the reporting period.

As at 31 December 2019, the Group's listed equity investments with a carrying value of HK\$30,240,000 (2018: HK\$30,520,000) were pledged as security for the Group's bank borrowings, as further detailed in note 34 to the financial statements.

**22. DEFERRED TAX**

The movements in deferred tax liabilities and assets during the year are as follows:

**Deferred tax liabilities**

	Losses available for offsetting against future taxable profits HK\$'000	Depreciation allowance in excess of related depreciation HK\$'000	Fair value adjustments arising from transfer of owner-occupied properties to investment properties HK\$'000	Fair value adjustments arising from acquisitions of subsidiaries HK\$'000	Total HK\$'000
<b>2019</b>					
At 1 January 2019	(9,573)	15,156	23,800	1,569	30,952
Deferred tax charged/(credited) to profit or loss during the year (note 10)	181	200	–	(270)	111
At 31 December 2019	(9,392)	15,356	23,800	1,299	31,063
<b>2018</b>					
At 1 January 2018	(8,626)	14,955	23,800	509	30,638
Acquisition of subsidiaries (note 39)	(1,339)	–	–	1,339	–
Deferred tax charged/(credited) to profit or loss during the year (note 10)	392	201	–	(279)	314
At 31 December 2018	(9,573)	15,156	23,800	1,569	30,952



## Notes to Financial Statements

31 December 2019

### 22. DEFERRED TAX (Continued)

#### Deferred tax liabilities (Continued)

Deferred tax assets have not been recognised in respect of the following items:

	2019 HK\$'000	2018 HK\$'000
Tax losses	1,204,918	1,390,779
Deductible temporary differences	144	171
	<b>1,205,062</b>	<b>1,390,950</b>

The above tax losses of the Group included tax losses arising in Hong Kong of HK\$1,189,922,000 (2018: HK\$1,372,483,000), subject to the agreement by the Hong Kong Inland Revenue Department, that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has tax losses arising in Mainland China of HK\$14,996,000 (2018: HK\$18,296,000) that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these items as it is not considered probable that taxable profits will be available against which the above items can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

At 31 December 2019, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. These subsidiaries have recorded accumulated losses since 1 January 2008.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

**23. INVENTORIES**

	<b>2019</b> <b>HK\$'000</b>	2018 HK\$'000
Raw materials	<b>1,040</b>	1,015
Finished goods	<b>11,896</b>	12,417
	<b>12,936</b>	13,432

At 31 December 2019, the Group's inventories with a carrying amount of HK\$8,923,000 (2018: HK\$9,109,000) were pledged as security for the Group's bank loans, as further detailed in note 34 to the financial statements.

**24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**

	<b>2019</b> <b>HK\$'000</b>	2018 HK\$'000
Listed equity investments, at market value	<b>414,265</b>	431,167

The financial assets at the end of the reporting period were classified as:

	<b>2019</b> <b>HK\$'000</b>	2018 HK\$'000
Held for trading	<b>405,066</b>	421,568
Designated upon initial recognition (note)	<b>9,199</b>	9,599
	<b>414,265</b>	431,167

Note:

On 10 June 2015, the board approved the establishment of the Company's Employees' Share Award Scheme (the "Share Award Scheme"). Pursuant to the rules of the Share Award Scheme, the Company has set up a trust (the "Trust") to hold the shares purchased by the Group pursuant to the terms of the Share Award Scheme before transferring to employees upon vesting.

In 2015, the Group purchased certain shares of South China Holdings Company Limited, a company listed on the Stock Exchange, which is also a connected party of the Company, at a total consideration of HK\$11,800,000. The Group designated these shares as financial assets at fair value through profit or loss upon initial recognition, as they are managed and their performance is evaluated on a fair value basis, which will be awarded to employees of the Group under the Share Award Scheme.

## Notes to Financial Statements

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### 24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS *(Continued)*

As of 31 December 2019, listed securities of approximately HK\$250,925,000 (2018: HK\$351,411,000) were pledged to banks to secure banking facilities granted to the Group (note 34).

The market value of the Group's listed equity investments at the date of approval of these financial statements was approximately HK\$324,862,000 (2018: HK\$527,886,000).

### 25. TRADE RECEIVABLES

	2019 HK\$'000	2018 HK\$'000
Trade receivables	112,823	169,437
Impairment	(5,696)	(1,857)
	<b>107,127</b>	<b>167,580</b>

The Group's trade receivables arose from securities, forex, bullion and commodities dealings, insurance broking, the provision of corporate advisory and underwriting services, Media Services and jewellery business during the year.

The Group allows a credit period up to the respective settlement dates of securities, forex, bullion and commodities transactions (normally two business days after the respective trade dates for Hong Kong stocks) or a credit period mutually agreed between the contracting parties. The credit period for Media Services is generally one month, extending up to four months for major customers. The credit period for corporate advisory services is generally within two weeks. The Group's trading terms with its jewellery retail customers are mainly on cash and credit card settlement. The Group maintains strict control over its outstanding receivables and a credit control department has been established to monitor the potential credit risk. Overdue balances are reviewed regularly by senior management and are handled closely by the credit control department. The Group's trade receivables relate to a large number of diversified customers, and there is no significant concentration of credit risk. Overdue trade receivables bear interest by reference to the prime rate except that overdue receivables in respect of Media Services, corporate advisory services and jewellery business are non-interest-bearing.

Included in the Group's trade receivables are amount due from a related company, Hong Kong Four Seas Tours Limited ("HKFS") of HK\$1,500,000 (2018: HK\$1,500,000), which is repayable on credit term similar to those offered to the major corporate advisory customers of the Group. A director of HKFS is a director of the Company.

**25. TRADE RECEIVABLES** (Continued)

An ageing analysis of the Group's trade receivables at the end of the reporting period, based on the settlement due date and net of loss allowance, is as follows:

	<b>2019</b> <b>HK\$'000</b>	2018 HK\$'000
Current to 90 days	<b>101,369</b>	159,523
Over 90 days	<b>5,758</b>	8,057
	<b>107,127</b>	167,580

The movement in the loss allowance for impairment of trade receivables are as follows:

	<b>2019</b> <b>HK\$'000</b>	2018 HK\$'000
At 1 January	<b>1,857</b>	677
Impairment losses recognised (note 6)	<b>3,985</b>	1,217
Impairment losses reversed (note 6)	<b>(87)</b>	(37)
Amount written off as uncollectible	<b>(59)</b>	–
At 31 December	<b>5,696</b>	1,857

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

## Notes to Financial Statements

31 December 2019

### 25. TRADE RECEIVABLES (Continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2019

	Current	Past due		Total
		Less than 90 days	Over 90 days	
Expected credit loss rate	0.03%	0.91%	49.34%	5.05%
Gross carrying amount (HK\$'000)	94,912	6,545	11,366	112,823
Expected credit losses (HK\$'000)	28	60	5,608	5,696

As at 31 December 2018

	Current	Past due		Total
		Less than 90 days	Over 90 days	
Expected credit loss rate	0.20%	0.38%	18.79%	1.10%
Gross carrying amount (HK\$'000)	148,381	12,999	8,057	169,437
Expected credit losses (HK\$'000)	293	50	1,514	1,857

### 26. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	2019 HK\$'000	2018 HK\$'000
Prepayments	23,995	21,556
Deposits	7,059	2,705
Other receivables	26,538	17,695
	57,592	41,956
Portion classified as current assets	(56,819)	(41,348)
	773	608

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 December 2019 and 2018, the loss allowance was assessed to be minimal.

**26. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS** (Continued)

Particulars of amounts due from related companies included in other receivables, disclosed pursuant to section 383(1)(d) of the Hong Kong Companies Ordinance and Part 3 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

Name	At	Maximum	At	Maximum	At
	31 December	amount	31 December	amount	1 January
	2019	outstanding	2018 and	outstanding	2018
	HK\$'000	during	1 January	during	2018
		the year	2019	the year	2018
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
South China Asset Holdings Limited ("SCAH")##	–	747	747	747	–
South China Asset Management Limited ("SCA")#	–	335	335	559	559
South China Financial Credits Limited ("SCFCL")#	813	813	460	460	374
South China Strategic Limited ("SCSL")*	–	118	118	1,399	1,399
South China Media Limited ("SCML")^	6	6	–	–	261
South China Media Management Limited ("SCMML")^	1,608	1,608	659	659	225
ZYC Holdings No.1 Limited ("ZYC")**	–	–	–	–	91
	<b>2,427</b>		<b>2,319</b>		<b>2,909</b>

# SCA and SCFCL are subsidiaries of South China Assets Holdings Limited, a director of which is also a director of the Company.

\* SCSL is a subsidiary of South China Holdings Company Limited, a director of which is also a director of the Company.

^ A director of SCML and SCMML is also a director of the Company.

\*\* A director of ZYC was a director of the Company. ZYC became a subsidiary of the Company upon the acquisition of the Lifestyle Group as set out in note 39 to the financial statements.

## A director of SCAH is also a director of the Company.

The amounts are unsecured, non-interest-bearing and are repayable on demand.

## Notes to Financial Statements

31 December 2019

### 27. CONTRACT ASSETS

	<b>31 December 2019 HK\$'000</b>	31 December 2018 HK\$'000	1 January 2018 HK\$'000
Contract assets arising from:			
Corporate advisory services	<b>250</b>	3,352	1,298

Contract assets are initially recognised for revenue earned from the provision of sponsoring services as the receipt of consideration is conditional on successful completion of milestones in relation to the sponsoring fee. Upon completion of milestones in relation to the sponsoring fee, the amounts recognised as contract assets are reclassified to trade receivables. During the years ended 31 December 2019 and 2018, no allowance for expected credit losses is recognised on contract assets. The Group's trading terms and credit policy with customers are disclosed in note 25 to the financial statements.

The expected timing of recovery or settlement for contract assets as at 31 December is as follows:

	<b>2019 HK\$'000</b>	2018 HK\$'000
Within one year	<b>250</b>	3,352

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates for the measurement of the expected credit losses of the contract assets are based on those of the trade receivables as the contract assets and the trade receivables are from the same customer bases. The provision rates of contract assets are based on days past due of trade receivables for groupings of various customer segments with similar loss patterns (i.e., by geographical region, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. As at 31 December 2019 and 31 December 2018, the Group assessed that the ECLs for contract assets were minimal.

**28. DERIVATIVE FINANCIAL INSTRUMENTS**

	2019		2018	
	Assets HK\$'000	Liabilities HK\$'000	Assets HK\$'000	Liabilities HK\$'000
Foreign exchange contracts	478	154	541	197

The Group has entered into various leveraged foreign exchange contracts for trading and investment purpose. These contracts are not designated for hedge purpose and are measured at fair value through profit and loss.

**29. CASH AND BANK BALANCES**

	2019 HK\$'000	2018 HK\$'000
Cash and bank balances	89,493	108,456

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to HK\$11,225,000 (2018: HK\$32,175,000). The RMB held in Mainland China is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. Bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.



## Notes to Financial Statements

31 December 2019

### 30. CASH HELD ON BEHALF OF CLIENTS

The Group maintains segregated trust accounts with licensed banks to hold securities, futures and forex clients' monies arising from its normal course of business. The Group has classified the clients' monies as "Cash held on behalf of clients" under the current assets section of the consolidated statement of financial position and recognised the corresponding accounts payable to respective clients on the grounds that the Group is liable for any loss or misappropriation of the clients' monies. The Group is not allowed to use the clients' monies to settle its own obligations.

### 31. CLIENT DEPOSITS

The Group's client deposits arose from securities, forex, bullion and commodities dealings during the year.

The client deposits are unsecured, bear interest at the bank deposit savings rate or rates that are mutually agreed and are repayable on demand.

Included in client deposits as at 31 December 2019 are deposits from directors, the directors' close family members and companies in which certain directors have beneficial interests totalling HK\$52,491,000 (2018: HK\$14,089,000), which are subject to similar terms offered by the Group to its major clients.

### 32. TRADE PAYABLES

The Group's trade payables arose from securities, forex, bullion, commodities dealings, Media Services and jewellery business during the year.

An ageing analysis of the Group's trade payables at the end of the reporting period, based on the settlement due date, is as follows:

	2019 HK\$'000	2018 HK\$'000
Within 1 month	71,540	162,180
1 to 2 months	388	1,512
2 to 3 months	377	1,613
Over 3 months	5,270	5,168
	<b>77,575</b>	<b>170,473</b>

The trade payables are non-interest-bearing and repayable on the settlement day of the relevant trades or upon demand from customers.

In respect of Media Services and jewellery business, the credit period granted by the creditors ranges from 0 to 90 days and the trade payables are non-interest-bearing.

**33. OTHER PAYABLES AND ACCRUALS**

	Notes	2019 HK\$'000	2018 HK\$'000
Contract liabilities	(a)	1,940	6,378
Other payables	(b)	21,900	16,733
Accruals		7,378	10,063
		<b>31,218</b>	<b>33,174</b>

Notes:

- (a) Details of contract liabilities are as follows:

	31 December 2019 HK\$'000	31 December 2018 HK\$'000	1 January 2018 HK\$'000
<i>Short-term advances received from customers</i>			
Corporate advisory services	500	3,412	1,298
Handling services	1,420	2,084	3,151
Media publications and financial public relation services	20	882	221
Total contract liabilities	<b>1,940</b>	<b>6,378</b>	<b>4,670</b>

The decrease in contract liabilities in 2019 was mainly due to the decrease in advances received from customers in relation to the corporate advisory services at the end of the year. The increase in contract liabilities in 2018 was mainly due to the increase in advances received from customers in relation to the corporate advisory services at the end of the year.

- (b) Other payables are non-interest-bearing and have an average term of two months. Included in other payables is an amount of HK\$40,000 (2018: Nil) due to a related company, SCAH, which is unsecured, interest-free and repayable on demand.

## Notes to Financial Statements

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### 34. INTEREST-BEARING BANK AND OTHER BORROWINGS

	2019			2018		
	Effective interest rate (%)	Maturity	HK\$'000	Effective interest rate (%)	Maturity	HK\$'000
<b>Current</b>						
Lease liabilities (note 15)	6.16% to 7%	2020	4,252	—	—	—
Bank overdrafts — secured	HIBOR +2.5%	On demand	49,733	HIBOR +2.5%	On demand	75,995
Bank loans — secured	HIBOR +1.25% to HIBOR +2.75%	On demand	318,390	HIBOR +1.25% to HIBOR +2.75%	On demand	369,000
	HIBOR +2.5%	2020	20,623	HIBOR +2.5%	2019	20,215
	4.35% to 5.7%	On demand	4,462	4.35% to 5.7%	On demand	4,554
Bank loans — unsecured	HIBOR +3.5% to HIBOR +3.75%	On demand	8,004	HIBOR +3.5% to HIBOR +3.75%	On demand	12,500
Other loans — unsecured	6.5% to 7%	On demand	4,785	6.5% to 7%	On demand	4,714
			<u>410,249</u>			<u>486,978</u>
<b>Non-current</b>						
Lease liabilities (note 15)	6.16% to 7%	2021-2023	5,221	—	—	—
Bank loans — secured	HIBOR +2.5%	2021-2023	151,047	HIBOR +2.5%	2020-2023	152,919
			<u>156,268</u>			<u>152,919</u>
			<u>566,517</u>			<u>639,897</u>

**34. INTEREST-BEARING BANK AND OTHER BORROWINGS** (Continued)

	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Analysed into:		
Bank loans and overdrafts repayable:		
Within one year or on demand	<b>401,212</b>	482,264
In the second year	<b>36,467</b>	29,001
In the third to fifth years, inclusive	<b>114,580</b>	123,918
	<b>552,259</b>	635,183
Other borrowings repayable:		
Within one year or on demand	<b>9,037</b>	4,714
In the second year	<b>2,744</b>	–
In the third to fifth years, inclusive	<b>2,477</b>	–
	<b>14,258</b>	4,714
	<b>566,517</b>	639,897

## Notes:

- (i) HIBOR represents the Hong Kong Interbank Offered Rate.
- (ii) The Group's overdraft facilities amounting to HK\$88,000,000 (2018: HK\$182,000,000), of which HK\$49,733,000 (2018: HK\$75,995,000) had been utilised at the end of the reporting period. Certain bank overdraft was secured by the pledge of certain of the Group's listed equity investments amounting to HK\$101,559,000 (2018: HK\$134,343,000) (note 24).
- (iii) Certain of the Group's bank loans are secured by the Group's:
- (a) Investment properties situated in Hong Kong, which had a fair value at the end of the reporting period of approximately HK\$550,000,000 (2018: HK\$529,000,000) (note 14);
- (b) Listed equity investments belonging to the Group and clients totalling approximately HK\$333,032,000 (2018: HK\$543,986,000) were pledged to banks to secure bank loans granted to a subsidiary of the Group at the end of the reporting period (notes 20, 21 and 24); and
- (c) Floating charges over the Group's inventories totalling HK\$8,923,000 (2018: HK\$9,109,000) (note 23).
- In addition, Nanjing Minxing Credit Guarantee Co., Ltd, a third party, has guaranteed certain of the Group's bank loans of HK\$4,462,000 (2018: HK\$4,554,000) as at the end of the reporting period.
- (iv) The Group's other loans are unsecured, bear interest at rates ranging from 6.5% to 7% per annum and are repayable on demand.
- (v) Except for other loans of HK\$4,785,000 (2018: HK\$4,714,000) and bank loans of HK\$4,462,000 (2018: HK\$4,554,000) which are denominated in Renminbi, all borrowings are denominated in Hong Kong dollars.

# Notes to Financial Statements

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## 35. SHARE CAPITAL

### Shares

	2019 HK\$'000	2018 HK\$'000
Issued and fully paid: 301,277,070 (2018: 301,277,070) ordinary shares	<b>1,085,474</b>	1,085,474

A summary of movements in the Company's share capital is as follows:

	Number of shares in issue	Share capital HK\$'000
At 1 January 2018	15,063,853,500	1,085,474
Share Consolidation (note (a))	(14,762,576,430)	—
At 31 December 2018, 1 January 2019 and 31 December 2019	301,277,070	1,085,474

Note:

- (a) On 8 November 2018, the Company implemented the share consolidation on the basis that every fifty issued shares in the share capital of the Company were consolidated into one consolidated share in the share capital of the Company (the "Share Consolidation"). The issued ordinary shares of the Company were decreased from 15,063,853,500 shares to 301,277,070 shares as a result of the Share Consolidation.

## 36. SHARE OPTION SCHEME

The Company operates a share option scheme (the “Scheme”) which became effective on 11 June 2012. Under the Scheme, the directors of the Company may grant options to eligible persons to subscribe for the Company’s shares subject to the terms and conditions stipulated therein. Unless otherwise cancelled or amended, the Scheme will be valid and effective for a period of 10 years commencing on the date on which it became effective.

The directors and employees of the Company and its subsidiaries are entitled to participate in the share option schemes operated by the Company. Details of the Scheme are as follows:

### (1) Purpose of the Scheme

In order to provide incentives or rewards to the participants for their contribution to the Group and to enable the Group to attract and retain employees with relevant qualifications and experience to work for the Group and any entity in which any member of the Group holds any equity interest (the “Invested Entity”), the shareholders of the Company approved the adoption of the Scheme at the annual general meeting held on 5 June 2012.

### (2) Participants of the Scheme

According to the Scheme, the board may, at its discretion, grant share options to any person in any of the following classes of participants:

- (i) any executive director, employee or proposed employee (whether full time or part time) of any member of the Group or any Invested Entity or substantial shareholder;
- (ii) any non-executive director (including any independent non-executive director) of any member of the Group or any Invested Entity or substantial shareholder;
- (iii) any individual for the time being seconded to work for any member of the Group or any Invested Entity or substantial shareholder;
- (iv) any shareholder of any member of the Group or any Invested Entity or substantial shareholder or any holder of any securities issued by any member of the Group or any Invested Entity or substantial shareholder;
- (v) any business partner, agent, consultant, contractor or representatives of any member of the Group or any Invested Entity or substantial shareholder;
- (vi) any supplier of goods or services to any member of the Group or any Invested Entity or substantial shareholder;

### **36. SHARE OPTION SCHEME** *(Continued)*

#### **(2) Participants of the Scheme** *(Continued)*

- (vii) any customer of any member of the Group or any Invested Entity or substantial shareholder;
- (viii) any person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to any member of the Group or any Invested Entity or substantial shareholder;
- (ix) any other group or classes of participants from time to time determined by the directors as having contributed or may contribute to the development and growth of any member of the Group (including any discretionary object of a participant which is a discretionary trust); and
- (x) any company wholly owned by one or more persons belonging to any of the above classes of participants.

#### **(3) Total number of shares available for issue under the Scheme**

The maximum number of shares in respect of which share options may be granted under the Scheme and any other share option scheme of the Company shall not exceed 10% of the total number of shares in issue as at the date of approval of the 2012 Share Option Scheme, that is, a total of 10,056,669 shares with adjustment to the Share Consolidation (note 35(a)) implemented during the year ended 31 December 2018. Options which lapsed in accordance with the terms of the Scheme or any other share option scheme of the Company under which such options are granted shall not be counted for the purpose of calculating whether the abovementioned scheme mandate limit has been exceeded.

As at 31 December 2019, the total number of ordinary shares available for issue pursuant to the grant of share options under the 2012 Share Option Scheme was 10,056,669, representing approximately 3.34% of the ordinary shares in issue as at 31 December 2019 and the date of this Annual Report.

#### **(4) Maximum entitlement of each participant**

No participant shall be granted an option if the total number of shares issued and to be issued upon exercise of the options granted and to be granted (including both exercised, cancelled and outstanding options) in any 12-month period up to and including the date of grant to such participant would exceed in aggregate 1% (or such other percentage as may be permitted under the Listing Rules and all other applicable law and regulations) of the shares for the time being in issue unless the proposed grant has been approved by the shareholders of the Company in general meeting with the proposed grantee and his associates (as defined in the Listing Rules) abstaining from voting.

**36. SHARE OPTION SCHEME** *(Continued)***(4) Maximum entitlement of each participant** *(Continued)*

Any grant of share option to a connected person (as defined in the Listing Rules) or his associates (as defined in the Listing Rules) must be approved by the independent non-executive directors of the Company (excluding any independent non-executive director who is the Grantee of the Option).

Where a grant of share options is to a substantial shareholder (as defined in the Listing Rules) of the Company or an independent non-executive director of the Company or any of their respective associates (as defined in the Listing Rules) and the proposed grant of share options, when aggregated with the share options already granted and to be granted (including share options exercised, cancelled and outstanding) to such person(s) in the past twelve (12) months period up to and including the date of such grant, would result in the shares issued and to be issued upon exercise of all the share options already granted and to be granted (including share options exercised, cancelled and outstanding) to such person(s) representing in aggregate over 0.1% of the total issued share capital of the Company for the time being (or such other amount or percentage or on such other date as the relevant provisions of the Listing Rules may specify) and having an aggregate value, based on the closing price of the share at the date of each grant, in excess of HK\$5 million (or such other amount or on such other price or date as the relevant provisions of the Listing Rules may specify), then the proposed grant of share options must be subject to the approval of the shareholders of the Company on a poll in a general meeting where all connected persons of the Company must abstain from voting (except where such connected person(s) intends to vote against the proposed grant of share options and his intention to do so has been stated in the circular).

**(5) Period within which the shares must be taken up under an option**

The board may, at its absolute discretion, determine the period during which a share option may be exercised. Such period should expire no later than 10 years from the date of grant. The board may also impose restrictions on the exercise of a share option during the period a share option may be exercised.

**(6) Minimum period, if any, for which an option must be held before it can be exercised**

There is no specific requirement under the 2012 Share Option Scheme that an option must be held for any minimum period before it can be exercised. However, the terms of the 2012 Share Option Scheme provide that the board has the discretion to impose a minimum period at the time of grant of any particular option.



## Notes to Financial Statements

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### 36. SHARE OPTION SCHEME (Continued)

#### (7) Amount payable upon acceptance of the option and the period within which payment must be made

An amount of HK\$1 for each lot of share options granted is payable upon acceptance of the options within 28 days from the date of offer of the options.

#### (8) Basis of determining the exercise price of the option

The exercise price is determined by the board, and shall be at least the highest of: (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of offer of grant; (ii) the average of the closing prices of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of offer of grant; and (iii) the nominal value of the Company's shares.

#### (9) Remaining life of the Scheme

Subject to early termination of the Scheme pursuant to the terms thereof, the Scheme will be valid and effective for a period of 10 years commencing on the date on which it became effective on 11 June 2012.

The following share options were outstanding under the Scheme during the year:

	2019		2018		Number of options '000
	Weighted average exercise price per share HK\$	Number of options '000	Weighted average exercise price per share HK\$	Weighted average exercise price per share <sup>#</sup> HK\$	
At 1 January	9.750	414	0.195	9.750	31,077
Lapsed during the year	9.750	(259)	0.195	9.750	(10,359)
Adjustment as a result of the Share Consolidation		–			(20,304)
At 31 December		155			414

<sup>#</sup> As a result of the Share Consolidation, an adjustment has been made, among others, to the number of share options granted to employees and exercise price per share.

31 December 2019

**36. SHARE OPTION SCHEME** (Continued)**(9) Remaining life of the Scheme** (Continued)

Particulars of the outstanding share options granted under the Scheme and the movements of such share options during the year are as follows:

Name or category of participant	Number of share options				Outstanding as at 31 December 2019	Number of ordinary shares issuable upon the exercise of the outstanding share options (note a)	Exercise price per share HK\$ (notes b and c)	Date of grant of share options	Exercise periods of share options
	Outstanding as at 1 January 2019	Granted during the year	Exercised during the year	Lapsed during the year					
Employees	207,177	-	-	(207,177)	-	-	9.750	09/06/2015	09/06/2017-08/06/2019
	207,180	-	-	(51,795)	155,385	155,385	9.750	09/06/2015	09/06/2018-08/06/2020
	414,357	-	-	(258,972)	155,385				

Name or category of participant	Number of share options					Outstanding as at 31 December 2018	Number of ordinary shares issuable upon the exercise of the outstanding share options (note a)	Exercise price per share HK\$ (notes b and c)	Date of grant of share options	Exercise periods of share options
	Outstanding as at 1 January 2018	Granted during the year	Exercised during the year	Lapsed during the year	Adjustment as a result of the Share Consolidation					
Employees	10,358,974	-	-	(10,358,974)	-	-	-	0.195	09/06/2015	09/06/2016-08/06/2018
	10,358,975	-	-	-	(10,151,798)	207,177	207,177	9.750	09/06/2015	09/06/2017-08/06/2019
	10,358,975	-	-	-	(10,151,795)	207,180	207,180	9.750	09/06/2015	09/06/2018-08/06/2020
	31,076,924	-	-	(10,358,974)	(20,303,593)	414,357				

Notes:

- Representing 0.05% and 0.1% of the total issued voting shares in the Company as at 31 December 2019 and 2018, respectively.
- The share price immediately preceding the grant date of share options on 9 June 2015 was HK\$0.2.
- As a result of rights issue and the Share Consolidation, an adjustment has been made, among others, to the number of share options granted to employees and exercise price per share.

## Notes to Financial Statements

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### 36. SHARE OPTION SCHEME (Continued)

#### (9) Remaining life of the Scheme (Continued)

On 9 June 2015, the Company granted 60,000,000 share options to certain employees. The fair value of these share options granted was HK\$5,875,000, of which the Group did not recognise any share option expense (2018: HK\$156,000) during the year ended 31 December 2019.

The fair value of equity-settled share options granted on 9 June 2015 was estimated as at the date of grant using a trinomial model, taking into account the terms and conditions upon which such share options were granted. The following table lists the inputs to the model used:

Share price (at grant date)	HK\$0.194
Exercise price <sup>#</sup>	HK\$0.202
Expected volatility	76.09% to 85.61%
Expected dividend yield	Nil
Contractual option life	3 to 5 years
Risk-free interest rate	0.813% to 1.286%
Early exercise multiple	2.2
Exit rate	43.216%

<sup>#</sup> HK\$0.195 after adjusting for the effect of the Company's right issue in 2016 and HK\$9.750 after adjusting for the effect of the Share Consolidation in 2018.

The expected volatility reflects the assumptions that the historical volatility is indicative of future trends, which may not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

The values of the share options calculated using the trinomial model are subject to certain fundamental limitations due to the inherent limitations of the model itself and the subjective nature of and uncertainty relating to the assumptions adopted for the inputs to the model in respect of expected future performance. Any change in the assumptions and, hence, inputs to the model may materially affect the estimation of fair value of a share option.

At the end of the reporting period, the Company had 155,385 share options outstanding under the Scheme. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 155,385 additional ordinary shares in the Company and give rise to proceeds receivables of HK\$1,515,000 (before issue expenses).

**37. RESERVES**

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 64 of the financial statements.

**38. OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR**

	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:		
Debt investments at fair value through other comprehensive income:		
Changes in fair value	(233)	705
Exchange differences on translation of foreign operations	(28)	(3,725)
<hr/>		
Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods	(261)	(3,020)
<hr/>		
Other comprehensive loss that will not be reclassified to profit or loss in subsequent periods:		
Equity investments designated at fair value through other comprehensive income:		
Changes in fair value	(280)	(9,240)
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Other comprehensive loss for the year	(541)	(12,260)
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## Notes to Financial Statements

31 December 2019

### 39. BUSINESS COMBINATIONS

During the year ended 31 December 2018, the Group has carried out the following business combinations.

#### (a) Acquisition of Lifestyle Group

On 29 March 2018, the Group acquired 100% equity interests in Perfect Riches Limited, Super Bellax Ltd., Great Ready Assets Limited and Jade Fountain Limited from Nicemate Investments Limited, Jessica Publication (BVI) Limited, Win Gain Investments Limited and Ace Market Investments Limited, respectively, which were wholly owned by Mr. Ng Hung Sang, a director, the Chairman of the Board and a substantial shareholder of the Company, for an aggregate cash consideration of HK\$52,020,000, comprising the cash consideration of HK\$15,000,000 and a cash adjustment to consideration of HK\$37,020,000 that was paid pursuant to the adjustment to consideration clause contemplated in the relevant sales and purchase agreement. Perfect Riches Limited, Super Bellax Ltd., Great Ready Assets Limited, Jade Fountain Limited and its respective subsidiaries (“Lifestyle Group”) are principally engaged in media publications and public relation services.

The acquisition was in line with the Group’s overall strategy to make investments that would create synergy with its existing operations and diversify its revenue stream as well as implement a consumer oriented-business platform in the future.

#### (b) Acquisition of King Link

On 18 September 2018, the Group acquired 85% equity interests in King Link Investments Limited (“King Link”) from Orient Victory Travel Group Company Limited, of which 15% equity interests of King Link were indirectly held by Mr. Ng Hung Sang, a director, the Chairman of the Board and a substantial shareholder of the Company, for an aggregate cash consideration of HK\$4,800,000. King Link is an investment holding company which holds 65.5% equity interests in Nanjing Baoqing which is principally engaged in sales and distribution of jewellery products through flagship store and counters of large department stores in Nanjing.

The acquisition was made as part of the Group’s strategy to expand in luxury goods market in the PRC and diversify the income of the Group.

**39. BUSINESS COMBINATIONS** (Continued)**Year ended 31 December 2018**

The fair values of the identifiable assets and liabilities of the Lifestyle Group and King Link as at the date of acquisitions were as follows:

	Notes	Fair value recognised on acquisitions					Total HK\$'000
		Lifestyle Group				King link Investments Limited HK\$'000	
		Perfect Riches Limited HK\$'000	Super Bellax Limited HK\$'000	Great Ready Assets Limited HK\$'000	Jade Fountain Limited HK\$'000		
Property, plant and equipment	13	575	–	–	9	226	810
Intangible assets	17	1,581	–	282	5,903	–	7,766
Trade receivables		1,682	–	10	5,328	225	7,245
Prepayments, deposits and other receivables		408	–	217	4,129	1,219	5,973
Inventories		–	–	–	–	11,518	11,518
Cash and bank balances		15	–	1	4,980	2,455	7,451
Deferred tax assets	22	261	–	47	974	57	1,339
Trade payables		(5,190)	–	(31)	(11,313)	(66)	(16,600)
Other payables and accruals		(963)	–	(761)	(4,389)	(2,569)	(8,682)
Tax payable		(12)	–	–	–	(141)	(153)
Interest-bearing bank and other borrowings		–	–	–	(26,675)	(7,220)	(33,895)
Deferred tax liabilities	22	(261)	–	(47)	(974)	(57)	(1,339)
Total identifiable net assets/ (liabilities) at fair value		(1,904)	–	(282)	(22,028)	5,647	(18,567)
Non-controlling interests		–	–	–	–	(847)	(847)
Goodwill on acquisitions	16	(1,904) 17,569	–	(282) 5,907	(22,028) 52,758	4,800 –	(19,414) 76,234
Satisfied by cash		15,665	–	5,625	30,730	4,800	56,820

Goodwill arose from the above acquisitions represented premium paid for the benefits of expected synergies from combining above operations to the Group. None of the goodwill recognised is expected to be deductible for tax purposes.

The fair values of the trade receivables and other receivables as at the date of acquisitions amounted to HK\$7,245,000 and HK\$3,866,000, respectively. The gross contractual amounts of trade receivables and other receivables were HK\$7,245,000 and HK\$3,866,000, respectively.

## Notes to Financial Statements

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### 39. BUSINESS COMBINATIONS (Continued)

The Group incurred transaction costs of HK\$3,575,000 for these acquisitions. These transaction costs have been expensed and are included in other operating expenses in the consolidated statement of profit or loss.

An analysis of the cash flows in respect of the acquisitions of subsidiaries is as follows:

	HK\$'000
Cash consideration	(56,820)
Cash and bank balance acquired	7,451
Cash and bank balance overdrafted	(6,675)
<hr/>	
Net outflow of cash and cash equivalents included in cash flows of investing activities	(56,044)
Transaction costs of the acquisitions included in cash flows from operating activities	(3,575)
<hr/>	
	(59,619)
<hr/>	

Since the acquisitions, the Lifestyle Group and King Link contributed HK\$43,410,000 to the Group's revenue and loss of HK\$4,605,000 to the consolidated loss for the year ended 31 December 2018.

Had the combination taken place at the beginning of the year, the revenue from continuing operations of the Group and the loss of the Group for the year would have been HK\$179,323,000 and HK\$239,853,000, respectively.

**40. DISPOSAL OF SUBSIDIARIES**

On 31 December 2019, the Group disposed of its 100% equity interest in Year Blossom Limited to a related company for a consideration of US\$1. Year Blossom Limited, together with its subsidiaries were principally engaged in food and beverage operations in Nanjing, the PRC.

The assets and liabilities of Year Blossom Limited as at the date of disposal is as follows:

	Notes	2019 HK\$'000
Net liabilities disposed of:		
Right-of-use assets	15	5,937
Property, plant and equipment		4,580
Inventories		175
Cash and bank balances		397
Prepayments and deposits		2,388
Trade payables		(1,913)
Other payables and accruals		(14,132)
Interest-bearing other borrowings	15	(5,989)
		<b>(8,557)</b>
Gain on disposal of subsidiaries	11	8,557
Satisfied by:		
Cash		—

An analysis of the net outflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

	2019 HK\$'000
Cash consideration	—
Cash and bank balances disposed of	(397)
Net outflow of cash and cash equivalents in respect of the disposal of subsidiaries	<b>(397)</b>



## Notes to Financial Statements

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### 41. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### (a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$5,265,000 and HK\$5,265,000, respectively, in respect of lease arrangements for office properties (2018: Nil).

#### (b) Change in liabilities arising from financing activities

2019

	Notes	Interest-bearing bank and other borrowings less bank overdrafts HK\$'000
At 31 December 2018		563,902
Effect of adoption of HKFRS 16		15,477
At 1 January 2019 (restated)		579,379
Changes from financing cash flows		
— interest-bearing bank borrowings		(56,570)
— other borrowings		170
— lease payments		(6,089)
New leases	15	5,265
Disposal of subsidiaries	40	(5,989)
Foreign exchange movement		(406)
Interest expense	15	1,024
At 31 December 2019		516,784

2018

	Interest-bearing Bank And Other Borrowings Less Bank Overdrafts HK\$'000
At 1 January 2018	538,538
Changes from financing cash flows	(1,864)
Foreign exchange movement	8
Increase arising from acquisitions of subsidiaries	27,220
At 31 December 2018	563,902

**41. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS** (Continued)**(c) Total cash outflow for leases**

The total cash outflow for leases included in the statement of cash flows within financing activities was HK\$6,089,000 during the year ended 31 December 2019.

**42. PLEDGE OF ASSETS**

Details of the Group's assets pledged for the Group's bank loans and overdrafts are included in note 34 to the financial statements.

**43. COMMITMENTS**

**(a)** The Group had the following capital commitments at the end of the reporting period:

	2019 HK\$'000	2018 HK\$'000
Contracted, but not provided for:		
Capital contributions to a subsidiary	11,154	11,386
Capital contributions to an associate	7,808	7,970
	<b>18,962</b>	<b>19,356</b>

**(b) Operating lease commitments as at 31 December 2018**

The Group leased certain of its office properties under operating lease arrangements, with leases negotiated for terms ranging from two to six years.

At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	2018 HK\$'000
Within one year	6,546
In the second to fifth years, inclusive	6,454
	<b>13,000</b>

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### 44. CONNECTED AND RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and balances detailed elsewhere in these financial statements, the Group had the following transactions with related parties, directors and/or companies in which certain directors have beneficial interests during the year:

	Notes	2019 HK\$'000	2018 HK\$'000
Commission and brokerage income	(i)	1,131	967
Interest income arising from margin financing	(ii)	313	1,368
Rental and building management fee expenses	(iii)	14,525	14,604
Rental and building management fee payments	(iv)	3,028	2,785
Colour separation expenses	(v)	—	659
Advertising and promotion expenses	(vi)	—	500
Loan interest income	(vii)	416	100
Sponsorship fee income	(viii)	—	1,500

The related party transactions also constitute exempted connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

Notes:

- (i) Commission and brokerage income relating to the Group's securities broking business and the rate was determined by reference to commission and brokerage fees charged to third parties.
- (ii) Interest income related to the Group's margin financing business and the amount was calculated based on the Hong Kong dollar prime rate per annum which is similar to the rate offered to the Group's major clients.
- (iii) Rental and building management expenses relating to the leasing of the Group's office premises were charged on a cost reimbursement basis.
- (iv) The lease payments of the Group's restaurants and staff quarters were charged at terms stipulated in the respective consolidated management services agreements, property management services agreement and tenancy agreements.
- (v) Colour separation expenses relating to the Group's media publications business were charged on terms mutually agreed between the relevant parties.
- (vi) Advertising and promotion expenses were charged on terms mutually agreed between the relevant parties.
- (vii) Loan interest income relating to the finance lease was charged on terms mutually agreed between the relevant parties.
- (viii) Sponsorship fee income was determined by reference to sponsorship fee charged to third parties.

**44. CONNECTED AND RELATED PARTY TRANSACTIONS** *(Continued)***(b) Other transactions with related/connected parties:****Year ended 31 December 2019**

On 31 December 2019, the Group completed the disposal of the entire equity interest in Year Blossom Limited for a consideration of US\$1. Further details of the disposal are contained in the Company's circular dated 1 February 2019 and note 40 to the financial statements.

**Year ended 31 December 2018**

On 29 March 2018, the Group completed the acquisition of the entire equity interest in Perfect Riches Limited, Super Bellax Ltd., Great Ready Assets Limited and Jade Fountain Limited for a consideration of HK\$52,020,000. Further details of the acquisition are contained in the Company's circular dated 9 March 2018 and note 39 to the financial statements.

On 18 September 2018, the Group completed the acquisition of 85% equity interests in King Link Investments Limited for a consideration of HK\$4,800,000. Further details of the acquisition are contained in the Company's circular dated 23 July 2018 and note 39 to the financial statements.

**(c) Compensation of key and senior management personnel of the Group:**

The executive directors are the key and senior management personnel of the Group. Details of their remuneration are disclosed in note 8 to the financial statements.

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### 45. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

#### 2019

##### *Financial assets*

	Financial assets at fair value through profit or loss		Financial assets at fair value through other comprehensive income		Financial assets at amortised cost HK\$'000	Total HK\$'000
	Designated upon initial recognition HK\$'000	Mandatorily designated as such HK\$'000	Debt investments HK\$'000	Equity investments HK\$'000		
Other assets	–	–	–	–	9,627	9,627
Equity investments designated at fair value through other comprehensive income	–	–	–	30,240	–	30,240
Debt investments at fair value through other comprehensive income	–	–	2,847	–	–	2,847
Loans receivable	–	–	–	–	188,253	188,253
Trade receivables	–	–	–	–	107,127	107,127
Derivative financial instruments	–	478	–	–	–	478
Financial assets at fair value through profit or loss	9,199	405,066	–	–	–	414,265
Financial assets included in prepayments, other receivables and other assets (note 26)	–	–	–	–	33,597	33,597
Cash held on behalf of clients	–	–	–	–	512,272	512,272
Cash and bank balances	–	–	–	–	89,493	89,493
	9,199	405,544	2,847	30,240	940,369	1,388,199

**45. FINANCIAL INSTRUMENTS BY CATEGORY** *(Continued)***2019** *(Continued)**Financial liabilities*

	Financial liabilities at fair value through profit or loss — held for trading HK\$'000	Financial liabilities at amortised cost HK\$'000	Total HK\$'000
Client deposits	—	531,801	531,801
Trade payables	—	77,575	77,575
Derivative financial instruments	154	—	154
Financial liabilities included in other payables and accruals	—	29,390	29,390
Deposits received	—	692	692
Interest-bearing bank and other borrowings	—	566,517	566,517
	154	1,205,975	1,206,129

## Notes to Financial Statements

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### 45. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

2018

#### Financial assets

	Financial assets at fair value through profit or loss		Financial assets at fair value through other comprehensive income		Financial assets at amortised cost HK\$'000	Total HK\$'000
	Designated upon initial recognition HK\$'000	Mandatorily designated as such HK\$'000	Debt investments HK\$'000	Equity investments HK\$'000		
Other assets	–	–	–	–	7,514	7,514
Equity investments designated at fair value through other comprehensive income	–	–	–	30,520	–	30,520
Debt investments at fair value through other comprehensive income	–	–	3,080	–	–	3,080
Loans receivable	–	–	–	–	297,277	297,277
Trade receivables	–	–	–	–	167,580	167,580
Derivative financial instruments	–	541	–	–	–	541
Financial assets at fair value through profit or loss	9,599	421,568	–	–	–	431,167
Financial assets included in prepayments, other receivables and other assets (note 26)	–	–	–	–	20,400	20,400
Cash held on behalf of clients	–	–	–	–	541,617	541,617
Cash and bank balances	–	–	–	–	108,456	108,456
	9,599	422,109	3,080	30,520	1,142,844	1,608,152

**45. FINANCIAL INSTRUMENTS BY CATEGORY** (Continued)**2018** (Continued)*Financial liabilities*

	Financial liabilities at fair value through profit or loss — held for trading HK\$'000	Financial liabilities at amortised cost HK\$'000	Total HK\$'000
Client deposits	—	485,171	485,171
Trade payables	—	170,473	170,473
Derivative financial instruments	197	—	197
Financial liabilities included in other payables and accruals	—	26,117	26,117
Deposits received	—	3,672	3,672
Interest-bearing bank and other borrowings	—	639,897	639,897
	197	1,325,330	1,325,527

**46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS**

Management has assessed that the fair values of cash and bank balances, cash held on behalf of clients, other assets, the current portion of loans receivable, trade receivables, financial assets included in prepayments, other receivables and other assets, clients deposits, trade payables, financial liabilities included in other payables and accruals, deposits received, the current portion of interest-bearing bank and other borrowings and balances with subsidiaries approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's corporate finance team headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The corporate finance team reports directly to the management. At each reporting date, the corporate finance team analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the management.



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### 46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

(Continued)

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of loans receivable, interest-bearing bank and other borrowings, deposits and a subordinated loan to a subsidiary have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for interest-bearing bank and other borrowings as at 31 December 2019 were assessed to be insignificant.

The fair values of listed equity investments are based on quoted market prices. The fair values of unlisted debt investments which represented club debentures have been estimated based on market transaction prices. The fair values of derivative financial instruments are measured based on quoted market prices.

#### Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2019

	Fair value measurement using			Total HK\$'000
	Quoted prices in active markets (Level 1) HK\$'000	Significant observable inputs (Level 2) HK\$'000	Significant unobservable inputs (Level 3) HK\$'000	
Equity investments designated at fair value through other comprehensive income	30,240	–	–	30,240
Debt investments at fair value through other comprehensive income	–	2,847	–	2,847
Derivative financial instruments	–	478	–	478
Financial assets at fair value through profit or loss	414,265	–	–	414,265
	444,505	3,325	–	447,830

**46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS***(Continued)***Fair value hierarchy** *(Continued)*

As at 31 December 2018

	Fair value measurement using			Total HK\$'000
	Quoted prices in active markets (Level 1) HK\$'000	Significant observable inputs (Level 2) HK\$'000	Significant unobservable inputs (Level 3) HK\$'000	
Equity investments designated at fair value through other comprehensive income	30,520	–	–	30,520
Debt investments at fair value through other comprehensive income	–	3,080	–	3,080
Derivative financial instruments	–	541	–	541
Financial assets at fair value through profit or loss	431,167	–	–	431,167
	461,687	3,621	–	465,308

Liabilities measured at fair value:

**Fair value measurement  
using significant  
observable inputs  
(Level 2)  
HK\$'000**

As at 31 December 2019

Derivative financial instruments	<b>154</b>
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As at 31 December 2018

Derivative financial instruments	<b>197</b>
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During the year, there were no transfers of fair value measurement between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2018: Nil).

## Notes to Financial Statements

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### 47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise bank loans and overdrafts, cash and short term deposits, and listed equity investments. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as loans receivable, trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk, liquidity risk and equity price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below:

#### Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's net debt obligations with floating interest rates. The majority of the bank borrowings bear interest at interest rates with reference to the HIBOR whereas loans to customers bear interest at interest rates with reference to the prime rate. As the prime rate in Hong Kong basically changes in line with the HIBOR, the Group's exposure to the risk of changes in market interest rates is minimal.

The following table demonstrates the sensitivity to a reasonably possible change in the Hong Kong dollar interest rate, with all other variables held constant, of the Group's loss before tax (through the impact on floating rate net borrowings).

	Change in basis points	Change in loss before tax HK\$'000
<b>2019</b>		
Hong Kong dollar	50	2,739
<b>2018</b>		
Hong Kong dollar	50	3,153

#### Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Head of Credit Control.

The Group's concentration of credit risk is mainly in Hong Kong by geographical location. The Group's credit risk exposure is spread over a number of counterparties and customers. Hence, it has no significant concentration of credit risk by a single debtor.

**47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES** (Continued)**Credit risk** (Continued)*Maximum exposure and year-end staging*

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

**As at 31 December 2019**

	12-month ECLs		Lifetime ECLs		Total HK\$'000
	Stage 1 HK\$'000	Stage 2 HK\$'000	Stage 3 HK\$'000	Simplified approach HK\$'000	
Contract assets*	–	–	–	250	250
Other assets					
— Normal**	9,627	–	–	–	9,627
Debt investments at fair value through other comprehensive income					
— Normal**	2,847	–	–	–	2,847
Loans receivable					
— Normal**	171,965	12,759	39,260	–	223,984
Trade receivables*	–	–	–	112,823	112,823
Financial assets included in prepayments, other receivables and other assets					
— Normal**	33,597	–	–	–	33,597
Cash held of behalf of clients					
— No yet past due	512,272	–	–	–	512,272
Cash and bank balances					
— No yet past due	89,493	–	–	–	89,493
	<b>819,801</b>	<b>12,759</b>	<b>39,260</b>	<b>113,073</b>	<b>984,893</b>

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### 47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Credit risk (Continued)

#### Maximum exposure and year-end staging (Continued)

As at 31 December 2018

	12-month		Lifetime ECLs			Total HK\$'000
	ECLs		Simplified			
	Stage 1 HK\$'000	Stage 2 HK\$'000	Stage 3 HK\$'000	approach HK\$'000		
Contract assets*	—	—	—	3,352	3,352	
Other assets						
— Normal**	7,514	—	—	—	7,514	
Debt investments at fair value through other comprehensive income						
— Normal**	3,080	—	—	—	3,080	
Loans receivable						
— Normal**	242,559	34,159	53,205	—	329,923	
Trade receivables*	—	—	—	169,437	169,437	
Financial assets included in prepayments, other receivables and other assets						
— Normal**	20,400	—	—	—	20,400	
Cash held of behalf of clients						
— No yet past due	541,617	—	—	—	541,617	
Cash and bank balances						
— No yet past due	108,456	—	—	—	108,456	
	923,626	34,159	53,205	172,789	1,183,779	

\* For trade receivables and contract assets to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in notes 25 and 27 to the financial statements, respectively.

\*\* The credit quality of the financial assets is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

Further quantitative data in respect of the Group’s exposure to credit risk arising from loans and trade receivables are disclosed in notes 20 and 25 to the financial statements, respectively.

**47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES** (Continued)**Liquidity risk**

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., loans and trade receivables) and projected cash flows from operations.

The Group's borrowings from banks during the year are mainly for the provision of financing and loans to customers for their purchases and continuous holding of securities. The maturity of bank borrowings of the Group usually ranges from overnight to one month, and they are either rolled over or repaid by the Group's own funding. In addition, for those clients who are unable to settle their settlement obligations or margin deficits, the Group may dispose of the securities collateral pledged by the customers to the Group. The Group always ensures that the securities collateral pledged by customers are able to be realised in the market within a reasonable period of time.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and other borrowings.

The maturity profile of the Group's financial liabilities at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	2019					Total HK\$'000
	On demand HK\$'000	Less than 3 months HK\$'000	3 to less than 12 months HK\$'000	1 to 5 years HK\$'000	Over 5 years HK\$'000	
Client deposits	531,801	–	–	–	–	531,801
Lease liabilities	–	826	3,431	6,156	–	10,413
Interest-bearing bank and other borrowings (excluding lease liabilities)	370,793	10,606	32,615	173,026	–	587,040
Trade payables	–	72,305	5,270	–	–	77,575
Derivative financial instruments	154	–	–	–	–	154
Financial liabilities included in other payables and accruals	–	26,410	2,980	–	–	29,390
Deposits received	–	–	–	692	–	692
	<b>902,748</b>	<b>110,147</b>	<b>44,296</b>	<b>179,874</b>	<b>–</b>	<b>1,237,065</b>

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### 47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Liquidity risk (Continued)

	2018					Total HK\$'000
	On demand HK\$'000	Less than 3 months HK\$'000	3 to less than 12 months HK\$'000	1 to 5 years HK\$'000	Over 5 years HK\$'000	
Client deposits	485,171	–	–	–	–	485,171
Interest-bearing bank and other borrowings	393,317	73,054	26,805	168,484	–	661,660
Trade payables	–	165,305	5,168	–	–	170,473
Derivative financial instruments	197	–	–	–	–	197
Financial liabilities included in other payables and accruals	–	26,117	–	–	–	26,117
Deposits received	–	–	–	3,672	–	3,672
	878,685	264,476	31,973	172,156	–	1,347,290

#### Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group was exposed to equity price risk arising from individual equity investments classified as financial assets at fair value through profit or loss (note 24) and equity investments designated at fair value through other comprehensive income (note 21) at the end of the reporting period. The Group's listed investments are listed on the Stock Exchange and are valued at quoted market prices at the end of the reporting period.

The following table demonstrates the sensitivity to every 10% change in the fair value of the equity investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period. For the purpose of this analysis, for the equity investments designated at fair value through other comprehensive income, the impact is deemed to be on the fair value reserve.

**47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES** (Continued)**Equity price risk** (Continued)

	Carrying amount of equity investments HK\$'000	Change in loss before tax HK\$'000	Change in equity* HK\$'000
<b>2019</b>			
Investments listed in:			
Hong Kong — Equity investments designated at fair value through other comprehensive income	30,240	—	3,024
— Mandatorily designated	405,066	40,507	—
— Designated upon initial recognition	9,199	920	—
<b>2018</b>			
Investments listed in:			
Hong Kong — Equity investments designated at fair value through other comprehensive income	30,520	—	3,052
— Mandatorily designated	421,568	42,157	—
— Designated upon initial recognition	9,599	960	—

\* Excluding accumulated losses

**Capital management**

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.



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### 47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Capital management (Continued)

Certain subsidiaries of the Group are regulated by the Securities and Futures Commission (the “SFC”) and are required to comply with certain minimum capital requirements according to the rules of the SFC. The Group has established a compliance department which is operated by experienced compliance officers and is monitored by management. The principal roles of the legal and compliance department are to monitor the daily financial status and to review internal control of the Group regularly to ensure that the Company’s regulated subsidiaries are in compliance with related regulations. No changes were made in the objectives, policies or processes for managing capital during the two years ended 31 December 2019 and 2018.

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. The Group’s policy is to maintain the gearing ratio below 50%. Net debt is interest-bearing bank and other borrowings less cash and bank balances. Capital represents total equity. The gearing ratios at the end of the reporting periods were as follows:

	<b>31 December 2019 HK\$’000</b>	1 January 2019 HK\$’000 (note)	31 December 2018 HK\$’000
Interest-bearing bank and other borrowings (note 34)	<b>566,517</b>	655,374	639,897
Less: Cash and bank balances	<b>(89,493)</b>	(108,456)	(108,456)
Net debt	<b>477,024</b>	546,918	531,441
Capital	<b>835,819</b>	914,360	914,360
Capital and net debt	<b>1,312,843</b>	1,461,278	1,445,801
Gearing ratio	<b>36.3%</b>	37.4%	36.8%

Note: The Group has adopted HKFRS 16 using the modified retrospective approach and the effect of the initial adoption is adjusted against the opening balances as at 1 January 2019 with no adjustments to the comparative amounts as at 31 December 2018. This resulted in an increase in the Group’s net debt, and hence, the Group’s gearing ratio increased from 36.8% to 37.4% on 1 January 2019 when compared with the position as at 31 December 2018.

**48. OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES**

The following tables represent details of financial instruments subject to offsetting:

	2019					
	Gross amounts of recognised financial assets HK\$'000	Gross amounts of recognised financial liabilities set off in the statement of financial position HK\$'000	Net amounts of financial assets presented in the statement of financial position HK\$'000	Related amounts not set off in the statement of financial position		Net amount HK\$'000
				Financial instruments HK\$'000	Cash collateral pledged HK\$'000	
Assets						
Trade receivables	134,679	(27,552)	107,127	-	-	107,127
Loans receivable	215,918	(27,665)	188,253	-	-	188,253
Derivative financial instruments	478	-	478	-	(478)	-
	351,075	(55,217)	295,858	-	(478)	295,380

	2019					
	Gross amounts of recognised financial liabilities HK\$'000	Gross amounts of recognised financial assets set off in the statement of financial position HK\$'000	Net amounts of financial liabilities presented in the statement of financial position HK\$'000	Related amounts not set off in the statement of financial position		Net amount HK\$'000
				Financial instruments HK\$'000	Cash collateral pledged HK\$'000	
Liabilities						
Trade payables	132,792	(55,217)	77,575	-	-	77,575
Derivative financial instruments	154	-	154	-	(154)	-
	132,946	(55,217)	77,729	-	(154)	77,575

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### 48. OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES (Continued)

	2018					
	Gross amounts of recognised financial assets HK\$'000	Gross amounts of recognised financial liabilities set off in the statement of financial position HK\$'000	Net amounts of financial assets presented in the statement of financial position HK\$'000	Related amounts not set off in the statement of financial position		Net amount HK\$'000
				Financial instruments HK\$'000	Cash collateral pledged HK\$'000	
Trade receivables	215,013	(47,433)	167,580	-	-	167,580
Loans receivable	305,802	(8,525)	297,277	-	-	297,277
Derivative financial instruments	558	(17)	541	-	(541)	-
	521,373	(55,975)	465,398	-	(541)	464,857

	2018					
	Gross amounts of recognised financial liabilities HK\$'000	Gross amounts of recognised financial assets set off in the statement of financial position HK\$'000	Net amounts of financial liabilities presented in the statement of financial position HK\$'000	Related amounts not set off in the statement of financial position		Net amount HK\$'000
				Financial instruments HK\$'000	Cash collateral pledged HK\$'000	
Trade payables	226,431	(55,958)	170,473	-	-	170,473
Derivative financial instruments	214	(17)	197	-	(197)	-
	226,645	(55,975)	170,670	-	(197)	170,473

**49. STATEMENT OF FINANCIAL POSITION OF THE COMPANY**

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	Notes	2019 HK\$'000	2018 HK\$'000
<b>NON-CURRENT ASSETS</b>			
Interests in subsidiaries		551,725	473,318
Subordinated loan to a subsidiary	(a)	100,000	100,000
Intangible assets		500	569
Total non-current assets		652,225	573,887
<b>CURRENT ASSETS</b>			
Prepayments, other receivables and other assets		145	145
Cash and bank balances		375	627
Total current assets		520	772
<b>CURRENT LIABILITIES</b>			
Other payables		334	760
<b>NET CURRENT ASSETS</b>		186	12
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		652,411	573,899
<b>NON-CURRENT LIABILITIES</b>			
Amounts due to subsidiaries		10,165	652
Net assets		642,246	573,247
<b>EQUITY</b>			
Share capital		1,085,474	1,085,474
Reserves	(b)	(443,228)	(512,227)
Total equity		642,246	573,247

On behalf of the Board

Ng Yuk Mui Jessica  
Director

Cheung Choi Ngor  
Director

## Notes to Financial Statements

31 December 2019

### 49. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Notes:

- (a) The Company's subordinated loan to a subsidiary, South China Securities Limited, is unsecured, bears interest at a rate of 2% below the Hong Kong dollar prime rate (2018: 2% below the Hong Kong dollar prime rate) per annum, and is repayable on a date as agreed between the Company and the subsidiary, subject to the overriding provision of the subordinated loan agreement that, if the subsidiary becomes insolvent or unable to meet the liquid capital requirements set out in the Hong Kong Securities and Futures (Financial Resources) Rules, the repayment of the loan will be subordinated to the prior repayment of all other creditors of the subsidiary. In the opinion of the directors, the balance is not repayable within one year.
- (b) A summary of the Company's reserves is as follows:

	Share option reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2018	2,781	(245,885)	(243,104)
Total comprehensive loss for the year	–	(269,279)	(269,279)
Equity-settled share option arrangements	156	–	156
Transfer of share options reserve upon the forfeiture of share options	(859)	859	–
At 31 December 2018 and at 1 January 2019	<b>2,078</b>	<b>(514,305)</b>	<b>(512,227)</b>
Total comprehensive income for the year	–	<b>68,999</b>	<b>68,999</b>
Transfer of share options reserve upon the forfeiture of share options	<b>(1,263)</b>	<b>1,263</b>	–
At 31 December 2019	<b>815</b>	<b>(444,043)</b>	<b>(443,228)</b>

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payment transactions in note 2.4 to the financial statements. The amount will either be transferred to accumulated losses should the related options are exercised, or expire or lapse.

### 50. COMPARATIVE AMOUNTS

As further explained in note 2.2 to the financial statements, the Group adopted HKFRS 16 on 1 January 2019 using the modified retrospective approach. Under this approach, the comparative amounts in the financial statements were not restated and continued to be reported under the requirements of the previous standard, HKAS 17, and related interpretations.

### 51. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 17 March 2020.

# Five Year Financial Summary

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below. This summary does not form part of the audited financial statements.

## RESULTS

	Year ended 31 December				
	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000	2015 HK\$'000
<b>CONTINUING OPERATIONS</b>					
Revenue	204,119	143,913	254,335	121,366	148,460
Profit/(loss) before tax	(74,231)	(227,138)	53,417	(55,867)	(9,265)
Tax	(3,275)	(894)	(878)	(836)	(5,613)
Profit/(loss) for the year from continuing operations	(77,506)	(228,032)	52,539	(56,703)	(14,878)
<b>DISCONTINUED OPERATION</b>					
Net gain/(loss) for the year from a discontinued operation	319	(11,734)	—	—	—
Profit/(loss) for the year	(77,187)	(239,766)	52,539	(56,703)	(14,878)
Attributable to:					
Equity holders of the Company					
— For profit/(loss) from continuing operations	(77,884)	(228,016)	52,539	(56,703)	(14,842)
— For profit/(loss) from a discontinued operation	319	(11,734)	—	—	—
— For profit/(loss) for the year	(77,565)	(239,750)	52,539	(56,703)	(14,842)
Non-controlling interests	378	(16)	—	—	(36)
	(77,187)	(239,766)	52,539	(56,703)	(14,878)

## Five Year Financial Summary

### RESULTS *(Continued)*

	2019	Year ended 31 December			
		2018	2017	2016	2015
Earnings/(loss) per share (HK cents):					
Basic and diluted					
— For profit/(loss) for the year	<b>(25.7)</b>	(79.6)	17.4	(26.3)	(10.4)
Basic and diluted					
— For profit/(loss) from continuing operations	<b>(25.9)</b>	(75.7)	17.4	(26.3)	(10.4)
Dividend per share (HK cents)	—	—	—	—	—

### ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

	2019	As at 31 December			
		2018	2017	2016	2015
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>TOTAL ASSETS</b>	<b>2,080,254</b>	2,287,399	2,610,784	2,323,494	1,796,596
<b>TOTAL LIABILITIES</b>	<b>(1,244,435)</b>	(1,373,039)	(1,444,088)	(1,229,034)	(1,125,596)
<b>NON-CONTROLLING INTERESTS</b>	<b>(2,692)</b>	(831)	—	—	—
	<b>833,127</b>	913,529	1,166,696	1,094,460	671,000