

T h e m e

Theme International Holdings Limited

(Incorporated in Bermuda with limited liability) (Stock Code: 990)

ANNUAL REPORT
2019



Contents

CORPORATE INFORMATION	2
DIRECTORS' STATEMENT	5
MANAGEMENT DISCUSSION AND ANALYSIS	7
DIRECTORS' REPORT	15
BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT	31
CORPORATE GOVERNANCE REPORT	33
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT	45
CONSOLIDATED FINANCIAL STATEMENTS	
INDEPENDENT AUDITOR'S REPORT	54
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	58
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	59
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	60
CONSOLIDATED STATEMENT OF CASH FLOWS	61
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	63
FIVE-YEAR FINANCIAL SUMMARY	124

Corporate Information

Directors

Executive Directors

Mr. Jiang Jiang (*Chief Executive Officer*) (appointed on 29 July 2019)

Mr. Wu Lei (*Chief Financial Officer*)

Ms. Chen Jing

Mr. Kang Jian (*resigned on 3 March 2020*)

Mr. Yue Lei (*appointed on 9 July 2019 and resigned on 24 December 2019*)

Ms. Wu Aiping (*resigned on 9 July 2019*)

Mr. Hu Yong (*resigned on 29 July 2019*)

Non-Executive Director

Mr. Kang Jian (*re-designated on 3 March 2020*)

Independent Non-Executive Directors

Mr. Chan Chi Ming, Tony

Mr. Wu Shiming

Mr. Liu Song

Audit Committee

Mr. Chan Chi Ming, Tony (*Chairman*)

Mr. Wu Shiming

Mr. Liu Song

Remuneration Committee

Mr. Chan Chi Ming, Tony (*Chairman*)

Mr. Wu Shiming

Mr. Liu Song

Nomination Committee

Mr. Chan Chi Ming, Tony (*Chairman*)

Mr. Wu Shiming

Mr. Liu Song

Corporate Information

Authorised Representatives

Mr. Wu Lei

Ms. Chen Jing

Company Secretary

Mr. Ho Yui Pang (*CPA, ACS*)

Auditor

ZHONGHUI ANDA CPA Limited

Unit 701, Citicorp Centre

18 Whitfield Road

Causeway Bay

Hong Kong

Legal Advisers on Bermuda Law

Conyers Dill & Pearman

29th Floor, One Exchange Square

8 Connaught Place, Central

Hong Kong

Legal Advisers on Hong Kong Law

Li & Partners

22/F, World Wide House

Central, Hong Kong

Registered Office

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Head Office & Principal Place of Business in Hong Kong

Unit 3401-03, 34/F., China Merchants Tower, Shun Tak Centre

168-200 Connaught Road Central

Sheung Wan

Hong Kong

Corporate Information

Principal Bankers

Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
Chiyu Banking Corporation Limited
Industrial Bank Co. Ltd.
Oversea-Chinese Banking Corporation Limited
United Overseas Bank Limited
ING Bank N.V.
ABN AMRO BANK N.V.
Industrial and Commercial Bank of China Limited
Shanghai Pudong Development Bank Company Limited

Principal Share Registrar in Bermuda

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

Branch Share Registrar & Transfer Agent in Hong Kong

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

Stock Code

990

Website

www.990.com.hk

Directors' Statement

On behalf of the Board (the “**Board**”) of Directors (the “**Director(s)**”) of Theme International Holdings Limited (the “**Company**”) and its subsidiaries (collectively as the “**Group**”), I am delighted to announce that, for the year ended 31 December 2019 (the “**Year**”), the Group’s profit attributable to equity owners of the Company was approximately Hong Kong dollars (“**HK\$**”) 145,745,000, as compared to the profit of approximately HK\$61,893,000 for the year ended 31 December 2018 (the “**Corresponding Year**”).

The Group’s increase in profit was mainly due to the impressive performance of the distribution and trading business, in particular the trading of iron ore, and the financial services business during the Year. The distribution and trading business has recorded a segment profit before interest and tax of approximately HK\$171,168,000 in the Year, representing an increase of approximately 86% compared to approximately HK\$92,056,000 in the Corresponding Year. The financial service business has recorded a segment profit before interest and tax of approximately HK\$74,638,000 in the Year when compared to approximately HK\$2,336,000 in the Corresponding Year.

Gross profit of the Group also increased to approximately HK\$509,904,000 in the Year from approximately HK\$188,862,000 in the Corresponding year. The increases in both profit and gross profit were attributable to: (i) the Group was able to source iron ore from several new suppliers in 2019, which are able to provide the Group with iron ore at competitive prices; (ii) the sharp increase in iron ore prices during first half of 2019, due to the disruptions of iron ore supplies in places like Australia and Brazil. For example, in January 2019, a fatal dam spill accident happened in Vale’s mines in Brazil. Vale is the largest iron ore producer in the world and this accident significantly affected its iron ore productions; (iii) the stable economic development in China drove the strong demand for iron ore; and (iv) the impressive performance of the growing financial services segment, due to increased market volatility.

The PRC is the largest iron ore importer in the world, importing 1,070 million tonnes in 2019, surpassing 1,000 million tonnes for the fourth consecutive year. With the domestic iron ore reserves being low in grade and high in impurity, to fulfil PRC’s huge demand for medium to high grade iron ore, it has to rely heavily on imports from overseas. The Group targets to continue to grow its iron ore trading business in line with the large volume of iron ore imports into the PRC and at the same time, exploring other opportunities to expand its financial services platform by bringing in new financial products to our customers.

The Group continuously explores new business opportunities that can deliver synergistic advantages to its physical commodities trading operations. Since the end of 2017, the Group successfully operationalised its commodity derivatives related financial services, including but not limited to trading and clearing of derivatives contracts in global markets, inter-dealer broking services for over-the-counter commodities, structured trade finance operations and market making of iron ore derivative market. In 2019, the financial services segment of the Group has recorded a segment profit before interest and tax of approximately HK\$74,638,000 in the Year. The Group has set up its iron ore derivative market making trading arm in the first half of 2018, and since then the market making trading has been generating profits for the Group. In addition, the Group’s other financial services, including clearing and inter-dealer broking services, continued to expand and contributed profits to the Group.

Directors' Statement

As both distribution and trading and financial services are people-oriented business, the Group continued to invest heavily in human capital. The Group's headcount has increased from 49 at 31 December 2018 to 69 at 31 December 2019 with employees located across Hong Kong, Singapore and the PRC. The Group believes best people can bring value to the Group and will continue to invest in human capital in future.

At last, I would like to take this opportunity to express my deepest gratitude to all the shareholders, my fellow directors, management team and staff to the Group for their support and contributions to the Group throughout the Year.

Wu Lei

Executive Director

Hong Kong, 27 March 2020



Management Discussion and Analysis

MANAGEMENT DISCUSSION AND ANALYSIS

Theme International Holdings Limited and its subsidiaries are principally engaged in (i) trading of bulk commodities and related products in Hong Kong, Singapore and the PRC; and (ii) provision of loan financing services, securities and derivatives financial services, market making and margin financing in Hong Kong and Singapore.

Financial and Business Review

Revenue, profit for the year and basic earnings per share of the Group for the year ended 31 December 2019 and 2018 are summarized as follows:

	Revenue		Profit for the year		Basic earnings per share	
	2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000 (restated)
From operations	11,280,616	4,330,171	182,910	67,137	HK1.43 cents	HK0.76 cents

The Group recorded a total revenue of approximately HK\$11,280,616,000 (2018: approximately HK\$4,330,171,000) for the Year, representing an increase of approximately 161% over the Corresponding Year. Further analysis of the Group's revenue in the Year and the Corresponding Year is as follows:

	2019		2018	
	Revenue HK\$'000	Sales Volume Tonnes ('000)	Revenue HK\$'000	Sales Volume Tonnes ('000)
<i>Products</i>				
Iron Ore	11,043,301	14,718	4,271,693	8,173
Other commodities	40,513		—	
Distribution and trading	11,083,814		4,271,693	
Financial Services	196,802		58,478	
	11,280,616		4,330,171	

The distribution and trading business contributed to the majority of the Group's revenue in the Year. Iron ore trading represented the majority of the distribution and trading business. Volume of iron ore traded in the Year increased from approximately 8,173,000 tonnes in the Corresponding Year to approximately 14,718,000 tonnes in the Year, together with the increase in the average price of iron ore, revenue from the distribution and trading business increased from approximately HK\$4,271,693,000 in the Corresponding Year to approximately HK\$11,083,814,000 in the Year.

Management Discussion and Analysis

During the Year, the Group recorded revenues from the provision of financial services totalling HK\$196,802,000 (2018: approximately HK\$58,478,000), mainly attributable to the market making of iron ore derivative market and provision of other financial services such as clearing and inter-dealer broking services. The increase in revenue during the Year was due to the continuous expansion and development of the financial services segment, which was still in the development stage in the Corresponding Year.

Gross profit of the Group also increased to approximately HK\$509,904,000 in the Year from approximately HK\$188,862,000 in the Corresponding year. The increases in gross profit was attributable to: (i) the Group was able to source iron ore from several new suppliers in 2019, which are able to provide the Group with iron ore at competitive prices; (ii) the sharp increase in iron ore prices during first half of 2019, due to the disruptions of iron ore supplies in places like Australia and Brazil. For example, in January 2019, a fatal dam spill accident happened in Vale's mines in Brazil. Vale is the largest iron ore producer in the world and this accident significantly affected its iron ore productions; (iii) the stable economic development in China drove the strong demand for iron ore; and (iv) the impressive performance of the growing financial services segment, due to increased market volatility.

Other loss of approximately HK\$80,885,000 (2018: approximately HK\$22,995,000) was incurred during the Year, mainly due to (i) impairment loss on inventories of approximately HK\$85,922,000. Iron ore prices had big fluctuations during the Year. Impairment losses mainly arose from the cargoes purchased at higher prices during the Year but remained unsold at the Year end; (ii) the exchange loss of approximately HK\$55,914,000 arising from the depreciation of Renminbi ("**RMB**"). Cargoes sold by Shanghai trading desk were denominated in RMB; and (iii) partially offset by the hedging gains on future contracts of approximately HK\$50,266,000 to hedge contracts in the distribution and trading business.

Selling and distribution expenses of approximately HK\$92,554,000 (2018: approximately HK\$20,204,000) were incurred during the Year, mainly attributable to the freight charges, port charges and agent fees paid when importing cargoes into China. The increase was mainly attributable to more freight charges being paid to shipping companies for cargoes under the term of Free on Board ("**FOB**") in the Year than in the Corresponding Year.

Administrative expenses have increased from approximately HK\$58,242,000 in the Corresponding Year to approximately HK\$90,977,000 in the Year. It was mainly attributable to the increased staff cost, arising from the expansion of the Group's both commodities trading business and financial service segments.

Finance costs of approximately HK\$22,294,000 (2018: approximately HK\$4,774,000) were incurred during the Year for the factoring of the Group's trade receivables and for the settlement of interests arising from outstanding trust receipt loans. We considered that the slight adjustment the Group's leverage enabled the Group to further expand its distribution and trading business and maximize return on shareholders' capital.

Income tax expense increased from approximately HK\$16,997,000 in the Corresponding Year to approximately HK\$40,284,000 in the Year, which was in line with the improved performance of the Group's businesses.

Management Discussion and Analysis

The profit for the Year attributable to owners of the Company increased from approximately HK\$61,893,000 in the Corresponding Year to approximately HK\$145,745,000 in the Year. The increase in profit was mainly attributable to the increase in the gross profits aforementioned, where were partially set off by the increase in other loss, selling and distribution expenses and administrative expenses.

The Group recorded a basic earnings per share of approximately HK1.43 cents in the Year as compared to a basic earnings per share of approximately HK0.76 cents (restated) in the Corresponding Year.

Future Prospects

The Group will focus on the continuing development of the financial services business and the distribution and trading business in 2020.

(i) Financial services business

The Company is extending the scope of its principal activities to include the provision of a wide range of financial services, including securities and derivatives financial services (including access to global market), provision of futures and derivatives products, provision of market making services for global exchanges, provision of margin financing and money lending business in Hong Kong and Singapore.

— *Money Lending*

The Group carried out money lending business in Hong Kong through Asia Develop Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company, which has a money lenders licence in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). Target customers include corporate customers in Hong Kong, with target loans denominated in Hong Kong dollars and for a period of one year in general but could be extended to mutual agreement. The loans are usually secured by collaterals or backed by guarantee.

— *Securities, Futures Contracts and Derivatives Dealing*

As announced in the Company's announcement on 24 July 2017, the Securities and Futures Commission of Hong Kong has granted to the Group licences to carry out Type 1 (dealing in securities) and Type 2 (dealing in futures contracts) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The derivatives arm of the Group has commenced its operations to establish a financial services platform in derivatives facilitating international trade in commodities with combined access to both physical and derivatives market. Besides the Type 2 licence, the Group has exemption from Monetary Authority of Singapore licensing in Singapore to offer inter-dealer broking services in Singapore and global markets.

Management Discussion and Analysis

Over the last decade, the financial services space has changed structurally creating opportunities for both existing participants and new entrants. Capitalising on the opportunities and filling the void created as a result of receding participation from traditional financial market participants, the Group aims to deliver a range of products and services to better serve commodity market participants.

Combining the strengths stemming from powerful suite of products and services and experienced and proven management team, the Group is positioned to deliver strong financial results and return to its stakeholders.

The Group's product and service portfolio is deliberately designed to be broad and diversified. This benefits the Group in two key ways — (i) to offer an end to end coverage to its global clientele and (ii) to weather proof the business and manage varying seasonal cycles which strengthens its revenue streams and therefore the firm's financials over the long run.

Its business lines comprise of (1) global clearing services, (2) inter-dealer broking in over-the-counter markets, (3) structured trade finance and (4) China access products. The Group's aspiration is to extend its four pillars of business across all key asset classes comprising of commodities, foreign exchange and interest rates as part of its product roadmap.

The Board considers that entering into the new businesses will provide good business opportunities to the Group and will diversify its business scope with a view to achieve better returns to the Company and its shareholders.

(ii) Distribution and Trading

In the past several years, the PRC government has placed more emphasis on the structural reform of the supply side of the steel industry, to increase the quality and efficiency of the supply system. This led to higher profitability of the steel mills in China. In order to maximise their production output, they demand for more higher quality iron ore imports from overseas. In addition, the property sector in the PRC is growing and the demand for construction materials has increased continuously in the PRC.

According to the PRC Custom statistics, imports of Iron ore reached 1,070 million tonnes in 2019, surpassing 1,000 million tonnes for the fourth consecutive year. The Group believes that there will still be strong demand for iron ores in 2020 and there is a huge potential for iron ore trading in the PRC, which provides a good opportunity for the Group to further expand in this aspect.

Novel Coronavirus (“**COVID-19**”) that ravaged China and other parts of the world in early 2020 has brought and is likely to continue to bring uncertainty to China's national economic growth and the global economy. Despite the challenge ahead, the Group remains confident in the market potential and will be committed to exploring more development opportunities.

Management Discussion and Analysis

FUND RAISING ACTIVITIES

2019 Rights Issue (“2019 Rights Issue”)

On 3 May 2019, the Company announced a rights issue of 3,947,114,877 rights shares at HK\$0.10 per rights share on the basis of 1 rights share for every 2 existing shares held by its shareholders. The results of the 2019 Rights Issue were confirmed on 12 June 2019 and 3,947,114,877 rights shares were allotted and issued on 13 June 2019. The rights shares are ranked pari passu in all respects with the then existing shares. The gross proceeds from the 2019 Rights Issue was approximately HK\$394,711,000, excluding the issue costs of shares of approximately HK\$859,000.

The entire net proceeds from 2019 Rights Issue are to be applied to further develop the distribution and trading business of the Group. Details of the 2019 Rights Issue are set out in the announcements of the Company dated 3 May 2019 and 12 June 2019, the prospectus of the Company dated 21 May 2019 and in the “Use of Proceeds” section below.

Use of Proceeds

The Company has conducted the following equity fund raising activities during the year and subsequently after 31 December 2019:

Date of announcement and prospectus	Fund raising activity	Net proceeds raised (approximately)	Proposed use of the net proceeds	Actual use of the net proceeds
3 May 2019, 21 May 2019 and 12 June 2019	Subscription of new shares under rights issue	HK\$394 million	Settlement of the payment for the five iron ore shipment contracts totaling approximately HK\$476 million due in July 2019	Used as intended

Save as disclosed above, the Company has not conducted any other equity fund raising activities in the year and the period immediately prior to the date of this annual report.

SIGNIFICANT EVENTS

Saved as the 2019 Rights Issue aforementioned, the Directors are not aware of any significant events that have taken place during the year ended 31 December 2019.

Management Discussion and Analysis

EVENTS AFTER THE REPORTING PERIOD

After the outbreak of Coronavirus Disease 2019 (“**COVID-19 outbreak**”) in early 2020, a series of precautionary and control measures have been and continued to be implemented across the world. The Group will pay close attention to the development of the COVID-19 outbreak and evaluate its impact on the financial position and operating results of the Group. As at the date of this annual report, the Group was not aware of any material adverse effects on the financial position and operations of the Group as a result of the COVID-19 outbreak.

Saved as disclosed above, the Directors are not aware of any events that have taken place subsequent to 31 December 2019 and up to the date of this annual report.

CHARGES ON ASSETS

Save for the restricted deposits of approximately HK\$6,477,000 (2018: approximately HK\$42,122,000) which were restricted for securing banking facilities granted to the Group in connection to the bills payables, none of the Group’s assets was charged or subject to encumbrance as at 31 December 2019.

CONTINGENT LIABILITIES

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

MATERIAL ACQUISITIONS AND DISPOSALS

There is no material acquisition or disposal of subsidiaries, associates and joint ventures during the year ended 31 December 2019.

PRINCIPAL RISKS AND UNCERTAINTIES

Commodities price risk

The Group’s revenue and profit for the year were affected by fluctuations in the commodities price as our goods are sold at the market prices and such fluctuation is beyond our control. The considerable fluctuation of commodities price would lead to the Group’s instability in operating results, especially in the event of a significant drop in commodities price which would have an adverse impact to the Group’s operating results.

Exposure to fluctuation in exchange rates

The Group conducts its distribution and trading business in United States Dollars (“**US\$**”) and Renminbi (“**RMB**”). Foreign currency exposure to US\$ is minimal, as the Hong Kong Dollars (“**HK\$**”) is pegged to the US\$. The Group is exposed to fluctuation of transactions denominated in RMB. The Group monitors its exposure to foreign currency exchange risk on an ongoing basis.

Management Discussion and Analysis

Counterparty credit and performance risk

The Group continuously monitors the credit quality of our counterparties and seeks to reduce the risk of customer non-performance by requiring credit support from creditworthy financial institutions including making extensive use of credit enhancement products, such as letter of credit.

Interest rate risk

The Group is exposed to various risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its assets and liabilities and cash flows. Floating rate debt which is predominantly used to fund fast turning working capital is primarily based on US\$ LIBOR plus an appropriate premium. Accordingly, prevailing market interest rates are continuously factored into transactional pricing and terms.

Legal, regulatory and compliance risk

Legal, regulatory and compliance risk includes the risk of legal or regulatory sanctions, material financial loss including fines, penalties, judgments, damages and/or settlements, or loss to reputation the Group may suffer as a result of our failure to comply with laws, regulations, rules, related self-regulatory organisation standards and codes of conduct applicable to our business activities. This risk also includes contractual and commercial risk such as the risk that a counterparty's performance obligations will be unenforceable. In today's environment of rapid and possibly transformational regulatory change, the Group also view regulatory change as a component of legal, regulatory and compliance risk.

The financial services industry is subject to extensive regulation, which is undergoing major changes that will impact our business.

The Group oversees potential compliance risks, such as insider dealing, money laundering, on a regular basis. With the support of external professional advisers where appropriate, the Group monitors whether and the extent to which additional regulatory requirements apply as a result of the growth or expansion of our operations in financial services business.

Like other major financial services firms, the Group is subject to extensive regulations, which significantly affect the way the Group do business and can restrict the scope of our existing businesses and limit our ability to expand our product offerings and pursue certain investments. The Group is and will continue to be subject to a more complex regulatory framework, and will incur costs to comply with new requirements as well as to monitor for compliance in the future.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2019, the Group's net current assets were approximately HK\$1,293,345,000 (2018: approximately HK\$682,559,000), and its net assets were approximately HK\$1,314,167,000 (2018: approximately HK\$725,162,000). As at 31 December 2019, the Group's total loans and other borrowings were approximately HK\$625,266,000 (2018: approximately HK\$225,670,000).

Management Discussion and Analysis

As at 31 December 2019, the current ratio (defined as current assets divided by current liabilities) was approximately 1.39 (2018: approximately 1.63) and the gearing ratio (defined as loans and other borrowings divided by net assets) was approximately 0.48 (2018: 0.31).

As at 31 December 2019, the Group had an undrawn banking letter of credit limit totalling approximately US\$165,492,000, equivalent to approximately HK\$1,290,838,000 (2018: US\$268,453,000, equivalent to approximately HK\$2,093,933,000).

CAPITAL EXPENDITURE AND CAPITAL COMMITMENTS

The total capital expenditure of the Group for the Year was approximately HK\$9,677,000 (2018: Nil) for addition of leasehold improvements and approximately HK\$2,182,000 (2018: approximately HK\$680,000) for addition of furniture, fixtures and other equipment.

As at 31 December 2019, the Group had no material capital expenditure commitments.

As at 31 December 2019, the Group had the capital commitments of approximately HK\$50,336,000 in respect of an investment in a joint venture in the PRC.

FUTURE PLAN FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Except as disclosed in this annual report, as at 31 December 2019, the Group does not have any other plans for material investments or capital assets.

HUMAN RESOURCES

As at 31 December 2019, the Group had 69 employees in total, consisting of 8 employees in Hong Kong, 50 employees in Singapore and 11 employees in the PRC. The remuneration committee of the Company and the Directors reviewed remuneration policies regularly. The structure of the remuneration packages would take into account the level and composition of pay and the general market conditions in the respective countries and businesses. Other than the competitive remuneration package offered to the employees, share options may also be granted to selected employees based on the Group's performance.

CAPITAL STRUCTURE AND EQUITY FUND RAISING

As at 31 December 2019, the Group had equity attributable to owners of the Company of approximately HK\$1,222,513,000 (2018: approximately HK\$680,423,000). Saved as the 2019 Rights Issue aforementioned, during the year ended 31 December 2019 and up to the date of this annual result announcement, the Company did not carry out any equity fund raising activities.

Directors' Report

The Board submit herewith their annual report together with the audited consolidated financial statements for the year ended 31 December 2019.

Principal Activities and Business Review

Theme International Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in (i) Distribution and trading business — trading of bulk commodities and related products in Hong Kong, Singapore and the People’s Republic of China (the “**PRC**”); and (ii) Financial services business — provision of loan financing services, securities and derivatives financial services, market making and margin financing in Hong Kong and Singapore.

Particulars of the activities of the Company’s principal subsidiaries during the year are set out in note 38 to the consolidated financial statements. Further discussion and analysis of these activities is required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group’s business, can be found in the Management Discussion and Analysis set out on pages 7 to 14 of this Annual Report. This discussion forms part of this Directors’ Report.

Financial Results

The results of the Group for the year ended 31 December 2019 and the financial position of the Group as at that date are set out in the consolidated financial statements on pages 58 to 123.

Segment Information

The analysis of the Group’s revenue and the contribution to results by principal activities for the year ended 31 December 2019 is set out in note 7 to the consolidated financial statements.

Dividends

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

Share Capital

Details of movements in the share capital of the Company during the year ended 31 December 2019 are set out in note 30 to the consolidated financial statements.

Equity Linked Agreements

Other than the share-based compensation as disclosed in note 31 to the consolidated financial statements, no equity linked agreements were entered into by the Company during the year ended 31 December 2019 or subsisted at the end of the year.

Directors' Report

Reserves

Details of the movements in reserves of the Company and the Group during the year ended 31 December 2019, are set out in note 32 to the consolidated financial statements and in the consolidated statement of changes in equity on page 60 of this annual report, respectively.

Distributable Reserves

The Company has no reserves, comprising share premium and accumulated losses, which are available for distribution to shareholders as at 31 December 2019 (2018: no reserves available for distribution).

Pursuant to the Bermuda Companies Act 1981 (as amended), the Company's share premium account of approximately HK\$1,074,215,000 (2018: approximately HK\$690,231,000) can be distributed in the form of fully paid shares.

Pre-emptive Rights

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

Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group during the year are set out in note 15 to the consolidated financial statements.

Donations

During the year ended 31 December 2019, the Group did not make any charitable donations (2018: Nil).

Five Years Financial Summary

A summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements, is set out on page 124. This summary does not form part of the audited financial statements.

Purchase, Sale or Redemption of Securities

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

Directors' Report

Directors

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

Executive Directors:

Mr. Jiang Jiang (*Chief Executive Officer*) (appointed on 29 July 2019)

Mr. Wu Lei (*Chief Financial Officer*)

Ms. Chen Jing

Mr. Kang Jian (*resigned on 3 March 2020*)

Mr. Yue Lei (*appointed on 9 July 2019 and resigned on 24 December 2019*)

Ms. Wu Aiping (*resigned on 9 July 2019*)

Mr. Hu Yong (*resigned on 29 July 2019*)

Non-Executive Director

Mr. Kang Jian (*re-designated on 3 March 2020*)

Independent Non-Executive Directors:

Mr. Chan Chi Ming, Tony

Mr. Wu Shiming

Mr. Liu Song

In accordance with clause 87 of the Company's Bye-laws, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest but not less than one-third, shall retire from office by rotation. Accordingly, Mr. Wu Shiming and Mr. Kang Jian will retire from office by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

In accordance with clause 86(2) of the Company's Bye-laws, the Board shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorization by the shareholders of the Company in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the shareholders of the Company in general meeting. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting. Therefore, Mr. Jiang Jiang will retire from office at the forthcoming annual general meeting and, being eligible, offer himself for re-election at the forthcoming annual general meeting.

Independence Confirmation

The Company has received from each of independent non-executive directors an annual confirmation of independence pursuant to the Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**") and considers all the independent non-executive directors to be independent.

Directors' Report

Directors' Emoluments

Particulars as required to be disclosed pursuant to Appendix 16 of the Listing Rules are set out in note 12 to the consolidated financial statements.

Biographical Details of Directors and Senior Management

Biographical details of the directors and senior management of the Company are set out on pages 31 to 32 of this Annual Report.

Directors' Service Contracts

As at 31 December 2019, Mr. Kang Jian, Mr. Jiang Jiang, Mr. Wu Lei and Ms. Chen Jing are executive directors of the Company. They have entered into service agreements with the Group. The service agreements shall be valid unless terminated by either party by giving a one month's written notice.

Mr. Chan Chi Ming, Tony, Mr. Wu Shiming and Mr. Liu Song are independent non-executive directors of the Company. Mr. Chan Chi Ming, Tony and Mr. Wu Shiming were appointed for a one-year term expiring on 21 May 2020 and their appointment letters shall be valid unless terminated by at least one month's written notice served by either party at any time during the then existing term. Mr. Liu Song was appointed for a three-year term expiring on 7 August 2021 and his appointment letter shall be valid unless terminated by at least one month's written notice served by either party at any time during the then existing term.

Save as disclosed above, none of the directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries, which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

Directors' Interests in Contracts

Except for those disclosed in the section headed "Connected Transactions" below, no contract, transaction or arrangement of significance, to which the Company, its subsidiaries, its controlling shareholder or holding company or any of its subsidiaries was a party and in which a director of the Company or entity connected with a director is or was materially interested, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Management Contracts

Saved as disclosed in this annual report, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

Directors' Report

Save as disclosed in this annual report, no contracts of significance (as that term is used in Appendix 16 of the Listing Rules) in relation to the business of the Group, to which the Company, its holding companies, its subsidiaries or fellow subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Save as disclosed in this annual report, no contracts of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder of the Company or any of its subsidiaries subsisted at the end of year or at any time during the year.

Save as disclosed in this annual report, no contracts of significance between the Company or any of its subsidiaries and a controlling shareholder of the Company or any of its subsidiaries subsisted at the end of the year or at any time during the year.

Share Option Scheme

Under the share option scheme of the Company adopted on 29 December 2009 ("**Share Option Scheme**"), the Board may, at its discretion, grant options to eligible employees and directors of the Group to subscribe for shares of the Company. The purpose of the Share Option Scheme is to enable the Company to grant options to selected participants as incentives for their contributions to the Group. The Share Option Scheme was expired on 28 December 2019.

No option was granted in the years ended 31 December 2018 and 2019.

In the year ended 31 December 2019, no rights were granted to the directors, chief executives of the Company, or any of their spouses or children under 18 years of age to subscribe for equity or debt securities of the Company.

Director's Rights To Acquire Securities

Save as disclosed in the section headed "Share Option Scheme", at no time during the year was the Company or the Company's subsidiaries or holding company or a subsidiary of the Company's holding company is a party, being arrangements whose objects are, or one of whose objects is, to enable directors or chief executives of the Company or their spouses or children under the age of 18 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 of the Company or their spouses or children under the age of 18 had any right to subscribe for the securities (or warrants or debentures, if applicable) of the Company or had exercised any such rights.

Directors' Report

Update on Directors' Information Pursuant to Rule 13.51B(1) of the Listing Rules

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in monthly salaries for the following directors of the Company under their respective service contracts are set out below:

Name of director	Previous monthly salary HK\$	Revised monthly salary HK\$	Effective date
Mr. Kang Jian	100,000	120,000	1 May 2019
Mr. Wu Lei	90,000	110,000	1 May 2019
Ms. Chen Jing	110,000	120,000	1 May 2019

The changes in the information of the directors are as follows:

- Mr. Chan Chi Ming, Tony — resigned as executive director of Good Fellow Healthcare Holdings Limited (previously known as Hua Xia Healthcare Holdings Limited) (stock code: 8143) with effect from 22 January 2019
- Mr. Wu Shiming — resigned as an independent non-executive director of China Putian Food Holding Limited (stock code: 1699) with effect from 5 July 2019
- Ms. Wu Aiping — resigned as executive director of the Company with effect from 9 July 2019
- Mr. Yue Lei — appointed as executive director of the Company with effect from 9 July 2019 and resigned as executive director of the Company with effect from 24 December 2019
- Mr. Hu Yong — resigned as executive director of the Company with effect from 29 July 2019
- Mr. Kang Jian — ceased to be the chief executive officer (“**CEO**”) of the Company and remained as executive Director and the vice-chairman of the Company with effect from 29 July 2019
- resign as vice chairman of the Company and be re-designated as a non-executive director of the Company with effect from 3 March 2020.
- Mr. Jiang Jiang — appointed as executive director and CEO of the Company with effect from 29 July 2019

Other than the information disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

Directors' Report

Directors' and Chief Executives' Long and Short Positions in Shares, Underlying Shares and Debentures

As at 31 December 2019, none of the directors and the chief executives of the Company or any of their spouses or children under eighteen years of age has any interest or short position in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO") which are required: (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he is taken or deemed to have under such provisions of the SFO); (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules.

Discloseable Interests and Short Positions of Persons other than Directors and Chief Executives

As at 31 December 2019, so far as known to the Directors or the chief executives of the Company, the following person is the shareholder (other than the Directors or chief executives 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 be directly or indirectly interested in 5% or more of any class of share capital carrying rights to vote in all circumstances of general meetings of the Company or who were recorded in the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO or had otherwise notified to the Company and the Stock Exchange.

Long position in shares of the Company

Name of substantial shareholder	Capacity and Nature of interest	Number of ordinary shares held	Approximate percentage of the Company's issued share capital (note 2)
Mr. You Zhenhua (Note 1)	Beneficial Owner Interest of a controlled corporation	3,840,000 8,441,527,176 (note 1)	0.03% 71.29%

Notes:

- These shares are held by Wide Bridge Limited ("Wide Bridge"). Mr. You indirectly holds 100% interest in Wide Bridge. According to SFO, Mr. You is deemed to be interested in the shares held by Wide Bridge.
- Based on the number of 11,841,344,631 shares of the Company in issue as at 31 December 2019.

Directors' Report

Save as disclosed above, the Company has not been notified of any persons other than substantial shareholders who had interests or short positions in the shares and 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 recorded in the register kept by the Company pursuant to Section 336 of the SFO as at 31 December 2019.

Retirement Benefits Schemes

The Group participates in mandatory provident fund scheme and Central Provident Funds scheme for employees in Hong Kong and Singapore respectively. In 2019, the Group had no forfeited contributions available to the pension schemes in future years.

Major Customers and Suppliers

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the year ended 31 December 2019 is as follows:

	Percentage of the Group's total	
	Sales	Purchases
The largest customer	4.9%	
Five largest customers in aggregate	18.0%	
The largest supplier		17.5%
Five largest suppliers in aggregate		40.4%

At no time during the year have the Directors, their associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the number of issued shares of the Company) had any interest in these major customers and suppliers.

Connected Transactions

During the year ended 31 December 2019, the Group had the following connected transactions, certain details of which are disclosed in compliance with the requirements of Chapter 14A of the Listing Rules. Such transactions were also disclosed in the related party transactions as disclosed in note 37 to the consolidated financial statements in this annual report.

(i) Continuing connected transactions-service agreement entered into between the Company and Prosperity Steel United Singapore Pte Ltd ("PSU")

Pursuant to the announcement of the Company dated 7 September 2018, a service agreement (the "**Service Agreement**") was entered into between the Company and PSU, pursuant to which the Company can provide services to PSU (where applicable, including its close associates (as defined in the Listing Rules)), including the execution and clearing services for derivative products and the inter-dealer brokerage services. The period of the Service Agreement started from the date of the Service Agreement to 31 December 2020 (both dates inclusive), which can be terminated by either party with 7 days' prior written notice.

Directors' Report

PSU is wholly-owned by Mr. You Zhenhua, a controlling shareholder of the Company, and therefore is a connected person of the Company. As such, the transaction contemplated by the Service Agreement constitutes continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Fees and commissions

The clearing fee and commission to be charged for the services shall be at rates no more favourable than offered to other clients of the Group who are independent third parties for the provision of similar services and in accordance with the pricing policy of the Group from time to time.

Annual caps

The maximum amount of revenue generated from the provision of the services to PSU (including any revenue generated from the provision of the services to PSU prior to the date of the Service Agreement) for each of the three years ending 31 December 2020 pursuant to the Service Agreement shall not exceed the annual caps set out below:

	For the year ended/ ending 31 December		
	2018 HK\$'000	2019 HK\$'000	2020 HK\$'000
Revenue	9,000	25,000	35,000

Basis for determining the revenue annual caps

In determining the revenue annual caps, the Directors have taken into consideration of (i) the historical revenue generated from the provision of the Services to PSU since December 2017 and (ii) the expected business expansions and increase in service provision by the Company to its clients including PSU.

Reasons for entering the service agreement

The management team of the Company has maintained good commercial relationship with PSU for the past 10 years and therefore is very familiar with the trading requirements and styles of PSU. As such, the Company is able to provide the necessary support as and when required by PSU. The Company started to provide the Services to PSU in December 2017.

The inclusion of PSU in the Company's clientele enables the Company to enhance its credibility in its early stage of business expansion in the market of clearing and inter-dealer brokerage services. PSU is one of the largest iron ore traders in the world and is also very active in trading other commodities including coal and nickel ore. PSU has huge demand for trading of related derivative products in the financial market to hedge its physical positions. The inclusion of such a large prominent trading house in the Company's clientele gives confidence to other trading participants in the market place to engage similar business activities with the Company, which will help the Company to establish its foothold and market share in the very competitive market.

Directors' Report

Confirmations from independent non-executive Directors and reports from auditors

The independent non-executive directors of the Company have reviewed the continuing connected transactions set out above and have confirmed that the transactions have been entered into (1) in the ordinary and usual course of business of the Group; (2) on normal commercial terms or better; and (3) according to the agreement governing them on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

The Company has engaged its auditor to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 ("**Revised**") "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued their letter containing their findings and conclusions in respect of such continuing connected transactions set out above in accordance with the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

For the purpose of rule 14A.56 of the Listing Rules, the auditor of the Company has provided a letter to the Board confirming that in respect of the abovementioned continuing connected transactions covered in the Service Agreement ("**Disclosed Continuing Connected Transactions**"):

- (a) nothing has come to the auditor's attention to believe that the Disclosed Continuing Connected Transactions have not been approved by the Company's board of directors.
- (b) for transactions involving the provision of goods or services by the Group, nothing has come to the auditor's attention to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group.
- (c) nothing has come to the auditor's attention to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreement governing such transactions.
- (d) with respect to the aggregate approximate amount of HK\$7,546,000 brokerage and commission fee income earned from Prosperity Steel United Singapore Pte Ltd for the year ended 31 December 2019, nothing has come to the auditor's attention to believe that the Disclosed Continuing Connected Transactions have exceeded the annual cap as set by the Company disclosed in the Company's announcement date 7 September 2018 in respect of the New Continuing Connected Transactions.

Directors' Report

(ii) Continuing connected transactions-service agreement entered into between the Company and E&F Resources Pte Limited (“E&F Resources”)

Pursuant to the announcement of the Company dated 22 February 2019, a service agreement (the “**Service Agreement**”) was entered into between the Company and E&F Resources, pursuant to which the Company can provide services to E&F Resources (where applicable, including its close associates (as defined in the Listing Rules)), including the execution and clearing services for derivative products and the inter-dealer brokerage services. The period of the Service Agreement started from the date of the Service Agreement to 31 December 2021 (both dates inclusive), which can be terminated by either party with 7 days' prior written notice.

E&F Resources is an associate of Mr. Gao Feng, who is a director of a subsidiary of the Company. Therefore, E&F Resources is a connected person of the Company at the subsidiary level. As such, the transaction contemplated by the Service Agreement constitutes continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Fees and commissions

The clearing fee and commission to be charged for the services shall be at rates no more favourable than offered to other clients of the Group who are independent third parties for the provision of similar services and in accordance with the pricing policy of the Group from time to time.

Annual caps

The maximum amount of revenue generated from the provision of the services to E&F Resources (including any revenue generated from the provision of the services to E&F Resources prior to the date of the Service Agreement) for each of the three years ending 31 December 2021 pursuant to the Service Agreement shall not exceed the annual caps set out below:

	For the year ended/ ending 31 December		
	2019	2020	2021
	HK\$'000	HK\$'000	HK\$'000
Revenue	25,000	35,000	45,000

Basis for determining the revenue annual caps

In determining the revenue annual caps, the Directors have taken into consideration of (i) the revenue generated from the provision of the services to E&F Resources since August 2018 and (ii) the expected business expansions and increase in service provision by the Company to its clients including E&F Resources.

Directors' Report

Reasons for entering the service agreement

The management team of the Company has maintained good commercial relationship with E&F Resources since August 2018 and therefore is familiar with the trading requirements and styles of E&F Resources. As such, the Company is able to provide the necessary support as and when required by E&F Resources. The Company started to provide the Services to E&F Resources in August 2018. It is expected that the entering into of the Service Agreement will expand the income sources of the Group, consolidate and improve the market position and competitiveness of the Group in a very competitive market.

Confirmations from independent non-executive Directors and reports from auditors

The independent non-executive directors of the Company have reviewed the continuing connected transactions set out above and have confirmed that the transactions have been entered into (1) in the ordinary and usual course of business of the Group; (2) on normal commercial terms or better; and (3) according to the agreement governing them on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

The Company has engaged its auditor to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 ("**Revised**") "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued their letter containing their findings and conclusions in respect of such continuing connected transactions set out above in accordance with the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

For the purpose of rule 14A.56 of the Listing Rules, the auditor of the Company has provided a letter to the Board confirming that in respect of the abovementioned continuing connected transactions covered in the Service Agreement ("**Disclosed Continuing Connected Transactions**"):

- (a) nothing has come to the auditor's attention to believe that the Disclosed Continuing Connected Transactions have not been approved by the Company's board of directors.
- (b) for transactions involving the provision of goods or services by the Group, nothing has come to the auditor's attention to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group.
- (c) nothing has come to the auditor's attention to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreement governing such transactions.

Directors' Report

- (d) with respect to the aggregate approximate amount of HK\$8,836,000 brokerage and commission fee income earned from E&F Resources Pte Limited for the year ended 31 December 2019, nothing has come to the auditor's attention to believe that the Disclosed Continuing Connected Transactions have exceeded the annual cap as set by the Company disclosed in the Company's announcement date 22 February 2019 in respect of the New Continuing Connected Transactions.

(iii) Connected transactions-tenancy agreements entered into between the Company and PSU

Reference was made to announcement of the Company dated 16 August 2019, regarding the connected transactions of entering into tenancy agreements.

It was disclosed that, on 16 August 2019, Bright Point Trading Pte. Ltd. (as tenant) entered into tenancy agreement 1 ("**Tenancy Agreement 1**") with PSU (as landlord) for the leasing of the premise 1 for a term of three years commencing from 16 August 2019 to 15 August 2022. Under the Tenancy Agreement 1, the rent-free period is 4.5 months. Bright Point Trading Pte. Ltd. shall pay the rent amounting to S\$37,503 (equivalent to HK\$211,892) per calendar month (exclusive of taxes) and the service charge amounting to S\$4,686 (equivalent to HK\$26,476) per calendar month in advance without deduction or set off on the first day of each calendar month.

Also, on the same day, BPI Trading (SG) Pte. Ltd. (as tenant) entered into the tenancy agreement 2 ("**Tenancy Agreement 2**") with PSU (as landlord) for the leasing of the premise 2 for a term of three years commencing from 16 August 2019 to 15 August 2022. Under the Tenancy Agreement 2, the rent-free period is 1.5 months. BPI Trading (SG) Pte. Ltd. shall pay the rent amounting to S\$37,503 (equivalent to HK\$211,892) per calendar month (exclusive of taxes) and the service charge amounting to S\$4,686 (equivalent to HK\$26,476) per calendar month in advance without deduction or set off on the first day of each calendar month.

Bright Point Trading Pte. Ltd. is a direct wholly-owned subsidiary of the Company and BPI Trading (SG) Pte. Ltd. is an indirect non-wholly owned subsidiary of the Company. PSU is wholly-owned by Mr. You, a controlling shareholder and therefore is a connected person of the Company. As such, the transactions contemplated by the tenancy agreements constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

The Tenancy Agreements were entered into between Bright Point Trading Pte. Ltd. and PSU and between BPI Trading (SG) Pte. Ltd. and PSU, after arm's length negotiations with reference to the prevailing market rent and service charges for comparable premises at the vicinity. In view of the use of office premises for the operation of the distribution and trading business and the provision of financial services business in Singapore, the Directors believe that the premises are located in a prime location of Singapore, with easy transportation access and able to further strength the branding of the Group.

During the year ended 31 December 2019, the Group paid the lease expenses of approximately HK\$639,000 in relation to tenancy agreements with PSU.

Directors' Report

(iv) Others

Apart from that, as disclosed in the related party transactions in note 37 to the consolidated financial statements, during the year ended 31 December 2019, the Company and its subsidiaries had the following transactions, which didn't constitute connected transactions pursuant to the Listing Rules.

During the year ended 31 December 2019, the Company and its subsidiaries made a loan totaling HK\$3,900,000 to a non-controlling interest party, who is also a director of certain subsidiaries of the Group and received interest income of approximately HK\$150,000. Such transaction was conducted on normal commercial terms and was in the ordinary course of business. It fell within the de minimis provision under Chapter 14A of the Listing Rules because the applicable percentage ratios were less than 1% and the transaction was a connected transaction only because it involved a connected person at the subsidiary level. Accordingly, it was exempted from the reporting, announcement and independent shareholders' approval under the applicable Listing Rules.

During the year ended 31 December 2019, the Company and its subsidiaries received brokerage and commission fee income totaling HK\$879,000 from a related party owned by a close family member of the ultimate controlling shareholder of the Company. Such transactions were conducted on normal commercial terms and in the ordinary course of business. They were fully exempt under the Listing Rules, since they fell within the de minimis provision under Chapter 14A of the Listing Rules and all the percentage ratios (other than the profits ratio) were less than 5% and the amount was less than HKD3,000,000. Accordingly, it was exempted from the reporting, announcement and independent shareholders' approval under the applicable Listing Rules.

Save as disclosed above, the Group had no other transactions which were required to be disclosed as connected transactions pursuant to the Listing Rules. The Directors confirm that the Company has, where applicable, complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

Compliance with Relevant Laws and Regulations

During the Year, there were no areas of material non-compliance with applicable laws and regulations that have a significant impact on the Company known to the Directors.

Key Relationships with Employees, Customers and Suppliers and Others

The Group recognises that employees are a valuable asset of the organisation and it is essential to attract and motivate good talent while balancing the interests of other stakeholders. Apart from a safe and healthy workplace, we offer a comprehensive remuneration and benefits package to our employees, training opportunities, equal opportunities and fairness at work for all as well as channels for staff communication. Staff social functions are arranged to enhance employees' sense of belonging and to help create a friendly and harmonious working environment. Salaries are reviewed and adjusted on a yearly basis, and from time to time, to ensure balancing pay for performance with shareholder alignment. The Group also recognises

Directors' Report

the importance of maintaining good relationship with its shareholders, customers and business partners in order to achieve long-term goals. Accordingly, the senior management maintains good communication and promptly exchanges ideas and shares the Group's business updates with these people.

During the Year, there were no material and significant disputes between the Company or any of its subsidiaries and their respective employees, customers and suppliers, shareholders or business partners known to the Directors.

Environmental Policies and Performance

The Group recognises the importance of environmental sustainability against modern ecological challenges. As a responsible corporate citizen, the Group has been actively taking steps to minimise the negative environmental impacts, reduce wastage and maximise energy efficiency which in turn provides a green and eco-friendly environment to the community. Green office practices such as double-sided printing and copying, promoting using recycled papers and reducing energy consumption by switching off idle lighting are encouraged in the operation of the Group's businesses. The Group will review its environmental practices from time to time and will consider implementing further practicable measures and practices to enhance environmental sustainability.

Directors' Interests in a Competing Business

During the Year, none of the Directors nor their respective associates had any business which competes or may compete with the business of the Group.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the best knowledge of the Directors as at the date of this Annual Report, the Company has maintained sufficient public float as required under the Listing Rules.

Corporate Governance

Particulars of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 33 to 44 of this annual report.

Dividend Policy

The Company has adopted a dividend policy ("**Dividend Policy**"), pursuant to which the Company aims to create long-term, sustainable and stable returns for the Company's shareholders. According to the Dividend Policy, when determining and recommending any dividend payout ratio, the Board will take into account the Company's financial results, future prospects and other factors and it is subject to:

- the Bye-laws of the Company;
- the applicable restrictions and requirements under the laws of Bermuda;

Directors' Report

- any banking or other funding covenants by which the Company is bound from time to time;
- the investment and operating requirements of the Company; and
- any other factors that have material impact on the Company.

Indemnity of Directors

A permitted indemnity provision (as defined in Section 469 of the Hong Kong Companies Ordinance) for the benefit of the Directors is currently in force and was in force throughout the Year.

Tax Relief and Exemption

The Directors are not aware of any tax relief and exemption the shareholders are entitled by reason of their holding of the Company's securities.

Auditor

The consolidated financial statements of the Company for the year ended 31 December 2019 were audited by ZHONGHUI ANDA CPA Limited ("**ZHONGHUI ANDA**") which would retire at the conclusion of the forthcoming annual general meeting ("**AGM**") and, being eligible, offer themselves for re-appointment. A resolution will be proposed to the Shareholders to re-appoint ZHONGHUI ANDA as auditors of the Company and to authorise the Board to fix their remuneration at the AGM.

ON BEHALF OF THE BOARD

Wu Lei

Executive Director

Hong Kong, 27 March 2020

Biographical Details of Directors and Senior Management

Executive Directors

Mr. Jiang Jiang (“Mr. Jiang”), aged 37, was appointed as executive director of the Company on 29 July 2019. He is also a director of subsidiaries of the Company. Mr. Jiang obtained his master degree of business administration from the University of Oklahoma in the United States and bachelor degree in Chemistry from the University of Science and Technology of China. He has over 9 years of experience in commodities trading and derivatives trading of iron ore, manganese and rebar. Mr. Jiang was previously the head of trading of an international commodity house, where he gained ample experience in commodity and derivatives trading.

Mr. Wu Lei (“Mr. Wu”), aged 32, was appointed as executive director of the Company on 1 October 2016. He is also a director of subsidiaries of the Company. Mr. Wu Lei held a Bachelor of Business Administration (Accountancy) with Honours from The National University of Singapore and has more than 8 years of experiences in accountancy and commodities trading and hedging. Mr. Wu Lei used to work in one of the big four international accounting firms. Before joining the Company, Mr. Wu Lei was a trader of an international commodity house, where he gained ample experience in commodity trading, futures trading, international hedging and financial management.

Ms. Chen Jing (“Ms. Chen”), aged 40, was appointed as a non-executive director of the Company on 1 October 2016 and was re-designated as an executive director of the Company since 1 October 2017. She is also a director of subsidiaries of the Company. Ms. Chen obtained her Bachelor degree in English Language and Literature from Xiamen University in the PRC and Master degree in Law from Shandong University in the PRC and she holds a PRC Legal Professional Qualification Certificate. Ms. Chen has over 10 years of experience in the trading of metallurgical bulk commodities, seaborne logistics operations and risk management.

Non-executive Director

Mr. Kang Jian (“Mr. Kang”), aged 34, was appointed as executive director of the Company on 8 August 2018 and was re-designated as non-executive director of the Company with effect from 3 March 2020. He is also a director of subsidiary of the Company. Mr. Kang obtained both his master and bachelor degrees in law from Renmin University of China. Mr. Kang has over 8 years of experience in risk management and corporate credit approval in Bank of China Limited. Prior to joining the Group, Mr. Kang was the vice president and fund manager of a private equity fund in PRC since April 2017, where he gained ample experience in commodity and derivative trading.

Independent Non-executive Directors

Mr. Chan Chi Ming, Tony (“Mr. Chan”), aged 52, was appointed as independent non-executive director of the Company on 22 May 2015 and is currently the Chairman of the audit committee, remuneration committee and nomination committee of the Company. Mr. Chan graduated from Australian National University, with a Bachelor Degree in Commerce (Major in Accounting). Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants and CPA Australia and has about 20 years’ experience in the field of business advisory, accounting and auditing. Mr. Chan was formerly a senior manager of an international accounting firm. He is currently an independent non-executive director of Chong Fai Jewellery

Biographical Details of Directors and Senior Management

Group Holdings Company Limited (formerly known as Dominate Group Holdings Company Limited) (stock code: 8537), whose shares are listed on GEM of the Stock Exchange. During the periods from November 2016 to July 2018 and from July 2018 to January 2019, Mr. Chan was a non-executive director and then re-designated as an executive director of Good Fellow Healthcare Holdings Limited (previously known as Hua Xia Healthcare Holdings Limited) (stock code: 8143), whose shares are listed on GEM of the Stock Exchange. During the period from November 2016 to July 2018, he was the executive director of Wan Kei Group Holdings Limited (stock code: 1718), whose shares are listed on the Main Board of the Stock Exchange. Also, during the period from September 2007 to May 2017, he was also the company secretary and authorised representative of Good Resources Holdings Limited (stock code: 109), whose shares are listed on the Main Board of the Stock Exchange.

Mr. Wu Shiming, aged 44, was appointed as independent non-executive director of the Company on 22 May 2015 and is currently a member of the audit committee, remuneration committee and nomination committee of the Company. He is currently an independent non-executive director of Miko International Holdings Limited (stock code: 1247). He was an independent non-executive director of China Gem Holdings Limited (previously known as Yueshou Environmental Holdings Limited) (stock code: 1191) from July 2014 to May 2018. Also, he was an executive director of Leyou Technologies Holdings Limited (stock code: 1089) from October 2010 to September 2017 and was an independent non-executive director of Pak Tak International Limited (stock code: 2668) from September 2014 to August 2016. Besides, he was an independent non-executive director of China Putian Food Holding Limited (stock code: 1699) from February 2012 to July 2019. All of these shares are listed on the Main Board of the Stock Exchange.

Mr. Wu Shiming has over 20 years of experiences in accounting and financial management. He is a qualified intermediate accountant and he obtained such qualification after he has passed the national examination jointly organised by the Ministry of Finance and the Ministry of Personnel of the PRC. Mr. Wu Shiming graduated from a course in foreign economic enterprise financial accounting at Jimei University in the PRC in 1995.

Mr. Liu Song (“Mr. Liu”), aged 47, was appointed as independent non-executive director of the Company on 8 August 2018 and is currently a member of the audit committee, remuneration committee and nomination committee of the Company. Mr. Liu obtained his bachelor degree in transport and communications management engineering from the Shanghai Maritime University. Mr. Liu has over 24 years of experience in marine transportation management. Prior to joining the Group, Mr. Liu held different senior management positions in various companies in PRC engaged in the marine transportation.

Senior Management

Mr. Ho Yui Pang (“Mr. Ho”), aged 34, was appointed as company secretary of the Company with effect from 7 September 2018. Mr. Ho has over ten years of auditing, accounting and company secretarial experiences in international reputable accounting firms and listed companies. Mr. Ho worked in several international accounting firms for approximately 5 years. Since then, he worked in several listed companies where he served in various positions including accounting manager, finance director and company secretary.

Corporate Governance Report

The Board is responsible for the leadership and control of the Company and overseeing the Group's businesses, strategic decisions and performance. The day-to-day management, administration and operation of the Company are delegated to the senior management of the Company. The delegated functions and work tasks are periodically reviewed. Approvals must be obtained from the Board prior to any significant transactions entered into by the aforesaid officers.

The Board is responsible for performing the corporate governance functions set out in Code Provision D.3.1 of the Corporate Governance Code contained in Appendix 14 (the "**CG Code**") of the Listing Rules. The Board has reviewed: (a) the Company's corporate governance policies and practices, (b) training and continuous professional development of directors and senior management, (c) the Company's policies and practices on compliance with legal and regulatory requirements, (d) the Company's code of conduct and (e) the Company's compliance with the CG Code disclosures requirements; and the Board was satisfied that the above-mentioned corporate governance functions were adhered to.

The Board has delegated various responsibilities to the Board committees including the audit committee (the "**Audit Committee**"), the remuneration committee (the "**Remuneration Committee**") and the nomination committee (the "**Nomination Committee**") (collectively, the "**Board Committees**"). Further details of these committees are set out below.

(A) Corporate Governance Practices

Compliance with Code on Corporate Governance Practices

The Company is committed to maintaining a high standard of corporate governance, holding the beliefs of transparency, independence, honesty and accountability, with a view to enhance investors' confidence. The Company therefore strives to attain and maintain effective corporate governance practices and procedures. Save and except for Code Provisions E.1.2, A.2.1 and A.6.7 (details of which are set out below), the Company has complied with all the Code Provisions and to a certain extent of the recommended best practices set out in the CG Code throughout the year ended 31 December 2019.

Under Code Provision E.1.2 of the CG Code, the chairman of the Board should attend the annual general meeting. Since the resignation of the chairman of the Company on 1 April 2016, the role of chairman has been vacant. Throughout the year ended 31 December 2019, the position of chairman has been temporarily acted by Mr. Kang Jian, the vice chairman of the Company to fill the casual vacancy. Mr. Kang Jian has attended the annual general meeting held on 28 June 2019.

Under Code Provision A.2.1 of the CG Code, the role of chairman and chief executive officer ("**CEO**") should be separated and should not be performed by the same individual. Since the resignation of the chairman of the Company on 1 April 2016, the role of chairman has been vacant. From 1 January 2019 to 28 July 2019, Mr. Kang Jian, the vice-chairman and executive director of the Company, has temporarily handled the dual roles of CEO and chairman. Despite that, the Board considered that such arrangement was still appropriate, since all major decisions were made in consultation with the Board members and the senior management of the Company. The effectiveness of the corporate planning and the implementation of corporate strategies and decisions were not affected. Also, Mr. Kang Jian was able to maintain the continuity of the Company's policies and the stability of the Company's operations.

Corporate Governance Report

On 29 July 2019, Mr. Kang Jian ceased to be the CEO and Mr. Jiang Jiang has been appointed as CEO of the Company. Since then, the roles of the chairman and CEO were segregated. Mr. Kang Jian continued to temporarily act as the role of chairman, while Mr. Jiang Jiang took up the position of CEO.

Under Code Provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should also attend general meetings and develop a balanced understanding of the views of shareholders. One independent non-executive director had not attended the annual general meeting held on 28 June 2019, due to his other official commitments.

(B) Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by Directors. The Company has made specific enquiries with all Directors and each of them confirmed that they have complied with the Model Code throughout the year ended 31 December 2019.

(C) Board Composition and Board Practices

The composition of the Board is shown on page 2 of this Annual Report. The Board currently comprises seven directors, including three executive directors, one non-executive director and three independent non-executive directors. One of the three independent non-executive director has appropriate professional qualifications, or accounting or related financial management expertise. The primary responsibilities of the Board are to establish long term strategies, administrate and oversee the operations and financial policies and supervising management of the Group. The Board delegates day-to-day operations of the Company to the management of the Group and also instructs the management to implement the Board's decisions and resolutions. In addition, the Board has also delegated various responsibilities to the Audit Committee, the Remuneration Committee and the Nomination Committee. The Company has received, from each of the independent non-executive directors, confirmation of his independence pursuant to Rules 3.13 of the Listing Rules. The Company considers all the independent non-executive directors are independent.

All Directors (including non-executive directors) are subject to retirement by rotation once every three years and are subject to re-election in accordance with the Company's Bye-laws and the CG Code. In accordance with the Company's Bye-laws, newly appointed director(s) is/are required to retire and can offer themselves for re-election at the first general meeting following their appointment.

Details of backgrounds and qualifications of the Directors are set out in the section of "Biographical Details of Directors and Senior Management".

In 2019, the Board held 13 meetings to discuss the Group's overall strategy, operation and financial performance. In any event, all Directors were available for consultation by management from time to time during the year. The attendance of individual director to the Board meeting is set out on page 35 of this Annual Report. Review of the Board composition is made regularly to ensure that it has a balance of expertise, skills and experience appropriate for the requirements of the business

Corporate Governance Report

of the Company. The Company provides at least 14 days' notices of every regular Board meeting to all directors to give them an opportunity to attend. Board papers are circulated not less than 3 days before the Board meetings to enable the directors to make informed decisions on matters to be raised at the Board meetings.

During the Year, the company secretary of the Company ("**Company Secretary**") attended all the regular Board meetings to advise on corporate governance and statutory compliance when necessary. Directors had full access to information on the Group and were able to seek independent professional advice whenever deemed necessary by the Directors. The Company Secretary prepared minutes and kept records of matters discussed and decisions resolved at all Board meetings. All Directors have access to the advice and services of the Company Secretary with a view to ensure that Board procedures, and all applicable rules and regulations, are followed.

The Board, Audit Committee, Remuneration Committee and Nomination Committee had held 13, 2, 3 and 3 meetings, respectively in 2019.

The attendance at the Board and respective Board Committees Meetings and Annual General Meeting held in 2019 are as follows:

Name of Directors	Board	Audit Committee	Remuneration Committee	Nomination Committee	Annual General Meeting
<i>Executive Directors:</i>					
Mr. Jiang Jiang (Chief Executive Officer) (appointed on 29 July 2019)	4/4	N/A	N/A	N/A	N/A
Mr. Wu Lei (Chief Financial Officer)	13/13	N/A	N/A	N/A	1/1
Ms. Chen Jing	13/13	N/A	N/A	N/A	1/1
Mr. Kang Jian (resigned on 3 March 2020)	8/8	N/A	N/A	N/A	1/1
Mr. Yue Lei (appointed on 9 July 2019 and resigned on 24 December 2019)	4/4	N/A	N/A	N/A	N/A
Ms. Wu Aiping (resigned on 9 July 2019)	3/3	N/A	N/A	N/A	1/1
Mr. Hu Yong (resigned on 29 July 2019)	4/4	N/A	N/A	N/A	N/A
<i>Independent Non-Executive Directors:</i>					
Mr. Chan Chi Ming, Tony	8/8	2/2	3/3	3/3	1/1
Mr. Wu Shiming	8/8	2/2	3/3	3/3	1/1
Mr. Liu Song	8/8	2/2	3/3	3/3	0/1

Corporate Governance Report

(D) Continuous Professional Development

In order to ensure the Directors' contribution to the Board remains informed and relevant and to develop and refresh their knowledge and skills, the Company has regularly provided training information, encouraged and funded suitable trainings/seminars for the Directors to participate in continuous professional development. The Company also updates the Directors on the latest developments regarding the Listing Rules and applicable regulatory requirements from time to time to enhance their awareness of good corporate governance practices and to ensure compliance.

During the Year, all Directors who were in office as at 31 December 2019 have participated in continuous professional development by attending training courses and/or referring materials on the topics related to the Group's business, corporate governance and regulations:

Name of Director	Reading regulatory update	Attending expert briefings/seminars/conferences relevant to the business or directors' duties
<i>Executive Directors:</i>		
Mr. Kang Jian	✓	✓
Mr. Jiang Jiang (<i>Chief Executive Officer</i>)	✓	✓
Mr. Wu Lei (<i>Chief Financial Officer</i>)	✓	✓
Ms. Chen Jing	✓	✓
<i>Independent Non-executive Directors:</i>		
Mr. Chan Chi Ming, Tony	✓	✓
Mr. Wu Shiming	✓	✓
Mr. Liu Song	✓	✓

(E) Company Secretary

The Company Secretary is responsible for facilitating the exchange of information flows and communicating among Directors as well as between Shareholders and management of the Company. All Directors have access to the advice and assistance of the Company Secretary. The Company Secretary is also responsible for ensuring that Board procedures are followed. The Company Secretary's biography is set out in the "Biographical Details of Directors and Senior Management" section of this Annual Report. The Company Secretary is an employee of the Company and is appointed by the Board. During the Year, the Company Secretary has taken no less than 15 hours of relevant professional trainings to update his skills and knowledge.

Corporate Governance Report

(F) Chairman and Chief Executive Officer

Under Code Provision A.2.1 of the CG Code, the role of chairman and chief executive officer (“CEO”) should be separated and should not be performed by the same individual. Since the resignation of the chairman of the Company on 1 April 2016, the role of chairman has been vacant. From 1 January 2019 to 28 July 2019, Mr. Kang Jian, the vice-chairman and executive director of the Company, has temporarily handled the dual roles of CEO and chairman. Despite that, the Board considered that such arrangement was still appropriate, since all major decisions were made in consultation with the Board members and the senior management of the Company. The effectiveness of the corporate planning and the implementation of corporate strategies and decisions were not affected. Also, Mr. Kang Jian was able to maintain the continuity of the Company’s policies and the stability of the Company’s operations.

On 29 July 2019, Mr. Kang Jian ceased to be the CEO and Mr. Jiang Jiang has been appointed as CEO of the Company. Since then, the roles of the chairman and CEO were segregated. Mr. Kang Jian continued to temporarily act as the role of chairman, while Mr. Jiang Jiang took up the position of CEO.

(G) Non-executive Directors

Under Code Provision A.4.1 of the CG Code, non-executive director should be appointed for a specific term, subject to re-election. The Company has entered into appointment letters with Mr. Chan Chi Ming, Tony and Mr. Wu Shiming, for a term of one year on the date of their appointments and with Mr. Liu Song, for a term of three years on the date of his appointment. All of their appointment letters shall be valid unless terminated by at least one month’s written notice served by either party at any time during the then existing terms. Their directorships are all subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company.

(H) Remuneration Committee

The Company established a Remuneration Committee in 2005 with written terms of reference in accordance with the relevant requirements of the CG Code. The composition of the Remuneration Committee is shown on page 2 of this Annual Report. The Remuneration Committee currently comprises three independent non-executive directors, namely, Mr. Chan Chi Ming, Tony (Chairman of the Remuneration Committee), Mr. Wu Shiming and Mr. Liu Song. The members’ attendance to the Remuneration Committee meeting is listed out on page 35. The role and function of the Remuneration Committee include the determination of the specific remuneration packages of all executive and non-executive directors, including benefits in kind, pension rights and compensation payments (such as compensation payable for loss or termination of their office or appointment), and to make recommendations to the Board on the remuneration package of the Directors and senior management. The emolument policy regarding the employees of the Group is set up by the Remuneration Committee and is based on their merit, qualifications and competence. The Remuneration Committee should consider factors such as the salaries index, time commitment and responsibilities of the directors in determining emoluments payable to the directors.

Corporate Governance Report

The summary of work done by the remuneration committee during the Year includes reviewing the remuneration policy of the Company, assessing the performance of the executive Directors and senior management and recommending specific remuneration packages of the Directors and senior management to the Board with reference to the level of responsibilities of the individual Director, the scope of operation of the Group as well as the prevailing market conditions.

Details of the Directors' and senior management's emoluments for the Year are set out in note 12 to the consolidated financial statements.

The remunerations of the Directors and senior management of the Group for the year ended 31 December 2019 fall within the following band:

Remuneration band	Number of directors and senior management
Nil to HK\$1,000,000	6
HK\$1,000,001 to HK\$1,500,000	2
HK\$1,500,001 to HK\$2,000,000	1
HK\$2,000,001 to HK\$2,500,000	1
HK\$6,500,001 to HK\$7,000,000	1

(I) Nomination Committee

The Company established a Nomination Committee in 2013 with written terms of reference in compliance with the CG Code. The Nomination Committee currently comprises of three independent non-executive directors, namely Mr. Chan Chi Ming, Tony (Chairman of the Nomination Committee), Mr. Wu Shiming and Mr. Liu Song.

The primary duties of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge and experience) of the Board, make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identify individuals suitably qualified to become Board members, and assess the independence of independent non-executive directors and make recommendations to the Board on the selection of individuals nominated for directorships and succession planning for directors, in particular the chairman and the chief executive.

The summary of work done by the Nomination Committee during the Year includes reviewing the structure, size and composition of the Board, identifying suitable candidates for directorships, determining the policy for the nomination of directors, the nomination procedures and the process and criteria adopted to select and recommend candidates for directorship.

Corporate Governance Report

The Nomination Committee has adopted a board diversity policy setting out the approach to achieve diversity on the Board. Selection of candidates will be based on a range of diversity perspectives, including but not limited to race, gender, age, cultural and educational background, professional experience, skills and knowledge. Such measurable objectives have been achieved during the Year. The Nomination Committee will review the board diversity policy, as appropriate, to ensure its continued effectiveness.

The Nomination Committee also has a nomination policy to standardise and enhance transparency for the nomination procedures and the process and criteria adopted by the Nomination Committee in selecting and recommending candidates as Directors, in order to ensure that the Board shall have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business.

The Nomination Committee shall be responsible for reviewing the policy and disclosing the same in the corporate governance report to ensure full compliance with the CG Code, the Listing Rules, the Bye-laws of the Company and other relevant provisions.

The non-exhaustive selection criteria to assess the suitability of a proposed candidate as a Director by the Nomination Committee are listed below:

- (a) integrity and reputation;
- (b) skill, accomplishment and experience relevant to the Company's business;
- (c) available time commitment;
- (d) existing and potential conflicts of interest;
- (e) diversity of the Board;

Any Directors may nominate a candidate for appointment, election or re-election as a Director by the Board or at a general meeting. Upon obtaining the required information from the candidate as listed above, the Nomination Committee shall evaluate whether such candidate is qualified to be appointed, elected or re-elected into the Board based on the criteria as set out above and the relevant Listing Rules and the policies of the Company.

The Nominate Committee shall convene a meeting to discuss and consider the recommendation of the candidate to the Board for appointment, election or re-election as a Director.

Corporate Governance Report

(J) Audit Committee

The Company has an Audit Committee which was established in accordance with the requirements of the CG Code for the purposes of reviewing and supervising the Group's financial reporting process, risk management and internal controls. The written terms of reference which describe the authority and duties of the Audit Committee were prepared and adopted with reference to "A Guide for The Formation of An Audit Committee" published by the Hong Kong Institute of Certified Public Accountants. The primary roles and functions of the Audit Committee are to review and monitor integrity of the financial reporting process, risk management and internal controls systems of the Group. The Audit Committee is also responsible for considering the appointment of the external auditors and reviewing any non-audit functions performed by the external auditors, including whether such non-audit functions would lead to any potential material adverse effect on the Company. The Audit Committee currently comprises three independent non-executive directors, namely Mr. Chan Chi Ming, Tony (Chairman of the Audit Committee), Mr. Wu Shiming and Mr. Liu Song. The members' attendance to the Audit Committee meeting is listed out on page 35. During the Year, the Audit Committee held two meetings to review the annual and interim results, to evaluate the Group's financial reporting process and to make recommendations to improve the Company's risk management and internal control systems, the effectiveness of the issuer's internal audit function, and its other duties under the CG Code. Draft minutes were circulated to members of the Audit Committee within a reasonable time after each meeting. No member of the Audit Committee is a former partner of the existing auditing firm of the Company during the two years after he ceases to be a partner of the auditing firm.

(K) Auditors' Remuneration

The remuneration in respect of audit and non-audit services for the year ended 31 December 2019 provided by the Company's auditor, ZHONGHUI ANDA CPA Limited, are approximately HK\$830,000 (2018: approximately HK\$790,000) and approximately HK\$288,000 (2018: approximately HK\$186,000) respectively. Non-audit services provided by ZHONGHUI ANDA CPA Limited for the year ended 31 December 2018 included the preparation and filing of tax return and professional services in relation to the review of 2019 interim report and the 2019 Rights Issue.

(L) Risk Management and Internal Control

During the Year, the Group has complied with Principle C.2 of the CG Code by establishing appropriate and effective risk management and internal control systems. Management is responsible for the design, implementation and monitoring of such systems, while the Board oversees management in performing its duties on an ongoing basis. Main features of the risk management and internal control systems are described in the sections below:

Corporate Governance Report

Risk Management System

The Group adopts a risk management system which manages the risk associated with its business and operations. The system comprises the following phases:

- Identification: Identify ownership of risks, business objectives and risks that could affect the achievement of objectives.
- Evaluation: Analyze the likelihood and impact of risks and evaluate the risk portfolio accordingly.
- Management: Consider the risk responses, ensure effective communication to the Board and on-going monitor the residual risks.

Based on the risk assessments conducted in 2019, no significant risk was identified.

Internal Control System

The Company has in place an internal control system which is compatible with the Committee of Sponsoring Organizations of the Treadway Commission (“**COSO**”) 2013 framework. The framework enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the framework are shown as follow:

- Control Environment: A set of standards, processes and structures that provide the basis for carrying out internal control across the Group.
- Risk Assessment: A dynamic and iterative process for identifying and analyzing risks to achieve the Group’s objectives, forming a basis for determining how risks should be managed.
- Control Activities: Action established by policies and procedures to help ensure that management directives to mitigate risks to the achievement of objectives are carried out.
- Information and Communication: Internal and external communication to provide the Group with the information needed to carry out day-to-day controls.
- Monitoring: Ongoing and separate evaluations to ascertain whether each components of internal control is present and functioning.

Corporate Governance Report

In order to enhance the Group's system of handling inside information, and to ensure the truthfulness, accuracy, completeness and timeliness of its public disclosures, the Group also adopts and implements an inside information policy and procedures. Certain reasonable measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group, which include:

- The access to information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality.
- Confidentiality agreements are in place when the Group enters into significant negotiations.
- The Executive Directors are designated persons who speak on behalf of the Company when communicating with external parties such as the media, analysts or investors.
- refer to inside information policy and procedures for more procedures.

Based on the internal control reviews conducted in 2019, no significant control deficiency was identified.

Effectiveness of the Risk Management and Internal Control Systems

The Board is responsible for the risk management and internal control systems of the Group and ensuring that the review of the effectiveness of these systems has been conducted annually. Several areas have been considered during the Board's review, which include but not limited to (i) the changes in the nature and extent of significant risks since the last annual review, and the Group's ability to respond to changes in its business and the external environment; (ii) the scope and quality of management's ongoing monitoring of risks and of the internal control systems.

A review on the internal control systems of the Company, including financial, operational and compliance controls and risk management functions has been carried out by an independent consultancy company with staff in possession of relevant expertise to conduct an independent review.

The Audit Committee reviewed the internal control review report issued by the independent consultancy company on the Company's risk management and internal control systems in respect of the year ended 31 December 2019 and considered that they are effective and adequate. The Board assessed the effectiveness of internal control systems by considering the internal control review report and reviews performed by the Audit Committee and concurred the same. It also considered that the resources, staff qualifications and experience of relevant staff were adequate and the training programs and budget provided were sufficient.

Corporate Governance Report

The Group did not have an internal audit function during the year ended 31 December 2019 as required under code provision C.2.5 of the Code. The Audit Committee and the Board, have considered the internal control review report prepared by the independent consultancy company and communicated with the Company's external auditor in respect of any material control deficiencies identified during the course of the financial statement audit to form the basis to review the adequacy and effectiveness of the Group's risk management and internal control systems.

The Directors have reviewed the need for an internal audit function and are of the view that in light of the size, nature and complexity of the business of the Group, it would be more cost effective to appoint external independent professionals to perform internal audit function for the Group in order to meet its needs. Nevertheless, the Directors will continue to review and determine at least annually the need for an internal audit function.

(M) Communication with Shareholders

At the 2019 AGM, a separate resolution was proposed by the Chairman of that meeting in respect of each separate issue, including the re-election of directors. The Vice Chairman of the Board, and chairmen of the Audit, Remuneration and Nomination Committees, or in absence of the chairman of such committees, any member from the respective committees, attended the 2019 AGM to address shareholders' queries. The Company establishes different communication channels with shareholders and investors: (i) shareholders can receive printed copies of corporate information, (ii) the general meeting provides a forum for shareholders to raise comments and exchange views with the Board, (iii) the Company's website offers communication channel between the Company and its shareholders and investors; and (iv) the Company's Sub-Registrar and Transfer Agent in Hong Kong serve the shareholders respecting all share registration matters.

The Company continues to enhance communications and relationships with its investors. Enquiries from investors are dealt with in an informative and timely manner. Investors may write directly to the Company at its principal place of business in Hong Kong for any inquiries.

To promote effective communication, the Company maintains a website at <http://www.990.com.hk>, where extensive information and updates on the Company's business developments and operations, financial information, corporate governance practices and other information are available for public access.

Corporate Governance Report

(N) Shareholders' Rights

Pursuant to the clause 58 of the Bye-laws of the Company, members holding at the date of deposit of the requisition of not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all time have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Bermuda Companies Act 1981 (as amended).

The shareholders who intend to make enquiries of or obtain information shall give prior written notice to the Company, and the Company shall provide such information as soon as possible. Enquiries with the Board or the Company may be posted to the Company's principal place of business in Hong Kong, the address of which is Unit 3401-03, 34/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong, with telephone number: (852) 3755 8255, being available at normal business hours.

(1) Any number of shareholder(s) representing not less than one-twentieth of the total voting rights of all shareholders having at the date of the requisition a right to vote at the meeting to which requisition relates; or (2) not less than 100 shareholders may, at their expense, provide a written request to the attention of the Company Secretary signed and deposited in accordance with the Bermuda Companies Act 1981 (as amended).

(O) Constitutional Documents

A printed copy of the memorandum and articles of association of the Company has been published on the websites of the Company and the Stock Exchange. There has been no changes in the Company's constitutional documents during the Year.

(P) Directors' Responsibility for the Financial Statements

The Directors acknowledge their responsibilities for preparing the financial statements of the Group in accordance with statutory requirements and applicable accounting standards. The Directors also ensure that the financial statements of the Group are published in a timely manner. The reporting responsibilities of the Company's external auditors on the financial statements of the Group are set out in the section headed "Independent Auditor's Report" on pages 54 to 57 of this Annual Report.

Environmental, Social and Governance Report

1. About ESG Report

The Environmental, Social and Governance Report (“**ESG Report**”) published by the Company summarizes the efforts and achievements made in corporate social responsibility and sustainable development by the Group. The ESG Report communicates the Group’s sustainability strategies, management approaches and performances to our stakeholders, and introduce the Group’s ongoing activities that forge the sustainability of the societies and the environment as a whole. For information of our corporate governance, please refer to the “Corporate Governance Report” on pages 33 to 44 of this Annual Report.

1.1. Scope of Report

The ESG Report focuses on the Group’s sustainability approach and its environmental and social performance of the financial services business and the distribution and trading business for the period between 1 January 2019 and 31 December 2019 (the “**Year**”). The environmental Key Performance Indicators (“**KPI**”) as disclosed in the ESG Report is based on the performance of the Group’s offices in Hong Kong, Shanghai and two offices in Singapore during the Year. The Group has added one more office in Singapore into the reporting scope of the ESG Report, as compared to the report in last financial year.

1.2. Reporting Guideline

The ESG Report was prepared in accordance with the “Environmental, Social and Governance Reporting Guide” under Appendix 27 of the Listing Rules.

1.3. Stakeholder Engagement

Understanding and taking actions towards stakeholders’ concerns and expectations is essential towards our sustainability development. The engagement of stakeholders helps us recognize our sustainability performance therefore we have established appropriate communication channels so that comments and feedbacks from major stakeholders are effectively and timely addressed.

Environmental, Social and Governance Report

The following table summarises the main expectations and concerns of the key stakeholders as identified by the Group, and the corresponding management responses.

Stakeholders	Expectations	Management Responses/ Communication Channels
Government and Regulators	<ul style="list-style-type: none"> • Compliance with national policies, laws and regulation • Support for local economic growth • Contribution in local employment • Tax payment in full and on time 	<ul style="list-style-type: none"> • Regular information reporting • Dedicated reports • Examination and inspection
Shareholders	<ul style="list-style-type: none"> • Returns • Compliance operations • Rise in company value • Transparency and effective communication 	<ul style="list-style-type: none"> • Announcements • Email, telephone conversation and company website
Partners	<ul style="list-style-type: none"> • Operation with integrity • Performance of contracts • Mutual benefits 	<ul style="list-style-type: none"> • Business communication • Engagement and cooperation
Customers	<ul style="list-style-type: none"> • Outstanding products and services • Health and safety • Performance of contracts • Operation with integrity 	<ul style="list-style-type: none"> • Meetings with customers
Environment	<ul style="list-style-type: none"> • Energy saving and emission reduction • Environmental protection 	<ul style="list-style-type: none"> • ESG Reporting
Industry	<ul style="list-style-type: none"> • Establishment of industry standards • Enhancement of industry development 	
Employees	<ul style="list-style-type: none"> • Protection of rights • Occupational health and safety • Career development 	<ul style="list-style-type: none"> • Meetings with employees • Training and workshops
Community and the public	<ul style="list-style-type: none"> • Enhancement of community environment • Transparency 	<ul style="list-style-type: none"> • Company website • Announcements

Environmental, Social and Governance Report

1.4. Information and Feedbacks

If you have any comments and suggestions about the ESG Report, please feel free to contact us via general@990.com.hk.

2. Green Operation

2.1. Emission

As a responsible corporation, the Group is dedicated to controlling and minimizing our emission in a bid to tackle environmental problems such as global warming. We strictly conform with the laws and regulations applicable to the Group's business such as the Air Pollution Control Ordinance of Hong Kong, the Environmental Protection Law of the People's Republic of China and the Environmental Protection and Management Act of Singapore.

As a service-based business, although production processes are not involved, operation of back office somehow generates emissions. The use of our business car for daily operation has generated a small amount of air pollutants including nitrogen oxides (NO_x), sulphur oxides (SO_x) and particulate matter (PM). In order to maximize the efficiency of our car hence reduce the emission of pollutants, we always keep it properly tuned and maintain an adequate tyre pressure by regular checks, and ensure that the vehicle is not idling when the engine is running. For water pollution, no pollutants are generated from our business and office operation.

Apart from pollutants, our office operation also generates greenhouse gas from sources including the use of business car, electricity consumption, water and sewage treatment, disposal of paper to landfill and business trips by staff. As our offices are located in leased office premises where both water supply and discharge are solely controlled by the property owner/management office of the buildings, data of water consumption, hence greenhouse gas emission due to water and sewage treatment is not able to be obtained and calculated.

In view of the emission of greenhouse gas, the Group has exerted itself in introducing a number of measures aiming at reducing carbon footprint and greenhouse gas emission. We always prefer holding telephone/video conferences instead of unnecessary overseas business travel in order to minimize carbon emission generated from the flights. In case of necessary trips, direct flights are always preferred so that less carbon footprint is made. We have also adopted energy-saving measures, through which electricity consumption and the greenhouse gas emission associated with electricity generation can also be greatly reduced. (For details, please refer to the section of "Resource Conservation")

Environmental, Social and Governance Report

2.2. Waste Management

Office operation is the only source of waste generation of the Group. In the Year, we generated non-hazardous waste which was all daily office garbage produced by our staff. Hazardous waste was also generated which includes used ink cartridges and batteries. All wastes were collected and handled in a proper and legal manner, according to relevant laws such as the Waste Disposal Ordinance of Hong Kong, the Law of the People's Republic of China on Prevention and Control of Environmental Pollution by Solid Waste and the Environmental Public Health Act of Singapore, so as to avoid detrimental impacts to the environment. Since the Group is not involved in product manufacturing or packaging, packaging materials were not consumed in the Year.

As an effort to reduce waste generation, the Group has adopted the "3Rs" principle as our waste management strategy. We implement the policy of double-sided printing and copying and disseminate information by electronic means whenever possible to reduce the consumption of paper. Besides, we promote the reduction of the use of disposable and non-recyclable products. Our staff is encouraged to reduce the use of one-off stationeries and equipment and use refillable stationeries as a substitution, while the stock of stationery and equipment are regularly evaluated to avoid overstock. For hazardous wastes, used toner cartridges are collected by the suppliers for recycling.

2.3. Resource Conservation

The sources of energy consumption of the Group include direct consumption, which is the combustion of fuels for our business car and the indirect consumption, which is the use of electricity. As an environmentally-friendly corporate, we bear the responsibility to protect the nature. We have carried out many initiatives to reduce energy consumption, including encouraging our employees to switch off unnecessary lighting and electronic equipment while not in use, maximizing the use of natural lighting, dividing the office area into different light zones using separate lighting switches, setting computers to automatic standby mode when idling, and allowing our employees to dress light in office, especially in summer.

We have also put several measures in place as an effort to increase the energy efficiency of equipment, such as installing energy-saving light bulbs and high-performance electrical equipment, keeping light fixtures and lamps clean, and cleaning the air filters of air-conditioners regularly. Moreover, we collect electricity consumption data on a monthly basis to monitor power consumption and make appropriate improvement accordingly.

In regard to water consumption, we also carry out a couple of water-saving measures. For instance, we use water-efficient equipment such as dual-flush toilets and faucets with infrared sensors to reduce the unnecessary use of water. Water taps and other equipment with water efficiency labels are always prioritized. We also check for hidden water leakage periodically and will fix dripping tips immediately once problems are found.

Environmental, Social and Governance Report

3. Employees

3.1. Employment Standard

The Group strictly complies with all relevant labour laws and regulations such as the Employment Ordinance, the Minimum Wage Ordinance, the Employment of Young Persons (Industry) Regulations of Hong Kong; the Labour Law of the People's Republic of China, the Labour Contract Law of the People's Republic of China; the Employment Act and the Employment (Children and Young Persons) Regulations of Singapore.

During the recruitment process, the Group verifies the age of the applicants by checking documents such as identity card, academic certificates etc., in an attempt to avoid employment of child labor. Our recruitment and promotion processes are executed on a fair and open basis that the Group does not tolerate any form of discrimination on the grounds of gender, race, skin color, age, religion and national origin. Before the official commencement of work, the Group will provide every employee with the job descriptions of the position, clearly stating their duties and responsibilities so as to prevent any form of forced labor. In case of resignation, an interview will be arranged in a bid to understand the reasons of resignation and to make possible improvement on the Group's operation.

3.2. Benefits and Development

Employees are our most valuable asset and the Group highly values their rights and welfare. The salary structure is reviewed annually to ensure that the Group offers competitive remuneration package to our employees. Except basic salary, the Group also offers discretionary bonus based on the individual performance of the employees and our financial performance. Statutory holidays are provided in accordance with relevant national and regional regulations. Our employees can enjoy different types of leave, including annual leave, compensation leave, sick leave and maternity leave etc. Retirement benefits are also provided according to relevant laws.

The Group organized internal training to develop our employees' potential to support the Group's sustainable development. Employees are also encouraged to attend external talks and seminars to enrich their knowledge in discharging their duties.

3.3. Health and Safety

Work safety is the cornerstone of the sustainable development of the Group thereby we strictly comply with laws and regulations regarding occupational health and safety, such as the Occupational Safety and Health Ordinance of Hong Kong, the Law of the People's Republic of China on Prevention and Control of Occupational Diseases and the Workplace Safety and Health (WSH) Act of Singapore.

The Group places great emphasis on the well-being of our employees therefore the Group adopts five-day work week and daily working hours are clearly defined in employment contracts to assure every employee of sufficient rest time. Terms regarding leaves such as annual leaves are also included in the contract to prevent the employees' right to take leave from being exploited. The

Environmental, Social and Governance Report

Group has established emergency policies such as fire or explosion emergency plan as a means to properly handle accidents. Rescue, fire and evacuation drills are also conducted regularly to increase our employees' awareness and involvement in accident prevention. The Group also creates a pleasant and comfortable workplace for our employees by carrying out plenty of measures which include the provision of adjustable seats, provision of sufficient storage space to avoid overcrowded desk area, regular maintenance or replacement of office equipment, and keep objects and tools at easily accessible locations.

4. Operation Practices

4.1. Supply Chain Management

The Group relies on a range of suppliers to provide commodities for its distribution and trading business thus a proper management of the supply chain is of paramount importance. We have adopted the supplier credibility scoring system in an effort to evaluate and select suitable suppliers as our business partners. Scores are given to every supplier by taking into account their nature of business, financial status, sales performance and loyalty etc. so that priority can be given to suppliers having a better performance. For those scoring low, the Group will consider putting them into the blacklist.

To be environmentally-friendly, the Group upholds the green procurement principle that products and services which cause minimal adverse environmental impacts are always preferred during procurement. We also prefer suppliers who support sustainable development. Besides, we clearly inform potential suppliers of our expectations, policies and requirements during our procurement process to minimize the social risks caused by the supply chain. The Group monitors the performance of suppliers continuously and will suspend its cooperation with any supplier whose practice is found to be inconsistent with the Group's policy until the situation has been improved.

In the year, the Group has selected quality suppliers which are able to meet our supplier credibility scoring system requirement while fulfilling our green procurement principles. The suppliers come from all around the world, ranging from Singapore to far as Switzerland.

Environmental, Social and Governance Report

4.2. Protecting Our Client

The Group is dedicated to building a relationship of mutual trust with our customers. We collect and evaluate our customers' feedback and act swiftly to address the potential quality and safety issues in order to satisfy the needs of the customers. On the other hand, the Group is devoted to safeguarding our customers' personal information. In strict compliance with the law and regulation regarding privacy matter such as the Personal Data (Privacy) Ordinance of Hong Kong and the Personal Data Protection Act of Singapore, personal information of our customers is collected and used in a responsible and non-discriminatory manner by restricting the use of information in accordance with purposes as defined in the contract. We also take steps to upgrade the security features of computer systems as a means to safeguard the customers' personal information. In order to continuously protect the privacy of customers, ongoing measures such as risk identification and monitoring are also implemented.

4.3. Anti-corruption

The Group strictly complies with the law and regulation regarding bribery, extortion, fraud and money laundering such as the Prevention of Bribery Ordinance of Hong Kong, the Regulations of the People's Republic of China for Suppression of Corruption and the Prevention of Corruption Act of Singapore. The Group has established the Anti-Bribery and Corruption Policy which is executed to prohibit bribery and corruption in all business dealings with private organizations, individuals, domestic or foreign governments or their representatives. A code of conduct is also set up that includes provisions for conflicts of interest, privacy, bribery and anti-corruption. To effectively prohibit commercial bribes, kickbacks or similar payoffs or benefits paid by any suppliers or clients, our employees are forbidden to receive anything with a significant value from parties in any form of relationships with the Group. The Group has also adopted a whistleblowing policy to encourage the report of improper behavior and at the same time protect the whistleblowers.

During the Year, we were not aware of any breach of laws and regulations in relation to bribery, extortion, fraud and money laundering.

5. Community Investment

In the Year, the Group has focused on charitable activities to show our grateful hearts to the community. We strongly encourage our staff to join various volunteer works.

Environmental, Social and Governance Report

Appendix: Key Performance Indicators (KPIs)

Environment	2019	2018
Air Pollutants (g)		
NOx	342	426
SOx	9	9
PM	25	31
Greenhouse Gas (kg CO₂)		
Total emission	59,901	56,794
Direct emission (Scope 1) ¹	1,641	1,750
Indirect emission (Scope 2) ²	20,537	20,639
Indirect emission (Scope 3) ³	37,722	34,405
Emission/number of employees	868.12	1,159.06
Wastes (kg)		
Total hazardous waste produced	20	9
Hazardous waste produced/number of employees	0.29	0.18
Total non-hazardous waste produced	2,586	4,380
Non-hazardous waste produced/number of employees	37.48	89.39
Energy Consumption (MWh)		
Total energy consumption	32	32
Fuel consumed for vehicles	6	6
Electricity	26	26
Energy consumption/number of employees	0.46	0.66
Social		
Total workforce (persons)	69	49
By gender		
Male	40	29
Female	29	20
By age group		
<30	20	9
30-50	44	36
>50	5	4
By employment type		
Full-time	65	46
Part-time	4	3
By geographical region		
Hong Kong	8	9
Singapore	50	26
Shanghai	11	14

¹ Data includes greenhouse gas emissions derived from the fuel combustion of the Group's vehicle.

² Data includes greenhouse gas emissions derived from the use of purchased electricity.

³ Data includes greenhouse gas emissions derived from business trips of employees and disposal of paper to landfills.

Environmental, Social and Governance Report

	2019	2018
Employee Turnover Rate (%)	29	37
By gender		
Male	28	31
Female	31	45
By age group		
<30	30	100
30–50	32	19
>50	0	50
By geographical region		
Hong Kong	13	44
Singapore	16	35
Shanghai	100	36
Health and Safety		
Number of work-related fatalities	0	0
Lost days due to work injury (days)	0	0

Independent Auditor's Report



TO THE SHAREHOLDERS OF THEME INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Opinion

We have audited the consolidated financial statements of Theme International Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 58 to 123, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) 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.

Independent Auditor's Report

Key Audit Matters

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

Inventories

Refer to note 18 to the consolidated financial statements.

The Group tested the amount of inventory for impairment. This impairment test is significant to our audit because the balance of inventory of approximately HK\$2,078,632,000 as at 31 December 2019 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on estimates.

Our audit procedures included, among others:

- Assessing the Group's procedures on ordering and holding of inventory;
- Evaluating the Group's impairment assessment;
- Assessing the marketability of the inventory;
- Assessing the ageing of the inventory;
- Assessing the net realisable values of the inventory; and
- Checking subsequent sales and usage of the inventory.

We consider that the Group's impairment test for inventory is supported by the available evidence.

Loans to customers; trade and bills receivables and interest receivables; and accounts receivables

Refer to notes 19 to 21 to the consolidated financial statements.

The Group tested the recoverability of the amounts of loans to customers; trade and bills receivables and interest receivables; and accounts receivables. This recoverability test is significant to our audit because the balances of these loans to customers, trade and bills receivables and interest receivables, and accounts receivables of approximately HK\$18,900,000, HK\$490,449,000 and HK\$984,315,000 respectively as at 31 December 2019 are material to the consolidated financial statements. In addition, the Group's recoverability test involves application of judgement and is based on estimates.

Independent Auditor's Report

Our audit procedures included, among others:

- assessing the Group's procedures on granting credit limits and credit periods to customers;
- assessing the Group's relationship and transaction history with the customers;
- evaluating the Group's impairment assessment;
- assessing aging of the debts;
- checking subsequent settlements from the customers;
- understanding the established policies and procedures on credit risk management of the Group and assessing and evaluating the process with respect to identification of accounts receivables from brokers, dealers and customers with indicators of impairment and the measurement of the impairment allowance;
- assessing the sufficiency of the impairment loss recognised with respect to the above shortfall, after taking into account other factors like credit worthiness, subsequent utilisation of accounts in the future dealings as well as past collection history; and
- assessing the disclosure of the Group's exposure to credit risk in the consolidated financial statements.

We consider that the Group's recoverability test for loans to customers, trade and bills receivables and interest receivables, and accounts receivables is supported by the available evidence.

Other Information

The directors of the Company are responsible for the other information. The other information comprises all the information in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will 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 identified above when it becomes available 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.

Independent Auditor's Report

Responsibilities of 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 disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company 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.

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

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

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at:

<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>

This description forms part of our auditor's report.

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Pang Hon Chung

Audit Engagement Director

Practising Certificate Number P05988

Hong Kong, 27 March 2020

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2019

	Notes	2019 HK\$'000	2018 HK\$'000
Revenue	7	11,280,616	4,330,171
Cost of sales		(10,770,712)	(4,141,309)
Gross profit		509,904	188,862
Other income, gain and loss	8	(80,885)	(22,995)
Selling and distribution expenses		(92,554)	(20,204)
Administrative expenses		(90,977)	(58,242)
Profit from operations		245,488	87,421
Finance costs	9	(22,294)	(4,774)
Share of profits of an associate	17	—	1,487
Profit before taxation		223,194	84,134
Income tax	10	(40,284)	(16,997)
Profit for the year	11	182,910	67,137
Attributable to:			
Owners of the Company		145,745	61,893
Non-controlling interests		37,165	5,244
		182,910	67,137
Other comprehensive income/(loss):			
<i>Item that may be reclassified to profit or loss:</i>			
Exchange differences on translating foreign operations		2,493	(1,567)
Other comprehensive income/(loss) for the year, net of tax		2,493	(1,567)
Total comprehensive income for the year		185,403	65,570
Attributable to:			
Owners of the Company		148,238	60,326
Non-controlling interests		37,165	5,244
		185,403	65,570
			(restated)
Earnings per share			
— Basic (HK cents per share)	14	1.43	0.76
— Diluted (HK cents per share)	14	1.43	0.76

Consolidated Statement of Financial Position

As at 31 December 2019

	Notes	2019 HK\$'000	2018 HK\$'000
Non-current assets			
Property, plant and equipment	15	12,858	2,896
Right-of-use assets	16	25,205	—
Investment in an associate	17	—	39,707
		38,063	42,603
Current assets			
Inventories	18	2,078,632	365,724
Loans to customers	19	18,900	15,000
Trade and bills receivables and interest receivables	20	490,449	595,030
Accounts receivables	21	984,315	434,415
Financial assets at fair value through profit or loss	22	—	1,446
Prepayments, deposits and other receivables	23	190,589	76,445
Current tax recoverable		4,105	—
Cash and bank balances	24	813,741	286,407
		4,580,731	1,774,467
Current liabilities			
Trade and bills payables	25	1,293,958	349,815
Trust receipt loans	26	625,266	225,670
Accounts payables	27	1,004,574	415,306
Contract liabilities	28	258,966	31,491
Accruals and other payables		49,836	53,246
Lease liabilities	29	9,024	—
Current tax payable		45,762	16,380
		3,287,386	1,091,908
Net current assets		1,293,345	682,559
Total assets less current liabilities		1,331,408	725,162
Non-current liabilities			
Lease liabilities	29	17,241	—
NET ASSETS		1,314,167	725,162
Capital and reserves			
Share capital	30	29,604	19,736
Reserves	32	1,192,909	660,687
Equity attributable to owners of the Company		1,222,513	680,423
Non-controlling interests		91,654	44,739
TOTAL EQUITY		1,314,167	725,162

The consolidated financial statements on pages 58 to 123 were approved and authorised for issue by the board of directors on 27 March 2020 and are signed on its behalf by:

Director
Jiang Jiang

Director
Wu Lei

Consolidated Statement of Changes in Equity

For the year ended 31 December 2019

	Attributable to owners of the Company						Non-controlling interests	Total equity
	Share capital	Share premium account	Capital reserve	Foreign currency translation reserve	Accumulated (losses)/ profits	Total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2018	19,736	690,231	—	(5,168)	(87,367)	617,432	—	617,432
Total comprehensive income for the year	—	—	—	(1,567)	61,893	60,326	5,244	65,570
Capital contribution received from non-controlling interests	—	—	—	—	—	—	42,160	42,160
Disposal of interests in subsidiaries without loss of control (note 33)	—	—	2,665	—	—	2,665	(2,665)	—
At 31 December 2018 and 1 January 2019	19,736	690,231	2,665	(6,735)	(25,474)	680,423	44,739	725,162
Total comprehensive income for the year	—	—	—	2,493	145,745	148,238	37,165	185,403
Issue of new shares (note 30)	9,868	383,984	—	—	—	393,852	—	393,852
Capital contribution received from non-controlling interests	—	—	—	—	—	—	9,750	9,750
At 31 December 2019	29,604	1,074,215	2,665	(4,242)	120,271	1,222,513	91,654	1,314,167

Consolidated Statement of Cash Flows

For the year ended 31 December 2019

	Note	2019 HK\$'000	2018 HK\$'000
Cash flows from operating activities			
Profit before taxation:		223,194	84,134
Adjustments for:			
Interest income		(7,402)	(1,181)
Finance costs		22,294	4,774
Reversal of impairment loss of trade receivables		(1,404)	—
Share of profits of associates		—	(1,487)
Depreciation on:			
— property, plant and equipment		1,894	1,435
— right-of-use assets		4,967	—
Impairment losses on:			
— inventories		85,922	—
— trade receivables		—	3,319
Loss/(gain) on disposal of financial assets at fair value through profit or loss		85	(1,299)
Operating cash flows before working capital changes		329,550	89,695
Change in inventories		(1,828,381)	(377,569)
Change in loans to customers		(3,900)	(15,000)
Change in trade and bills receivables		106,187	260,460
Change in accounts receivables		(549,900)	(432,454)
Change in prepayments, deposits and other receivables		(114,837)	(45,773)
Change in cash and bank balances — Trust and customer segregated accounts		(146,567)	(50,934)
Change in trade and bills payables		8,880,992	1,490,225
Change in accounts payables		589,268	414,526
Change in contract liabilities		231,220	26,618
Change in accruals and other payables		(3,408)	49,822
Cash generated from operations		7,490,224	1,409,616
Overseas tax paid		(15,007)	(5,813)
Hong Kong profits tax refund		—	328
Interest received		7,200	1,181
Net cash generated from operating activities		7,482,417	1,405,312

Consolidated Statement of Cash Flows

For the year ended 31 December 2019

	Note	2019 HK\$'000	2018 HK\$'000
Cash flows from investing activities			
Purchase of property, plant and equipment		(11,859)	(680)
Liquidation of/(investment in) an associate		38,220	(38,220)
Purchase of financial assets at fair value through profit or loss		—	(54,795)
Proceeds from disposal of financial assets at fair value through profit or loss		1,361	24,991
Decrease/(increase) in restricted deposits		35,645	(42,122)
Net cash generated from/(used in) investing activities		63,367	(110,826)
Cash flows from financing activities			
Net proceeds from issue of new shares of subsidiaries to non-controlling interests		—	42,160
Proceeds from capital injection by non-controlling interest parties in subsidiaries		9,750	—
Proceeds from issue of new shares on rights issue		393,852	—
Repayment of trust receipt loans		(7,532,209)	(1,240,638)
Payment of lease liabilities		(3,907)	—
Interest paid		(22,294)	(4,774)
Net cash used in financing activities		(7,154,808)	(1,203,252)
Net increase in cash and cash equivalents		390,976	91,234
Effect of changes in foreign exchange rates		25,436	9,213
Cash and cash equivalents at beginning of year		193,350	92,903
Cash and cash equivalents at end of year		609,762	193,350
Analysis of cash and cash equivalents			
Cash and bank balances		609,762	193,350

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

1. General Information

Theme International Holdings Limited (the “**Company**”) is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The address of its principal place of business is Unit 3401-03, 34/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company is an investment holding company. The principal activities of its principal subsidiaries are set out in note 38 to the consolidated financial statements. The Company and its subsidiaries are collectively referred to as the “Group”.

2. Adoption of New and Revised Hong Kong Financial Reporting Standards

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) that are relevant to its operations and effective for its accounting year beginning on 1 January 2019. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards (“**HKAS**”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current year and prior years except as stated below:

HKFRS 16 “Leases”

On adoption of HKFRS 16, the Group recognised right-of-use assets and lease liabilities in relation to leases which had previously been classified as “operating leases” under HKAS 17 “Leases”. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee’s incremental borrowing rate as of 1 January 2019. The weighted average lessee’s incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 2.75%.

In applying HKFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics;
- reliance on previous assessments on whether leases are onerous;
- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application; and
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

2. Adoption of New and Revised Hong Kong Financial Reporting Standards (Continued)

HKFRS 16 “Leases” (Continued)

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Group relied on its assessment made applying HKAS 17 and HK(IFRIC)-Int 4 “Determining whether an Arrangement contain a Lease”.

Adjustment recognised on adoption of HKFRS 16

As a lessee, the Group’s leases are mainly rentals of offices. Rental contracts are typically made for fixed periods of 1 to 3 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

The right-of-use assets were measured at the amount equal to the lease liability and there were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application. The following table shows the adjustments recognised for each individual line item. Line items that were not affected by the changes have not been included.

Consolidated statement of financial position (extract)	31 December 2018		1 January 2019
	<i>As original presented</i> HK\$'000	HKFRS 16 HK\$'000	<i>Restated</i> HK\$'000
Non-current assets			
Right-of-use assets	—	3,553	3,553
Liabilities			
Lease liabilities	—	3,553	3,553

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

2. Adoption of New and Revised Hong Kong Financial Reporting Standards (Continued)

HKFRS 16 “Leases” (Continued)

Adjustment recognised on adoption of HKFRS 16 (Continued)

Reconciliation of operating lease commitment to lease liabilities is set out below:

	HK\$'000
Operating lease commitments disclosed as at 31 December 2018	3,632
Less: Recognition exemption — short term leases	(34)
	<hr/>
Gross operating lease obligations at 1 January 2019	3,598
Discounting	(45)
	<hr/>
Lease liabilities discounted at relevant incremental borrowing rates and relating to operating leases recognised upon application of HKFRS 16 at 1 January 2019	3,553
	<hr/>
Analysed as:	
Current	3,534
Non-current	19
	<hr/>
	3,553
	<hr/>

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

3. Significant Accounting Policies

These financial statements have been prepared in accordance with HKFRSs issued by the HKICPA, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss. These financial statements are presented in Hong Kong dollars (“**HK\$**”) and all values are rounded to the nearest thousand except when otherwise indicated.

The preparation of financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors of the Company (the “**Directors**”) to exercise its judgments in the process of applying the accounting policies. The areas involving critical judgments and areas where assumptions and estimates are significant to these financial statements, are further disclosed in note 4 to the consolidated financial statements.

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

Consolidation

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

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

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

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

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

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Consolidation (Continued)

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

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

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

Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible, including potential voting rights held by other entities, are considered when assessing whether the Group has significant influence. In assessing whether a potential voting right contributes to significant influence, the holder's intention and financial ability to exercise or convert that right is not considered.

Investment in an associate is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of acquisition over the Group's share of the net fair value of the associate's identifiable assets and liabilities is recorded as goodwill. The goodwill is included in the carrying amount of the investment and is tested for impairment together with the investment at the end of each reporting period when there is objective evidence that the investment is impaired. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

The Group's share of an associate's post-acquisition profits or losses is recognised in consolidated profit or loss, and its share of the post-acquisition movements in reserves is recognised in the consolidated reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Associates (Continued)

The gain or loss on the disposal of an associate that results in a loss of significant influence represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that associate and (ii) the Group's share of the net assets of that associate plus any remaining goodwill relating to that associate and any related accumulated foreign currency translation reserve. If an investment in an associate becomes an investment in a joint venture, the Group continues to apply the equity method and does not remeasure the retained interest.

Unrealised profits on transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Foreign currency translation

(a) Functional and presentation currency

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

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

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

(c) Translation on consolidation

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

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

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in the consolidated profit or loss as part of the gain or loss on disposal.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

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

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

Leasehold improvements	Shorter of lease term or useful lives
Furniture, fixtures and office equipment	20%
Motor vehicles	20%

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

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

Leases

The Group as lessee

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal annual rates on the land and buildings are 33 $\frac{1}{3}$ % per annum.

Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below US\$5,000.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Recognition and derecognition of financial instruments

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

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets of the Group are classified as:

- Financial assets at amortised cost; and
- Financial assets at fair value through profit or loss.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Financial assets (Continued)

(i) Financial assets at amortised cost

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

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

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

(ii) Financial assets at fair value through profit or loss

Financial assets are classified under this category if they do not meet the conditions to be measured at amortised cost and the conditions of debt investments at fair value through other comprehensive income unless the Group designates an equity investment that is not held for trading as at fair value through other comprehensive income on initial recognition.

Financial assets at fair value through profit or loss are subsequently measured at fair value with any gains or losses arising from changes in fair values recognised in profit or loss. The fair value gains or losses recognised in profit or loss are net of any interest income and dividend income. Interest income and dividend income are recognised in profit or loss.

Loss allowance for expected credit losses

The Group recognises loss allowances for expected credit losses on financial assets at amortised cost. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the expected credit losses that result from all possible default events over the expected life of that financial instrument ("lifetime expected credit losses") for trade receivables, if the credit risk on that financial instrument has increased significantly since initial recognition.

If, at the end of the reporting period, the credit risk on a financial instrument (other than trade receivables) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of lifetime expected credit losses that represents the expected credit losses that result from default events on that financial instrument that are possible within 12 months after the reporting period.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Loss allowance for expected credit losses (Continued)

The amount of expected credit losses or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognised in profit or loss as an impairment gain or loss.

Cash and cash equivalents

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

Financial liabilities and equity instruments

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

Borrowings

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

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

Trade and other payables

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

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

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

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

Other revenue

- (a) Interest income is recognised using the effective interest method.

Employee benefits

(a) Employee leave entitlements

Employee entitlements to annual leave and long service payment are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service payment as a result of services rendered by employees up to the end of the reporting period. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Employee benefits (Continued)

(b) Pension obligations

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

(c) Termination benefits

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

Borrowing costs

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

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

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

Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

Government grants that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Government grants (Continued)

Repayment of a grant related to income is applied first against any unamortised deferred income set up in respect of the grant. To the extent that the repayment exceeds any such deferred income, or where no deferred income exists, the repayment is recognised immediately in profit or loss. Repayment of a grant related to an asset is recorded by increasing the carrying amount of the asset or reducing the deferred income by the amount repayable. The cumulative additional depreciation that would have been recognised in profit or loss to date in the absence of the grant is recognised immediately in profit or loss.

Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and joint ventures except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Taxation (Continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

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

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

Related parties

A related party is a person or entity that is related to the Group.

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Company or of a parent of the Company.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Related parties (Continued)

(b) (Continued)

- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

Segment reporting

Operating segments and the amounts of each segment item reported in the financial statements are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources to and assessing the performance of the Group's various lines of business in different geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except inventories and receivables to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Impairment of assets (Continued)

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

4. Critical Judgements and Key Estimates

4a. Critical Judgments in Applying Accounting Policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements.

Consolidation of entity of less than 50% equity interest

Although the Group owns less than 50% of the equity interest in one of its subsidiary — Theme International Trading SPC, a company incorporated in the Cayman Islands, Theme International Trading SPC is treated as a subsidiary because the Group is able to control the relevant activities of Theme International Trading SPC as a result of the shareholders' agreement between the Group and other shareholders of Theme International Trading SPC.

4b. Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expense. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions. The Group will reassess the estimates by the end of each reporting period.

Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgment and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

5. Financial Risk Management

The Group's activities expose it to a variety of financial risks, foreign currency risk, price risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has certain exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities, including Hong Kong dollars, United States dollars and Renminbi. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

At 31 December 2019, if the Renminbi had weakened/strengthened 1.3% (2018: 5.7%) against the US dollar with all other variables held constant, consolidated profit after tax for the year would have been approximately of HK\$23,754,000 (2018: HK\$16,578,000) lower/higher, arising mainly as a result of the foreign exchange loss on trade and bills payables denominated in US dollar.

(b) Credit risk

The carrying amount of the cash and bank balances, trade, bills, interest and other receivables, accounts receivables, investments and loans to customers included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each debtor. The default risk of the industry and country in which debtors operate also has an influence on credit risk but to a lesser extent. At the end of the reporting period, the Group has a concentration of credit risk as 20% (2018: 64%) and 63% (2018: 99%) of trade and bills receivables which was due from the Group's largest debtor and the five largest debtors respectively.

The Group has policies in place to ensure that sales on credit terms and loans are made to customers with an appropriate credit history and the Group performs periodic credit evaluations of its customers. Apart from receivables that are impaired at year end, the remaining debtors have no significant defaults in the past. The Group's historical experience in collection of trade and other receivables falls within the recorded allowances and the directors are of the opinion that no provision for the remaining uncollectible receivables is required.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

5. Financial Risk Management (Continued)

(b) Credit risk (Continued)

In order to minimise the credit risk on the accounts receivables relating to the brokerage activities, the Group only select those brokers which are either the licensed financial institutions or Fortune 500 Conglomerate for carrying on the brokerage and clearing services business and acting as the custodians of the fund of the Group itself and its customers. In this regard, the directors of the Company consider that the Group's credit risk on the accounts receivable is significantly reduced.

The credit risk on cash and bank balances is limited because the counterparties are banks with high credit-rating assigned by international credit-rating agencies.

The Group considers whether there has been a significant increase in credit risk of financial assets on an ongoing basis throughout each reporting period by comparing the risk of a default occurring as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following information is used:

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- significant increases in credit risk on other financial instruments of the same borrower;
- significant changes in the value of the collateral or in the quality of guarantees or credit enhancements; and
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers.

A significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment. A default on a financial asset is when the counterparty fails to make contractual payments within 180 days of when they fall due.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group normally categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 360 days past due. Where loans or receivables have been written off, the Group, if practicable and economical, continues to engage in enforcement activity to attempt to recover the receivable due.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

5. Financial Risk Management (Continued)

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer terms.

The maturity analysis of the Group's financial liabilities which are based on contractual undiscounted cash flows as follows:

	Within 1 year or on demand	
	2019 HK\$'000	2018 HK\$'000
Trade and bills payables	1,293,958	349,815
Trust receipt loans	625,861	225,820
Accounts payable	1,004,574	415,306
Accruals and other payables	49,836	53,246
	2,974,229	1,044,187

(d) Interest rate risk

As the Group has no significant interest-bearing assets and liabilities, the Group's operating cash flows are substantially independent of changes in marked interest rate.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

5. Financial Risk Management (Continued)

(e) Categories of financial instruments at 31 December

	2019 HK\$'000	2018 HK\$'000
Financial assets		
Financial assets at fair value through profit or loss:		
Designated as such upon initial recognition	—	1,446
Financial assets at amortised cost (including cash and cash equivalents):		
Loans to customers	18,900	15,000
Trade and bills receivables and interest receivables	490,449	595,030
Accounts receivables	984,315	434,415
Deposits and other receivables	33,401	37,425
Cash and bank balances	813,741	286,407
	2,340,806	1,368,277
	2,340,806	1,369,723
Financial liabilities		
Financial liabilities at amortised cost		
Trade and bills payables	1,293,958	349,815
Trust receipt loans	625,266	225,670
Accounts payables	1,004,574	415,306
Accruals and other payables	49,836	53,246
	2,973,634	1,044,037

(f) Fair value

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

6. Fair Value Measurements

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

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

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

(a) Disclosures of level in fair value hierarchy:

At 31 December 2019:

Description	Fair value measurements using:			Total 2019 HK\$'000
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
Recurring fair value measurements:				
Investments at fair value through profit or loss				
Unlisted investment fund in Singapore	—	—	—	—

At 31 December 2018:

Description	Fair value measurements using:			Total 2018 HK\$'000
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
Recurring fair value measurements:				
Investments at fair value through profit or loss				
Unlisted investment fund in Singapore	—	—	1,446	1,446

During the year ended 31 December 2019, there was no transfer between Level 1 and Level 2, or transfers into or out of Level 3 (2018: Nil). The Group's policy is to recognise transfer between levels of fair value hierarchy as at the end of the reporting period in which they occur.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

6. Fair Value Measurements (Continued)

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

Description	Financial assets at fair value through profit or loss: Unlisted investment fund	
	2019 HK\$'000	2018 HK\$'000
At beginning of year	1,446	—
Purchases	—	54,795
Redemption	(1,361)	(54,648)
Total gains or losses recognised in profit or loss ^(#)	(85)	1,299
At end of year	—	1,446
^(#) Include gains or losses for assets held at end of reporting period	—	—

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

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2018:

The Directors are responsible for the fair value measurements of assets and liabilities required for financial reporting purpose, including level 3 fair value measurements. The measurement is undertaken at least twice a year.

Key unobservable inputs used in level 3 fair value measurements are mainly:

(i) risk-adjusted discount rate

Level 3 fair value measurements

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value change	Fair value 2018 HK\$'000
Unlisted investment fund classified at financial assets at fair value through profit or loss	Discounted cash flow	Risk-adjusted discount rate	10%	The estimated fair value would increase/decrease if the risk-adjusted discount factor was lower/higher	1,446

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

7. Revenue and Segment Information

(a) Revenue

	2019 HK\$'000	2018 HK\$'000
Sales from trading of goods	11,087,229	4,272,362
Commission income and brokerage fees from the provision of financial services	38,381	17,518
Less: Sales taxes and levies	(3,415)	(669)
	<hr/>	<hr/>
Revenue from contracts with customers	11,122,195	4,289,211
	<hr/>	<hr/>
Gain from derivative trading	152,603	40,257
Interest income from loans to customers	3,046	552
Interest income from customers' segregated accounts	2,772	151
	<hr/>	<hr/>
	158,421	40,960
	<hr/>	<hr/>
Total revenue	11,280,616	4,330,171

Sales from trading of goods

The Group trades the bulk commodities and related products — mainly iron ore to the customers. Sales are recognised when control of the products has transferred, being when the products are delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the customer has obtained legal titles to the products.

Revenue from these sales is recognised based on the prices specified in the contracts, net of sales taxes and levies as well as commodities price index change between the dates of contracts and goods delivery.

Sales to customers are normally made with credit terms of Nil to 90 days. For those customers in the PRC, deposits are regularly required and these deposits received are recognised as the contract liabilities.

The trade and bills receivables are recognised when the products are delivered to the customers as these are the point in time that the considerations are unconditional because only the passage of time is required before the payment is due.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

7. Revenue and Segment Information (Continued)

(a) Revenue (Continued)

Commission income and brokerage fees from the provision of financial services

The Group provides a wide range of financial services to its customers. Amongst them, the commission income and brokerage fees from the provision of futures and derivatives products for global exchange services is recognised when the services are rendered and there is no unfulfilled obligation that could affect the customer's acceptance of the services.

Disaggregation of revenue from contracts with customers:

Segments	Distribution and trading HK\$'000	Financial services HK\$'000	2019 Total HK\$'000
Geographical markets			
Hong Kong	—	27,694	27,694
Singapore	5,089,289	10,687	5,099,976
The PRC	5,994,525	—	5,994,525
Total	11,083,814	38,381	11,122,195
Major products/services			
Trading of bulk commodities	11,083,814	—	11,083,814
Commission income and brokerage fees	—	38,381	38,381
Total	11,083,814	38,381	11,122,195
Time of revenue recognition			
At a point in time	11,083,814	38,381	11,122,195

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

7. Revenue and Segment Information (Continued)

(a) Revenue (Continued)

Disaggregation of revenue from contracts with customers:

Segments	Distribution and trading HK\$'000	Financial services HK\$'000	2018 Total HK\$'000
Geographical markets			
Hong Kong	257,101	14,612	271,713
Singapore	2,818,305	2,906	2,821,211
The PRC	1,196,287	—	1,196,287
Total	4,271,693	17,518	4,289,211
Major products/services			
Trading of bulk commodities	4,271,693	—	4,271,693
Commission income and brokerage fees	—	17,518	17,518
Total	4,271,693	17,518	4,289,211
Time of revenue recognition			
At a point in time	4,271,693	17,518	4,289,211

(b) Segment information

The Group determines its operating segment and measurement of segment profit based on the internal reports to executive directors, the Group's chief operating decision makers, for the purposes of resource allocation and making strategic decision.

During the year ended 31 December 2019, the Group's reportable and operating segments are as follows:

- (i) Distribution and trading business — trading of bulk commodities and related products in Hong Kong, Singapore and the People's Republic of China (the "PRC"); and
- (ii) Financial services business — provision of loan financing services, securities and derivatives financial services, market making and margin financing in Hong Kong and Singapore.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

7. Revenue and Segment Information (Continued)

(b) Segment information (Continued)

Segment information and results:

The following is an analysis of the Group's revenue and results by reportable segments:

Year ended 31 December 2019

	Distribution and trading HK\$'000	Financial services HK\$'000	Total HK\$'000
Revenue	11,083,814	196,802	11,280,616
Segment profit	171,168	74,638	245,806
Finance costs	(22,083)	(85)	(22,168)
Unallocated other income, gain and loss			7,585
Corporate expenses and other finance costs			(8,029)
Profit before taxation			223,194

Year ended 31 December 2018

	Distribution and trading HK\$'000	Financial services HK\$'000	Total HK\$'000
Revenue	4,271,693	58,478	4,330,171
Segment profit	92,056	2,336	94,392
Finance costs	(3,410)	(1,364)	(4,774)
Unallocated other income, gain and loss			629
Corporate expenses			(7,600)
Share of profits of associates			1,487
Profit before taxation			84,134

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

7. Revenue and Segment Information (Continued)

(b) Segment information (Continued)

Segment information and results: (Continued)

The accounting policies of the reportable and operating segments are the same as the Group's accounting policies. Segment result represents the profit earned by each segment without allocation of, certain other income, certain other gains and losses, finance costs and taxation. This is the measure reporting to the executive directors for the purposes of resource allocation and making strategic decision.

Segment assets and liabilities:

The following is an analysis of the Group's assets and liabilities by reportable segments:

As at 31 December 2019

	Distribution and trading HK\$'000	Financial services HK\$'000	Total HK\$'000
Segment assets	3,234,597	1,345,159	4,579,756
Current tax recoverable	4,105	—	4,105
Unallocated property, plant and equipment and right-of-use assets			12,149
Unallocated prepayments, deposits and other receivables			18,609
Unallocated cash and bank balances			4,175
Consolidated assets			4,618,794
Segment liabilities	1,595,871	1,025,444	2,621,315
Trust receipt loans	625,266	—	625,266
Current tax payable	31,641	14,121	45,762
Unallocated accruals and other payables			182
Unallocated lease liabilities			12,102
Consolidated liabilities			3,304,627

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

7. Revenue and Segment Information (Continued)

(b) Segment information (Continued)

Segment assets and liabilities: (Continued)

As at 31 December 2018

	Distribution and trading HK\$'000	Financial services HK\$'000	Total HK\$'000
Segment assets	1,153,553	612,291	1,765,844
Unallocated property, plant and equipment			2
Unallocated prepayments, deposits and other receivables			2,626
Investment in an associate			39,707
Unallocated cash and bank balances			8,891
Consolidated assets			1,817,070
Segment liabilities	385,300	459,212	844,512
Trust receipt loans	225,670	—	225,670
Current tax payable	14,063	2,317	16,380
Unallocated trade and bills payables			3,665
Unallocated accruals and other payables			1,681
Consolidated liabilities			1,091,908

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

7. Revenue and Segment Information (Continued)

(b) Segment information (Continued)

Other segment information:

	Distribution and trading HK\$'000	Financial services HK\$'000	Total HK\$'000
--	---	-----------------------------------	-------------------

Year ended 31 December 2019

Amounts included in the measure of
segment results or segment assets:

Additions of property, plant and equipment	10,896	963	11,859
Depreciation of property, plant and equipment	395	1,499	1,894

	Distribution and trading HK\$'000	Financial services HK\$'000	Total HK\$'000
--	---	-----------------------------------	-------------------

Year ended 31 December 2018

Amounts included in the measure of
segment results or segment assets:

Additions of property, plant and equipment	269	411	680
Depreciation of property, plant and equipment	2	1,433	1,435

Geographical information:

	Revenue		Non-current assets	
	2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000
Hong Kong	31,058	272,265	12,998	1,991
Singapore	5,255,033	2,861,619	24,927	40,408
The PRC	5,994,525	1,196,287	138	204
	11,280,616	4,330,171	38,063	42,603

In presenting the geographical information, revenue is based on the location where the business activities were carried out.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

7. Revenue and Segment Information (Continued)

(b) Segment information (Continued)

Information about major customers:

None of the (2018: two) customers from the Group's distribution and trading business segment contributing over 10% of the total revenue of the Group (2018: approximately HK\$693,718,000 and HK\$528,289,000).

8. Other Income, Gain and Loss

	2019 HK\$'000	2018 HK\$'000
Interest income on bank deposits	7,402	1,181
Net foreign exchange loss	(55,914)	(22,297)
Impairment loss		
— Inventories	(85,922)	—
— Trade receivables	—	(3,319)
Reversal of impairment loss of trade receivables	1,404	—
(Loss)/Gain on disposal of financial assets at fair value through profit or loss	(85)	1,299
Government subventions	1,268	—
Hedging gains on future contracts	50,266	—
Claims and compensation received	570	—
Others	126	141
	(80,885)	(22,995)

9. Finance Costs

	2019 HK\$'000	2018 HK\$'000
Bills discounting interest expenses and interest expenses on trust receipt loans	21,982	3,410
Interest expenses on promissory notes	—	1,364
Lease interest expenses	312	—
	22,294	4,774

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

10. Income Tax

	2019 HK\$'000	2018 HK\$'000
Current tax		
– Hong Kong Profits Tax		
– Provision for the year	107	–
– PRC Corporate Income Tax		
– Provision for the year	–	8,265
– Singapore Corporate Income Tax		
– Provision for the year	40,269	8,677
– (Over)/Under-provision for prior year	(92)	55
	40,284	16,997

Hong Kong Profits Tax is calculated at 16.5% (2018: 16.5%) of the estimated assessable profits in respect of the Group's operating entities in Hong Kong for the year, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime. For this subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5% (2018: Nil).

Singapore Corporate Income Tax is provided using the Singapore standard rate of income tax of 17% or the concession rate of 10% for the year ended 31 December 2019. With the Global Trader Programme (“GTP”) incentive awarded to Bright Point Trading Pte. Ltd., a wholly-owned subsidiary of the Company by the Inland Revenue Authority of Singapore with effect from 1 January 2017, certain qualified income generated during the year ended 31 December 2019 from the distribution and trading business of the Group has been charged at a tax concessionary rate of 10%. Any other income not qualified for the GTP incentive has been charged at the standard rate of 17% during the year ended 31 December 2019.

The income tax provision in respect of operations in the PRC is calculated at 25% on the estimated assessable profits for the year based on existing legislation, interpretations and practices in respect thereof. No provision for PRC income tax was made for the year ended 31 December 2019 as the subsidiaries in the PRC has incurred a loss for taxation purposes.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

10. Income Tax (Continued)

The reconciliation between the income tax and profit before taxation is as follows:

	2019	2018
	HK\$'000	HK\$'000
Profit before taxation	223,194	84,134
Notional tax on profit before taxation, calculated at the rates applicable in the jurisdiction concerned	27,227	17,121
Tax effect on income that is not taxable	(248)	(22)
Tax effect of expenses that are not deductible	226	1,565
(Over)/Under provision in respect of prior years	(92)	55
Utilisation of tax losses previously not recognised	(1,084)	(46)
Effect of GTP incentive award	(20,220)	(3,833)
One-off tax reduction	—	(206)
Tax losses not recognised	34,510	2,190
Others	(35)	173
	40,284	16,997

At the end of the reporting period, subject to agreement with tax authorities, the Group has unused tax losses of approximately HK\$524,660,000 (2018: approximately HK\$422,191,000) available for offsetting against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Included in unused tax losses are losses of approximately HK\$130,326,000 (2018: Nil) arisen in the PRC operations of the Group, are eligible for carried forward for a period of 5 years from their respective year of origination under the PRC Corporate Income Tax Law. The other tax losses are carried forward indefinitely.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

11. Profit for the Year

The Group's profit for the year is stated after charging the following:

	Note	2019 HK\$'000	2018 HK\$'000
Cost of inventories recognised as expenses		10,689,741	4,109,667
Depreciation			
– Property, plant and equipment		1,894	1,435
– Right-of-use assets		4,967	–
Auditors' remuneration			
– audit services		830	790
– non-audit services	(a)	183	186
		1,013	976
Operating lease rentals in respect of rented premises		–	3,722
Short term lease expense		34	–
Directors' remuneration (note 12)		15,380	11,531
Other staff costs			
– salaries, discretionary bonuses and allowances		44,000	28,916
– retirement benefits scheme contributions		2,276	1,588
		46,276	30,504

Note:

- (a) The remuneration in respect of non-audit service provided by the Company's auditors in the year ended 31 December 2019 was HK\$288,000 (2018: HK\$186,000), in which HK\$183,000 (2018: HK\$186,000) was charged to profit or loss for the year ended 31 December 2019 and HK\$105,000 (2018: Nil) relating to the professional services in connection with the rights issue was charged to equity for the year ended 31 December 2019.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

12. Directors' and Senior Management's Emoluments

(a) Directors' emoluments

The remuneration of each Director for the year ended 31 December 2019 is set out below:

	Notes	Fees HK\$'000	Salaries and allowances HK\$'000	Discretionary bonuses HK\$'000	Retirement benefit scheme contributions HK\$'000	Total HK\$'000
<i>Executive directors:</i>						
Mr. Wu Lei		—	1,240	600	36	1,876
Ms. Chen Jing		—	1,399	—	7	1,406
Ms. Wu Aiping	1	—	676	5,848	55	6,579
Mr. Hu Yong	2	—	689	1,787	—	2,476
Mr. Yue Lei	3	—	663	—	—	663
Mr. Jiang Jiang	4	—	671	—	—	671
Mr. Kang Jian	5	—	1,337	—	12	1,349
<i>Independent non-executive directors:</i>						
Mr. Chan Chi Ming, Tony		120	—	—	—	120
Mr. Wu Shiming		120	—	—	—	120
Mr. Liu Song	6	120	—	—	—	120
		360	6,675	8,235	110	15,380

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

12. Directors' and Senior Management's Emoluments (Continued)

(a) Directors' emoluments (Continued)

The remuneration of each Director for the year ended 31 December 2018 is set out below:

	Notes	Fees HK\$'000	Salaries and allowances HK\$'000	Discretionary bonuses HK\$'000	Retirement benefit scheme contributions HK\$'000	Total HK\$'000
<i>Executive directors:</i>						
Mr. Ng Chi Lung	7	—	420	—	11	431
Mr. Wu Lei		—	1,080	412	101	1,593
Ms. Chen Jing		—	1,320	447	2	1,769
Ms. Wu Aiping	1	—	1,320	3,241	81	4,642
Mr. Cao Zhuoqun	8	—	326	—	46	372
Mr. Wong Hok Bun Mario	9	—	572	176	12	760
Mr. Kang Jian	5	—	474	548	—	1,022
Mr. Hu Yong	2	—	427	155	—	582
<i>Independent non-executive directors:</i>						
Mr. Chan Chi Ming, Tony		120	—	—	—	120
Mr. Wu Shiming		120	—	—	—	120
Mr. Liu Song	6	48	—	—	—	48
Mr. Chan Wah	8	72	—	—	—	72
		360	5,939	4,979	253	11,531

Notes:

1. Resigned on 9 July 2019
2. Appointed on 8 August 2018 and resigned on 29 July 2019
3. Appointed on 9 July 2019 and resigned on 24 December 2019
4. Appointed on 29 July 2019
5. Appointed on 8 August 2018 as executive director, and re-designated as non-executive director on 3 March 2020
6. Appointed on 8 August 2018
7. Resigned on 31 July 2018
8. Resigned on 8 August 2018
9. Resigned on 12 August 2018

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

12. Directors' and Senior Management's Emoluments (Continued)

(b) Five highest paid individuals

Of the five individuals with the highest emoluments, two (2018: three) are Directors whose emoluments are disclosed in note 12(a) above. The aggregate of the emoluments in respect of the five individuals with the highest emoluments (including the Directors) are as follows:

	2019 HK\$'000	2018 HK\$'000
Salaries, discretionary bonuses and allowances	22,885	11,901
Retirement benefit scheme contributions	327	273
	23,212	12,174

The emoluments of the five individuals with the highest emoluments are within the following bands:

	2019	2018
Nil to HK\$1,000,000	—	—
HK\$1,000,001 to HK\$1,500,000	—	1
HK\$1,500,001 to HK\$2,000,000	—	2
HK\$2,000,001 to HK\$2,500,000	1	—
HK\$2,500,001 to HK\$3,000,000	1	1
HK\$4,500,001 to HK\$5,000,000	1	1
HK\$5,500,001 to HK\$6,500,000	1	—
HK\$6,500,001 to HK\$7,000,000	1	—

Save as disclosed above, for the two years ended 31 December 2019 and 2018, no other emoluments had been paid by the Group to the Directors or the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office.

13. Dividend

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

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

14. Earnings per Share

(a) Basic earnings per share

The calculation of basic earnings per share attributable to owners of the Company was based on the profit for the year attributable to owners of the Company, and the weighted average number of ordinary shares in issue during the year, as adjusted to reflect the rights issue during the year as further detailed in note 30(i).

	2019 HK\$'000	2018 HK\$'000
Profit:		
Profit for the year attributable to owners of the Company for the purpose of basic earnings per share	<u>145,745</u>	61,893
	2019 '000	2018 '000 (restated)

Number of shares:

Weighted average number of ordinary shares for the purpose of basic earnings per share (note)	<u>10,168,233</u>	8,117,651
---	-------------------	-----------

Note: On 13 June 2019, the Company announced the completion of a rights issue of 3,947,114,877 rights shares at HK\$0.10 per rights share. As the Company's share market price immediately before the exercise of rights was higher than the rights subscription price, this gave rise to a bonus element in the rights issue to existing shareholders. Therefore earnings per share is calculated as if the bonus element (but not the total rights issue) arose proportionately at the start of the earliest period for which earnings per share is presented in accordance with the requirements under HKAS 33.

(b) Diluted earnings per share

No diluted earnings per share are presented as the Company did not have any dilutive potential ordinary sharing during the two years ended 31 December 2019.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

15. Property, Plant and Equipment

	Leasehold improvements HK\$'000	Furniture, fixtures and equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
Cost:				
At 1 January 2018	2,183	1,862	759	4,804
Additions	—	680	—	680
Disposals	—	(10)	—	(10)
At 31 December 2018 and 1 January 2019	2,183	2,532	759	5,474
Additions	9,677	2,182	—	11,859
Exchange adjustments	—	(5)	—	(5)
At 31 December 2019	11,860	4,709	759	17,328
Accumulated depreciation:				
At 1 January 2018	546	218	381	1,145
Charge for the year	821	462	152	1,435
Elimination on disposal	—	(2)	—	(2)
At 31 December 2018 and 1 January 2019	1,367	678	533	2,578
Charge for the year	1,090	652	152	1,894
Elimination on disposal	—	(2)	—	(2)
At 31 December 2019	2,457	1,328	685	4,470
Carrying amount:				
At 31 December 2019	9,403	3,381	74	12,858
At 31 December 2018	816	1,854	226	2,896

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

16. Right-of-use Assets

	2019 HK\$'000
--	------------------

At 31 December:

Right-of-use assets

— Land and buildings

25,205

The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:

	2019 HK\$'000
--	------------------

— Less than 1 year

9,891

— Between 1 and 2 years

9,872

— Between 2 and 5 years

8,002

27,765

For the year ended 31 December:

Depreciation charge of right-of-use assets

— Land and buildings

4,967

Lease interests

312

Expenses related to short-term lease

34

Total cash outflow for leases

4,219

Additions to right-of-use assets

14,616

Modification of right-of-use assets

12,003

The Group leases various land and buildings. Lease agreements are typically made for fixed periods of 3 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants and the leased assets may not be used as security for borrowing purposes.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

17. Investment in an Associate

	2019 HK\$'000	2018 HK\$'000
--	------------------	------------------

Unlisted investments in Singapore:

Share of net assets	—	39,707
---------------------	---	--------

The following table shows the Group's share of the amounts of an immaterial associate that are accounted for using the equity method.

	2019 HK\$'000	2018 HK\$'000
--	------------------	------------------

At 31 December:

Carrying amounts of interests	—	39,707
-------------------------------	---	--------

Year ended 31 December:

Profit from continuing operations	—	1,487
Profit after tax from discontinued operations	—	—
Other comprehensive income	—	—
Total comprehensive income	—	1,487

In May 2019, the Group passed a special resolution with the shareholder of the associate, an independent third party, to voluntarily liquidate the associate, in which the Company held 49% equity interest. Upon completion of the liquidation, it ceased to be an associate of the Company.

For the year ended 31 December 2019, the Group has received approximately of HK\$38,220,000 upon the completion of the liquidation and the remaining balance has been received in January 2020.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

18. Inventories

	2019 HK\$'000	2018 HK\$'000
Finished goods	2,078,632	365,724

19. Loans to Customers

	2019 HK\$'000	2018 HK\$'000
Loans to customers	24,290	20,390
Provision for impairment	(5,390)	(5,390)
	18,900	15,000

There is no movements in the provision for impairment of loans to customers during the years ended 31 December 2018 and 2019.

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for loans to customers. To measure the expected credit losses, loans to customers have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

	Current	Over 360 days past due	Total
At 31 December 2019			
Weighted average expected loss rate	0%	100%	22%
Receivable amount (HK\$'000)	18,900	5,390	24,290
Loss allowance (HK\$'000)	—	5,390	5,390
At 31 December 2018			
Weighted average expected loss rate	0%	100%	26%
Receivable amount (HK\$'000)	15,000	5,390	20,390
Loss allowance (HK\$'000)	—	5,390	5,390

The fixed-rate loans to customers of HK\$24,290,000 (2018: HK\$20,390,000) as at the end of reporting period under the Group's loan financing services operation represent loan advances to three parties, represented 1 employee of the Group and 2 independent third parties (2018: two independent third parties). Save as the loan due from the employee of the Group is unsecured, the remaining loans are secured by personal guarantee. The interest rates for the loans to customers were ranging from 8% to 12% (2018: 8% to 12%) per annum.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

19. Loans to Customers (Continued)

The loans made available to customers depends on management's assessment of credit risk on the customers by evaluation on background check and repayment abilities. The Group determines the allowance of impaired debts based on the evaluation of collectability and aging analysis of accounts and on the management's judgment, including assessment of change of credit quality and the past collection history of each customer. At the end of reporting period, one of the loans had been past due and no collection was probable despite the series of chasing actions conducted by the Group. Accordingly, an allowance had been made for estimated irrecoverable loan of HK\$5,390,000 since the year ended 31 December 2017.

Aging analysis

Aging analysis of loans to customers prepared based on loan commencement or renewal date set out in the relevant contracts, and net of impairment allowances, is as follows:

	2019 HK\$'000	2018 HK\$'000
Less than 1 year	18,900	15,000

20. Trade and Bills Receivables and Interest Receivables

	2019 HK\$'000	2018 HK\$'000
Trade and bills receivables	490,247	598,349
Interest receivables	202	—
Allowance for bad and doubtful debts	—	(3,319)
	490,449	595,030

Trade and bills receivables as at the end of reporting period mainly represent receivables from trading customers and relevant bills issued by banks in relation to the sale of commodities. The majority of the Group's sales are on letter of credit or document against payment. The remaining sales are with average credit period of 5 to 90 days (2018: 5 to 90 days).

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

20. Trade and Bills Receivables and Interest Receivables (Continued)

The aging analysis of trade and bills receivables and interest receivables, based on the invoice or bills due date or interest due date, and net of impairment allowance, is as follows:

	2019 HK\$'000	2018 HK\$'000
Not yet due or within 90 days	487,805	594,746
91–180 days	1,240	284
Over 1 year	1,404	—
	490,449	595,030

The Group has policy of providing allowance for bad and doubtful debts which is based on the evaluation of collectability and aging analysis of accounts and on management's judgment including credit worthiness and past collection history of each debtor.

In determining the recoverability of the trade and bills receivables and interest receivables, the Group considers any changes in the credit quality of the trade and bills receivables and interest receivables from the date credit was initially granted up to the end of the reporting period. Save as the interest receivables due from the loan to a customer as mentioned on note 19 to the consolidated financial statements, the Directors consider that no allowance for bad and doubtful debts is required. No allowance for bad and doubtful debts are provided for trade receivables and bills receivables during the year and at the end of the reporting period.

Reconciliation of loss allowance for trade and bills receivables and interest receivables:

	2019 HK\$'000	2018 HK\$'000
At 1 January	3,319	809
Increase in loss allowance for the year	—	3,319
Amounts recoverable	(1,404)	—
Amounts written off	(1,915)	(809)
	—	3,319

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all trade and bills receivables and interest receivables. To measure the expected credit losses, trade and bills receivables and interest receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

20. Trade and Bills Receivables and Interest Receivables (Continued)

	Current	Over 90 days past due	Over 180 days past due	Over 360 days past due	Total
At 31 December 2019					
Weighted average expected loss rate	0%	0%	0%	0%	0%
Receivable amount (HK\$'000)	487,805	1,240	—	1,404	490,449
Loss allowance (HK\$'000)	—	—	—	—	—
At 31 December 2018					
Weighted average expected loss rate	1%	0%	0%	0%	1%
Receivable amount (HK\$'000)	597,086	—	1,257	6	598,349
Loss allowance (HK\$'000)	3,319	—	—	—	3,319

21. Accounts Receivables

	2019 HK\$'000	2018 HK\$'000
Arising from the business of dealing in futures contracts:		
— Brokers and dealers		
— representing customer balances	973,549	415,984
— representing house balances	9,300	18,191
	982,849	434,175
Arising from financial services provided:		
— Customers	1,466	240
	984,315	434,415

Accounts receivables from brokers and dealers are all current and repayable on demand. No aging analysis is disclosed as in the opinion of Directors, the aging analysis does not give additional value in view of the nature of broking business.

The Group has a policy for determining the allowance for impairment based on the evaluation of collectability and management's judgement, including the creditworthiness, collateral and past collection history of the counter-parties.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

22. Financial Assets at Fair Value through Profit or Loss

	2019 HK\$'000	2018 HK\$'000
Equity securities, at fair value		
Unlisted investment fund in Singapore	—	1,446

Changes in fair values of financial assets at fair value through profit or loss are recorded in other income, gain and loss for the loss of approximately 85,000 (2018: gain of HK\$1,299,000).

23. Prepayments, Deposits and Other Receivables

	2019 HK\$'000	2018 HK\$'000
Trade deposits	7,611	13
Prepayments	63,618	25,044
VAT receivables	93,570	13,976
Deposit and other receivables	25,790	37,412
	190,589	76,445

24. Cash and Bank Balances

	2019 HK\$'000	2018 HK\$'000
Cash at bank		
— General accounts	609,757	193,313
— Restricted deposits	6,477	42,122
— Trust and segregated accounts	197,502	50,935
Cash in hand	5	37
	813,741	286,407

The Group's restricted bank deposits represented deposits for securing banking facilities granted to the Group as set out in note 25 to the consolidated financial statements.

The Group maintains segregated trust accounts with licensed financial institutions and approved bank incorporated outside Hong Kong to hold clients' monies arising from its normal course of business. The Group has classified the clients' monies as bank trust account balances under the current assets section of the statement of financial position and recognised the corresponding accounts payable to respective clients on the ground that it is liable for any loss or misappropriation of the client's monies. The Group is not permitted to use the clients' monies to settle its own obligations.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

25. Trade and Bills Payables

	2019 HK\$'000	2018 HK\$'000
Trade and bills payables	1,293,958	349,815

The bills payables operated in the PRC are secured by the restricted deposits of the Group.

The aging analysis of trade and bills payables, based on the date of receipt of goods, is as follows:

	2019 HK\$'000	2018 HK\$'000
Within 90 days	1,229,148	344,753
90–180 days	64,568	1,280
181–365 days	242	—
Over 1 year	—	3,782
	1,293,958	349,815

26. Trust Receipt Loans

	2019 HK\$'000	2018 HK\$'000
Trust receipt loans — secured	625,266	225,670

The maturity of trust receipt loans is as follows:

	2019 HK\$'000	2018 HK\$'000
Repayable on demand or within 1 year	625,266	225,670

Trust receipt loans at 31 December 2019 and 2018 are secured by:

- (i) guarantee by the beneficial owner of the Group; and
- (ii) deed of charge and assignment.

The average effective interest rate per annum at 31 December 2019 and 2018 is as follows:

	2019	2018
Trust receipt loans	2.21%	3.61%

The trust receipt loans are denominated in US\$ and their carrying values approximate their fair values.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

27. Accounts Payables

	2019 HK\$'000	2018 HK\$'000
Arising from the business of dealing in futures contracts	1,004,574	415,306

Accounts payables arising from business of dealing in futures contracts are margin deposits received from clients for their trading of these contracts. The required margin deposits are repayable upon the closure of the corresponding futures contracts position. The excess of the outstanding amounts over the required margin deposits stipulated are repayable to clients on demand.

28. Contract Liabilities

	As at 31 December 2019 HK\$'000	As at 31 December 2018 HK\$'000	As at 1 January 2018 HK\$'000
Contract liabilities			
— sales of bulk commodities and related products	258,966	31,491	6,138
Transaction prices allocated to performance obligations unsatisfied at end of year and expected to be recognised as revenue in:			
— 2019	—	42,461	
— 2020	147,780	—	
— 2021	112,548	—	
	260,328	42,461	
Year ended 31 December	2019 HK\$'000		2018 HK\$'000

Revenue recognised in the year that was included in contract liabilities at beginning of year

40,212	5,815
---------------	-------

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

28. Contract Liabilities (Continued)

Significant changes in contract liabilities during the year:

	2019 HK\$'000	2018 HK\$'000
Increase due to operations in the year	7,065,964	1,471,022
Transfer of contract liabilities to revenue	<u>(6,837,950)</u>	(1,445,669)

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

29. Lease Liabilities

	Lease payments		Present value of lease payments	
	2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000
Within one year	9,891	N/A	9,024	N/A
In the second to fifth year, inclusive	17,874	N/A	17,241	N/A
	<u>27,765</u>	N/A	<u>26,265</u>	N/A
Less: Future finance charges	<u>(1,500)</u>	N/A		
Present value of lease liabilities	<u>26,265</u>	—		
Less: Amount due for settlement within 12 months (Shown under current liabilities)			<u>(9,024)</u>	—
Amount due for settlement after 12 months			<u>17,241</u>	—

At the end of reporting period, the average effective borrowing rate was ranged from 2.75%–5.00%. Interest rates are fixed at the contract dates and thus expose the Group to fair value interest rate risk.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

30. Share Capital

	Notes	Number of ordinary shares of HK\$0.0025 each ('000)	HK\$'000
Authorised:			
At 1 January 2018, 31 December 2018 and 2019		200,000,000	500,000
Issued and fully paid:			
At 1 January and 31 December 2018		7,894,230	19,736
Issue of new shares on rights issue	(i)	3,947,115	9,868
At 31 December 2019		11,841,345	29,604

Note:

- (i) During the year ended 31 December 2019, a total 3,947,114,877 new ordinary shares of par value of HK\$0.0025 each of the Company were issued under a rights issue at HK\$0.10 per rights share with an aggregate consideration of approximately HK\$394,711,000, of which approximately HK\$9,868,000 was credited to share capital and the remaining balance of approximately HK\$383,984,000 (net of issuing expenses of approximately HK\$859,000) was credited to the share premium account. The rights issue was completed on 13 June 2019. Details of the rights issue are disclosed in the Company's announcements dated 3 May 2019 and 12 June 2019 and the Company's prospectus dated 21 May 2019.

Capital Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No major changes were made in the objectives, policies or processes for managing capital during the two years ended 31 December 2019 and 2018.

The capital structure of the Group consists of debt and equity attributable to owners of the Company, comprising share capital and reserves.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

30. Share Capital (Continued)

Capital Management (Continued)

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total liabilities to total assets. The gearing ratios at 31 December 2019 and 2018 were as follows:

	2019 HK\$'000	2018 HK\$'000
Total liabilities	3,304,627	1,091,908
Total assets	4,618,794	1,817,070
Gearing ratio	72%	60%

31. Equity-settled Share Option Scheme

The Share Option Scheme of the Company (the “**2009 Scheme**”) was adopted by the Company on 29 December 2009.

The purpose of the 2009 Scheme is to encourage the eligible participants to perform their best in achieving the goals of the Group and at the same time allow the participants to enjoy the results of the Company attained through their efforts and contributions and to provide the participants with incentives and help the Company in retaining its existing employees and recruiting additional employees. A stronger business relationship will accordingly be established by the Group with the participants. Eligible participants of the 2009 Scheme include any employee, business associates and trustee.

The 2009 Scheme shall be valid and effective for a period of 10 years commencing from the date of approval of the 2009 Scheme.

The total number of shares which may be issued upon exercise of all options which may be granted under the 2009 Scheme shall not exceed 10% of the total number of shares in issue on 9 May 2016 when the share option limit was refreshed at the annual general meeting. The maximum number of shares issuable under share options to each eligible participant in the 2009 Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at anytime. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

31. Equity-settled Share Option Scheme (Continued)

Any grant of option to a director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive directors. In addition, any share options granted to a substantial shareholder of the Company or an independent non-executive director or any of their respective associates in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of the offer. The share option may be exercised at any time during the option period, which is determinable by the Company's Board of Directors and will not exceed 10 years from the date of grant of the options.

The exercise price of the share options is determinable by the Company's Board of Directors, but may not be less than the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheet on the date of the offer of the share options; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

No share option was granted, exercised, lapsed or cancelled under the 2009 Scheme during the years ended 31 December 2019 and 2018. There were no share options outstanding as at 31 December 2018 and 31 December 2019.

Apart from the 2009 Scheme, during the years ended 31 December 2019 and 2018, no rights were granted to the Directors, chief executives of the Company, or any of their spouses or children under 18 years of age to subscribe for equity or debt securities of the Company.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

32. Reserves

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Company

	Share premium account HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2018	690,231	(116,907)	573,324
Loss for the year	—	(4,750)	(4,750)
At 31 December 2018 and 1 January 2019	690,231	(121,657)	568,574
Loss for the year	—	(5,284)	(5,284)
Issue of new shares (note 30(i))	383,984	—	383,984
At 31 December 2019	1,074,215	(126,941)	947,274

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

32. Reserves (Continued)

(c) Nature and purpose of reserves

(i) Share premium account

The application of the share premium account is governed by Section 40 of the Bermuda Companies Act 1981 (as amended).

(ii) Capital reserve

The capital reserve represents capitalisation of the gain on deemed disposal with equity of certain subsidiaries without loss of control. Such gain was credited to the capital reserve of the Group on consolidation.

(iii) Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 3 to the consolidated financial statements.

33. Transactions with Non-Controlling Interests

On 4 January 2018, the Company has entered into a shareholders agreement with four independent parties to establish an one stop platform for the provision of derivatives financial services to customers in Asia Pacific. According to the shareholders' agreement, the then wholly-owned subsidiary of the Group, BPI Financial Group Limited issued 99,999,999 new shares to subscribers to increase its issued share capital from 1 share of HK\$1 each to 100,000,000 shares where the Company and the four independent parties subscribed for 74,999,999 new shares and 25,000,000 new shares at an issuance price of HK\$1 each respectively. As a result of the new share placement, the Company's interest in BPI Financial Group Limited has decreased from 100% to 75% on 4 January 2018.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

33. Transactions with Non-Controlling Interests (Continued)

Having obtained approval from the Securities and Futures Commission of Hong Kong, the Company transferred its entire interest in Bright Point International Futures Limited, a company holding a licence granted by the Securities and Futures Commission to carry out type 2 (dealing in futures contracts) regulated activities under the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong to provide futures contract brokerage services, to BPI Financial Group Limited on 29 June 2018 at a consideration of HK\$50,000,000. As a result of the transfer, the Company's effective interest in Bright Point International Futures Limited has decreased from 100% to 75% and the transfer was deemed as a disposal of 25% interest in Bright Point International Futures Limited to the non-controlling shareholders of BPI Financial Group Limited.

	2018 HK\$'000
Consideration received from non-controlling interests	25,000
Carrying amount of non-controlling interests increase	<u>22,335</u>
Gain on deemed disposal with equity	<u>2,665</u>

There were no transactions with non-controlling interests in the year ended 31 December 2019.

34. Note to the Consolidated Statement of Cash Flows

(i) Major non-cash transaction

The Company made use of trust receipt loans facilities approximately of HK\$7,931,805,000 (2018: HK\$1,428,512,000) for purchasing the trading commodities in its daily operating activity.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

34. Note to the Consolidated Statement of Cash Flows (Continued)

(ii) Changes in liabilities arising from financing activities

The following shows the Group's changes in liabilities arising from financing activities, including both cash and non-cash changes, during the year:

	Lease liabilities		Trust receipt loans	
	2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000
At beginning of year	3,553	—	225,670	37,796
Changes in cash flows				
— Lease paid	(3,907)	—	—	—
— Repayment of trust receipt loans	—	—	(7,532,209)	(1,240,638)
— Interest paid	(312)	—	(21,982)	(3,410)
Non-cash changes				
— Additions	14,616	—	—	—
— Modification	12,003	—	—	—
— Finance costs	312	—	21,982	3,410
— Proceed from trust receipt loans facilities for purchasing the trading commodities	—	—	7,931,805	1,428,512
At end of year	26,265	—	625,266	225,670

35. Operating Lease Commitments

Leases for office premises are negotiated for terms ranging from 1 to 3 years. At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	2018 HK\$'000
Within one year	3,613
In the second to fifth year, inclusive	19
	<u>3,632</u>

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

36. Statement of Financial Position of the Company

	2019 HK\$'000	2018 HK\$'000
Non-current assets		
Property, plant and equipment	1	2
Right-of-use assets	12,148	—
Investments in subsidiaries	738,392	475,142
Investment in an associate	—	38,220
	750,541	513,364
Current assets		
Amounts due from subsidiaries	216,541	68,773
Prepayments, deposits and other receivables	18,584	2,457
Cash and bank balances	4,174	5,154
	239,299	76,384
Current liabilities		
Accruals and other payables	860	1,438
Lease liabilities	3,887	—
	4,747	1,438
Net current assets	234,552	74,946
Total assets less current liabilities	985,093	588,310
Non-current liabilities		
Lease liabilities	8,215	—
	8,215	—
NET ASSETS	976,878	588,310
Capital and reserves		
Share capital	29,604	19,736
Reserves	947,274	568,574
TOTAL EQUITY	976,878	588,310

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

37. Related Party Transactions

Except for the related party transactions disclosed elsewhere in the consolidated financial statements, the Group has the following material transactions with its related parties as defined in HKAS 24 and/or connected person as defined in the Listing Rules during the year:

	2019 HK\$'000	2018 HK\$'000
Accounts receivable from related party owned by the ultimate controlling shareholder of the Company	150	239
Accounts receivable from related party owned by a close family member of the ultimate controlling shareholder of the Company	398	—
Accounts receivable from related party owned by certain non-controlling interest parties	7	—
Accounts payable to related party owned by the ultimate controlling shareholder of the Company	144,998	51,776
Accounts payable to certain non-controlling interest parties	67,190	68,409
Loan and interest receivable from a non-controlling interest party who is also a director of certain subsidiaries of the Group	4,050	—
Trade receivables from an associate	—	430,244
Trade payables to an associate	—	126,338
Brokerage and commission fee income from related party owned by the ultimate controlling shareholder of the Company	7,546	8,419
Brokerage and commission fee income from related party owned by a close family member of the ultimate controlling shareholder of the Company	879	—
Brokerage and commission fee income from certain non-controlling interest parties	8,836	4,600
Loan interest income from a non-controlling interest party who is also a director of certain subsidiaries of the Group	150	—
Lease payment made to a related party owned by the ultimate controlling shareholder of the Company	639	—
Sales of trading commodities to an associate	—	528,289
Purchase of trading commodities from an associate	—	559,388

As at 31 December 2019, the Group had accounts receivable from related parties and accounts payable due to related parties which was arising from the Group's ordinary course of commodities and futures broking and derivatives dealing. Accounts receivable/payable from/to related parties are set at the same terms as those normally offered to third party clients.

Brokerage income and commission fee was received from related companies in the ordinary course of the Group's business of commodities and futures broking and derivatives dealing. It is inclusive of the brokerage and commission fees paid to the Group's service suppliers, which are the direct members of Singapore Stock Exchange, Nasdaq Futures, ICE Futures US, New York Mercantile Exchange and London Metal Exchange. Commission rates are set at the same level as those normally offered to third party clients.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

38. Particulars of Principal Subsidiaries of the Company

The table below 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 financial position of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

Particulars of the principal subsidiaries as at 31 December 2019 and 2018 are as follows:

Name of the subsidiary	Place of incorporation/ registration/ operation	Issued and paid-up share capital/ registered capital	Percentage of equity interest attributable to the Group		Principal activities
			2019	2018	
Swift Win Holdings Limited	BVI	US\$1	100%	100%	Investment holding
BPI Financial Group Limited	Hong Kong	HK\$139,000,000 (2018: HK\$100,000,000)	75%	75%	Investment holding
BPI Futures (HK) Holdings Limited	Hong Kong	HK\$60,000,000	75%	75%	Investment holding
Asia Develop Limited	Hong Kong	HK\$1	100%	100%	Loan financing services
King Topwell International Limited	Hong Kong	HK\$1	100%	100%	Distribution and trading
Bright Point International Holdings Group Limited	Hong Kong	HK\$1	100%	100%	Business not yet commenced
Bright Point International Securities Limited	Hong Kong	HK\$16,000,000 (2018: HK\$15,000,000)	100%	100%	Provision of securities brokerage services
Bright Point International Futures Limited	Hong Kong	HK\$57,800,000 (2018: HK\$50,000,000)	75%	75%	Provision of futures contract brokerage services
Bright Point International Asset Management Limited	Hong Kong	HK\$1	100%	100%	Business not yet commenced
Bright Point Trading Pte. Ltd.	Singapore	US\$80,000,000 (2018: US\$50,000,000)	100%	100%	Distribution and trading

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

38. Particulars of Principal Subsidiaries of the Company (Continued)

Name of the subsidiary	Place of incorporation/ registration/ operation	Issued and paid-up share capital/ registered capital	Percentage of equity interest attributable to the Group		Principal activities
			2019	2018	
Bright Point International Futures (SG) Pte. Ltd.	Singapore	US\$1,000,000	75%	75%	Provision of financial brokerage services
BPI Trading (SG) Pte. Ltd.	Singapore	US\$1,538,000 (2018: US\$1)	75%	75%	Distribution and trading
BPI Futures (SG) Holdings Pte. Ltd.	Singapore	US\$1,000,000 (2018: US\$1)	75%	75%	Investment holding
BPI Trading (SG) Holdings Pte. Ltd.	Singapore	US\$1,538,000 (2018: US\$1)	75%	75%	Investment holding
BPI Financial (SG) Holdings Pte. Ltd.	Singapore	US\$1,789,229 (2018: US\$1)	75%	75%	Investment holding
Bright Point International Financial (SG) Pte. Ltd.	Singapore	US\$1,789,229	75%	75%	Provision of financial brokerage services and structured trade services
Jingdian (Shanghai) Trading Co., Ltd. (Note a)	PRC	RMB10,000,000	100%	100%	Distribution and trading
BPI (China) Holdings Limited	Hong Kong	HK\$1	75%	75%	Investment holding
Theme International Trading SPC (Note b)	Cayman Islands	US\$5,247,327	37%	N/A	Derivative trading and market making

(Note a) Jingdian (Shanghai) Trading Co., Ltd. is a wholly-owned foreign enterprise established in the PRC.

(Note b) Although the Group owns less than 50% of the equity interest in Theme International Trading SPC, Theme International Trading SPC is treated as a subsidiary because the Group is able to control the relevant activities of Theme International Trading SPC as a result of the shareholders' agreement between the Group and other shareholders of Theme International Trading SPC.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

39. Capital Commitment

Details of the Group's capital commitment in respect of an investment in joint venture are as follows:

	2019 HK\$'000
Capital expenditure contracted but not provided for in the financial statements in respect of unpaid balance of capital contributions to a joint venture	50,336

During reporting period, the Company has incepted for a 15% investment in a joint venture named 天津東銘融資租賃有限公司 (the "JV") which has been incorporated in the People's Republic of China at the registered capital of Renminbi 300 million (equivalent to approximately of HK\$335.6 million) on 11 November 2019 for a period of thirty years. The JV will be engaging in finance leasing business.

40. Approval of Financial Statements

The financial statements were approved and authorised for issue by the Board of Directors on 27 March 2020.

Five-Year Financial Summary

Results

	For the years ended 31 December				
	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000	2015 HK\$'000
Revenue	11,280,616	4,330,171	5,389,307	1,581,947	55,044
Profit/(Loss) before taxation	223,194	84,134	27,004	(25,556)	(23,376)
Income tax	(40,284)	(16,997)	(5,655)	(381)	(7)
Profit/(Loss) for the year attributable to owners of the Company	182,910	67,137	21,349	(25,937)	(23,383)

Assets and Liabilities

	As at 31 December				
	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000	2015 HK\$'000
Total assets	4,618,794	1,817,070	961,479	664,462	207,680
Total liabilities	(3,304,627)	(1,091,908)	(344,047)	(462,230)	(126,271)
Net assets/(liabilities)	1,314,167	725,162	617,432	202,232	81,409