



香港金融集團

HONG KONG FINANCE INVESTMENT HOLDING GROUP LIMITED

香港金融投資控股集團有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 7)

2019
ANNUAL
REPORT
年報

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Corporate Information

公司資料

HONORARY CHAIRMAN AND SENIOR CONSULTANT

Dr. HATOYAMA Yukio
Mr. FU Chenyu
Mr. Lalaharisaina Joelivalerien

BOARD OF DIRECTORS

Executive Directors:

Dr. HUI Chi Ming G.B.S., J.P. (*Chairman*)
Mr. BUSH Neil (*Deputy Chairman*)
Dr. CHUI Say Hoe (*Managing Director*)
Mr. REN Qian
Mr. XU Jun Jia
Mr. CAO Yu
Mr. LAM Kwok Hing M.H., J.P.
Mr. NAM Kwok Lun

Independent Non-Executive Directors:

Mr. NGAN Kam Biu Stanford
Mr. CHAN Tsang Mo (appointed on 25 February 2019)
Mr. MA Kin Ling (appointed on 10 May 2019)
Mr. TAM Chak Chi (appointed on 19 August 2019)
Mr. CHEN Wei-Ming Eric (resigned on 25 February 2019)
Mr. YIM Kai Pung (resigned on 10 May 2019)
Mr. NG Chi Kin David (resigned on 19 August 2019)

AUDIT COMMITTEE

Mr. TAM Chak Chi (*Chairman*)
(appointed on 19 August 2019)
Mr. NG Chi Kin David (resigned on 19 August 2019)
Mr. YIM Kai Pung (resigned on 10 May 2019)
Mr. MA Kin Ling (appointed on 10 May 2019)
Mr. NGAN Kam Biu Stanford

榮譽主席及高級顧問

鳩山由紀夫博士
傅成玉先生
拉拉裡塞納•喬裡•瓦雷連先生

董事會

執行董事:

許智銘博士 G.B.S., J.P. (*主席*)
尼爾•布什先生 (*副主席*)
徐世和博士 (*董事總經理*)
任前先生
許峻嘉先生
曹宇先生
藍國慶先生 M.H., J.P.
藍國倫先生

獨立非執行董事:

顏錦彪先生
陳增武先生 (於二零一九年二月二十五日獲委任)
馬健凌先生 (於二零一九年五月十日獲委任)
譚澤之先生 (於二零一九年八月十九日獲委任)
陳偉明先生 (於二零一九年二月二十五日辭任)
嚴繼鵬先生 (於二零一九年五月十日辭任)
伍志堅先生 (於二零一九年八月十九日辭任)

審核委員會

譚澤之先生 (*主席*)
(於二零一九年八月十九日獲委任)
伍志堅先生 (於二零一九年八月十九日辭任)
嚴繼鵬先生 (於二零一九年五月十日辭任)
馬健凌先生 (於二零一九年五月十日獲委任)
顏錦彪先生

Corporate Information

公司資料

NOMINATION COMMITTEE

Dr. HUI Chi Ming G.B.S., J.P. (*Chairman*)
Mr. MA Kin Ling (appointed on 10 May 2019)
Mr. TAM Chak Chi (appointed on 19 August 2019)
Mr. YIM Kai Pung (resigned on 10 May 2019)
Mr. NG Chi Kin David (resigned on 19 August 2019)

REMUNERATION COMMITTEE

Mr. MA Kin Ling (*Chairman*)
(appointed on 10 May 2019)
Mr. YIM Kai Pung (*Chairman*) (resigned on 10 May 2019)
Dr. CHUI Say Hoe
Mr. NG Chi Kin David (resigned on 19 August 2019)
Mr. TAM Chak Chi (appointed on 19 August 2019)

COMPANY SECRETARY

Mr. FU Wing Kwok Ewing

AUTHORISED REPRESENTATIVES

Dr. CHUI Say Hoe
Mr. FU Wing Kwok Ewing

RESIDENT REPRESENTATIVE AND ASSISTANT SECRETARY

Estera Services (Bermuda) Limited

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

提名委員會

許智銘博士 G.B.S., J.P. (主席)
馬健凌先生 (於二零一九年五月十日獲委任)
譚澤之先生 (於二零一九年八月十九日獲委任)
嚴繼鵬先生 (於二零一九年五月十日辭任)
伍志堅先生 (於二零一九年八月十九日辭任)

薪酬委員會

馬健凌先生 (主席)
(於二零一九年五月十日獲委任)
嚴繼鵬先生 (主席) (於二零一九年五月十日辭任)
徐世和博士
伍志堅先生 (於二零一九年八月十九日辭任)
譚澤之先生 (於二零一九年八月十九日獲委任)

公司秘書

傅榮國先生

授權代表

徐世和博士
傅榮國先生

駐百慕達代表及助理秘書

Estera Services (Bermuda) Limited

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Corporate Information 公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Units 1910-12, 19th Floor
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan, Hong Kong

總辦事處及主要營業地點

香港上環
干諾道中168-200號
信德中心
招商局大廈
19樓1910-12室

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Estera Management (Bermuda) Limited
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

主要股份登記及過戶處

Estera Management (Bermuda) Limited
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Standard Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份登記及過戶分處

卓佳標準有限公司
香港
皇后大道東183號
合和中心22樓

PRINCIPAL BANKERS

Agricultural bank of China
Bank of Communications (Hong Kong) Limited
China Citic Bank International Limited
Chong Hing Bank Limited
Dah Sing Bank
Hang Seng Bank Limited
United Overseas Bank Limited
Wing Hang Bank Limited

主要往來銀行

中國農業銀行
交通銀行(香港)有限公司
中信銀行國際有限公司
創興銀行有限公司
大新銀行
恒生銀行有限公司
大華銀行有限公司
永亨銀行有限公司

Corporate Information

公司資料

SOLICITORS

Sidley Austin Brown & Wood International Law Firm

AUDITOR

Elite Partners CPA Limited
Certified Public Accountants

STOCK CODE

7

CONTACTS

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律師

盛德律師事務所

核數師

開元信德會計師事務所有限公司
執業會計師

股份代號

7

聯絡

電話：(852) 2587 7007
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Chairman's Statement 主席報告

I would like to present to the shareholders the audited consolidated results of Hong Kong Finance Investment Holding Group Limited (the "Company") together with its subsidiaries (the "Group") for the year ended 31 December 2019.

We are pleased to see that, despite the unstable global economy and the downturn of the Chinese economy due to multiple factors, in particular the Sino-US trade friction, the Group's property development segment posted a strong segment profit growth during the year. However, changes in the macro environment created a sluggish business climate and dampened market sentiment, adding uncertainties to the Group.

In 2020, the Group commenced a new page in diversifying the Group's business. On 17 April 2020, the Group entered into an exclusive operating agreement (the "Agreement") with the Kikori District Development Authority of Papua New Guinea (the "District Authority"). Pursuant to the Agreement, the District Authority has granted an exclusive operating right to HKFB for conducting continuous and effective sand mining and export business in the waters and rivers of the Kikori Delta in the Gulf of Papua (the "Kikori Delta"). The Company considers that the exclusive operating rights for conducting continuous and effective sand mining and export business and port and terminal facility construction and operation in the Kikori Delta shall place HKFB at an immensely more advantageous position for developing such business.

Looking forward, the Group will continue to explore other business opportunities to diversify and enhance its product range in order to capture new opportunities. We believe that the Group will achieve better results and hence optimize return for shareholders.

I would like to express my gratitude to all shareholders, customers, suppliers and business partners for supporting the Group over the years and contributing to the Group's healthy development. In appreciation of your support, we will remain committed to moving our business forward to achieve even greater success in the future.

For and on behalf of the Board

Dr. Hui Chi Ming, G.B.S., J.P.

Chairman

13 May 2020

本人謹向股東公佈香港金融投資控股集團有限公司（「本公司」）連同其附屬公司（「本集團」）截至二零一九年十二月三十一日止年度之經審核綜合業績。

我們欣喜看到，儘管全球經濟不穩定及中國經濟受多重因素影響（尤其是中美貿易摩擦）而下滑，年內本集團物業開發分類仍錄得強勁分類利潤增長。然而，宏觀環境變化造成商業氣氛低迷及市場情緒受挫，為本集團帶來不明朗因素。

二零二零年，本集團開啟了業務多元化之新篇章。於二零二零年四月十七日，本集團與巴布亞新畿內亞基科里區發展局(Kikori District Development Authority of Papua New Guinea)（「地區當局」）訂立獨家經營協議（「該協議」）。根據該協議，地區當局已授予香港金控商業獨家於巴布亞灣基科里三角洲（「基科里三角洲」）之海域及河流持續有效進行沙石開採及出口業務經營權。本公司認為於基科里三角洲持續有效進行沙石開採及出口業務和港口碼頭設施建設及經營之獨家經營權將使香港金控商業處於更為有利之地位以發展有關業務。

展望未來，本集團將繼續開拓其他商機，多元化發展及擴大其產品範圍，以把握新機遇。我們相信，本集團將取得更佳業績，從而為股東帶來最豐厚回報。

本人謹此向多年來支持本集團並為本集團健康發展作出貢獻之全體股東、客戶、供應商及業務夥伴致謝。為感謝閣下支持，我們將繼續推動業務發展，於日後取得更大成功。

代表董事會

許智銘博士 G.B.S., J.P.

主席

二零二零年五月十三日

Management Discussion and Analysis

管理層討論與分析

RESULTS

For the year ended 31 December 2019, the Group's revenue amounted to approximately HK\$538.0 million, compared to approximately HK\$942.5 million for 2018, representing a decrease of approximately HK\$404.5 million. The decrease was mainly attributable to the decrease in the sales of electronic products during the year.

The profit attributable to the owners of the Company substantially increased to HK\$677.7 million, an increase of HK\$517.7 million from the profit of HK\$160.0 million recorded for the year ended 31 December 2018. The increase was primarily due to the increase of the fair value of investment properties of approximately HK\$1,011.7 million (2018: HK\$289.0 million).

BUSINESS REVIEW

Investment property

Zhanjiang

The Group owns the land use rights of five land parcels located in Donghai Dao, Zhanjiang Economic and Technological Development Zone, Zhanjiang City, Guangdong Province, the People's Republic of China ("PRC") with total site area and total planned gross floor area of approximately 266,000 sq.m. and 1.3 million sq.m. respectively (the "Smart City Project"). The lands are divided into two portions: the portion held for sale (non-commercial portion) and the portion held for investment purpose (including the commercial portion and the car parking spaces).

業績

截至二零一九年十二月三十一日止年度，本集團之收益約為538,000,000港元，而二零一八年則約為942,500,000港元，減少約404,500,000港元。該減少乃主要歸因於年內電子產品銷售減少。

本公司擁有人應佔溢利大幅增加至677,700,000港元，較截至二零一八年十二月三十一日止年度錄得之溢利160,000,000港元增加517,700,000港元。該增加乃主要由於投資物業之公平值增加約1,011,700,000港元（二零一八年：289,000,000港元）所致。

業務回顧

投資物業

湛江

本集團擁有位於中華人民共和國（「中國」）廣東省湛江市湛江經濟技術開發區東海島之五幅土地之土地使用權，而該等土地之總佔地面積及規劃總建築面積分別為約266,000平方米及1,300,000平方米（「智慧城市項目」）。該等土地分為兩個部分：持作出售部分（非商業部分）及持作投資部分（包括商業部分及車位）。

Management Discussion and Analysis

管理層討論與分析

According to the valuation report issued by a recognised valuer at the end of the year, the gross development value and the value of the lands of the Smart City Project were approximately RMB10.9 billion and RMB5 billion respectively. The lands of the Smart City Project had been valued approximately RMB1.9 billion higher than the value of the lands of the Smart City Project at 31 December 2018. The portion of lands at approximately RMB3.4 billion will be used for residential purpose which are classified as properties for sale and another portion of lands at approximately RMB1.6 billion will be used for commercial building development purpose which are classified as investment properties in the consolidated statement of financial position as at 31 December 2019. Therefore, the fair value gain of approximately RMB931 million of the investment properties were recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2019.

With the commencement of the operation/construction of large-scaled projects in Donghai Dao such as the steel industrial projects, refinery and petrochemical projects, Donghai hospital project, Donghai secondary school project etc., it is expected that there are great demands for quality residential property. BASF had also commenced its construction of fine chemical industry base in Donghai Dao, with a total investment of US\$10 billion. BASF's chemical industry base plan has a very positive impact on the Group's property development project in Zhanjiang.

根據認可估值師於年末出具之估值報告，智慧城市項目該等土地之總開發價值及土地價值分別約為人民幣109億元及人民幣50億元。於二零一八年十二月三十一日，智慧城市項目該等土地之估值約為人民幣19億元，高於智慧城市項目該等土地之價值。該等土地的一部分約人民幣34億元將用作住宅用途，並分類為待售物業，及該等土地的另一部分約人民幣16億元將用作商業樓宇開發用途，並於二零一九年十二月三十一日之綜合財務狀況表內分類為投資物業。因此，投資物業之公平值收益約人民幣931,000,000元已於截至二零一九年十二月三十一日止年度之綜合損益及其他全面收益表內確認。

隨著東海島大型項目（如鋼鐵工業項目、精煉及石化項目、東海醫院項目、東海中學項目等）開始營運／施工，預期對優質住宅物業之需求龐大。德國巴斯夫亦已開始在東海島建設一個精細化工基地，投資總額達100億美元。該巴斯夫的化工基地計劃對本集團在湛江的地產發展項目有非常積極正面的影響。

Management Discussion and Analysis

管理層討論與分析

The Lands are located at the central business district of Donghai Dao, being a part of Zhanjiang Economic and Technological Development Zone (“ZETDZ”) established in 1984 with the approval of the State Council and combined with Zhanjiang Donghai Dao Economic Development Test Zone in 2009 with a total area of 469 square kilometer. ZETDZ comprises three zones, including the established zone located in the center of Zhanjiang City and the industrial zone and the tourist zone of Donghai Dao. According to “Zhanjiang City Master Plan (2011-2020)” approved by the State Council in June 2017, Donghai Dao is one of the seven key strategic development areas of Zhanjiang City. Donghai Dao is aiming to develop into a modern city favourable for industrial, commercial as well as residential with six major functional areas, namely steel industry zone, petrochemical zone, hi-tech industrial zone, modern manufacturing zone, central business district and tourism and leisure zone. Central business district, being one of the major functional areas, is located at the center of Donghai Dao and an aggregate of 500 acres of land of which has been planned for hotel, residential and commercial integrated projects.

Beijing

The rental income of leasing the property covers an area of approximately 16,300 sq.m. at the Rong Ning Yuan Community of No. 60 Guang An Men Nan Jie, Xicheng District, Beijing, the PRC. The rental income recorded by this Beijing property was approximately HK\$9.0 million (2018: HK\$20 million) for the year ended 31 December 2019.

該等土地位於東海島之中心商業區，而東海島為經國務院批准於一九八四年成立之湛江經濟技術開發區（「湛江經濟技術開發區」）之其中一部份，並於二零零九年與湛江東海島經濟開發試驗區合併，總面積為469平方公里。湛江經濟技術開發區由三個片區組成，包括位於湛江市中心之老城區以及東海島工業區及旅遊區。根據國務院於二零一七年六月批准之「湛江市城市總體規劃(2011-2020)」，東海島為湛江市七個主要戰略性開發區之一。東海島旨在開發為有利於工業、商業及住宅之現代化城市，具備六個主要功能區，即鋼鐵工業區、石化區、高新技術工業區、現代化製造區、中心商業區以及旅遊和休閒區。中心商業區為其中一個主要功能區，位於東海島中心，其合共500英畝之土地已規劃開發為酒店、住宅及商業一體化項目。

北京

租賃物業的租金收入包括面積約為16,300平方米，地點為中國北京市西城區廣安門南街60號榮寧園小區內。該北京物業於截至二零一九年十二月三十一日止年度錄得的租金收入約為9,000,000港元（二零一八年：20,000,000港元）。

Management Discussion and Analysis

管理層討論與分析

Financial Business

The revenue of financial business of the Group generated from securities, futures and options broking business, underwriting commission, advisory for financial management business and interest income from securities margin loan portfolio. The performance during the past year suffered loss mainly attributing to the risk aversion of investor in the extreme volatile and uncertain trading environment. In the fiscal 2019, the market experienced wide trading range of about 5,000 points. The investors remained highly sensitive to the development of social unrest in Hong Kong, the interest rate trend, and the Sino-America trade negotiation and confrontation. In the second half, the market witnessed some monetary easing policies in both China and USA. The global equity markets started to rebound in early December on the news of reaching a partial agreement on the Sino-USA trade deal. Hang Sang Index rebound headed upward across the year end. Nonetheless, the market was soon overshadowed by the worries of global economic slowdown on the widespreading of the coronavirus outside China especially in Korea, Iran and Italy and the sudden outbreak of oil price war. Dow Jones slid more than 20% points in few days triggering panic sell off in Asia and Europe in the end of February of 2020. Despite the surprised emergency Fed cut of interest rate by half percentage and 1% consecutively coupled with massive US\$700 billion quantitative easing program in early March, the investors remained bearish and liquidation of assets was decisive. Both equity and economic outlook look gloomy in period ahead.

Trading Business

The Group owns 60% interest in Shenzhen Qianhai Jiameijing Industrial Company Limited (深圳市前海嘉美靜實業有限公司) which principally engages in the business of trading, importing and exporting of electronic products. The trading business recorded revenue of approximately HK\$508.8 million (2018: HK\$896.1 million).

金融業務

本集團金融業務的收益產生於證券、期貨及期權經紀業務、包銷佣金、財務管理業務諮詢及證券保證金貸款組合的利息收入。去年錄得虧損主要歸因於投資者在極其動盪及不明朗的貿易環境下規避風險。於二零一九財年，市場經歷約5,000點的重大波幅。投資者仍對香港社會動盪發展、利率走勢、中美貿易磋商及衝突高度敏感。下半年，中美兩國推行若干貨幣寬鬆政策。於中美達成部分貿易協定後，全球股市於十二月初開始回升，而恒生指數於年底反彈。然而，中國境外（尤其韓國、伊朗及意大利）暴發新型冠狀病毒及突發原油價格戰，市場不久被全球經濟放緩的憂慮籠罩。於二零二零年二月底，道瓊斯指數於數日內下跌逾20%，引發亞歐市場出現恐慌性拋售。儘管三月初美聯儲意外緊急降息50個基點並再度緊急降息100個基點，且加推7,000億美元的大規模量化寬鬆計劃，投資者仍對市場持悲觀態度並果斷進行資產變現。股市及經濟前景於未來一段時間內不容樂觀。

貿易業務

本集團於深圳市前海嘉美靜實業有限公司擁有60%權益，該公司主要從事貿易以及電子產品進出口業務。貿易業務錄得收益約508,800,000港元（二零一八年：896,100,000港元）。

Management Discussion and Analysis

管理層討論與分析

Oil and gas and mineral mining business

The Group owns 100% of the exploration, exploitation and operation rights as well as the profit sharing right of Madagascar Oilfield Block 2101 which is an onshore site with total area of 10,400 square kilometers in the northern part of Madagascar. Pursuant to the exploration, exploitation and oil and gas production sharing contract and depending on the rate of liquid petroleum production of Madagascar Oilfield Block 2101, the Group will share the remaining petroleum profit after government royalty and recovery of petroleum costs according to the sharing ratios in the range of 40% to 72.5% as set out in the profit sharing right.

The Group owns 65% interest in the rights granted under the Licence 253 in respect of Kenya Mine 253, an area of approximately 1,056 square kilometers situated in Kitui District Eastern Province, Kenya, and the Licence 341 in respect of Kenya Mine 341, an area of approximately 417 square kilometers situated in Nandi County, Kenya. Pursuant to the Licence 253 and relevant provisions of the Mining Act of Kenya, the Group is authorized to prospect, explore and mine industrial minerals (including but not limited to copper) in Kenya Mine 253. The Group was also granted the Licence 341 for prospecting and exploration of gold, iron ore and non-precious minerals in Kenya Mine 341.

油氣及採礦業務

本集團全資擁有馬國2101油田勘探開採經營權及約定分成權益。馬國2101油田位於馬達加斯加境內北部陸上，總面積為10,400平方公里。根據勘探開採和油氣產品生產分成合約及視乎馬國2101油田之液化石油產量，本集團將按約定分成權益所載分成比例（介乎40%至72.5%）分享扣除政府徵稅及鑽取石油成本後之餘下石油溢利。

本集團於肯尼亞第253號礦場相關第253號許可證及肯尼亞第341號礦場相關第341號許可證項下所授出權利中擁有65%權益。肯尼亞第253號礦場佔地約1,056平方公里，位於肯尼亞東部省庫裡亞地區(Kitui District Eastern Province)，而肯尼亞第341號礦場佔地約417平方公里，位於肯尼亞Nandi County。根據第253號許可證及肯尼亞採礦法令相關條文，本集團獲授權於肯尼亞第253號礦場勘探及開採工業礦物，包括但不限於銅。本集團亦獲授第341號許可證，可於肯尼亞第341號礦場勘探黃金、鐵礦及非貴重礦物。

Management Discussion and Analysis

管理層討論與分析

PROSPECT

2020 is a year of challenge for the property industry in China. At the beginning of 2020, following the epidemic outbreak of Coronavirus Disease 2019 (the "COVID-19 outbreak") spread from Wuhan, the whole country has united together to fight against the epidemic. The Group has responded quickly with comprehensive arrangements and collaborated with regional offices, subsidiaries and joint ventures, to stand in the frontline of epidemic prevention and control. However, the industry would also be exposed to a new opportunity of transformation and upgrade into a modern industry in pursuit of high-quality property development. The Company believes it will enjoy more development opportunities after such a challenging time. The Group will continue to expand its business into property development and investment alongside its existing trading, energy-related and financial services businesses. Especially, the new property development business in Maoming, China. It will be the growth factor of the Group in the years to come. The Group's enlarging and strengthening property development business will benefit the Company's future business development beyond the energy-related sector and is in the best interests of the Company and the Shareholders as a whole.

FINANCIAL REVIEW

Revenue

During the financial year, the total revenue for the Group was approximately HK\$538.0 million, representing a decrease of approximately HK\$404.5 million as compared with HK\$942.5 million in 2018. This was mainly due to the decrease in sale of electronic products during the year.

前景

二零二零年是中國房地產行業面臨挑戰的一年。於二零二零年初，二零一九新型冠狀病毒肺炎疫情（「COVID-19疫情」）自武漢開始蔓延後，全國上下齊心協力抗擊該疫情。本集團迅速採取應對措施，作出全面安排並與地區辦事處、附屬公司及合營企業合作，站在疫情防控第一線。然而，該行業亦面臨轉型及升級至追求優質物業開發的現代產業的新機遇。本公司相信，於度過該艱難時期後，其將享有更多發展機遇。本集團將繼續尋求於現有貿易、能源相關及金融服務業務基礎上拓展其業務至物業開發及投資。尤其是中國茂名市的新物業開發業務。該業務將成為本集團未來的盈利增長點。本集團不斷擴大及加強的物業開發業務，將有利於本公司日後將業務發展至能源相關行業以外的行業，並符合本公司及股東的整體最佳利益。

財務回顧

收益

於財政年度內，本集團之總收益為約538,000,000港元，較二零一八年942,500,000港元減少約404,500,000港元。此乃主要由於年內電子產品銷售減少所致。

Management Discussion and Analysis

管理層討論與分析

Administration expenses

Administrative expenses decreased to approximately HK\$63.9 million in 2019 from approximately HK\$65.7 million in 2018, representing a year-on-year decrease of 2.7%.

EVENTS AFTER REPORTING DATE

On 8 March 2020, the Group conditionally agreed to acquire 100% of the issued share capital of Dongguan Sanhe Industrial Investment Limited (the “Target Company”) and its subsidiary (the “Target Group”) at the total consideration of RMB1.0 billion, which will be satisfied as to (i) RMB330 million by cash; and (ii) RMB670 million by the issue and allotment of the new shares of the Company (the “Consideration Shares”) at the issue price of HK\$0.85 per Consideration Share by the Company to the vendors.

The Target Group is principally engaged in industrial investment, property investment and real estate investment. The Target Company owns the land use rights of three parcels of land (the “Lands”) for villa use granted on a term expiring in August 2068.

The Lands are located in Shuidong Development Zone, Maogang District, Maoming City, the PRC (中國茂名市茂港區水東開發區) with a total site area and total planned gross floor area of approximately 166,000 sq.m. and 414,000 sq.m. respectively. The Lands are expected to be developed for high-end sea-view villa and serviced apartments project.

行政費用

行政費用由二零一八年之約65,700,000港元減至二零一九年之約63,900,000港元，按年減少2.7%。

報告日期後事項

於二零二零年三月八日，本集團有條件同意收購東莞市三禾實業投資有限公司（「目標公司」）及其附屬公司（「目標集團」）之全部已發行股本，總代價為人民幣10億元，其中(i)人民幣330,000,000元將以現金支付；及(ii)人民幣670,000,000元將透過由本公司向賣方發行及配發本公司新股份（「代價股份」）支付，發行價為每股代價股份0.85港元。

目標集團主要從事實業投資、物業投資及房地產投資。目標公司擁有三幅土地（「該等土地」）之土地使用權，以供別墅用途，獲授之年限於二零六八年八月屆滿。

該等土地位於中國茂名市茂港區水東開發區，總地盤面積及總規劃建築面積分別約為166,000平方米及414,000平方米。預期該等土地將開發作高檔海景別墅及服務式住宅項目。

Management Discussion and Analysis

管理層討論與分析

LIQUIDITY, FINANCIAL RESOURCES AND FUNDING

As at 31 December 2019, the Group's cash and cash equivalents (excluding the restricted cash) were approximately HK\$20.7 million (2018: approximately HK\$41.2 million).

The net current assets of the Group were HK\$1.5 billion (2018: HK\$1.8 billion), which consisted of current assets of HK\$2.1 billion (2018: HK\$2.3 billion) and current liabilities of approximately HK\$568.5 million (2018: HK\$483.3 million), representing a current ratio of 3.70 (2018: 4.76).

The Group manages its capital structure to finance its overall operation and growth by using different sources of funds. As at 31 December 2019, the Group's other borrowings and corporate bonds amounted to approximately HK\$334,531,000 (2018: HK\$340,090,000).

The gearing ratio of the Group as at 31 December 2019 (defined as total interest-bearing liabilities divided by the Group's total equity) was 0.09 (2018: 0.11).

CORPORATE BONDS

In 2019, the Group has issued corporate bonds in an aggregate principal amount of HK\$8 million and as at 31 December 2019, the accumulated principal amount of corporate bonds was HK\$29 million bearing interest rate of 7% per annum with maturity between 2021 to 2025. Such bonds are subsequently measured at amortised cost using effective interest method. Imputed interest of approximately HK\$2,061,000 was recognised in the profit or loss during the year (2018: HK\$1,718,000). The issuance of the corporate bonds will not result in any dilution on the shareholding of the existing shareholders of the Group.

流動資金、財務資源及資金

於二零一九年十二月三十一日，本集團之現金及現金等價物（不包括受限制現金）為約20,700,000港元（二零一八年：約41,200,000港元）。

本集團之流動資產淨值為15億港元（二零一八年：18億港元），包括流動資產21億港元（二零一八年：23億港元）及流動負債約568,500,000港元（二零一八年：483,300,000港元），流動比率為3.70（二零一八年：4.76）。

本集團利用不同之資金來源管理其資本架構，以為其整體營運及增長撥付資金。於二零一九年十二月三十一日，本集團之其他借貸及公司債券為約334,531,000港元（二零一八年：340,090,000港元）。

於二零一九年十二月三十一日，本集團之資本負債比率（界定為計息負債總額除以本集團之權益總額）為0.09（二零一八年：0.11）。

公司債券

於二零一九年，本集團已發行本金總額8,000,000港元之公司債券，及於二零一九年十二月三十一日，公司債券之累計本金額為29,000,000港元，其按年利率7%計息，到期日介乎二零二一年至二零二五年不等。有關債券隨後使用實際利率法按攤銷成本計量。年內估算利息約2,061,000港元於損益確認（二零一八年：1,718,000港元）。發行公司債券將不會對本集團現有股東所持股權造成任何攤薄影響。

Management Discussion and Analysis

管理層討論與分析

EXCHANGE RATE RISK

The Group undertakes certain operating transactions in foreign currencies, which expose the Group to foreign currency risk, mainly to the risk of fluctuations in the Hong Kong dollar and U.S. dollar against RMB. We have not used any derivative contracts to hedge against its exposure to currency risk. The management manages the currency risk by closely monitoring the movement of the foreign currency rates and considering hedging significant foreign currency exposure should such need arise.

FINANCE COSTS

The Group's finance costs consisted mainly of interest expenses on corporate bonds, borrowings, amounts due to directors and lease liabilities. The aggregate amount of interest incurred was approximately HK\$30.6 million (2018: HK\$30.2 million) for the year.

CONTINGENT LIABILITIES

The Company has given guarantee to bank in respect of the securities margin financing facilities granted to subsidiary. As at 31 December 2019, no such facilities were utilised by the subsidiary to facilitate daily operation (2018: nil).

匯率風險

本集團以外幣進行若干業務交易，導致本集團須面對主要來自港元及美元兌人民幣之匯率波動風險。本集團並無使用任何衍生合約對沖其外匯風險。管理層密切監察匯率走勢以管理外匯風險，並於有需要時考慮對沖重大外匯風險。

財務費用

本集團之財務費用主要包括公司債券、借貸、應付董事款項及租賃負債之利息開支。年內產生之利息總額為約30,600,000港元（二零一八年：30,200,000港元）。

或然負債

本公司已就授予附屬公司之證券保證金融資額度向銀行提供擔保。於二零一九年十二月三十一日，附屬公司並無動用有關額度作日常營運（二零一八年：無）。

Management Discussion and Analysis

管理層討論與分析

CHARGE ON ASSETS

In 2019, the term loan of HK\$250 million were secured by (i) the guarantee from Guangdong Gangyue Financial Holdings Real Estate Development Company Limited (廣東港粵金控房地產開發有限公司); (ii) the personal guarantee from the Guarantor (Dr. Hui Chi Ming) and Beijing Yinghe Property Development Limited (北京盈和房地產綜合開發有限公司) respectively; and (iii) the charge/pledge to be granted by several subsidiaries of the Company.

On the other hand, the Group held banking facilities from various banks as at 31 December 2019. The Group's banking facilities were secured by guarantees given by the Group's bank deposits and the Company. As at 31 December 2019, bank deposits amounting to approximately HK\$5.3 million (31 December 2018: HK\$5.3 million) were pledged to secure banking facilities granted to a subsidiary.

PURSUANT TO RULE 13.18 OF THE LISTING RULES

The Company obtained a term loan facility in an aggregate amount of HK\$250,000,000 for a term of 36 months in 2017. Pursuant to the terms of the facility agreement, the occurrence of change of control event constitutes an event of default which the lender may cancel the facility.

資產抵押

於二零一九年，250,000,000港元定期貸款乃以(i)廣東港粵金控房地產開發有限公司之擔保；(ii)擔保人(許智銘博士)及北京盈和房地產綜合開發有限公司各自之個人擔保；及(iii)本公司若干附屬公司將授出之抵押／質押作抵押。

另一方面，於二零一九年十二月三十一日，本集團持有多間銀行提供之銀行融資。本集團之銀行融資以本集團銀行存款及本公司提供之擔保作抵押。於二零一九年十二月三十一日，本集團就附屬公司獲授之銀行融資抵押銀行存款約5,300,000港元(二零一八年十二月三十一日：5,300,000港元)。

根據上市規則第13.18條作出之披露

本公司於二零一七年獲得總額為250,000,000港元之定期貸款融資，為期36個月。根據融資協議之條款，出現有關控制權變動事項構成一項違約事項，貸方可取消融資。

Management Discussion and Analysis

管理層討論與分析

HUMAN RESOURCES

As at 31 December 2019, the Group employed a total of 174 staff (2018: 153) of which 20 were commission based (2018: 20) and the total related staff cost amounted to HK\$34,159,000 (2018: HK\$33,431,000). The Group's long-term success rests primarily on the total integration of the company core value with the basic staff interest. In order to attract and retain high caliber staff, the Group provides competitive salary package and other benefits including mandatory provident fund, medical schemes and bonus. The future staff costs of the sales will be more directly linked to the performance of business turnover and profit. The Group maintained organic overhead expenses to support the basic operation and dynamic expansion of its business enabling the Group to respond flexibly with the changes of business environment.

CAPITAL STRUCTURE

On 24 October 2019, the convertible bonds have been redeemed with the aggregate principal amount approximately of RMB91,170,000.

As at 31 December 2019, the total number of issued ordinary shares of the Company was 4,000,000,000 shares of HK\$0.10 each (2018: 4,000,000,000 shares of HK\$0.10 each).

CHANGES OF INDEPENDENT NON-EXECUTIVE DIRECTOR

With effect from 25 February 2019, Mr. Chan Tsang Mo has been appointed as an Independent non-executive Director of the Company and Mr. Chen Wei-Ming Eric has tendered his resignation as an independent non-executive Director of the Company.

With effect from 10 May 2019, Mr. Ma Kin Ling has been appointed as an Independent non-executive Director of the Company and Mr. Yim Kai Pung has tendered his resignation as an independent non-executive Director of the Company.

人力資源

於二零一九年十二月三十一日，本集團共僱用174名員工（二零一八年：153名），其中20名（二零一八年：20名）為佣金制，相關員工成本總額為34,159,000港元（二零一八年：33,431,000港元）。本集團之長期成就主要取決於將公司核心價值與員工基本利益全面結合。為吸引及留聘優秀員工，本集團提供具競爭力的薪酬組合及其他福利，包括強制性公積金、醫療計劃及花紅。未來銷售之員工成本將更直接與營業額及利潤掛鉤。本集團維持靈活的間接開支，以支援基本業務及業務之積極擴展，讓本集團可因應商業環境轉變而靈活作出回應。

資本架構

於二零一九年十月二十四日，本金總額約人民幣91,170,000元之可換股債券已贖回。

於二零一九年十二月三十一日，本公司已發行普通股總數為4,000,000,000股每股面值0.10港元之股份（二零一八年：4,000,000,000股每股面值0.10港元之股份）。

獨立非執行董事變動

自二零一九年二月二十五日起，陳增武先生獲委任為本公司獨立非執行董事，而陳偉明先生已提呈辭任本公司獨立非執行董事。

自二零一九年五月十日起，馬健凌先生獲委任為本公司獨立非執行董事，而嚴繼鵬先生已提呈辭任本公司獨立非執行董事。

Management Discussion and Analysis

管理層討論與分析

With effect from 19 August 2019, Mr. Tam Chak Chi has been appointed as an Independent non-executive Director of the Company and Mr. Ng Chi Kin David has tendered his resignation as an independent non-executive Director of the Company respectively.

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

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

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

During the financial year, the Company has adopted the Model Code under Appendix 10 to the Listing Rules as its code of conduct regarding Directors' securities transaction. All Directors of the Company have confirmed, following specific enquiry by the Company that they have complied with the required standard set out in the Model Code and the Code during the financial year.

自二零一九年八月十九日起，譚澤之先生獲委任為本公司獨立非執行董事，而伍志堅先生已提呈辭任本公司獨立非執行董事。

購入、出售或贖回本公司上市股份

截至二零一九年十二月三十一日止年度，本公司及其任何附屬公司概無購入、出售或贖回本公司任何上市證券。

董事進行證券交易之標準守則

於財政年度內，本公司已採納上市規則附錄10之標準守則，作為董事進行證券交易之操守準則。本公司已向董事作出具體查詢，而全體董事均已確認彼等於財政年度內已完全遵從標準守則及守則所規定準則。

Management Discussion and Analysis

管理層討論與分析

CORPORATE GOVERNANCE

The Company is aware of the importance that complying with the relevant statutory and regulatory requirements and maintaining good corporate governance standards are important to the effective and efficient operation of the Company. The Company has, therefore, adopted and implemented relevant measures to ensure that the relevant statutory and regulatory requirements are complied with and that a high standard of corporate governance practices is maintained. In the opinion of the Directors, the Company has complied with the Code on Corporate Governance Practices (the "Code"), as set out in Appendix 14 of the Listing Rules, throughout the accounting period covered by the interim report except for the deviation from code provision A.4.2. of the Code which every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. However, according to Byelaws of the Company, the Chairman or Managing Director are not subject to retirement by rotation or taken into account on determining the number of Directors to retire. As continuation is a key factor to the successful implementation of any long-term business plans, the Board believes that the roles of Chairman and Managing Director provides the Group with strong and consistent leadership and allow more effective planning and execution of long-term business strategies, that the present arrangement is most beneficial to the Company and the shareholders as a whole.

企業管治

本公司明白遵守相關法規和監管規定，以及維持良好企業管治標準對本公司之營運成效及效率極為重要。因此，本公司已採取及執行各項相關措施，確保符合相關法規和監管規定，以及維持高水平的企業管治常規。董事認為，本公司於中報所涵蓋之整段會計期間一直遵守上市規則附錄14所載之企業管治常規守則（「守則」），惟偏離守則條文A.4.2.除外，其規定每名董事（包括有指定任期之董事）應輪流退任，至少每三年一次。然而，根據本公司之公司細則，本公司之主席或董事總經理均毋須輪值退任，於釐定董事退任人數時亦毋須計算在內。由於持續性是成功執行任何長遠業務計劃之主要因素，董事會相信，主席及董事總經理之職務，能為本集團提供強大而貫徹一致之領導，在策劃及落實長期商業策略方面更有效率，故現有之安排對於本公司以至股東之整體利益最為有利。

Directors and Senior Management Profiles

董事及高級管理層簡介

HONORARY CHAIRMAN AND SENIOR CONSULTANT

Dr. Hatoyama Yukio, aged 73, was appointed the Honorary Chairman and a senior consultant of the Company on 21 March 2013. With the amicable relationship with renowned global energy groups from Japan, China and Africa, as well as the successful experience and leadership in cooperative development and operation of international energy projects, Dr. Hatoyama is deeply confident of participating and guiding the Group's energy development business.

Dr. Hatoyama, first elected to the House of Representatives of Japan in 1986. He held office as a member in the House of Representatives for the eighth consecutive term. Hatoyama became the President of Democratic Party of Japan, the main opposition party in Japan, in May 2005. He then led the party to victory in the August 2009 general election and was appointed as the 93th Prime Minister in September 2009. Dr. Hatoyama graduated with a Bachelor of Engineering from the University of Tokyo in 1969 and received a PhD in Industrial Engineering from Stanford University in 1976.

榮譽主席兼高級顧問

鳩山由紀夫博士，73歲，於二零一三年三月二十一日獲委任為本公司榮譽主席兼高級顧問。憑藉與日本、中國、非洲等國際著名能源集團關係良好，並對國際能源項目的合作開發經營等方面富有成功的經驗和領導才能，鳩山博士對參與和指導本集團能源開發經營業務深具信心。

鳩山博士早於一九八六年當選日本眾議院議員，他曾八度連任眾議院議員。於二零零五年五月出任日本主要在野黨日本民主黨之總裁，其後於二零零九年八月領導該黨勝出大選，於同年九月就任日本第九十三任首相。鳩山博士於一九六九年畢業於東京大學，獲頒工程學士頭銜，並於一九七六年獲美國史丹福大學頒授工業工程博士學位。

Directors and Senior Management Profiles

董事及高級管理層簡介

DIRECTORS

Executive Directors

Dr. Hui Chi Ming G.B.S., J.P., aged 55, was appointed the Chairman and an executive director on 15 November 2012 of the Company. He is responsible for the implementation of the overall strategic planning and development of the Group. Dr. Hui received a Doctor Honoris Causa in Economics and IFES Doctoris Honoris Causa from the Institute of Far Eastern Studies, The Russian Academy of Sciences in 2002. The Department of Social Sciences of The Russian Academy of Sciences had also awarded Dr. Hui the scientific degree of Doctor Honoris Causa in 2005. Dr. Hui had over 10 years of experience in the investment, exploration and exploitation of oil and gas business. He has been the chairman of the board of over 20 companies such as Hoifu Petroleum Group Limited (凱富石油集團有限公司), Madagascar Southern Petroleum Company Limited (馬達加斯加南方石油有限公司) and Madagascar Northern Petroleum Company Limited (馬達加斯加北方石油有限公司). From 2004 to 2010, Dr. Hui was the chairman and an executive director of Sino Union Energy Investment Group Limited, which was subsequently re-named as Yanchang Petroleum International Limited, a company whose shares are listed on the main board of the Stock Exchange of Hong Kong Limited (stock code: 346) and engaged in the investment, exploration and exploitation of oil and gas business. Dr. Hui was a member of the 9th, 10th, 11th and 12th National Committee of the Chinese People's Political Consultative Conference. He is the chairman of the Confucian Academy of Hong Kong, a standing committee member of the All-China Federation of Industry & Commerce, the honorable president of the Beijing Federation of Industry & Commerce, a standing committee member of the Chinese General Chamber of Commerce, the president of Hong Kong Xian Trade Association Limited, the president of the Hong Kong General Association of International Investment and the chief president of the Federation of Hong Kong Guangdong Community Organisation. Dr. Hui is also the Honorary Consul in Hong Kong of the Republic of Madagascar. All these years, Dr. Hui has been actively participating in promoting poverty alleviation and charity, and he has been awarded the China Glory Society Medal for Poverty Alleviation (中國光彩事業扶貧獎章) and accredited as China Top Ten Poverty Alleviation Contributor (全國十大扶貧狀元) by the government of the PRC. In recognition of the outstanding contribution of Dr. Hui to poverty alleviation, the International Minor Planet Naming Committee (國際小行星命名委員會) approved permanently naming the minor planet No. 5390 as "Hui Chi Ming Planet".

董事

執行董事

許智銘博士，G.B.S., J.P.，現年55歲，於二零一二年十一月十五日獲委任為本公司主席兼執行董事，負責本集團整體策略性計劃之實施及發展。許博士於二零零二年獲俄羅斯科學院遠東研究所頒授經濟學榮譽博士學位(Doctor Honoris Causa in Economics)及IFES榮譽博士學位(IFES Doctoris Honoris Causa)。俄羅斯科學院社會科學學系於二零零五年亦向許博士頒授科學榮譽博士學位(Scientific degree of Doctor Honoris Causa)。許博士在油氣投資、勘探和開採業務方面擁有逾十年經驗。他曾擔任逾20家公司的董事會主席，如凱富石油集團有限公司、馬達加斯加南方石油有限公司及馬達加斯加北方石油有限公司。於二零零四年至二零一零年，許博士曾任中聯能源投資集團有限公司(該公司其後易名為延長石油國際有限公司，股份於香港聯合交易所有限公司主板上市(股份代號：346)，從事油氣投資、勘探及開發業務)的主席兼執行董事。許博士曾任中國人民政治協商會議第九、十、十一及十二屆全國委員會委員。彼為香港孔教學院主席、中華全國工商業聯合會常務委員、北京市工商業聯合會榮譽會長、香港中華總商會常務委員、香港西安商會會長、香港國際投資總商會會長，以及香港廣東社團總會首席會長。許博士還擔任馬達加斯加共和國駐香港名譽領事。多年來，許博士積極參與扶貧慈善活動，獲頒授中國光彩事業扶貧獎章，並獲中國政府頒授全國十大扶貧狀元。為表彰許博士對扶貧事業所作出之傑出貢獻，國際小行星命名委員會將編號5390號小行星永久命名為「許智銘星」。

Directors and Senior Management Profiles

董事及高級管理層簡介

DIRECTORS *(Continued)*

Executive Directors *(Continued)*

Mr. Neil Bush, aged 65, was appointed the Deputy Chairman and an executive director on 15 November 2012 of the Company. He is responsible for the implementation of the overall strategic planning and development of the Group. Mr. Bush graduated from Tulane University with a bachelor's degree in International Economics and from the Tulane University Freeman School of Business with a master's degree in Business Administration. Mr. Bush had over 30 years of experience in domestic and international energy and real estate business development. He formed oil companies which explored oil resources in various states in the United States of America and overseas. Mr. Bush has engaged in various international business development activities with a focus on the PRC and Middle East. Since 1975, Mr. Bush has traveled to the PRC over 140 times and worked with numerous entities on a variety of projects including real estate development, energy, automobile parts, sheet rock manufacturing and paint production. From 7 December 2010 to 20 July 2012, Mr. Bush was a non-executive director of China Resources and Transportation Group Limited, a company of which the shares are listed on the Stock Exchange (stock code: 269). Since 22 April 2013, Mr. Neil Bush has been serving as the Non-Executive Chairman on the board of SGX-ST Mainboard-listed SingHaiyi Group Limited, a Singapore based real estate company. He is also the Chairman of the Points of Light, a national charitable organisation formed by President George H.W. Bush in 1989 that promotes citizen service through volunteerism in communities all across America and increasingly overseas. Mr. Bush serves as Chairman of the Barbara Bush Houston Literacy Foundation, and on the boards of the Houston Salvation Army and the Bush School of Government and Public Service.

董事 (續)

執行董事 (續)

尼爾·布什先生，現年65歲，於二零一二年十一月十五日獲委任為本公司副主席兼執行董事，彼負責本集團整體策略性計劃之實施及發展。布什先生畢業於杜蘭大學，獲授國際經濟學士學位，並獲授杜蘭大學弗里曼商學院工商管理碩士學位。布什先生於國內外能源及地產業務開發領域擁有逾30年經驗。他曾創辦多家石油公司，在美國多個州及海外勘探石油資源。布什先生曾從事國際業務開發活動，專注於中國及中東。自一九七五年起，布什先生到訪中國超過140次，並就包括地產開發、能源、汽車部件、石膏夾心紙板製造及油漆生產在內的眾多項目與大量企業合作。於二零一零年十二月七日至二零一二年七月二十日，布什先生任中國資源交通集團有限公司（其股份於聯交所上市，股份代號：269）的非執行董事。自二零一三年四月二十二日起，尼爾·布什先生一直擔任新交所主板上市公司 SingHaiyi Group Limited（以新加坡為基地之房地產公司）董事會非執行主席。彼亦擔任Points of Light主席，該機構為喬治·赫伯特·沃克·布什總統於一九八九年創辦的全國性慈善組織，透過全美（及愈加在海外）的社區義務活動宣傳公民服務。布什先生亦於Barbara Bush Houston Literacy Foundation擔任主席並於休斯頓救世軍及布什政府與公共服務學院董事會任職。

Directors and Senior Management Profiles

董事及高級管理層簡介

DIRECTORS (Continued)

Executive Directors (Continued)

Dr. Chui Say Hoe, aged 71, was appointed as the Managing Director and an executive director of the Group. He is responsible for overall strategic planning and operations and in charge of the execution and further development of the Group's expansion plan. He has been the executive director and general manager of Sun Hoe Company Limited, a company engaged in medicine distribution and trading business, since 1978. Dr. Chui is also a director of the Honourable Mr. Tsui Sze Man (GBM) Foundation For the Development of Technology and Education in Myanmar Ltd., since 2000. He is also a director of the Mirror Post Cultural Enterprises Co., Ltd., since 2009. Before joining Sun Hoe Company Limited, Dr. Chui worked in commercial bank in Hong Kong for about 5 years. Dr. Chui has more than 30 years experience in commerce and general business management. He was granted Honorary Doctorate of Management from Morrison University, Nevada, U.S.A.. Dr. Chui was a member of Post-Release Supervision Board, HKSAR, from November 2005 to November 2007. He was an adjudicator of the Registration of persons Tribunal from June 2007 to June 2013. Dr. Chui was awarded The World Outstanding Chinese Award by World Outstanding Chinese Association. Dr. Chui was an executive director of Sino Union Energy Investment Group Limited (Stock code: 346, currently known as Yanchang Petroleum International Limited) from 2 November 2004 to 6 October 2010.

Mr. Ren Qian, aged 60, was newly appointed as Executive Director on 5 July 2017. He graduated from the North China University of Water Conservancy and Electronic Power majoring in Agricultural Water in 1983 and obtained a Master of Business Administration from the Beijing Normal University in 2001. He has over 30 years' experience in the water resources management industry, the housing and urbanrural development industry and the real estate industry in the PRC. Mr. Ren was the secretary of the office minister of The Ministry of Water Resources of the PRC and The Ministry of Housing and Urban-Rural Development of the PRC respectively. He has extensive experience in planning, usage, development and operation of water resources and land resources in the PRC. Mr. Ren was also the deputy mayor of The People's Government of Hebei Province, Langfang City (mainly responsible for urban development), the deputy general manager of China Housing and Urban-Rural Development Huatong Real Estate Limited# (中國建設部華通置業有限公司) and the chairman of Beijing Yinghe Property Development Limited. Prior to joining the Company, Mr. Ren served as an executive director of China City Infrastructure Group Limited (Stock Code: 2349) (formerly known as China Botanic Development Holdings Limited) from 30 July 2009 to 2 December 2016 and was responsible for strategic development and properties management.

董事 (續)

執行董事 (續)

徐世和博士，71歲，獲委任為本集團之董事總經理兼執行董事，負責整體策略性計劃及運作，並負責執行及進一步發展本集團之擴展計劃。彼自一九七八年起擔任從事藥品分銷及買賣業務之新和環球有限公司之執行董事兼總經理。徐博士亦自二零零零年起出任香港大紫荊勳賢徐四民先生發展緬甸科技教育基金有限公司之董事。彼自二零零九年亦為鏡報文化企業有限公司之董事。加盟新和環球有限公司前，徐博士曾於香港一家商業銀行工作約五年。徐博士於商業及一般業務管理方面積逾三十年經驗。彼獲得美國內華達州Morrison University之管理學榮譽博士學位。彼於二零零五年十一月至二零零七年十一月擔任香港特別行政區監管釋囚委員會之委員。彼於二零零七年六月至二零一三年六月擔任人事登記審裁處審裁員。徐博士曾獲世界傑出華人會頒發世界傑出華人獎。徐博士於二零零四年十一月二日至二零一零年十月六日曾出任中聯能源投資集團有限公司(股份代號：346，現稱延長石油國際有限公司)之執行董事。

任前先生，60歲，於二零一七年七月五日新獲委任為執行董事。彼於一九八三年畢業於華北水利水電學院農水系，並於二零零一年取得北京師範大學企業管理碩士學位。彼於中國水利、住房及城鄉建設行業及地產業擁有三十多年經驗。任先生曾分別擔任中國水利部及中國住房和城鄉建設部辦公廳部長秘書，彼對中國水資源和土地資源的規劃利用和開發經營擁有豐富經驗。任先生亦曾擔任河北省廊坊市人民政府副市長(主管城市建設)、中國建設部華通置業有限公司副總經理及北京盈和房地產綜合開發有限公司董事長。任先生加盟本公司前，由二零零九年七月三十日至二零一六年十二月二日期間為中國城市基礎設施集團有限公司(股份代號：2349)(前稱中國植物開發控股有限公司)執行董事，負責制定發展策略及物業管理。

Directors and Senior Management Profiles

董事及高級管理層簡介

DIRECTORS *(Continued)*

Executive Directors *(Continued)*

Mr. Xu Jun Jia, aged 31, was appointed as an executive director on 1 January 2016. He graduated from Institute of International Relations of Moscow University in 2014 with an expert degree. He is currently the general manager of Siberian Energy Group, Inc. (西伯利亞能源集團), the general manager of Far East Oil Group Limited (遠東石油集團有限公司) and the general manager of Africa Resources Group Limited (非洲資源集團有限公司). Mr. Xu is currently the vice president of Hong Kong International Foundation for Poverty Alleviation (香港國際扶貧基金會), and head of the Youth Committee of Hong Kong General Association of International Investment (香港國際投資總商會). In recent years, he has played an active role in professional investments in a number of deals in various sectors such as oil and chemical, metal mining and financial securities, as well as negotiations and decision making in merger and acquisition, equity participation and controlling deals. As a result, he is fully equipped with relevant professional knowledge and operating experiences. Mr. Xu is fluent in English, Russian, Mandarin and Cantonese. He is very familiar with oil and gas businesses between Russia and the international market. Mr. Xu is the son of Dr. Hui Chi Ming, the Chairman of the Company. He has been appointed as an Administration Manager of the Company since 1 September 2014.

Mr. Cao Yu, aged 41, was appointed as an executive director on 1 January 2016. He graduated from CERAM Sophia Antipolis with a master degree in management. Mr. Cao has been the project manager for listed companies and he was specialized in the operation and coordination of the drilling and seismic engineering projects with famous petroleum companies in China. Meanwhile, he was also responsible for identifying suitable investors to establish joint venture company for petroleum exploration projects. He has also worked in the world's largest energy efficiency management company and was responsible for providing energy efficiency strategy in China region for the group. Besides, Mr. Cao was the analyst in the headquarter of BNP Paribas in France. His main duty was to provide financial and strategic advice in the area of energy technology and he was responsible for the merger and acquisition activities as well as financial planning service. Mr. Cao has been engaged in management and analytical work for many years and possesses the appropriate and professional experience. He has been the manager of the development department of the Company since September 2012.

董事 (續)

執行董事 (續)

許峻嘉先生，31歲，於二零一六年一月一日獲委任為執行董事。於二零一四年畢業於莫斯科大學國際關係學院(Institute of International Relations of Moscow University)，獲頒專家學位。彼現任西伯利亞能源集團(Siberian Energy Group, Inc.)總經理、遠東石油集團有限公司總經理及非洲資源集團有限公司總經理。許先生現亦為香港國際扶貧基金會副會長、香港國際投資總商會青年委員會主任。近年，彼積極參與多個專業投資項目，涵蓋石油化工、金屬採礦及金融證券等不同領域，並就併購、參股及控股交易進行磋商及決策。因此，彼完全具備相關專業知識及經營經驗。許先生操流利英語、俄語、普通話及廣東話，且非常熟悉俄羅斯與國際市場之間油氣業務。許先生為本公司主席許智銘博士之兒子，自二零一四年九月一日起獲本公司委任為行政經理。

曹宇先生，41歲，於二零一六年一月一日獲委任為執行董事。持有法國尼斯高等商學院管理碩士學位。曹先生曾於上市公司擔任項目經理，專責處理及協調與國內知名石油公司之鑽探及地震工程項目。同時，亦負責尋找適合的投資者，成立合資公司進行石油勘探項目。彼亦曾於全球最大能源效益管理公司工作，負責為集團提供中國區域能源效益戰略。除此之外，曹先生於法國巴黎銀行法國總部，擔任分析師，專門就能源科技範疇提供財務和戰略意見，負責進行併購活動及提供融資方案。曹先生從事管理及分析工作多年，具備適當及專業經驗。彼自二零一二年九月起為本公司開發部經理。

Directors and Senior Management Profiles

董事及高級管理層簡介

DIRECTORS *(Continued)*

Executive Directors *(Continued)*

Mr. Lam Kwok Hing, aged 56. Mr. Lam is the founder of the Group. He has extensive experience in the securities, futures, options, fund management and financial advisory industry. His primary focus is to further develop the financial business in the Group. He is the Chairman, Executive Director and Managing Director of Asia Tele-Net and Technology Corporation Limited (Stock Code: 679). He is the brother of Mr. Nam Kwok Lun.

Mr. Nam Kwok Lun, aged 61. He is a co-founder of the Group and is in charge of the stockbroking, futures and options broking, securities margin financing business, fund management and financial advisory business. Mr. Nam has extensive experience in the securities, futures and options, securities margin financing, fund management and financial advisory industry. Mr. Nam is also the Deputy Chairman and Executive Director of Asia Tele-Net and Technology Corporation Limited (Stock Code: 679). He is the brother of Mr. Lam Kwok Hing.

董事 (續)

執行董事 (續)

藍國慶先生，56歲，藍先生亦為本集團創辦人，於證券、期貨、期權、基金管理及融資顧問行業擁有豐富經驗。彼主要職責為深度開發本集團之財務業務。藍先生為亞洲聯網科技有限公司（股份代號：679）主席、執行董事兼董事總經理。藍先生為藍國倫先生之胞弟。

藍國倫先生，61歲，藍先生為本集團協辦人，負責證券買賣、期貨及期權買賣業務、證券保證金融資業務、基金管理及融資顧問業務。藍先生於證券、期貨、期權、證券保證金融資、基金管理及融資顧問行業擁有豐富經驗。藍先生亦為亞洲聯網科技有限公司（股份代號：679）副主席兼執行董事。藍先生為藍國慶先生之胞兄。

Directors and Senior Management Profiles

董事及高級管理層簡介

DIRECTORS *(Continued)*

Independent Non-Executive Directors

Mr. Chan Tsang Mo, aged 35, was appointed as an independent non-executive Director with effect from 16 March 2020. He has over 10 years of finance, accounting and treasury experience. Mr. Chan assumed various positions in professional accounting and financial firms. He worked as a senior auditor of RSM Nelson Wheeler from December 2009 to January 2011, as a supervisor in the corporate services division of Intertrust Resources Management Limited from June 2011 to June 2013, and as an accounting manager of Reignwood International Investment (Group) Co., Ltd. from October 2013 to April 2016. Mr. Chan served as an executive director of Ares Asia Limited (stock code: 645) from June 2014 to March 2016, shares of which are listed on the Main Board of the Stock Exchange. He served as the financial controller of Wan Cheng Metal Packaging Company Limited (stock code: 8291) from May 2016 to October 2017, shares of which are listed on GEM of the Stock Exchange. He has served as an independent non-executive director of each of Geotech Holdings Ltd. (stock code: 1707) and Rentian Technology Holdings Ltd (stock code: 885), since January 2019 and Mar 2020 respectively. The shares of both companies are listed on the Main Board of the Stock Exchange. Mr. Chan is currently the director of Morton CPA & Co., Morton Professional Services Limited and Synergy Morton Corporate Services Limited.

Mr. Chan has been admitted as a member of the Hong Kong Institute of Certified Public Accountants in January 2010 and currently a practicing member of the Hong Kong Institute of Certified Public Accountants. Mr. Chan graduated from the City University of Hong Kong with a Bachelor of Business Administration degree in Accountancy in November 2006.

董事 (續)

獨立非執行董事

陳增武先生，35歲，自二零二零年三月十六日起獲委任為獨立非執行董事。彼於財務、會計及庫務方面擁有逾十年經驗。陳先生曾在多間專業會計及財務公司擔任不同職位。彼自二零零九年十二月至二零一一年一月擔任羅申美會計師事務所高級核數師，自二零一一年六月至二零一三年六月擔任Intertrust Resources Management Limited企業服務部之主管，及自二零一三年十月至二零一六年四月擔任華彬國際投資（集團）有限公司之會計經理。自二零一四年六月至二零一六年三月，陳先生擔任安域亞洲有限公司（股份代號：645，其股份於聯交所主板上市）執行董事。自二零一六年五月至二零一七年十月，彼擔任萬成金屬包裝有限公司（股份代號：8291，其股份於聯交所GEM上市）之財務總監。彼自二零一九年一月及二零二零三月起分別擔任致浩達控股有限公司（股份代號：1707）及仁天科技控股有限公司（股份代號：885）各自之獨立非執行董事。兩間公司之股份均於聯交所主板上市。陳先生目前為萬騰會計師事務所、萬騰專業服務有限公司及萬騰企業服務有限公司董事。

陳先生於二零一零年一月成為香港會計師公會會員，現為香港會計師公會執業會員。陳先生於二零零六年十一月於香港城市大學畢業，取得會計學工商管理學士學位。

Directors and Senior Management Profiles 董事及高級管理層簡介

DIRECTORS (Continued)

Independent Non-Executive Directors (Continued)

Mr. Ngan Kam Biu Stanford, aged 42, holds a Master degree of Arts in Quantitative Analysis for Business and a degree of Bachelor of Accounting and Finance with Honours. He is a member of Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Ngan has over 15 years of experience in corporate management and finance, accounting and company secretarial practice. He was a Financial Controller and Company Secretary of Code Agriculture (Holdings) Limited (Stock Code: 8153) previously.

Mr. Tam Chak Chi, aged 42, was appointed as an independent non-executive director on 19 August 2019. He holds a bachelor's degree of commerce from the University of Toronto. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Taxation Institute of Hong Kong and a member of each of the American Institute of Certified Public Accountants and the Chartered Global Management Accountant. Mr. Tam has more than 15 years of experience in providing accounting, auditing and financial services and has served various senior positions at various private and listed companies. Mr. Tam is currently an executive Director of My Heart Bodibra Group Limited (stock code: 8297), an independent non-executive director of Wealth Glory Holdings Limited (stock code: 8269) and AL Group Limited (stock code: 8360), which are listed on the GEM of the Stock Exchange.

Mr. Ma Kin Ling, aged 37, was appointed as an independent non-executive director on 10 May 2019. He is currently the chief financial officer and company secretary of Xinyang Maojian Group Limited (stock code: 362), a company listed on the Main Board of the Stock Exchange and the independent non-executive director of SunCorp Technologies Limited (stock code: 1063), a company listed on the Main Board of the Stock Exchange. Mr. Ma is a member of the Hong Kong Institute of Certified Public Accountants. He graduated from City University of Hong Kong with a Bachelor degree of Business Administration (Honours) in Accountancy and Law. Prior to the joining of the Group, he worked in reputable international accounting firms and has over 10 years' experience in auditing and accounting.

董事 (續)

獨立非執行董事 (續)

顏錦彪先生，42歲，持有工商數量分析文學碩士學位及會計及金融（榮譽）學士學位。彼為香港會計師公會會員及英國特許公認會計師公會資深會員。顏先生於企業管理及金融、會計及公司秘書實務領域擁有逾15年經驗。彼之前曾為科地農業控股有限公司（股份代號：8153）之財務總監兼公司秘書。

譚澤之先生，42歲，於二零一九年八月十九日獲委任為獨立非執行董事。彼持有多倫多大學（University of Toronto）商學學士學位。彼為香港會計師公會資深會員、香港稅務學會資深會員以及美國會計師公會及全球特許管理會計師公會各自之會員。譚先生於提供會計、審計及財務服務方面擁有逾15年經驗，並曾於多家私人及上市公司擔任不同高級職位。譚先生現為心心芭迪貝伊集團有限公司（股份代號：8297）之執行董事、富譽控股有限公司（股份代號：8269）及利駿集團（香港）有限公司（股份代號：8360）之獨立非執行董事，該等公司均於聯交所GEM上市。

馬健凌先生，37歲，於二零一九年五月十日獲委任為獨立非執行董事。彼目前為聯交所主板上市公司信陽毛尖集團有限公司（股份代號：362）之財務總監及公司秘書，以及為聯交所主板上市公司新確科技有限公司（股份代號：1063）之獨立非執行董事。馬先生為香港會計師公會會員。彼畢業於香港城市大學，取得會計學及法律工商管理（榮譽）學士學位。於加入本集團前，彼任職於著名國際會計師事務所，並擁有超過10年審核及會計經驗。

Directors and Senior Management Profiles

董事及高級管理層簡介

COMPANY SECRETARY

Mr. Fu Wing Kwok, Ewing, aged 50, is the Chief Financial Officer and Company Secretary. He is responsible for the financial and secretarial affairs of the Group. Mr. Fu joined the Company in December 2012. He holds a bachelor degree in science with major in accounting of Bemidji State University, USA and is a member of both American Institute of Certified Public Accountants and Hong Kong Institute of Certified Public Accountants. He has over 25 years of experience in auditing and accounting field.

SENIOR MANAGEMENT

Mr. Chan Lap Kwan, aged 46, is the Director of Karl-Thomson Securities Company Limited and is responsible for the daily operations and implementation of the internal control procedures of the Kwun Tong branch. He holds a Bachelor of Business (Banking and Finance) degree from University of South Australia. He has extensive experience in the securities, futures and options industry. He joined the Group in July 1997.

Mr. Sung Wing Yiu, aged 63, is the Director of Karl-Thomson Securities Company Limited. He is responsible for the management and development of internet trading services, securities, futures and other derivatives business of the Group. He holds a Bachelor of Social Science degree in Government & Public Administration from the Chinese University of Hong Kong and a Master of Business Administration degree from the University of Hong Kong. Mr. Sung has extensive experience in the securities and futures industry and held senior positions in regional financial institutions in Hong Kong. He joined the Group in February 2001.

公司秘書

傅榮國先生，50歲，為財務總監兼公司秘書。彼負責本集團財政及秘書事務。傅先生於二零一二年十二月起加入本公司。彼持有美國伯米吉州立大學理學士學位，主修會計；並為美國會計師公會及香港會計師公會會員。傅先生在審計及會計方面積逾25年經驗。

高級管理層

陳立群先生，46歲，高信證券有限公司董事，負責觀塘分公司之日常營運及執行內部監控程序。陳先生持有南澳洲大學商業學（銀行業及財經）學士學位。彼在證券、期貨及期權業擁有豐富經驗。陳先生於一九九七年七月加入本集團。

宋榮耀先生，63歲，高信證券有限公司董事，負責管理及發展本集團之互聯網買賣服務、證券、期貨及其他衍生工具業務。宋先生持有香港中文大學社會科學系公共及行政學學士學位及香港大學工商管理學碩士學位。宋先生在證券及期貨業擁有豐富經驗，並曾在香港金融機構擔任要職。宋先生於二零零一年二月加入本集團。

Report of the Directors

董事會報告

The Directors would like to present to shareholders their annual report (“Annual Report”) and the audited consolidated financial statements for the year ended 31 December 2019.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Group are (1) the trading of natural resources and petrochemicals; (2) mineral mining, oil and gas exploration and production; (3) the provision of financial services and (4) property investment. Particulars of the principal subsidiaries of the Company are set out in note 48 to the consolidated financial statements.

Further discussion and analysis of the Group’s principal activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group’s business, can be found in the Management Discussion and Analysis set out on pages 7 to 19 of this Annual Report. This discussion forms part of this report of the Directors.

BUSINESS REVIEW

Details of business review, financial performance and future development of the Group’s business are set out in the “Management Discussion and Analysis” section from pages 7 to 19.

An analysis of the Group’s performance during the year using financial key performance indicators is provided in the Five Year Financial Summary on pages 231 to 232 of this Annual Report.

PRINCIPAL RISKS AND UNCERTAINTIES

There are various risks and uncertainties including business risks, capital risks and financial risks that may have different levels of impact on the Group’s financial performance, operations, business as well as future prospects.

The business risk faced by the Group is set out in the Environmental, Social and Governance Report and the capital risk and financial risk are set out in Note 5 and 6 to the consolidated financial statements respectively.

董事欣然向各股東提呈截至二零一九年十二月三十一日止年度之年報（「年報」）及經審核綜合財務報表。

主要業務

本公司為投資控股公司。本集團之主要業務為(1)天然資源及石化產品貿易；(2)採礦、石油與天然氣勘探及生產；(3)提供金融服務；及(4)物業投資。本公司主要附屬公司之詳情載於綜合財務報表附註48。

按照香港公司條例附表5規定之本集團之主要業務之進一步討論及分析（包括對本集團面對之主要風險及不確定因素之論述，以及本集團業務未來可能發展之揭示）可於本年報第7至19頁所載管理層討論與分析內查閱。此討論乃本董事會報告之一部分。

業務回顧

業務回顧、財務表現及本集團業務未來發展之詳情載於第7至19頁之「管理層討論與分析」一節。

採用財務關鍵表現指標對本集團年內表現作出之分析載於本年報第231至232頁之五年財務概要。

主要風險及不確定因素

各種風險及不確定因素包括對本集團財務表現、營運、業務及未來前景有不同程度影響之業務風險、資本風險及財務風險。

本集團面臨之業務風險載於環境、社會及管治報告及資本風險及財務風險分別載於綜合財務報表附註5及6。

Report of the Directors

董事會報告

ENVIRONMENTAL POLICIES AND PERFORMANCE

We are attentive to consumption of natural resources and reduction of pollution during the course of managing our businesses. It is our goal to minimize our environmental impacts through recycling of materials, encouragement of resources savings and reduce wastes. The Group is committed to ensure our compliance with relevant environmental protection laws and regulations. For further details on performance of the Group on environmental aspects during the Year, please refer to our Environmental, Social and Governance Report which will be published within one month.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group requires operations of the Company and its subsidiaries to comply with the relevant laws and regulations in the territories in which we operate. During the Year, the Board was not informed of any events on violation with laws and regulations.

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance cover for the legal risks possibly faced by its Directors, Supervisors and senior management during their duty performances.

RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS AND OTHER STAKEHOLDERS

The Group understands the success of the Group's business depends on the support from its key stakeholders, including employees, customers, suppliers, banks, regulators and shareholders. During the year, there were no material and significant dispute between the Group and its key stakeholders that have a significant impact on the Group. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholder.

環境政策及表現

本集團在管理業務之過程中，一直關注天然資源之耗用及減少污染等問題。本集團之目標是透過循環利用材料、鼓勵節約資源及減廢，盡量減少環境影響。本集團致力確保其符合相關環保法律及法規之規定。有關本集團年內在環保方面之表現之進一步詳情，請參閱將於一個月內刊發之環境、社會及管治報告。

遵守相關法律及法規

本集團規定本公司及其附屬公司之營運須遵守我們經營所在地區之相關法律及法規。年內，董事會並不知悉有關違反法律及法規之任何事宜。

獲准彌償條文

本公司已就其董事、監事及高級管理人員因履行彼等之職責而可能面臨的法律風險安排合適投保。

與僱員、客戶及供應商及其他權益人之關係

本集團了解本集團業務之成功取決於其主要權益人，包括僱員、客戶、供應商、銀行、監管機構及股東之支持。年內，本集團與對本集團有重大影響之主要權益人並無重大及顯著糾紛。本集團將繼續確保與各主要權益人之有效溝通，並保持良好關係。

Report of the Directors

董事會報告

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2019 are set out in the consolidated statement of profit or loss and other comprehensive income on page 71 to 73 of the Annual Report.

The Directors do not recommend the payment of any dividend for the year.

FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the past five financial years ended 31 December 2015, 2016, 2017, 2018 and 2019 is set out on page 232 of the Annual Report.

FIXED ASSETS AND INVESTMENT PROPERTIES

Movements in the fixed assets and investment properties of the Group during the year are set out in note 20 and 21 to the consolidated financial statements respectively.

SHARE CAPITAL

Details of the share capital of the Company are set out in note 40 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

Save for the convertible notes as disclosed in notes 37 to the financial statements, no equity-linked agreements were entered into by the Company during the year ended 31 December 2019.

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.

業績及分派

本集團截至二零一九年十二月三十一日止年度之業績，詳列於本年報第71至73頁之綜合損益及其他全面收益表。

董事不建議就本年度派付任何股息。

財務概要

本集團截至二零一五年、二零一六年、二零一七年、二零一八年及二零一九年十二月三十一日止過去五個財政年度之業績與資產及負債概要詳列於本年報第232頁。

固定資產及投資物業

本集團於本年度內固定資產及投資物業之變動，分別詳列於綜合財務報表附註20及21內。

股本

本公司股本之詳情詳列於綜合財務報表附註40內。

股票掛鉤協議

除財務報表附註37所披露之可換股票據外，本公司於截至二零一九年十二月三十一日止年度並無訂立任何股票掛鉤協議。

優先購買權

本公司之公司細則或百慕達法例概無載列任何有關本公司須按比例向現有股東提呈發售新股份之優先購買權規定。

Report of the Directors

董事會報告

DISTRIBUTABLE RESERVES

At 31 December 2018 and 2019, the Company had no reserves available for distribution to the shareholders.

DONATION

No charitable donation was made by the Group during the year ended 31 December 2019 (2018: Nil).

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

Purchases

– the largest supplier	26%
– five largest suppliers in aggregate	77%

Sales

– the largest customer	53%
– five largest customers in aggregate	95%

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

可供分派儲備

於二零一八年及二零一九年十二月三十一日，本公司並無可供分派予各股東之儲備。

捐款

本集團於截至二零一九年十二月三十一日止年度並無作出慈善捐款（二零一八年：無）。

主要客戶及供應商

本集團主要供應商及客戶應佔年內採購量及銷量百分比如下：

採購量

– 最大供應商佔	26%
– 五大供應商合共佔	77%

銷量

– 最大客戶佔	53%
– 五大客戶合共佔	95%

概無董事或彼等之任何聯繫人或任何股東（據董事所知，擁有本公司已發行股本5%以上）於本集團五大供應商及其五大客戶中擁有任何實益權益。

Report of the Directors

董事會報告

DIRECTORS

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

Executive Directors:

Dr. Hui Chi Ming G.B.S., J.P. (*Chairman*)
Mr. Neil Bush (*Deputy Chairman*)
Dr. Chui Say Hoe (*Managing Director*)
Mr. Ren Qian
Mr. Xu Jun Jia
Mr. Cao Yu
Mr. Lam Kwok Hing M.H., J.P.
Mr. Nam Kwok Lun

Independent Non-Executive Directors:

Mr. NGAN Kam Biu Stanford
Mr. CHAN Tsang Mo
(appointed on 25 February 2019)
Mr. CHEN Wei-Ming Eric
(resigned on 25 February 2019)
Mr. MA Kin Ling
(appointed on 10 May 2019)
Mr. YIM Kai Pung
(resigned on 10 May 2019)
Mr. TAM Chak Chi
(appointed on 19 August 2019)
Mr. NG Chi Kin David
(resigned on 19 August 2019)

董事

於本年度內及截至本年報日期，本公司之董事如下：

執行董事：

許智銘博士 G.B.S., J.P. (主席)
尼爾·布什先生 (副主席)
徐世和博士 (董事總經理)
任前先生
許峻嘉先生
曹宇先生
藍國慶先生 M.H., J.P.
藍國倫先生

獨立非執行董事：

顏錦彪先生
陳增武先生
(於二零一九年二月二十五日獲委任)
陳偉明先生
(於二零一九年二月二十五日辭任)
馬健凌先生
(於二零一九年五月十日獲委任)
嚴繼鵬先生
(於二零一九年五月十日辭任)
譚澤之先生
(於二零一九年八月十九日獲委任)
伍志堅先生
(於二零一九年八月十九日辭任)

Report of the Directors

董事會報告

DIRECTORS *(Continued)*

The Company has received written annual confirmation from all of its independent non-executive Directors in respect of their independence pursuant to the requirements of the Listing Rules. The Company considers that all of them are independent in accordance with the independence guidelines set out in the Listing Rules.

In accordance with Bye-laws 99 and 102 of the Company's Bye-laws, one-third of the Directors for the time being shall retire from office by rotation (save any Director holding office as Chairman or Managing Director) at each annual general meeting and any additional Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for reelection at the meeting. Therefore, Mr. Xu Jun Jia, Mr. Cao Yu, Mr. Ren Qian, Mr. Chan Tsang Mo, Mr. Ma Kin Ling and Mr. Tam Chak Chi retire from office and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

Each of the Independent Non-Executive Directors has signed a letter of appointment for a term of three years until terminated by not less than three months' notice in writing served by the Independent Non-Executive Director of the Company or in accordance with the terms set out in the respective letters of appointment. Each of the Independent Non-Executive Directors is entitled to a director's fee.

The Director being proposed for re-election at the forthcoming annual general meeting does not have a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

董事 (續)

本公司已接獲其全體獨立非執行董事根據上市規則的規定就其獨立身份而呈交的年度書面確認。根據上市規則所載獨立性指引，本公司認為彼等全部均獨立。

根據本公司細則第99及102條，在每屆股東週年大會上，當時三分之一之董事將輪流退任，惟出任主席或董事總經理之任何董事除外，而任何獲委任之新增董事任期僅直至本公司下屆股東週年大會為止，並符合資格於會上重選連任。因此，許峻嘉先生、曹宇先生、任前先生、陳增武先生、馬健凌先生及譚澤之先生於應屆股東週年大會上退任，並符合資格且願意重選連任。

各獨立非執行董事已與本公司訂立為期三年的委聘書，直至本公司獨立非執行董事送達不少於三個月的書面通知或按照各有關委聘書所載條款終止為止。各獨立非執行董事享有董事袍金。

擬於即將舉行之股東週年大會上重選連任之董事概無與本公司或其任何附屬公司訂有不能由本集團於一年內免付賠償（法定賠償除外）而終止之服務合約。

Report of the Directors

董事會報告

DIRECTORS AND SENIOR MANAGEMENT BIOGRAPHIES

Biographical information of the Directors of the Company and the senior management of the Group are set out on pages 20 to 28 of the Annual Report.

DIRECTORS' SERVICE CONTRACTS

Each of the Executive Directors has entered into a service contract with the Company for a three-year term which is not determinable within one year without payment of compensation. These service contracts shall continue thereafter unless and until terminated by either party with not less than three months' prior written notice.

DIRECTORS' REMUNERATION

The remuneration committee of the Board considers and recommends to the Board the remuneration of all Directors is subject to regular monitoring by the remuneration committee to ensure that the levels of their remuneration and compensation are appropriate. Details of the Directors' remuneration are set out in note 16 to the consolidated financial statements.

MANAGEMENT CONTRACT

During the year, no contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered or existed.

董事及高級管理層簡歷

本公司董事及本集團高級管理層之簡歷資料詳列於本年報第20至28頁。

董事之服務合約

各執行董事均與本公司訂立一份不得於一年內終止而毋須作出補償之服務合約，該合約為期三年。該等服務合約將於其後繼續生效，除非及直至任何一方事先發出不少於三個月書面通知予以終止。

董事酬金

董事會之薪酬委員會考慮並向董事會建議全體董事之酬金，有關酬金由薪酬委員會定期監察，以確保酬金及賠償水平恰當。董事酬金詳情載於綜合財務報表附註16內。

管理合約

年內，本公司並無訂立或存在有關管理及實施本公司全部或任何主要部分業務之合約。

Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN SHARES

At 31 December 2019, the interests of the Directors and their associates in the shares of the Company and its associated corporations (with the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

1. Long positions in the ordinary shares of HK\$0.10 each of the Company

Name of Directors	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
董事姓名	身份	所持已發行普通股數目	佔本公司已發行股本百分比
Dr. Hui Chi Ming (<i>Note 1</i>) 許智銘博士 (<i>附註1</i>)	Interest of controlled corporation 受控制法團之權益	2,665,962,542	66.65%

Note 1: These shares included 262,016,000 Shares held by Hong Kong Finance Investment Limited, 973,639,143 held by Hong Kong Finance Equity Management Limited Shares, 924,734,284 held by Hong Kong Finance Equity Investment Limited and 505,305,115 Shares held by Hong Kong Finance Equity Holding Limited.

The entire issued share capital of Hong Kong Finance Investment Limited, Hong Kong Finance Equity Management Limited, Hong Kong Finance Equity Investment Limited and Hong Kong Finance Equity Holding Limited are directly or indirectly wholly-owned by Dr. Hui Chi Ming.

董事於股份之權益

於二零一九年十二月三十一日，董事及彼等之聯繫人於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份中，擁有按本公司根據證券及期貨條例第352條存置的登記冊所記錄，或根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）上市公司董事進行證券交易之標準守則（「標準守則」）另行知會本公司及聯交所之權益如下：

1. 於本公司每股面值0.10港元普通股之長倉

附註1: 該等股份分別包括香港金融投資有限公司持有的262,016,000股股份、香港金融股權管理有限公司持有的973,639,143股股份及香港金融股權投資有限公司持有的924,734,284股股份及香港金融股權控股有限公司持有的505,305,115股股份。

香港金融投資有限公司、香港金融股權管理有限公司、香港金融股權投資有限公司及香港金融股權控股有限公司之全部已發行股本均由許智銘博士直接或間接全資擁有。

Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN SHARES (Continued)

2. Ordinary shares in subsidiaries which are wholly-owned

As at 31 December 2019, none of the Directors of the Company, chief executive or their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed in this Annual Report, at no time during the year was the Company, its ultimate holding company or any subsidiaries of its ultimate holding company a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

CONNECTED TRANSACTIONS AND DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

- (a) During the year, the Group received commission income and other securities dealing income from securities and futures dealing of approximately HK\$16,000 and HK\$Nil separately (2018: HK\$6,000 and HK\$1,000 separately) from Director Mr. Nam Kwok Lun and his close family (2018: two directors, Messrs. Lam Kwok Hing and Nam Kwok Lun).

董事於股份之權益 (續)

2. 全資附屬公司之普通股

於二零一九年十二月三十一日，概無本公司董事、主要行政人員或其聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債券中，擁有記入根據證券及期貨條例第352條須存置之登記冊之任何權益或淡倉，或根據標準守則另行知會本公司及聯交所之任何權益或淡倉。

購買股份或債券安排

除本年報所披露者外，本年度內任何時候，本公司、其最終控股公司或其最終控股公司之任何附屬公司，概無任何收購本公司或任何其他法人團體的股份或債券的安排而致使本公司董事獲得利益。

關連交易及董事之重要合約權益

- (a) 於本年度內，本集團就證券及期貨買賣分別向董事藍國倫先生及其近親（二零一八年：兩名董事，即藍國慶先生及藍國倫先生）收取佣金收入及其他證券買賣收入約16,000港元及零港元（二零一八年：分別為6,000港元及1,000港元）。

Report of the Directors

董事會報告

CONNECTED TRANSACTIONS AND DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

(Continued)

- (b) During the year, the Group received commission income and other income from securities dealing of approximately HK\$7,000 (2018: HK\$8,000) from ATNT, in which two Directors, Messrs. Lam Kwok Hing and Nam Kwok Lun, have controlling interests.
- (c) At 31 December 2019, an executive Director, Mr. Nam Kwok Lun, advanced approximately HK\$51,897,000 (2018: HK\$65,789,000) to the Group. During the year, the Group paid finance costs of HK\$3,237,000 (2018: HK\$3,484,000) to the executive Director, Mr. Nam Kwok Lun.
- (d) At 31 December 2019, an executive Director, Dr. Hui Chi Ming, advanced approximately HK\$57,395,000 (2018: HK\$19,702,000) to the Group. It is unsecured, repayable on demand and non-interest bearing.

Other than as disclosed above, there was no other transaction which need to be disclosed as a connected transaction in accordance with the requirements of the Listing Rules and no contract of significance to which the Company, its ultimate holding company or any subsidiaries of its ultimate holding company was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

關連交易及董事之重要合約權益 (續)

- (b) 於本年度內，本集團就證券買賣自亞洲聯網（兩名董事藍國慶先生及藍國倫先生擁有其控制權益）收取佣金收入及其他收入約7,000港元（二零一八年：8,000港元）。
- (c) 於二零一九年十二月三十一日，執行董事藍國倫先生向本集團墊款約51,897,000港元（二零一八年：65,789,000港元）。年內，本集團向執行董事藍國倫先生支付財務費用3,237,000港元（二零一八年：3,484,000港元）。
- (d) 於二零一九年十二月三十一日，執行董事許智銘博士向本集團墊款約57,395,000港元（二零一八年：19,702,000港元）。該筆墊款為無抵押、按要求償還及不計息。

除上文所披露者外，於本年度末或年內任何時間，並無其他交易需根據上市規則之規定按關連交易予以披露，且本公司、其最終控股公司或其最終控股公司之任何附屬公司並無訂立本公司董事直接或間接於其中擁有重大權益之重大合約。

Report of the Directors

董事會報告

CONTINUING CONNECTED TRANSACTION

On 31 May 2013, the Group leased from Gahood Holding Company Limited, a company wholly-owned by Dr. Hui, the office space located at Unit 9 (portion) and Units 10-12, 19th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong for an initial term of two years at a monthly rent of HK\$180,000. Such agreement was renewed in May 2015 and May 2017 respectively to extend the tenancy period for two years expiring on 31 May 2017 and 31 May 2019 respectively at a monthly rent of HK\$200,000 and HK\$210,000 respectively. The tenancy agreement was further renewed and extended with the tenancy period expiring on 30 November 2020 and the monthly rent was adjusted to HK\$210,000.

Four of these agreements were arm's length transactions which were valued by an independent valuer and in the usual and ordinary course of business of the Company and on normal commercial terms which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The annual cap amount for each of the financial years ended/ending 31 December 2017, 2018, 2019 and 2020 are HK\$2,460,000, HK\$2,520,000, HK\$2,520,000 and HK\$2,520,000 respectively. The total amount of the transactions for the year ended 31 December 2019 was HK\$2,520,000 (2018: HK\$2,520,000).

Gahood is indirectly wholly-owned by Dr. Hui Chi Ming, an executive Director of the Company. Therefore, Gahood is a connected person of the Company under the Listing Rules.

According to the Tenancy Agreements between Gahood and Shiny Future constitutes continuing connected transactions for both Gahood and Shiny Future under Chapter 14A of the Listing Rules. Pursuant to Rule 14A.76 (1) of the Listing Rules, such Extended Tenancy Agreement is fully exempt from shareholders' approval, annual review and all disclosure requirements.

持續關連交易

於二零一三年五月三十一日，本集團向嘉浩集團有限公司（許博士全資擁有的公司）租賃香港上環干諾道中168-200號信德中心招商局大廈19樓第9號（部分）及第10至12號辦公室單位，初步年期為兩年，月租為180,000港元。該協議分別於二零一五年五月及二零一七年五月重續，將租期延長兩年，分別於二零一七年五月三十一日及二零一九年五月三十一日屆滿，月租分別為200,000港元及210,000港元。租賃協議獲進一步重續及延期，租期於二零二零年十一月三十日屆滿，月租被調整為210,000港元。

該等四份協議屬公平交易，乃由獨立估值師估值，並於本公司日常及一般業務過程中按一般商業條款訂立，屬公平合理且符合本公司及股東整體利益。

截至二零一七年、二零一八年、二零一九年及二零二零年十二月三十一日止財政年度各年之年度上限金額分別為2,460,000港元、2,520,000港元、2,520,000港元及2,520,000港元。截至二零一九年十二月三十一日止年度之交易總額為2,520,000港元（二零一八年：2,520,000港元）。

嘉浩由本公司執行董事許智銘博士間接全資擁有，故嘉浩為上市規則項下本公司之關連人士。

嘉浩與耀港之租賃協議構成上市規則第14A章項下嘉浩及耀港之持續關連交易。根據上市規則第14A.76(1)條，該經延長租賃協議獲全面豁免遵守股東批准、年度審閱及所有披露規定。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2019, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that the following shareholder had notified the Company of relevant interests in the issued share capital of the Company.

Long positions in the ordinary shares of HK\$0.10 each of the Company

主要股東

於二零一九年十二月三十一日，根據本公司按證券及期貨條例第336條存置之主要股東登記冊所記錄，下列股東已通知本公司所擁有本公司已發行股本之相關權益。

於本公司每股面值0.10港元普通股之長倉

Name of shareholder	Capacity	Number of issued ordinary shares held	Percentage of the share capital of the Company
股東名稱	身份	所持已發行普通股數目	佔本公司股本百分比
Hong Kong Finance Equity Management Limited (Note 1) 香港金融股權管理有限公司 (附註1)	Beneficial owner 實益擁有人	973,639,143	24.34%
Hong Kong Finance Equity Investment Limited (Note 1) 香港金融股權投資有限公司 (附註1)	Beneficial owner 實益擁有人	924,734,284	23.12%
Hong Kong Finance Equity Holding Limited (Note 1) 香港金融股權控股有限公司 (附註1)	Beneficial owner 實益擁有人	505,305,115	12.63%
Hong Kong Finance Investment Limited (Note 1) 香港金融投資有限公司 (附註1)	Beneficial owner 實益擁有人	262,016,000	6.55%

Note 1: The entire issued share capital are directly or indirectly wholly-owned by Dr. Hui Chi Ming.

附註1：全部已發行股本由許智銘博士直接或間接全資擁有。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS (Continued)

Long positions in the ordinary shares of HK\$0.10 each of the Company (Continued)

Save as disclosed above, no person (other than the Directors of the Company whose interests are set out under the heading "Directors' Interests in Shares" above) had an interest or a short position in the shares and underlying shares of the Company that was required to be recorded under Section 336 of the SFO.

DIRECTORS' INTEREST IN COMPETING BUSINESS

As at 31 December 2019, none of the Directors or their respective associates had any business or interests in business, apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with the business of the Group.

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total number of issued shares were held by the public as at the date of this Annual Report.

RETIREMENT BENEFITS SCHEME

Details of the Group's retirement benefits scheme are set out in note 43 to the consolidated financial statements.

主要股東 (續)

於本公司每股面值0.10港元普通股之長倉 (續)

除上文所披露者外，除本公司董事（彼等之權益已詳列於上文「董事於股份之權益」內）外，概無人士於本公司股份及相關股份中擁有須根據證券及期貨條例第336條記錄的權益或淡倉。

董事於競爭業務之權益

於二零一九年十二月三十一日，概無董事或彼等各自之聯繫人擁有任何與本集團業務直接或間接競爭或可能競爭的業務或於除本集團業務以外的有關業務中擁有權益。

酬金政策

本集團僱員之酬金政策乃由薪酬委員會根據僱員之貢獻、資歷及能力而釐定。

本公司董事之酬金乃由薪酬委員會經考慮本公司之經營業績、各董事之表現及可供比較之市場數據而釐定。

足夠公眾持股量

根據本公司可公開獲得之資料及據董事所知，於本年報日期本公司已發行股份總數最少25%由公眾持有。

退休福利計劃

本集團的退休福利計劃詳情載於綜合財務報表附註43內。

Report of the Directors

董事會報告

PURCHASE, REDEMPTION OR SALE OF THE COMPANY'S SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares on the Stock Exchange during the year ended 31 December 2019.

CORPORATE GOVERNANCE

The Company had complied with all the applicable code provisions as set out in the Corporate Governance Code contained in Appendix 14 to the Listing Rules during the year. The details of the Group's compliance with the Code is set out in the Corporate Governance Report from pages 43 to 63 of this Annual Report.

ENVIRONMENTAL, SOCIAL AND CORPORATE RESPONSIBILITY

The Environment, Social and Governance Report will be published within one month.

AUDITOR

A resolution will be submitted to the forthcoming annual general meeting to the Company to re-appoint Elite Partners CPA Limited as auditor of the Company.

By Order of the Board
Dr. Hui Chi Ming, G.B.S., J.P.
CHAIRMAN
Hong Kong, 13 May 2020

購入、贖回或售出本公司證券

本公司或其任何附屬公司於截至二零一九年十二月三十一日止年度概無於聯交所購入、售出或贖回任何本公司股份。

企業管治

於年內，本公司一直遵守上市規則附錄十四所載企業管治守則的所有適用守則條文。本集團遵守守則之詳情載於本年報第43至63頁之企業管治報告。

環境、社會及企業責任

環境、社會及管治報告將於一個月內刊發。

核數師

本公司將於應屆股東週年大會上提交決議案以續聘開元信德會計師事務所有限公司為本公司核數師。

承董事會命
許智銘博士，G.B.S., J.P.
主席
香港，二零二零年五月十三日

Corporate Governance Report

企業管治報告

The Company recognizes that good corporate governance is vital to the success of the Group and sustains development of the Group. The Company is committed to maintaining good corporate governance standard and practices with an emphasis on integrity, transparency and independence. The board of directors (the “Board”) believes that good corporate governance is essential to the success of the Company and the enhancement of shareholders’ value.

CORPORATE GOVERNANCE PRACTICES

During the financial year of 2019, the Company has complied with most of the code provisions set out in the Corporate Governance Code (the “Code”) as contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), save for the following:

1. The Chairman of the Board and the Managing Director of the Company is not subject to retirement by rotation pursuant to Byelaw 99 of the Company’s Bye-laws.

The Company periodically reviews its corporate governance practices to ensure they continue to meet the requirements of the Code during the year ended 31 December 2019. The key corporate governance principles and practices of the Company are summarised in this report.

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 to the Listing Rules as its code of conduct regarding Directors’ securities transaction.

To the specific enquiry by the Company, all Directors have confirmed that they had complied with the Model Code throughout the year ended 31 December 2019.

本公司深明良好企業管治對本集團之成功及持續發展十分重要。本公司致力維持良好之企業管治準則及常規，著重於操守、透明度及獨立性。董事會（「董事會」）相信，良好之企業管治對本公司成功及提升股東價值至為重要。

企業管治常規

除以下各項外，本公司於二零一九年財政年度內已遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載企業管治守則（「守則」）之大部分守則條文：

1. 根據本公司的細則第99條，本公司的董事會主席及董事總經理毋須輪值退任。

本公司定期檢討其企業管治常規，以確保該等常規於截至二零一九年十二月三十一日止年度內一直符合守則的規定。本公司主要的企業管治原則及常規概列於本報告內。

董事進行證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」）作為董事進行證券交易之行為守則。

經本公司作出具體查詢後，全體董事已確認彼等於截至二零一九年十二月三十一日止年度內一直遵守標準守則。

Corporate Governance Report

企業管治報告

THE BOARD

Responsibilities

As at the date of this Annual Report, the Board comprises of eight Executive Directors, being Dr. Hui Chi Ming (Chairman), Mr. Neil Bush (Deputy Chairman), Dr. Chui Say Hoe (Managing Director), Mr. Ren Qian, Mr. Lam Kwok Hing and Mr. Nam Kwok Lun, Mr. Xu Jun Jia, Mr. Cao Yu; four Independent Non-Executive Directors, being Mr. Ngan Kam Biu Stanford, Mr. Chan Tsang Mo, Mr. Tam Chak Chi and Mr. Ma Kin Ling. Biographical details, which include relationships among members of the Board, are provided in the “Directors and Senior Management” section of the Annual Report. The composition of the Board is well balanced with the Directors having sound industry knowledge, extensive corporate and strategic planning experience and/or expertise relevant to the business of the Group. The Executive Directors and Independent Non-Executive Directors bring a variety of experience and expertise to the Company.

There is a clear division of responsibilities between the Board and the management. The Board is responsible for providing high-level guidance and effective oversight of management while day-to-day management of the Group is delegated to the management team of each respective subsidiary. Generally speaking the Board is responsible for:

- Formulating the Group’s long term strategy and monitoring the implementation thereof
- Approval of interim and year end dividend
- Reviewing and approving the annual and interim reports
- Ensuring good corporate governance and compliance
- Monitoring the performance of the management
- Reviewing and approving any material acquisition and assets disposal
- Developing and reviewing the Group’s policies and practices on corporate governance
- 制訂本集團之長遠策略及對策略執行進行監控
- 審批中期及年末股息
- 檢討及批准全年及中期報告
- 確保良好企業管治及遵守有關守則
- 監控管理層的表现
- 檢討及批准任何重大收購及資產出售
- 發展及檢討本集團的企業管治政策及常規

董事會

職責

於本年報日期，董事會包括八名執行董事許智銘博士（主席）、尼爾•布什先生（副主席）、徐世和博士（董事總經理）、任前先生、藍國慶先生及藍國倫先生、許峻嘉先生、曹宇先生；四名獨立非執行董事顏錦彪先生、陳增武先生、譚澤之先生及馬健凌先生。履歷詳情（包括董事會成員間之關係）載於本年報「董事及高級管理層」一節。董事會之成員各有所長，而董事對於本集團所從事業務均具備充分行業知識、豐富的企業及策略規劃經驗及／或專門技術。執行董事及獨立非執行董事為本公司帶來不同的經驗及專門技術。

董事會及管理層有明確分工。董事會之職責為提供高層次之領導與有效監察管理層，而集團之日常管理則委派予各附屬公司之管理層負責。一般而言，董事會之職責包括：

Corporate Governance Report

企業管治報告

THE BOARD *(Continued)*

Responsibilities *(Continued)*

The Board delegates the authority and responsibility for implementing day-to-day operations, business strategies and management of the Group's businesses to the Executive Directors, senior management and certain specific responsibilities to the Board committees. The Board is committed to making decisions in the best interests of both the Company and its shareholders.

The Board acknowledges its responsibility for preparing the consolidated financial statements of the Group which give a true and fair view of the Group's consolidated financial position in accordance with statutory requirements and applicable accounting standards. The statement by the auditor of the Company about its reporting responsibilities for the consolidated financial statements of the Group is set out on pages 64 to 70 in the Independent Auditor's Report.

All Directors have full and timely access to all relevant information as well as the advice and service of the Company Secretary to ensure Board procedures and all applicable rules and regulations are followed.

Composition

The Board has in its composition a balance of skills and experience necessary for independent decision making and fulfilling its business needs.

董事會 (續)

職責 (續)

董事會將實行日常營運、業務策略及本集團業務管理的授權及責任委派予執行董事、高級管理人員，並將若干特定責任指派予董事委員會。董事會在決策時，致力以本公司及其股東之最佳利益為依歸。

董事會知悉須負責根據法例及適用會計準則編製能真實而公允地反映本集團綜合財務狀況之本集團綜合財務報表。本公司核數師就其對本集團綜合財務報表申報責任之聲明載於第64至70頁之獨立核數師報告內。

全體董事均可全面並適時獲得所有相關資料、要求公司秘書提供服務及諮詢其意見，以確保符合董事會程序及所有適用規則和規例。

組成

董事會成員兼具多樣才能和豐富經驗，協助董事會作出獨立決定，達致業務所需。

Corporate Governance Report

企業管治報告

THE BOARD *(Continued)*

Composition *(Continued)*

As at the date of this annual report, the Board comprised twelve members, including eight Executive Directors and four Independent Non-executive Directors, as follows:

Executive Directors:

Dr. HUI Chi Ming G.B.S., J.P. (*Chairman*)
Mr. BUSH Neil (*Deputy Chairman*)
Dr. CHUI Say Hoe (*Managing Director*)
Mr. REN Qian
Mr. XU Jun Jia
Mr. CAO Yu
Mr. LAM Kwok Hing M.H., J.P.
Mr. NAM Kwok Lun

Independent Non-Executive Directors:

Mr. NGAN Kam Biu Stanford
Mr. CHAN Tsang Mo (appointed on 25 February 2019)
Mr. CHEN Wei-Ming Eric (resigned on 25 February 2019)
Mr. MA Kin Ling (appointed on 10 May 2019)
Mr. YIM Kai Pung (resigned on 10 May 2019)
Mr. TAM Chak Chi (appointed on 19 August 2019)
Mr. NG Chi Kin David (resigned on 19 August 2019)

Biographical details of the Directors are set out on pages 20 to 28.

During the year ended 31 December 2019, the Board complied with the Rules 3.10 and 3.10 (A) of the Listing Rules relating to the appointment of at least three independent non-executive directors, one of the independent non-executive directors has appropriate professional qualifications or accounting or related finance management expertise and the independent non-executive directors representing at least one-third of the board.

董事會 (續)

組成 (續)

於本年報日期，董事會由十二名成員組成，即以下八名執行董事及四名獨立非執行董事：

執行董事：

許智銘博士 G.B.S., J.P. (*主席*)
尼爾•布什先生 (*副主席*)
徐世和博士 (*董事總經理*)
任前先生
許峻嘉先生
曹宇先生
藍國慶先生 M.H., J.P.
藍國倫先生

獨立非執行董事：

顏錦彪先生
陳增武先生 (於二零一九年二月二十五日獲委任)
陳偉明先生 (於二零一九年二月二十五日辭任)
馬健凌先生 (於二零一九年五月十日獲委任)
嚴繼鵬先生 (於二零一九年五月十日辭任)
譚澤之先生 (於二零一九年八月十九日獲委任)
伍志堅先生 (於二零一九年八月十九日辭任)

董事履歷詳情載於第20至28頁。

截至二零一九年十二月三十一日止年度，董事會已遵守上市規則第3.10及3.10(A)條有關最少委任三名獨立非執行董事，其中一名獨立非執行董事須具備適當之專業資格或會計或相關財務管理專長且獨立非執行董事佔董事會成員至少三分之一之規定。

Corporate Governance Report

企業管治報告

THE BOARD (Continued)

Composition (Continued)

Following on the resignation of Chen Wei-Ming Eric, Mr. Yim Kai Pung and Mr. Ng Chi Kin David on 25 February, 10 May and 19 August 2019 respectively as independent Non-Executive Directors, Mr. Chan Tsang Mo, Mr. Ma Kin Ling and Mr. Tam Chak Chi subsequently appointed as an independent Non-Executive Directors on the same days respectively.

All the Independent Non-Executive Directors are appointed for a specific term of three years. They are subject to retirement by rotation and re-election provisions of the Bye-laws.

The Company has received written annual confirmation from each Independent Non-executive Director of his independence pursuant to the requirements of the Listing Rules. The Company considers all Independent Non-executive Directors to be independent in accordance with the independence guidelines set out within Rule 3.13 of the Listing Rules.

The Bye-laws of the Company requires that one-third (if the number is not a multiple of three, the number nearest to but not less than one-third) of the Directors (including executive and non-executive directors) shall retire by rotation each year. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election and those of the other Directors who have been longest in office since their election or re-election. A retiring Director is eligible for re-election. Any Director appointed by the Board to fill a casual vacancy shall hold office until the next general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office until the next following annual general meeting and be eligible for re-election. Any Director appointed pursuant to the aforesaid Bye-law shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Under the code provisions A.4.2. of the Code, every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. However, according to Bye-Laws of the Company, the Chairman or Managing Director are not subject to retirement by rotation or taken into account on determining the number of Directors to retire. This constitutes a deviation from code provision A.4.2. of the Code. As continuation is a key factor to the successful implementation of any long-term business plans, the Board believes that the roles of Chairman and Managing Director provide the Group with strong and consistent leadership and allow more effective planning and execution of long-term business strategies, that the present arrangement is most beneficial to the Company and the shareholders as a whole.

董事會 (續)

組成 (續)

於陳偉明先生、嚴繼鵬先生及伍志堅先生分別在二零一九年二月二十五日、五月十日及八月十九日辭任獨立非執行董事後，陳增武先生、馬健凌先生及譚澤之先生隨後分別於同日獲委任為獨立非執行董事。

所有獨立非執行董事之任期均為三年。彼等須根據細則的規定輪值退任及膺選連任。

本公司已接獲各獨立非執行董事根據上市規則的規定就其獨立身份而呈交的年度書面確認。根據上市規則第3.13條所載獨立性指引，本公司認為全體獨立非執行董事均獨立。

本公司之細則規定每年須有三分之一（倘人數並非三之倍數，則最接近但不少於三分之一之人數）數目之董事（包括執行及非執行董事）輪值退任。輪值退任的董事包括願意退任且不再重選連任的任何董事以及自推選或重選起計就任年期最長之其他董事。退任之董事符合資格膺選連任。任何獲董事會委任以填補臨時空缺之董事，其任期將直至其獲委任後之下屆股東大會為止並須在該大會上重選，而任何由董事會委任以出任現時董事會新增董事席位的董事，其任期至下屆股東週年大會為止，並合資格重選連任。任何根據上述細則獲委任之董事在釐定輪值退任的特定董事或董事人數時不應考慮在內。

根據守則之守則條文A.4.2.，每名董事（包括有指定任期的董事）應輪值退任，至少每三年一次。然而，根據本公司細則，主席或董事總經理均毋須輪值退任，於釐定董事退任人數時亦毋須計算在內，構成與守則之守則條文A.4.2.有所偏差。由於持續性是成功執行任何長遠業務計劃的主要因素，董事會相信，主席兼董事總經理之職，能令本集團之領導更具強勢及貫徹，在策劃及落實長期商業策略方面更有效率，現有的安排對於本公司及股東的整體利益最為有利。

Corporate Governance Report

企業管治報告

THE BOARD (Continued)

Board Meetings and General Meeting

During the year ended 31 December 2019, 8 Board meetings and one annual general meeting (“AGM”) was held with details of the Directors’ attendance set out below:

董事會 (續)

董事會會議及股東大會

於截至二零一九年十二月三十一日止年度曾舉行8次董事會會議及一次股東週年大會(「股東週年大會」)，有關董事之出席詳情載列如下：

		Board 董事會	Annual General Meeting 股東週年大會
Executive Directors:	執行董事：		
Dr. HUI Chi Ming (<i>Chairman</i>)	許智銘博士 (主席)	8/8	1/1
Mr. BUSH Neil (<i>Deputy Chairman</i>)	尼爾•布什先生 (副主席)	1/8	0/1
Dr. CHUI Say Hoe (<i>Managing Director</i>)	徐世和博士 (董事總經理)	8/8	1/1
Mr. REN Qian	任前先生	3/8	0/1
Mr. Xu Jun Jia	許峻嘉先生	4/8	0/1
Mr. Cao Yu	曹宇先生	8/8	0/1
Mr. LAM Kwok Hing	藍國慶先生	2/8	0/1
Mr. NAM Kwok Lun	藍國倫先生	2/8	0/1
Independent Non-Executive Directors:	獨立非執行董事：		
Mr. NGAN Kam Biu Stanford	顏錦彪先生	3/8	0/1
Mr. CHAN Tsang Mo (appointed on 25 February 2019)	陳增武先生 (於二零一九年 二月二十五日獲委任)	3/8	0/1
Mr. CHEN Wei-Ming Eric (resigned on 25 February 2019)	陳偉明先生 (於二零一九年 二月二十五日辭任)	0/8	N/A+ 不適用+
Mr. MA Kin Ling (appointed on 10 May 2019)	馬健凌先生 (於二零一九年 五月十日獲委任)	1/8	1/1
Mr. YIM Kai Pung (resigned on 10 May 2019)	嚴繼鵬先生 (於二零一九年 五月十日辭任)	2/8	N/A+ 不適用+
Mr. TAM Chak Chi (appointed on 19 August 2019)	譚澤之先生 (於二零一九年 八月十九日獲委任)	1/8	N/A* 不適用*
Mr. NG Chi Kin David (resigned on 19 August 2019)	伍志堅先生 (於二零一九年 八月十九日辭任)	2/8	1/1

Directors’ Training

The Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company would provide a comprehensive introduction package covering the summary of the responsibilities and liabilities of a director of a Hong Kong listed company, the Company’s constitutional documents and the Guides on Directors’ Duties issued by the Companies Registry to each newly appointed Director to ensure that he/she is sufficiently aware of his/her responsibilities and obligations under the Listing Rules and other regulatory requirements.

* The AGM was held before appointment.

+ The AGM was held after resignation.

董事培訓工作

本公司鼓勵董事參與持續專業發展，增進並重溫彼等之知識及技能。本公司向每名新委任的董事提供全面的就任資料文件，涵蓋香港上市公司董事之職責及法律責任概要、本公司之組織章程文件以及香港公司註冊處發出的董事責任指引，確保有關董事充份知悉其於上市規則及其他監管規定下的職責及責任。

* 股東週年大會於委任前舉行。

+ 股東週年大會於辭任後舉行。

Corporate Governance Report

企業管治報告

THE BOARD *(Continued)*

Directors' Training *(Continued)*

The Company Secretary reports from time to time the latest changes and development of the Listing Rules, corporate governance practices and other regulatory regime to the Directors with written materials, as well as organizes seminars on the professional knowledge and latest development of regulatory requirements related to director's duties and responsibilities.

During the year of 2019, there were one in-house seminars conducted covering the topics of director's duties under Appendix 10 and Appendix 14 of the Listing Rules. All Directors attended the seminars.

For the year ended 31 December 2019, each of the newly appointed Directors participated in the director's induction training conducted by the lawyer.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The positions of the Chairman of the Board and the Chief Executive Officer are held separately by two individuals to ensure their respective independence, accountability and responsibility. The Chairman is responsible for overseeing the function of the Board and formulating overall strategies and policies of the Company. The Managing Director is responsible for managing the Group's business and overall operations. The day-to-day running of the Company is delegated to the management with divisional heads responsible for different aspects of the business.

The Chairman shall ensure that all Directors are properly briefed on issues arising at Board meetings.

The Chairman is responsible for ensuring that Directors receive adequate information, which must be complete and reliable, in a timely manner.

董事會 (續)

董事培訓工作 (續)

公司秘書不時向董事匯報上市規則、企業管治常規以及其他監管制度之最新變動及發展並提供相關書面資料，亦安排講座講解有關董事職務及職責之專業知識及監管規定的最新情況。

於二零一九年，本公司曾舉行一次內部講座，內容包括上市規則附錄十及附錄十四下之董事職務規定。全體董事已出席該講座。

截至二零一九年十二月三十一日止年度，各新委任董事均已參加律師進行之董事入職培訓。

主席及行政總裁

董事會主席及行政總裁職位分別由兩名人士擔任，以確保此等職位各自之獨立性、問責性及責任承擔。主席負責監管董事會運作以及制訂本公司整體策略及政策。董事總經理負責管理本集團之業務及整體營運。本公司之日常管理事務交由管理層人員處理，並由各部門主管負責業務各個方面之營運。

主席確保董事會會議上所有董事均適當知悉當前的事項。

主席負責確保董事及時收到充份的資訊，而有關資訊均屬完備可靠。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES

The Directors are aware of their collective and individual responsibilities to the shareholders for the wellbeing and success of the Company.

To enhance the effectiveness of the management of the Company, the Board has established three committees, namely, the Audit Committee, the Nomination Committee and the Remuneration Committee to oversee corresponding aspects of the Company's affairs. All Board committees of the Company have defined written terms of reference.

Audit Committee

The Audit Committee was established on August 2000 and comprises three Board members, all of whom are Independent Non-executive Directors. The Audit Committee has adopted the same term of reference, which describes the authority and duties of the Committee, as quoted under code provision C.3.3 of the Code. The written terms of reference which describe the authority and duties of the Audit Committee were adopted on August 2000 and revised on 1 March 2012 to conform to the provisions of the Code, a copy of which is posted on the Company's website and the Stock Exchange.

The Audit Committee is primarily responsible for the following duties:

- to make recommendation to the Board on the appointment, reappointment and removal of the external auditor, and to approve the audit fees and the terms of engagement of the external auditor, and any questions of their resignation or dismissal;
- monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards, and to discuss with the external auditor the nature and scope of the audit and reporting obligations before the audit commences;
- to monitor integrity of the Group's consolidated financial statements, annual report, accounts and the half-year report, and to review significant financial reporting judgments contained in them;

董事會委員會

董事深知彼等須向股東共同及個別地承擔努力經營及令本公司取得成功之責任。

為提升本公司之管理效益，董事會已成立三個委員會，分別為審核委員會、提名委員會及薪酬委員會，以監督本公司事務的有關範疇。本公司所有董事會委員會均已制訂書面職權範圍。

審核委員會

審核委員會已於二零零零年八月成立，成員包括三名董事會成員，全部均為獨立非執行董事。審核委員會已採納守則之守則條文C.3.3所用之相同職權範圍，描述委員會之權限及職責。為符合守則條文，描述審核委員會權限及職責之書面職權範圍已於二零零零年八月獲採納，並於二零一二年三月一日修訂，書面職權範圍全文已刊載於本公司網頁及聯交所網站。

審核委員會主要負責以下職責：

- 就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的審核費及聘用條款、及處理任何有關該核數師辭職或辭退的問題；
- 按適用的標準監察外聘核數師是否獨立客觀及核數程序是否有效，並於核數工作開始前與外聘核數師討論核數性質及範疇及有關申報責任；
- 監察本集團綜合財務報表、年度報告、賬目及半年度報告的完整性，並審閱報表及報告所載有關財務申報的重大意見；

Corporate Governance Report

企業管治報告

BOARD COMMITTEES (Continued)

Audit Committee (Continued)

- to oversee the Group's financial reporting system and internal control procedures; and
- to review compliance with regulatory and legal requirements by the Company.

The Audit Committee shall meet at least four times each year. In 2019, the Audit Committee held 4 meetings which include considering the annual results of the Group for the financial year ended 31 December 2018 and the interim results of the Group for the 6 months ended 30 June 2019, discussing with the Company's auditor on the existing internal control and the re-appointment of the external auditor. The Audit Committee also provides an important link between the Board and the Company's auditors in matters coming within the scope of its terms of reference and keeps under review the independence and objectivity of the auditors.

Subsequent to the financial year end, the Audit Committee has reviewed the Group's audited consolidated financial statements for the year ended 31 December 2019, including the accounting principles and practices adopted by the Group, and recommended them to the Board for approval.

There were two meetings held during the year, details of attendance are set out below:

Number of meetings

Audit Committee members:

Mr. NG Chi Kin David (Resigned on 19 August 2019) (Chairman of Audit Committee)	3
Mr. Tam Chak Chi (Appointed on 19 August 2019) (Chairman of Audit Committee)	3
Mr. YIM Kai Pung (Resigned on 10 May 2019)	3
Mr. Ma Kin Ling (Appointed on 10 May 2019)	3
Mr. NGAN Kam Biu Stanford	3

董事會委員會 (續)

審核委員會 (續)

- 監管本集團財務申報制度及內部監控程序；及
- 檢討公司所遵循的管理和法律規定。

審核委員會將每年至少召開會議四次。於二零一九年，審核委員會曾召開四次會議，以考慮本集團截至二零一八年十二月三十一日止財政年度之全年業績及截至二零一九年六月三十日止六個月之中期業績，與本公司之核數師就現行內部監控進行討論，以及重新委聘外聘核數師。審核委員會亦為董事會及公司核數師之間之重要橋樑，在其職權範圍內持續檢討核數師是否獨立客觀。

於財政年度結束後，審核委員會已審閱本集團截至二零一九年十二月三十一日止年度的經審核綜合財務報表，包括本集團採納之會計原則及慣例，並建議董事會批准。

年內，審核委員會曾舉行兩次會議，出席詳情載列如下：

會議次數

審核委員會成員：

伍志堅先生 (於二零一九年八月十九日辭任) (審核委員會主席)	3/4
譚澤之先生 (於二零一九年八月十九日獲委任) (審核委員會主席)	1/4
嚴繼鵬先生 (於二零一九年五月十日辭任)	3/4
馬健凌先生 (於二零一九年五月十日獲委任)	1/4
顏錦彪先生	4/4

Corporate Governance Report

企業管治報告

BOARD COMMITTEES (Continued)

Nomination Committee

The Nomination Committee of the Company (the "Nomination Committee") was established on 27 March 2012 and is composed of one executive director and two independent non-executive directors, namely Dr. Hui Chi Ming (Chairman of the Nomination Committee), Mr. Tam Chak Chi and Mr. Ma Kin Ling.

In order to comply with the Code, the Board adopted terms of reference of the Nomination Committee on 27 March 2012 and the terms of reference of the Nomination Committee are available on the websites of the Company and the Stock Exchange.

The primary duties of the Nomination Committee are to review the structure, size, composition and diversity (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; to identify and nominate qualified individuals for appointment as additional directors or to fill Board vacancies as and when they arise, and to make recommendations to the Board on matters relating to the appointment or re-appointment of directors and succession plan for directors, in particular the Chairman and the Chief Executive Officer.

Board Diversity Policy

The Board has adopted a board diversity policy to set out the approach to achieve diversity on the Board. According to the Board diversity policy, the Board takes into account various elements of diversity including but not limited to age, gender, cultural and educational background, skills, professional knowledge and industry experience in determining the appointment and reappointment of the Directors and proposed candidates. All Directors appointments are based on meritocracy and due regard is given to the Board's diversity to ensure the Company can obtain the benefits of such diversity. The nomination committee is responsible for the monitoring and review of the policy.

董事會委員會 (續)

提名委員會

本公司之提名委員會(「提名委員會」)於二零一二年三月二十七日成立，由一名執行董事及兩名獨立非執行董事組成，分別為許智銘博士(提名委員會主席)、譚澤之先生及馬健凌先生。

為遵守守則，董事會於二零一二年三月二十七日採納提名委員會之職權範圍。提名委員會之職權範圍已刊載於本公司及聯交所網站。

提名委員會之首要職責乃檢討董事會的架構、人數、組成及多元化(包括技術、知識及經驗方面)及就改動向董事會提出建議，以協助公司整體策略，物色具備合適資格可擔任董事的人士，並提名有關人士為新增董事或於需要時填補董事會空缺，及就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃的有關事宜向董事會提出建議。

董事會多元化政策

董事會已採納董事會成員多元化政策，以載列達致董事會成員多元化之方法。根據董事會多元化政策，董事會考慮多種多元化元素，包括但不限於年齡、性別、文化及教育背景、技能、專業知識及行業經驗，以確定董事與提名候選人之委任及重新委任。所有董事委任均以用人唯才為原則並顧及董事會成員多元化，確保本公司可從該多元化中受益。提名委員會負責監督及檢討該項政策。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES (Continued)

Board Diversity Policy (Continued)

During the year, the nomination committee reviewed the composition of the Board. After assessing the suitability of the directors' skills and experience to the Company's business, the Nomination Committee confirmed that the existing Board was appropriately structured and no change was required.

The Nomination Committee shall meet at least once per year according to its terms of reference. Two Nomination Committee meetings were held during the year, details of attendance are set out below:

Number of meetings

會議次數

3

Nomination Committee members:

Dr. HUI Chi Ming, G.B.S., J.P.

(Chairman of the Nomination Committee)

Mr. NG Chi Kin David (Resigned on 19 August 2019)

Mr. Yim Kai Pung (Resigned on 10 May 2019)

Mr. Tam Chak Chi (Appointed on 19 August 2019)

Mr. Ma Kin Ling (Appointed on 10 May 2019)

提名委員會成員：

許智銘博士, G.B.S., J.P.

(提名委員會主席)

伍志堅先生 (於二零一九年八月十九日辭任)

嚴繼鵬先生 (於二零一九年五月十日辭任)

譚澤之先生 (於二零一九年八月十九日獲委任)

馬健凌先生 (於二零一九年五月十日獲委任)

3/3

3/3

2/3

0/3

1/3

During the year, the Nomination Committee had reviewed the structure, size and composition of the Board of Directors of the Company and the retirement and re-appointment arrangement of the Directors in the Company's forthcoming annual general meeting.

年內，提名委員會已審閱本公司董事會之架構、規模及組成，以及本公司應屆股東週年大會之董事退任及重新委任安排。

Remuneration Committee

The Company established the Remuneration Committee on 28 July 2005 with terms of reference substantially the same as those contained in paragraph B.1.2 of the Corporate Governance Code. The written terms of reference which describe the authority and duties of the Remuneration Committee were adopted on 28 July 2005 and revised on 1 March 2012 to conform to the provisions of the Code, a copy of which is posted on the Company's website and the Stock Exchange. A majority of the members of the Remuneration Committee is Independent Non-executive Directors and members of the Committee are listed as below.

薪酬委員會

本公司於二零零五年七月二十八日成立薪酬委員會，其職權範圍與企業管治守則第B.1.2段所載者大致相同。為符合守則條文，描述薪酬委員會權限及職責之書面職權範圍已於二零零五年七月二十八日獲採納，並於二零一二年三月一日修訂，書面職權範圍全文已刊載於本公司網頁及聯交所網站內。薪酬委員會的大部分成員為獨立非執行董事，該委員會的成員載列如下。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES *(Continued)*

Remuneration Committee *(Continued)*

In accordance with the code provision B.1.2 (c)(ii) of the Corporate Governance Code, the Remuneration Committee is responsible for making recommendations to the Board on the remuneration packages of individual executive directors and senior management. The Remuneration Committee takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group and the desirability of performance-based remuneration.

The Remuneration Committee is primarily responsible for the following duties:

- to determine the policy for the remuneration of executive directors, assessing performance of executive directors and approving the terms of executive directors' service contracts;
- to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration and to place recommendations before the Board concerning the total remuneration and/or benefits granted to the Directors from time to time;
- to review and approve the senior management's remuneration proposals with reference to the corporate goals and objectives resolved by the Board from time to time;
- to perform an advisory role to the Board and to make recommendations to the Board on the remuneration packages of individual executive directors and senior management, with the Board retaining the final authority to approve executive directors' and senior management's remuneration;
- to make recommendations to the Board on the remuneration on independent non-executive directors;

董事會委員會 (續)

薪酬委員會 (續)

根據企業管治守則之守則條文B.1.2(c)(ii)，薪酬委員會負責向董事會建議個別執行董事及高級管理人員的薪酬待遇。薪酬委員會考慮各項因素，包括同業薪金水平，董事奉獻之時間及其職責，集團內部其他職位的僱傭情況及與表現掛鈎之酬金。

薪酬委員會主要負責以下職責：

- 制訂執行董事薪酬政策、評估執行董事的表現及批准執行董事服務合約條款；
- 對本公司有關董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序以制訂薪酬政策，向董事會提出建議。委員會亦需要就授予董事的總薪酬及／或利益，不時向董事會提出建議；
- 因應董事會訂立之企業方針及目標而不時檢討及批准高級管理人員的薪酬；
- 作為董事會的顧問及向董事會建議個別執行董事及高級管理人員的薪酬待遇，但董事會就執行董事及高級管理人員的薪酬待遇保留最後的審批權；
- 就獨立非執行董事的薪酬待遇向董事會提供意見；

Corporate Governance Report

企業管治報告

BOARD COMMITTEES (Continued)

Remuneration Committee (Continued)

- to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive; and
- to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate.

The overriding objective of the remuneration policy is to ensure that the Company is able to attract, retain, and motivate a high-calibre team which is essential to the success of the Company.

The Remuneration Committee shall meet at least once each year. During the year, one meeting was held to consider and approve the remuneration of all Directors and senior management.

Three Remuneration Committee meetings were held during the year, details of attendance are set out below:

Number of meetings

會議次數

3

Remuneration Committee members:

Mr. Yim Kai Pung (Resigned on 10 May 2019)
(Chairman of Remuneration Committee)
Mr. Ma Kin Ling (Appointed on 10 May 2019)
(Chairman of Remuneration Committee)
Dr. Chui Say Hoe
Mr. NG Chi Kin David (Resigned on 19 August 2019)
Mr. Tam Chak Chi (Appointed on 19 August 2019)

薪酬委員會成員：

嚴繼鵬先生 (於二零一九年五月十日辭任) 2/3
(薪酬委員會主席)
馬健凌先生 (於二零一九年五月十日獲委任) 1/3
(薪酬委員會主席)
徐世和博士 3/3
伍志堅先生 (於二零一九年八月十九日辭任) 3/3
譚澤之先生 (於二零一九年八月十九日獲委任) 0/3

During the year under review, the Remuneration Committee reviewed the existing remuneration policies of the Company.

董事會委員會 (續)

薪酬委員會 (續)

- 檢討及批准向執行董事及高級管理人員支付與喪失或終止職務或委任有關的賠償，以確保該等賠償按有關合約條款釐定；若未能按有關合約條款釐定，賠償亦須公平合理，不會對公司造成過重負擔；及
- 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排按有關合約條款釐定；若未能按有關合約條款釐定，有關賠償亦須合理適當。

薪酬政策之首要目標乃確保本公司能夠吸引、留聘及鼓勵對本公司之成功至關重要之高質素團隊。

薪酬委員會將每年至少召開會議一次。年內，薪酬委員會曾召開一次會議，以考慮及批准全體董事及高級管理人員之薪酬。

年內，薪酬委員會曾舉行三次會議，出席詳情載列如下：

於回顧年度，薪酬委員會已審閱本公司之現有薪酬政策。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for determining the policy for the corporate governance of the Company and performing the corporate governance duties as below:

- (i) To develop and review the Group's policies and practices on corporate governance and make recommendations;
- (ii) To review and monitor the training and continuous professional development of directors and senior management;
- (iii) To review and monitor the Group's policies and practices on compliance with all legal and regulatory requirements (where applicable);
- (iv) To develop, review and monitor the code of conduct and compliance manual (if any) applicable to the employees and directors of the Group; and
- (v) To review the Group's compliance with the code of corporate governance and disclosure requirements in the Corporate Governance Report.

During the year, the Board approved the terms of reference of the Board and the revised terms of reference of the Audit Committee, the Nomination Committee and the Remuneration Committee, the shareholder communication policy, shareholder enquiry procedures and special request procedures.

企業管治職能

董事會負責制訂本公司之企業管治政策並履行以下企業管治職務：

- (i) 制訂及檢討本集團的企業管治政策及常規，並提出建議；
- (ii) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (iii) 檢討及監察本集團的政策及常規符合所有法律及規例的要求（如適用）；
- (iv) 制訂、檢討及監察適用於本集團全體僱員及董事的行為守則及合規指引（如有）；及
- (v) 檢討本集團對企業管治守則及企業管治報告的披露要求的合規情況。

年內，董事會已批准董事會之職權範圍、審核委員會、提名委員會及薪酬委員會之經修訂職權範圍、股東溝通政策、股東查詢程序及特別請求程序。

Corporate Governance Report

企業管治報告

AUDITOR'S REMUNERATION

During the year ended 31 December 2019, the remuneration paid/payable to the external auditors of the Group, Elite Partners CPA Limited, is set out as follow:

Services Rendered 所提供服務

Audit services
Other assurance services

審計服務
其他鑑證服務

1,450,000
350,000

The audit committee has expressed its views to the Board that the level of fees paid/payable to the Company to the Company's external auditors for annual audit services is reasonable. There has been no major disagreement between the auditors and the management of the Company during the year.

COMPANY SECRETARY

Mr. Fu Wing Kwok Ewing, the secretary of the Company whose biography details are set out in the section headed "Directors and Senior Management" in this Annual Report, confirmed that he had attained no less than 15 hours of relevant professional training during the year ended 31 December 2019.

LIABILITY INSURANCE OF DIRECTORS AND SENIOR MANAGEMENT

The Company has appropriate directors and officers liability Insurance in place for its Directors and senior management, in order to safeguard them from any legal and compensation liabilities arising in the course of discharging their duties.

核數師的酬金

截至二零一九年十二月三十一日止年度，已付／應付本集團外聘核數師開元信德會計師事務所有限公司之酬金載列如下：

Fees paid/payable 已付／應付費用

HK\$'000
千港元

審核委員會已向董事會發表意見，即本公司就年度審核服務已付／應付本公司外聘核數師之費用水平乃屬合理。年內，本公司核數師與管理層之間概無重大分歧。

公司秘書

本公司之公司秘書傅榮國先生之履歷詳情載於本年報「董事及高級管理層」一節，彼確認已於截至二零一九年十二月三十一日止年度內接受不少於15小時之相關專業培訓。

董事及高級管理人員的責任保險

本公司有投保合適的董事及高級管理人員責任保險，以保障其董事及高級管理人員免於因履行職務而被追究任何法律及賠償責任。

Corporate Governance Report

企業管治報告

DIRECTOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENT

The Board acknowledges that it is their responsibilities for:

- (i) overseeing the preparation of the financial statements of the Group with a view to ensuring such financial statements give a true and fair view of the state of affairs of the Group, and
- (ii) selecting suitable accounting policies and applying the selected accounting policies consistently with the support of reasonable and prudent judgement and estimates.

The statement by auditor about their reporting responsibilities is set out in the Independent Auditor's Report on pages 64 to 70 of the Annual Report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is overall responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring that the Group established and maintained appropriate and effective risk management and internal control systems.

The Audit Committee reviews the risk management and internal controls that are significant to the Group on an on-going basis. The Audit Committee would consider the adequacy of resource, qualifications and experience and training of staff and external advisor of the Group's accounting, internal audit and financial reporting function.

The management of the Group is responsible for designing, maintaining, implementing and monitoring of the risk management and internal control system to ensure adequate control in place to safeguard the Group's assets and stakeholder's interest.

The Group has established risk management procedures to address and handle the all significant risks associate with the business of the Group. The Board would perform annual review on any significant change of the business environment and establish procedures to response the risks result from significant change of business environment. The risk management and internal control systems are designed to mitigate the potential losses of the business.

董事對財務報表之責任

董事會確認彼等之責任為：

- (i) 監督本集團財務報表之編製，確保財務報表真實公平反映本集團之財務狀況，及
- (ii) 選取適合之會計政策，並且貫徹應用該等經選定會計政策，以作出合理審慎之判斷及估計。

核數師就彼等之呈報責任所作聲明載於本年報第64至70頁之獨立核數師報告內。

風險管理及內部控制

董事會全面負責評估及釐定本集團達成策略目標時願意接納之風險性質及程度，並確保本集團設立及維持適當及有效的風險管理及內部控制系統。

審核委員會持續檢討對本集團而言屬重大的風險管理及內部控制。審核委員會將考慮本集團會計、內部審核及財務申報職能的員工及外部顧問的資源、資質、經驗及培訓是否充足。

本集團管理層負責設計、維護、實施及監管風險管理及內部控制系統，確保有足夠控制措施保障本集團的資產及權益人的利益。

本集團已設立風險管理程序，以解決及處理本集團業務所涉及的一切重大風險。董事會每年對營商環境的重大變動進行檢討，並設立程序應對營商環境的任何重大變動所帶來的風險。風險管理及內部控制系統旨在減少業務的潛在虧損。

Corporate Governance Report

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

The management would identify the risks associate with the business of the Group by considering both internal and external factors and events which include political, economic, technology, environmental, social and staff. Each of risks has been assessed and prioritised based on their relevant impact and occurrence opportunity. The relevant risk management strategy would be applied to each type of risks according to the assessment results, type of risk management strategy has been listed as follow:

- Risk retention and reduction: accept the impact of risk or undertake actions by the Group to reduce the impact of the risks;
- Risk avoidance: change business process or objective so as to avoid the risk;
- Risk sharing and diversification: diversify the effect of the risk or allocate to different location or product or market; and
- Risk transfer: transfer ownership and liability to a third party.

The internal control systems are designed and implemented to reduce the risks associated with the business accepted by the Group and minimise the adverse impact results from the risks. The risk management and internal control system are design to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

For the year ended 31 December 2019, the Group has engaged an external advisory firm to undertake the internal audit function to ensure the effectiveness and efficiency of the risk management and internal control system of the Group. There is no significant deficiency and weakness on the internal control system has been identified by the external advisory firm for the year ended 31 December 2019.

The Board considered that, for the year ended 31 December 2019, the risk management and internal control system and procedures of the Group, covering all material controls including financial, operational and compliance controls and risk management functions were reasonably effective and adequate.

風險管理及內部控制 (續)

管理層經考慮政治、經濟、技術、環境、社會及員工等內外部風險及事件後，識別本集團業務所涉及的風險。本集團根據各項風險的相關影響及發生機會評估相關風險，並釐定相關風險的優次順序。相關風險管理策略將根據評估結果應用於各類風險，而各類風險管理策略呈列如下：

- 風險保留及降低：本集團接納風險影響或採取行動，以降低風險的影響；
- 風險避免：變更業務流程或目標，以避免風險；
- 風險分擔及分散：分散風險影響，或分配至不同地區或產品或市場；及
- 風險轉移：向第三方轉移所有權及責任。

設計及實施內部控制系統旨在降低本集團所接納之業務相關風險，並盡量降低該等風險造成的不利影響。設計風險管理及內部控制系統旨在管理，而非消除未能達成業務目標的風險，且僅對重大失實陳述或損失提供合理但非絕對保證。

截至二零一九年十二月三十一日止年度，本集團已聘用外部顧問公司承擔內部審核職能，確保本集團風險管理及內部控制系統之有效性及效率。截至二零一九年十二月三十一日止年度，外部顧問公司並未發現內部控制系統存在任何重大缺陷及不足。

董事會認為，截至二零一九年十二月三十一日止年度，本集團涵蓋財務、營運及合規控制等所有重大控制事宜及風險管理職能的風險管理及內部控制系統乃屬合理有效及足夠。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS

An annual general meeting shall be held in every year. General meetings which are not annual general meetings are known as special general meetings ("SGM") as referred to in the procedures described below. These procedures are subject to the bye-laws of the Company, the Companies Act 1981 of Bermuda (the "Companies Act") and applicable legislation and regulations.

Convening of SGM on requisition of shareholders

In accordance with the Companies Act registered Shareholder(s) holding not less than one-tenth (10%) of the paid-up capital of the Company as at the date of the deposit of the requisition shall have the right to submit a written requisition requiring a SGM to be convened by the Board.

The written requisition (i) must state the purposes(s) of the meeting, and (ii) must be signed by the requisitionists and deposited at the Company's registered office in Bermuda, and may consist of several documents in like form, each signed by one or more requisitionists. To ensure that the requisition is received by the Company at the earliest opportunity, the requisitionists are urged to deposit also a copy of the signed requisition at the Company's principal place of business in Hong Kong (for the attention of the board of directors or the company secretary).

If the Directors fail to proceed to convene an SGM within 21 days from the date of deposit of the requisition, the requisitionist(s) (or any of them representing more than one-half of their total voting rights) may himself/themselves convene an SGM, which must be held within 3 months of the date of deposit of the requisition. The SGM must be convened by the requisitionist(s) in the same manner as nearly as possible as that in which SGM is to be convened by the Directors.

股東之權利

本公司於每年將會舉行股東週年大會。非屬股東週年大會之股東大會乃以下所述程序所指之股東特別大會（「股東特別大會」）。該等程序須受本公司公司細則、百慕達一九八一年公司法（「公司法」）及適用之法例及規例限制。

應股東要求召開股東特別大會

根據公司法，於提出請求當日持有本公司已繳足股本不少於十分之一（10%）的登記股東有權提出書面請求要求董事會召開股東特別大會。

該書面請求(i)須列明大會的目的及(ii)須由呈請人簽署並送交本公司之百慕達註冊辦事處，並可由數份同樣格式的文件組成，而每份由一名或多名呈請人簽署。為確保本公司盡早收到書面請求，呈請人務請亦於本公司香港主要營業地點存放一份經簽署書面請求（註明收件人為董事會或公司秘書）。

倘於送交請求日期起21日內，董事未有召開股東特別大會，則該等呈請人（或任何佔所有呈情人總表決權一半以上之呈請人）可自行召開股東特別大會，惟如此召開的股東特別大會必須於送交請求當日三個月內召開。由呈請人召開的股東特別大會，須盡可能以接近於董事召開股東特別大會的相同方式召開。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS (Continued)

Putting forward proposals at general meetings

In accordance with Sections 79 and 80 of the Companies Act, the registered Shareholders are entitled to putting forward a proposal at a general meeting if:

- (a) they represent not less than one-twentieth (5%) of the total voting rights of the Company as at the date of the deposit of the requisition; or
- (b) there are not less than 100 registered Shareholders.

The written requisition stating the resolutions is duly signed by the registered Shareholder(s) concerned, accompanied by a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution or the business to be dealt with must be deposited at the registered office of the Company.

Upon receipt of a valid written requisition, the Company shall take appropriate actions and make necessary arrangements, and the Shareholders concerned shall be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Sections 79 and 80 of the Companies Act.

Putting forward enquiries to the Board

Shareholders should direct their questions about their shareholdings to the Company's branch share registrar, Tricor standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Shareholders may send written enquiries, either by post, by facsimiles or by email, together with his/her contact details, such as postal address, email or fax, addressing to the head office of the Company at the following address or facsimile number or via email:

Address: Units 1910-12, 19/F China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong
 Fax: (852) 2587-7807
 Email: pat@hkfihg.com

股東之權利 (續)

在股東大會上提呈建議

根據公司法第79條及第80條，登記股東於以下情況下有權於股東大會上提呈建議：

- (a) 登記股東於送交請求當日佔本公司總投票權不少於二十分之一(5%)；或
- (b) 有不少於100名登記股東。

經有關登記股東妥為簽署並載列該決議案的書面請求連同不多於1,000字關於該建議決議案或待處理事宜的聲明須送交本公司註冊辦事處。

本公司於接獲有效書面請求時，將採取適當行動及作出必要安排。有關股東須根據公司法第79條及第80條負責支付進行該等行動及安排所產生的開支。

向董事會提出查詢

股東如對名下持股有任何問題，應向本公司的股份過戶登記分處卓佳標準有限公司提出，地址為香港皇后大道東183號合和中心22樓。

股東可將書面查詢（不論郵寄、傳真或電郵）連同其詳細聯絡資料（如郵寄地址、電郵或傳真）提交到本公司總辦事處以下地址、傳真號碼或電郵：

地址：香港上環干諾道中168-200號信德中心招商局大廈19樓1910-12室
 傳真：(852) 2587-7807
 電郵：pat@hkfihg.com

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS *(Continued)*

Putting forward enquiries to the Board *(Continued)*

All enquiries shall be collected by the Company Secretary who shall report to the Executive Directors periodically on the enquiries collected. The Executive Directors shall review the enquiries and assign different kinds of enquiries to appropriate division head/manager for answering. After receiving the answers of all enquiries from the relevant division head/manager, the Company Secretary will collect the answers for the Executive Directors' review and approval. The Company Secretary shall then be authorized by the Executive Directors to reply all enquiries in writing.

INVESTOR RELATIONS

The Company recognises its responsibility to explain its activities to those with a legitimate interest and to respond to their questions. In addition, questions received from the general public and individual shareholders are answered promptly. In all cases great care is taken to ensure that no price-sensitive information is disclosed selectively.

CONSTITUTIONAL DOCUMENTS

No significant changes to the Company's constitutional documents were made during the year.

股東之權利 *(續)*

向董事會提出查詢 *(續)*

所有查詢將由公司秘書收取，而公司秘書將定期向執行董事報告收集到的查詢。執行董事審閱所有查詢後，根據查詢類別交由合適部門主管／經理解答。公司秘書收取由相關部門主管／經理對所有查詢的解答後，將呈交執行董事作審閱及批准。執行董事屆時會授權公司秘書以書面形式回覆所有查詢。

投資者關係

本公司了解本身須向持有權益的人士闡述其業務狀況及回應彼等的提問。此外，本公司會及時解答公眾人士及個別股東提出的問題。在任何情況下，本公司將採取審慎態度以確保不會選擇性地披露任何股價敏感資料。

組織章程文件

年內，本公司之組織章程文件並未發生任何重大變動。

Corporate Governance Report

企業管治報告

SHAREHOLDERS COMMUNICATION POLICY

The Board is responsible for ensuring shareholder communications are adequate and appropriate and based on transparency and sound corporate governance principles. The Company adopted a Shareholders Communication Policy on 1 March 2012 which aims to present a clear, balanced and comprehensive assessment of our financial position and operational status by providing shareholders and other stakeholders with information in a timely and transparent manner. The Company will communicate to shareholders through written information and electronic communication as follows:

- Annual and interim reports
- Disclosures made to the Hong Kong Stock Exchange
- Notice and circular of general meetings
- Annual general meeting, where the external auditor is available to answer questions about the audit
- Corporate website: www.hkfihg.com
- Direct enquiry sent to the Company

股東溝通政策

董事會負責確保按透明良好的企業管治原則與股東進行充分及適當溝通。本公司於二零一二年三月一日採納股東溝通政策，冀清晰、公平及全面地評估本公司的財務狀況及營運現狀，及時透明地向股東及其他權益人提供資料。本公司將透過下列書面資料及電子通訊與股東溝通：

- 年報及中期報告
- 向香港聯交所作出的披露
- 股東大會通告及通函
- 股東週年大會，外聘核數師可於會上解答有關審核的提問
- 公司網站：www.hkfihg.com
- 向本公司作出直接查詢

Independent Auditor's Report

獨立核數師報告



TO THE MEMBERS OF HONG KONG FINANCE INVESTMENT HOLDING GROUP LIMITED

(incorporated in the Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Hong Kong Finance Investment Holding Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 71 to 230, 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, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKASs") 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.

致香港金融投資控股集團有限公司列位股東

(於百慕達註冊成立的有限公司)

意見

我們已審核列載於第71至230頁香港金融投資控股集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此財務報表包括於二零一九年十二月三十一日的綜合財務狀況報表與截至當日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零一九年十二月三十一日的綜合財務狀況以及 貴集團截至該日止年度的綜合財務表現及其綜合現金流量，並已按照香港公司條例的披露規定妥為編製。

意見基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。根據該等準則，我們的責任於本報告「核數師就審核綜合財務報表須承擔的責任」一節中進一步詳述。根據香港會計師公會「職業會計師道德守則」(「守則」)，我們獨立於 貴集團，並已遵循守則履行其他道德責任。我們相信，我們所獲得之審核憑證能充足及適當地為我們的意見提供基礎。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the year ended 31 December 2019. 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.

Key audit matter

關鍵審核事項

Valuation of investment properties

投資物業估值

As disclosed in note 21 to the consolidated financial statements, the Group's investment properties measured at fair value amounted to approximately HK\$2,387,597,000 as at 31 December 2019. The fair value was determined by management with reference to the valuation performed by an independent professional valuer (the "valuer") engaged by the Group.

誠如綜合財務報表附註21所披露，於二零一九年十二月三十一日，貴集團按公平值計量的投資物業為約2,387,597,000港元。該公平值乃由管理層經參考貴集團委聘的獨立專業估值師（「估值師」）進行的估值而釐定。

The valuation of investment properties involved significant judgements and estimates, which mainly included the determination of valuation techniques and the selection of different inputs in the models.

投資物業估值涉及重大判斷及估計，主要包括釐定估值方法及選擇各模型的不同輸入數據。

Considering the above mentioned significance of judgement, estimates and the financial impacts of the valuation, we considered the valuation of investment properties as a key audit matters.

鑑於上述判斷及估計的重要性及估值的財務影響，我們將投資物業估值視作一項關鍵審核事項。

關鍵審核事項

關鍵審核事項乃根據我們的專業判斷，認為對於我們審核截至二零一九年十二月三十一日止年度之綜合財務報表最為重要的事項。這些事項是在我們審核整體綜合財務報表及就此達成我們的意見時進行處理，而我們不會對這些事項提供單獨的意見。

How the matter was address in our audit

我們進行審核時如何處理該事項

Our major procedures to address the valuation of investment properties included the following:

我們處理投資物業估值的主要程序包括以下各項：

- We assessed the competence, capabilities and objectivity of the valuer.
- 我們已評估估值師的資歷、能力及客觀性。
- We communicated with the Group's management about the valuation techniques adopted by the valuer, and assessed the relevance and reasonableness of valuation techniques used by the valuer.
- 我們與貴集團管理層就估值師所採納的估值方法進行溝通並評估估值師所採用的估值方法的相關性及合理性。
- We evaluated the appropriateness of judgements and assumptions made by the valuer, in particular the comparable properties and discount rate.
- 我們已評估估值師作出判斷及假設的合適性，尤其是可資比較物業及折現率。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審核事項 (續)

Key audit matter

關鍵審核事項

How the matter was address in our audit

我們進行審核時如何處理該事項

Assessment of the net realisable values of properties for sale

評估待售物業之可變現淨值

As disclosed in note 28 to the consolidated financial statements, the Group had properties for sale ("PFS") of approximately of HK\$1,809,871,000 as at 31 December 2019. The Group's assessment of the carrying values of PFS, being the lower of cost and net realizable value ("NRV"), takes into account the fair value of the properties for sales and costs necessary to make the sale.

誠如綜合財務報表附註28所披露，貴集團於二零一九年十二月三十一日的待售物業（「待售物業」）約為港幣1,809,871,000元。貴集團評估待售物業的賬面值（即成本及可變現淨值（「可變現淨值」）兩者中的較低者）時，會考慮公平值及進行銷售所需的成本。

The management of the Group determines the fair value of the PFS with reference to valuation performed by an independent qualified professional valuer ("valuer") engaged by the Group. 貴集團管理層釐定待售物業的估計售價時，參考 貴集團委聘的獨立合資格專業估值師（「評估師」）進行的估值而釐定。

Based on the management estimation of the NRV of the PFS and after taking into consideration the fair value of the properties for sale and costs necessary to make the sale, no write-down of properties for sale was considered necessary for the year ended 31 December 2019.

根據管理層對待售物業可變現淨值作出的估計，並經考慮待售物業的公平值及進行銷售所需的成本後，我們認為於截至二零一九年十二月三十一日止年度毋需撇減待售物業。

Considering the above mentioned significance, estimates and the financial impacts of the valuation, we considered the assessment of the NRV of PFS as a key audit matters.

鑑於上述重要性、估計及估值的財務影響，我們將評估待售物業之可變現淨值視作一項關鍵審核事項。

Our major procedures to address the assessment of the NRV of the PFS included the following:

我們處理待售物業的可變現淨值評估的主要程序包括以下各項：

- We assessed the competence, capabilities and objectivity of the valuer.
- 我們已評估估值師的資歷、能力及客觀性。
- We communicated with the Group's management about the valuation techniques adopted by the valuer, and assessed the relevance and reasonableness of valuation techniques used by the valuer.
- 我們與 貴集團管理層就估值師所採納的估值方法進行溝通並評估估值師所採用的估值方法的相關性及合理性。
- We evaluated the appropriateness of judgements and assumptions made by the valuer, in particular the comparable properties and discount rate.
- 我們已評估估值師作出判斷及假設的合適性，尤其是可資比較物業及折現率。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION

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

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

其他資料

董事負責其他資料。其他資料包括載入年度報告的資料，惟不包括綜合財務報表及我們的核數師報告。

我們就綜合財務報表的意見並未涵蓋其他資料，且我們不會就此發表任何形式的鑒證結論。

就我們審核綜合財務報表而言，我們的責任是閱讀其他資料，並在此過程中考慮其他資料是否與綜合財務報表或我們在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。倘若基於我們已進行的工作，我們認為其他資料存在重大錯誤陳述，我們須報告該事實。我們並無就此作出報告。

董事及治理層就綜合財務報表須承擔的責任

董事負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而公平的綜合財務報表，並對董事認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

於編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，惟董事有意將 貴集團清盤或停止經營，或別無其他可行替代方案則除外。

治理層負責監督 貴集團的財務報告過程。

Independent Auditor's Report

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 90 of Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審核綜合財務報表須承擔的責任

我們的目標是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具載入我們意見的核數師報告。本報告乃根據一九八一年百慕達公司法第90條僅向閣下（作為整體）作出，除此之外別無其他目的。我們概不就本報告的內容向任何其他人士負上或承擔責任。合理保證屬高水平之保證，惟並不保證根據香港審計準則進行的審核總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，倘合理預期單獨或匯總起來可能影響綜合財務報表使用者根據該等綜合財務報表所作出的經濟決定，則有關錯誤陳述可被視作重大。

作為根據香港審計準則進行審計其中一環，我們運用職業判斷並在整個審計過程中保持職業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及取得充足及適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致出現重大錯誤陳述的風險高於因錯誤而導致出現重大錯誤陳述的風險。
- 了解與審核相關的內部監控，以設計在有關情況下屬適當的審核程序，但目的並非對貴集團內部監控的有效性發表意見。
- 評估董事所採用會計政策的適當性及作出會計估計及相關披露的合理性。

Independent Auditor's Report

獨立核數師報告

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

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

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

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

核數師就審核綜合財務報表須承擔的責任 (續)

- 對董事採用持續經營會計基礎的適當性作出結論，並根據所獲取的審核憑證，決定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請注意綜合財務報表中的相關披露。倘有關的披露不足，則修訂我們的意見。我們的結論是基於直至核數師報告日止所取得的審核憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評估綜合財務報表的整體列報方式、結構及內容（包括披露）以及綜合財務報表是否公平呈列相關交易及事項。
- 就 貴集團內各實體或業務活動的財務資料獲取充足適當的審核憑證，以對綜合財務報表發表意見。我們負責指導、監督及執行集團審核。我們須對我們的審核意見承擔全部責任。

我們與治理層就（其中包括）審核的計劃範圍及時間以及重大審核發現（包括我們在審核中識別出內部監控的任何重大不足之處）進行溝通。

我們亦向治理層提交聲明，表明我們已符合有關獨立性的相關職業道德要求，並與彼等溝通可能合理被認為會影響我們獨立性的所有關係及其他事項，以及在適用的情況下，相關的防範措施。

Independent Auditor's Report 獨立核數師報告

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended 31 December 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Yip Kai Yin with Practising Certificate number P05131.

Elite Partners CPA Limited
Certified Public Accountants

10th Floor
8 Observatory Road
Tsim Sha Tsui
Kowloon, Hong Kong

13 May 2020

核數師就審核綜合財務報表須承擔的 責任 (續)

從與治理層溝通的事項中，我們釐定對截至二零一九年十二月三十一日止年度綜合財務報表的審核最為重要的事項，進而釐定關鍵審核事項。我們會在核數師報告中闡釋該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期於我們的報告中溝通某事項造成的負面後果超過產生的公眾利益，則我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人為葉啟賢先生（執業證書編號：P05131）。

開元信德會計師事務所有限公司
執業會計師

香港九龍
尖沙咀
天文臺道8號
10樓

二零二零年五月十三日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Continuing operations	持續經營業務			
Revenue	收益	7	538,006	942,475
Cost of goods sold and direct cost	貨物銷售成本及直接成本		(509,163)	(890,984)
Gross profit	毛利		28,843	51,491
Other income	其他收入	8	1,162	1,811
Other gains or losses	其他收益或虧損	9	(11,219)	8,391
Fair value change on investment properties	投資物業公平值變動		1,011,747	289,004
Impairment loss of financial asset at amortised cost, net	按攤銷成本計量之金融資產之減值虧損淨額	11	(4,470)	(592)
Selling and distribution expenses	銷售及分銷費用		(1,102)	(913)
Administrative expenses	行政費用		(63,893)	(65,675)
Profit from operations	經營溢利		961,068	283,517
Finance costs	財務費用	12	(30,632)	(30,216)
Profit before taxation	除稅前溢利		930,436	253,301
Taxation	稅項	13	(252,953)	(73,665)
Profit for the year from continuing operations	持續經營業務之年內溢利	14	677,483	179,636
Discontinued operations	已終止經營業務			
Loss for the year from discontinued operations	已終止經營業務之年內虧損	15	-	(20,905)
Profit for the year	年內溢利		677,483	158,731

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

	Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Other comprehensive (expenses)/income Items that may be reclassified subsequently to profit or loss:	其他全面(支出)/收入 其後可能重新分類至損益之 項目:		
Exchange reserve arising on translation of financial statements of foreign operations	因換算海外業務之 財務報表而產生之 匯兌儲備		
Exchange loss arising during the year	年內產生之匯兌虧損	(76,799)	(245,556)
Reclassification adjustment for the cumulative loss included in profit or loss upon disposal of foreign operations	於出售海外業務時就 計入損益之累計虧損 作出之重新分類調整	-	19,135
		(76,799)	(226,421)
Items that will not be reclassified to profit or loss:	不會重新分類至損益之項目:		
Fair value (loss)/gain on financial assets at fair value through other comprehensive income	按公平值計入其他全面 收入之金融資產之 公平值(虧損)/收益	(342)	468
Other comprehensive expenses for the year	年內其他全面支出	(77,141)	(225,953)
Total comprehensive income/(expense) for the year	年內全面收入/(支出)總額	600,342	(67,222)

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit/(loss) for the year attributable to owners of the Company	本公司擁有人應佔年內溢利／(虧損)			
from continuing operations	持續經營業務		677,713	180,887
from discontinued operations	已終止經營業務		–	(20,905)
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利		677,713	159,982
Loss for the year attributable to non-controlling interests	非控股權益應佔年內虧損			
from continuing operations	持續經營業務		(230)	(1,251)
from discontinued operations	已終止經營業務		–	–
Loss for the year attributable to non-controlling interests	非控股權益應佔年內虧損		(230)	(1,251)
			677,483	158,731
Total comprehensive income/(expenses) attributable to:	應佔全面收入／(支出)總額：			
Owners of the Company	本公司擁有人		600,795	(66,097)
Non-controlling interests	非控股權益	41	(453)	(1,125)
			600,342	(67,222)
Earnings per share	每股盈利			
From continuing and discontinued operations	持續經營業務及已終止經營業務			
– Basic	– 基本	18	HK\$0.1694 港元	HK\$0.0455港元
– Diluted	– 攤薄		HK\$0.1638 港元	HK\$0.0402港元
From continuing operations	持續經營業務			
– Basic	– 基本	18	HK\$0.1694 港元	HK\$0.0514港元
– Diluted	– 攤薄		HK\$0.1638 港元	HK\$0.0456港元

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2019 於二零一九年十二月三十一日

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
	Notes 附註			
Non-current assets		非流動資產		
Property, plant and equipment	20	物業、廠房及設備	94,255	116,648
Investment properties	21	投資物業	2,387,597	1,416,547
Right-of-use assets	22	使用權資產	5,693	-
Intangible assets	23	無形資產	-	-
Investment in equity instrument at fair value through other comprehensive income	25	按公平值計入其他全面收入 之股本工具投資	1,224	1,566
Deposit paid for construction		建設支付之訂金	74,946	160,000
Statutory deposits	26	法定按金	4,030	4,075
Loan receivables	27	應收貸款	1,992	12,993
			2,569,737	1,711,829
Current assets		流動資產		
Properties for sale	28	待售物業	1,809,871	1,846,586
Accounts receivable	29	應收賬款	106,684	273,689
Loan receivables	27	應收貸款	-	7,513
Other receivables, prepayments and deposits	30	其他應收賬款、 預付款項及按金	76,063	43,162
Pledged fixed deposits (general accounts)	31	已抵押定期存款(一般賬戶)	5,264	5,251
Bank balances (trust and segregated accounts)	31	銀行結存(信託及獨立賬戶)	83,766	104,231
Bank balances (general accounts) and cash	31	銀行結存(一般賬戶)及現金	20,680	41,155
			2,102,328	2,321,587
Current liabilities		流動負債		
Accounts payable	32	應付賬款	155,160	303,524
Other payables and accrued expenses	33	其他應付賬款及應計費用	38,779	26,393
Lease liabilities	34	租賃負債	2,377	-
Contract liabilities	35	合約負債	6,643	-
Amounts due to Directors	36	應付董事款項	109,292	85,491
Borrowings	38	借貸	255,910	66,021
Tax payable		應付稅項	339	1,868
			568,500	483,297

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2019 於二零一九年十二月三十一日

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Net current assets	流動資產淨值		1,533,828	1,838,290
Total assets less current liabilities	資產總值減流動負債		4,103,565	3,550,119
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	34	3,392	–
Deferred tax liability	遞延稅項負債	24	349,227	102,224
Corporate bonds	公司債券	39	29,621	19,560
Convertible bonds	可換股債券	37	–	104,055
Borrowings	借貸	38	49,000	254,509
			431,240	480,348
Net assets	資產淨值		3,672,325	3,069,771
Capital and reserves	股本及儲備			
Share capital	股本	40	400,000	400,000
Reserves	儲備		3,267,376	2,666,684
Equity attributable to owners of the Company	本公司擁有人應佔權益		3,667,376	3,066,684
Non-controlling interests	非控股權益		4,949	3,087
Total equity	權益總額		3,672,325	3,069,771

The consolidated financial statements on pages 71 to 230 were approved and authorised for issue by the Board of Directors on 13 May 2020 and are signed on its behalf by:

第71頁至230頁的綜合財務報表於二零二零年五月十三日獲董事會批准及授權刊發，並由以下代表簽署：

Dr. Hui Chi Ming, G.B.S., J.P.

許智銘博士 G.B.S., J.P.

DIRECTOR

董事

Dr. Chui Say Hoe

徐世和博士

DIRECTOR

董事

Consolidated Statement of Changes In Equity

綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Non-distributable reserve	Contributed surplus	Capital redemption reserve	AFS reserve/ FVOCI reserve 可供出售儲備/ 按公平值計入 其他全面收入	Currency translation reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
		股本	股份溢價	不可分派儲備	實繳盈餘	資本贖回儲備	儲備	外幣換算儲備	累計虧損	小計	非控股權益	合共
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元 (note a) (附註a)	千港元 (note b) (附註b)	千港元 (note c) (附註c)	千港元	千港元	千港元	千港元	千港元	千港元
At 31 December 2017	於二零一七年十二月三十一日	252,128	691,085	-	311,544	5,587	(101)	18,708	(442,459)	836,492	21,867	858,359
New adoption of HKFRS 9	新採納香港財務報告準則第9號	-	-	-	-	-	-	-	877	877	-	877
At 1 January 2018 (Restated)	於二零一八年一月一日(經重列)	252,128	691,085	-	311,544	5,587	(101)	18,708	(441,582)	837,369	21,867	859,236
Profit for the year	年度溢利	-	-	-	-	-	-	-	159,982	159,982	(1,251)	158,731
Exchange differences	匯兌差額	-	-	-	-	-	-	(245,452)	-	(245,452)	(104)	(245,556)
Reclassification adjustment for the cumulative loss included in profit or loss upon disposal of foreign operation	於出售海外業務時就計入損益之累計虧損作出之重新分類調整	-	-	-	-	-	-	19,135	-	19,135	-	19,135
Fair value gain on investment in equity instruments	股本工具投資之公平值收益	-	-	-	-	-	238	-	-	238	230	468
Total comprehensive expenses for the year	年內全面支出總額	-	-	-	-	-	238	(226,317)	159,982	(66,097)	(1,125)	(67,222)
Deemed contribution from controlling shareholders	視作控股股東注資	-	-	1,260,308	-	-	-	-	-	1,260,308	-	1,260,308
Disposal of subsidiary	出售附屬公司	-	-	-	-	-	-	-	-	-	(17,655)	(17,655)
Conversion of convertible bonds	轉換可換股債券	147,872	887,232	-	-	-	-	-	-	1,035,104	-	1,035,104
At 31 December 2018	於二零一八年十二月三十一日	400,000	1,578,317	1,260,308	311,544	5,587	137	(207,609)	(281,600)	3,066,684	3,087	3,069,771
New adoption of HKFRS 16	新採納香港財務報告準則第16號	-	-	-	-	-	-	-	(103)	(103)	-	(103)
At 1 January 2019 (Restated)	於二零一九年一月一日(經重列)	400,000	1,578,317	1,260,308	311,544	5,587	137	(207,609)	(281,703)	3,066,581	3,087	3,069,668
Profit for the year	年度溢利	-	-	-	-	-	-	-	677,713	677,713	(230)	677,483
Exchange differences	匯兌差額	-	-	-	-	-	-	(76,744)	-	(76,744)	(55)	(76,799)
Fair value loss on investment in equity instruments	股本工具投資之公平值虧損	-	-	-	-	-	(174)	-	-	(174)	(168)	(342)
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	-	(174)	(76,744)	677,713	600,795	(453)	600,342
Capital injection from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	-	2,315	2,315
At 31 December 2019	於二零一九年十二月三十一日	400,000	1,578,317	1,260,308	311,544	5,587	(37)	(284,353)	396,010	3,667,376	4,949	3,672,325

Notes:

- (a) The non-distributable reserve represents the aggregate of deemed contributions by the controlling shareholder in respect of the acquisition of subsidiaries during the year ended 31 December 2018.
- (b) The contributed surplus represented the aggregate of: (i) the difference of HK\$29,140,000 between the nominal value of shares of the acquired subsidiaries and the nominal value of the shares of the Company issued for the acquisition at the time of the reorganisation of the Group; (ii) the credit arising from the reduction of shares premium of HK\$359,162,000 transferred to the contributed surplus account of the Company pursuant to the special resolutions passed by the shareholders of the Company at a special general meeting held on 20 October 2012; and (iii) a distribution of shares of a subsidiary of an amount of HK\$76,758,000 on 7 November 2012.
- (c) The capital redemption reserve arose from the repurchase of shares. The amount represents the nominal amount of the shares repurchased.

附註:

- (a) 不可分派儲備指截至二零一八年十二月三十一日止年度有關收購附屬公司視作控股股東注資總額。
- (b) 實繳盈餘指下列各項總和：(i)所收購附屬公司股份面值與本公司於本集團重組時就收購而發行之股份面值兩者之差額29,140,000港元；(ii)根據本公司股東於二零一二年十月二十日舉行之股東特別大會上通過之特別決議案，削減股份溢價產生之進賬額359,162,000港元（撥入本公司實繳盈餘賬）；及(iii)於二零一二年十一月七日分派附屬公司股份76,758,000港元。
- (c) 資本贖回儲備源自股份購回。該金額指所購回股份之面值。

Consolidated Statement of Cash Flows

綜合現金流量表

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

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Operating activities	經營活動		
Profit before taxation	除稅前溢利	930,436	232,396
Adjustments for:	就下列各項作出調整：		
Impairment loss of financial assets of amortised cost, net	按攤銷成本計量之金融資產之 減值虧損淨額	4,470	592
Impairment loss of property, plant and equipment	物業、廠房及設備之減值虧損	17,679	-
Fair value change on investment properties	投資物業公平值變動	(1,011,747)	(289,004)
Interest income	利息收入	(50)	(29)
Finance cost	財務費用	30,632	30,216
Depreciation	折舊	7,489	4,971
Amortisation	攤銷	-	1,401
(Gain)/Loss on early redemption of convertible bonds	提早贖回可換股債券之 (收益)/虧損	(2,072)	267
Change on fair value on convertible bonds	可換股債券之公平值變動	-	(3,655)
Loss on disposal of subsidiaries	出售附屬公司之虧損	-	20,502
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	(23,163)	(2,343)
Increase in properties for sales	待售物業增加	-	(7,367)
Decrease/(Increase) in statutory deposits	法定按金減少/(增加)	45	(18)
Decrease in loan receivables	應收貸款減少	18,547	2,908
Decrease/(Increase) in accounts receivable	應收賬款減少/(增加)	165,498	(152,095)
Increase in other receivables, prepayments and deposits	其他應收賬款、預付款項及 按金增加	(38,307)	(76,328)
Decrease in bank balances (trust and segregated accounts)	銀行結存減少(信託及獨立賬戶)	20,465	58,988
Decrease/(Increase) in accounts payable	應付賬款減少/(增加)	(146,274)	118,626
Increase in contract liabilities	合約負債增加	6,643	-
Increase/(Decrease) in other payables and accrued expenses	其他應付賬款及應計費用 增加/(減少)	13,169	(14,287)
Cash generated from/(used in) operations	經營所得/(所用)現金	16,623	(71,916)
Tax paid	已付稅項	(1,499)	(29)
Interest paid	已付利息	(23,933)	(24,397)
Net cash used in operating activities	經營活動所用現金淨額	(8,809)	(96,342)

Consolidated Statement of Cash Flows

綜合現金流量表

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

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Investing activities	投資活動		
Purchase of property, plant and equipment	購買物業、廠房及設備	(311)	(1,062)
Acquisition of subsidiaries	收購附屬公司	–	419
Proceeds from disposal of subsidiary	出售附屬公司所得款項	–	158,750
Purchase of investment properties	購買投資物業	(1,671)	(6,628)
Placement in pledged fixed deposits	存置已抵押定期存款	(13)	(12)
Payment for deposit of constructions	建築按金付款	(74,946)	(160,000)
Refund of deposit of constructions	退還建築按金	160,000	–
Interest received on bank deposits	銀行存款已收利息	50	29
Net cash from/(used in) investing activities	投資活動所得／(所用)現金淨額	83,109	(8,504)
Financing activities	融資活動		
Proceeds from issuance of corporate bonds (net of issuance cost)	發行公司債券所得款項 (扣除發行成本)	8,000	–
Drawdown of borrowings	提取借貸	99,000	36,000
Repayment of borrowings	償還借貸	(116,021)	(30,000)
Repayment of convertible bonds	償還可換股債券	(101,983)	(90,000)
Repayment of lease liabilities	償還租賃負債	(2,507)	–
Increase/(Decrease) in amount due to a Director	應付一名董事款項增加／(減少)	20,564	(1,860)
Contribution from non-controlling interests	非控股權益注資	1,656	–
Net cash used in financing activities	融資活動所用現金淨額	(91,291)	(85,860)
Net decrease in cash and cash equivalents	現金及等同現金項目之減少淨額	(16,991)	(190,706)
Cash and cash equivalents at beginning of the year	年初之現金及等同現金項目	41,155	209,809
Effect of exchange rate changes	外幣匯率改變之影響	(3,484)	22,052
Cash and cash equivalents at end of the year	年終之現金及等同現金項目	20,680	41,155
Analysis of balances of cash and cash equivalents	現金及等同現金項目結餘分析		
Bank balances (general accounts) and cash	銀行結存(一般賬戶)及現金	20,680	41,155

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

1. GENERAL

The Company is an exempted company incorporated under the Companies Act 1981 of Bermuda (as amended) and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The consolidated financial statements of the Group for the year ended 31 December 2019 comprise the Company and its subsidiaries (together the “Group”). The Company is an investment holding company. The principal activities of the Group are (1) the trading of natural resources and petrochemicals; (2) mineral mining, oil and gas exploration and production, (3) the provision of financial services and (4) property investment.

The consolidated financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company and most of its subsidiaries incorporated in Hong Kong.

1. 一般事項

本公司乃根據百慕達一九八一年公司法（修訂本）註冊成立為受豁免公司，其股份於香港聯合交易所有限公司（「聯交所」）主板上市。

本集團截至二零一九年十二月三十一日止年度之綜合財務報表包括本公司及其附屬公司（統稱「本集團」）。本公司為投資控股公司。本集團之主要業務為(1)天然資源及石化產品貿易；(2)採礦、石油與天然氣勘探及生產；(3)提供金融服務；及(4)物業投資。

本綜合財務報表以港元呈列，與本公司及其於香港註冊成立之大部分附屬公司之功能貨幣相同。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

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

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

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

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

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

本年度強制生效之新訂及經修訂香港財務報告準則

於本年度內，本集團已首次應用下列由香港會計師公會（「香港會計師公會」）頒佈之新訂及經修訂香港財務報告準則：

香港財務報告準則第16號	租賃
香港（國際財務報告詮釋委員會）—詮釋第23號	所得稅處理的不確定性
香港財務報告準則第9號（修訂）	帶有負補償特性的預付款項
香港會計準則第19號（修訂）	計劃修訂、縮減或結清
香港會計準則第28號（修訂）	於聯營公司及合營企業之長期權益
香港財務報告準則（修訂）	二零一五年至二零一七年週期香港財務報告準則之年度改進

除下文所述者外，於本期間應用新訂及經修訂香港財務報告準則對本集團於本期間及過往期間之財務表現及狀況及／或該等綜合財務報表所載之披露並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

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

HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 Leases (“HKAS 17”), and the related interpretations.

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

本年度強制生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第16號租賃

本集團已於本年度首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號租賃（「香港會計準則第17號」）及相關詮釋。

租賃定義

本集團已選擇可行權宜方法，就先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）－詮釋第4號釐定安排是否包括租賃識別為租賃的合約應用香港財務報告準則第16號，而並無對先前並未識別為包括租賃的合約應用該準則。因此，本集團並無重新評估於首次應用日期前已存在的合約。

就於二零一九年一月一日或之後訂立或修改的合約而言，本集團於評估合約是否包含租賃時根據香港財務報告準則第16號所載的規定應用租賃的定義。

作為承租人

本集團已追溯應用香港財務報告準則第16號，累計影響於首次應用日期二零一九年一月一日確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (Continued)

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

HKFRS 16 Leases (Continued)

As a lessee (Continued)

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i) relied on the assessment of whether leases are onerous by applying HKAS 37 Provisions, Contingent Liabilities and Contingent Assets as an alternative of impairment review;
- ii) elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application; and
- iii) used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group’s leases with extension and termination options.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」) (續)

本年度強制生效之新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第16號租賃 (續)

作為承租人 (續)

於過渡期間根據香港財務報告準則第16號應用經修訂追溯法時，本集團按逐項租賃基準就先前根據香港會計準則第17號分類為經營租賃的租賃應用以下可行權宜方法(倘與相關租賃合約有關)：

- i) 倚賴透過應用香港會計準則第37號撥備、或然負債及或然資產作為減值審核之替代方案，評估租賃是否繁苛；
- ii) 選擇不就租期於首次應用日期起計12個月內結束的租賃確認使用權資產及租賃負債；及
- iii) 根據於首次應用日期之事實及情況於事後釐定本集團帶有選擇續租及終止權利之租賃之租期。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

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

HKFRS 16 Leases (Continued)

As a lessee (Continued)

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average lessee’s incremental borrowing rate applied is by the relevant group entities range from 5.125% to 6.12%.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

本年度強制生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第16號租賃（續）

作為承租人（續）

於就先前分類為經營租賃的租賃確認租賃負債時，本集團已於首次應用日期採用有關集團實體的增量借款利率。相關集團實體採用的承租人加權平均增量借款利率介乎5.125%至6.12%。

		Note 附註	HK\$'000 千港元
Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日披露之經營租賃承擔	42	3,137
Less: Recognition exemption – short-term leases	扣除：確認豁免－短期租賃		(1,919)
Add: Non-lease components	增加：非租賃組成部分		163
			1,381
Lease liabilities as at 1 January 2019 discounted at relevant incremental borrowing rates	於二零一九年一月一日按相關增量借款利率貼現之租賃負債		1,377
Analysed as	分析為		
Current	流動		1,225
Non-current	非流動		152
			1,377

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (Continued)

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

HKFRS 16 Leases (Continued)

As a lessee (Continued)

The carrying amount of right-of-use assets as at 1 January 2019 comprises the following:

		HK\$'000 千港元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	應用香港財務報告準則第16號後確認與經營租賃相關的使用權資產	1,274
By class	按類別	
Office	辦公室	1,274

As a lessor

In accordance with the transitional provisions in HKFRS 16, the Group is not required to make any adjustment on transition for leases in which the Group is a lessor but account for these leases in accordance with HKFRS 16 from the date of initial application and comparative information has not been restated.

- (a) Upon application of HKFRS 16, new lease contracts entered into but commence after the date of initial application relating to the same underlying assets under existing lease contracts are accounted as if the existing leases are modified as at 1 January 2019. The application has had no impact on the Group's condensed consolidated statement of financial position as at 1 January 2019. However, effective from 1 January 2019, lease payments relating to the revised lease term after modification are recognised as income on straight-line basis over the extended lease term.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

本年度強制生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第16號租賃（續）

作為承租人（續）

於二零一九年一月一日的使用權資產賬面值包括以下各項：

		HK\$'000 千港元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	應用香港財務報告準則第16號後確認與經營租賃相關的使用權資產	1,274
By class	按類別	
Office	辦公室	1,274

作為出租人

根據香港財務報告準則第16號的過渡條文，本集團無須就本集團為出租人的租賃的過渡作出任何調整，惟須根據香港財務報告準則第16號自初步應用當日為該等租賃列賬，且並無重列比較資料。

- (a) 於應用香港財務報告準則第16號時，已訂約惟於首次應用日期後開始之有關現有租賃合約下的相同相關資產之新租賃合約，猶如現有租賃於二零一九年一月一日修訂一樣入賬。該項應用對本集團於二零一九年一月一日的簡明綜合財務狀況表並無影響。然而，自二零一九年一月一日起，有關已修訂租期於修訂後的租賃款項於已延長租期透過直線法確認為收入。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (Continued)

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

HKFRS 16 Leases (Continued)

As a lessor (Continued)

- (b) Before application of HKFRS 16, refundable rental deposits received were considered as rights and obligations under leases to which HKAS 17 applied. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right-of-use assets and were adjusted to reflect the discounting effect at transition. However, the adjustments to reflect the discounting effect at transition. However, the adjustments to present value is insignificant to be recognised at the date of initial application, 1 January 2019.

The application of HKFRS 16 as a lessor does not have a material impact on the retained profits at 1 January 2019.

No adjustments have been made, in the application of HKFRS 16 as a lessor, on the Group’s consolidated statement of financial position as at 1 January 2019 and its consolidated statement of profit or loss and other comprehensive income and cash flows for the current year.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

本年度強制生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第16號租賃（續）

作為出租人（續）

- (b) 於應用香港財務報告準則第16號前，可退回租金按金被視為採用香港會計準則第17號之租賃下的權利及責任。根據香港財務報告準則第16號下的租賃款項之定義，該等按金並非有關使用權資產的款項，並須經調整以反映於過渡時的貼現影響。然而，該等調整乃為反映於過渡時的貼現影響。然而，於首次應用日期（即二零一九年一月一日），就現值的調整確認為並不重大。

作為出租人應用香港財務報告準則第16號對於二零一九年一月一日之保留溢利並無重大影響。

於作為出租人應用香港財務報告準則第16號時，並無對本集團於二零一九年一月一日之綜合財務狀況表及其綜合損益及其他全面收益表以及於本年度之現金流量作出調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (Continued)

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

HKFRS 16 Leases (Continued)

As a lessor (Continued)

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

本年度強制生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號租賃(續)

作為出租人(續)

於二零一九年一月一日的綜合財務狀況表確認的金額作出以下調整。並無包括未受變動影響的項目。

		Carrying amount previously reported at 31 December 2018	Adjustments	Carrying amount under HKFRS 16 at 1 January 2019
		早前於二零一八年十二月三十一日呈報的賬面值	調整	於二零一九年一月一日香港財務報告準則第16號項下的賬面值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Non-current assets	非流動資產			
Right-of-use assets	使用權資產	-	1,274	1,274
Current assets	流動資產			
Lease liabilities	租賃負債	-	1,225	1,225
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	-	152	152

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective

HKFRS 17	Insurance Contracts ¹
Amendments to HKFRS 3	Definition of a Business ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1 and HKAS 8	Definition of Material ⁴
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ⁴

¹ Effective for annual periods beginning on or after 1 January 2021

² Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020

³ Effective for annual periods beginning on or after a date to be determined

⁴ Effective for annual periods beginning on or after 1 January 2020

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

香港財務報告準則第17號	保險合約 ¹
香港財務報告準則第3號（修訂）	業務之定義 ²
香港財務報告準則第10號及香港會計準則第28號（修訂）	投資者與其聯營公司或合營企業間資產出售或投入 ³
香港會計準則第1號及香港會計準則第8號（修訂）	重大性之定義 ⁴
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號（修訂）	利率基準改革 ⁴

¹ 於二零二一年一月一日或其後開始之年度期間生效

² 對於收購日期為二零二零年一月一日或其後開始之第一個年度期間開始或之後之業務合併及資產收購生效

³ 於待釐定日期或其後開始之年度期間生效

⁴ 於二零二零年一月一日或其後開始之年度期間生效

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

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

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

Except for the new and amendments to HKFRSs mentioned below, the directors of the Company consider that the application of all new and amendments to HKFRSs and HKASS is unlikely to have a material impact on the Group’s financial position and performance as well as disclosure in foreseeable future.

Amendments to HKFRS 3 Definition of a Business

The amendments:

- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The election on whether to apply the optional concentration test is available on transaction-by-transaction basis;
- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs; and
- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

除上文之新訂及經修訂香港財務報告準則外，二零一八年頒佈了經修訂財務報告概念框架。其相應修訂、香港財務報告準則概念框架指引之修訂，將於二零二零年一月一日或之後開始的年度期間生效。

除下文所述新訂及經修訂香港財務報告準則外，本公司董事認為，應用所有新訂及經修訂香港財務報告準則及香港會計準則均不會對本集團的財務狀況及表現以及在可見未來的披露產生重大影響。

香港財務報告準則第3號（修訂）業務之定義

修訂：

- 增加一個可選之集中性測試，該測試可簡化評估被收購的一組活動及資產是否為業務。應用可選之集中性測試與否可按逐項交易選擇；
- 闡明交易要被視為一項業務，被收購之一組活動及資產需至少包括可對創造產出能力有重大貢獻之投入及重大過程；及
- 縮小業務及產出之定義，注重向客戶提供之產品及服務，不再提及降低成本之能力。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

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

Amendments to HKFRS 3 Definition of a Business (Continued)

The amendments are applied prospectively to all business combinations and asset acquisitions for which the acquisition date is on or after the first annual reporting period beginning on or after 1 January 2020, with early application permitted.

Amendments to HKAS 1 and HKAS 8 Definition of Material

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgments. In particular, the amendments:

- include the concept of “obscuring” material information in which the effect is similar to omitting or misstating the information;
- replace threshold for materiality influencing users from “could influence” to “could reasonably be expected to influence”; and
- include the use of the phrase “primary users” rather than simply referring to “users” which was considered too broad when deciding what information to disclose in the financial statements.

The amendments also align the definition across all HKFRSs and will be mandatorily effective for the Group’s annual period beginning on 1 January 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第3號（修訂）業務之定義（續）

該等修訂前瞻性應用於所有收購日期為於二零二零年一月一日或之後開始的首個年度呈報期間或之後的業務合併及資產收購，並允許提前採用。

香港會計準則第1號及香港會計準則第8號（修訂）重大性之定義

該等修訂透過載入作出重大判斷時的額外指引及解釋，對重大性之定義進行修訂。尤其是有關修訂：

- 包含「掩蓋」重要資料的概念，其與遺漏或誤報資料有類似效果；
- 就影響使用者重要性的範圍以「可合理預期影響」取代「可影響」；及
- 包含使用詞組「主要使用者」，而非僅指「使用者」，於決定於財務報表披露何等資料時，該用語被視為過於廣義。

該等修訂與各香港財務報告準則的定義一致，並將在本集團於二零二零年一月一日開始的年度期間強制生效。預期應用該等修訂不會對本集團的財務狀況及表現造成重大影響，惟可能影響於綜合財務報表中的呈列及披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

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

Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in HKFRS Standards

The New Framework:

- reintroduces the terms stewardship and prudence;
- introduces a new asset definition that focuses on rights and a new liability definition that is likely to be broader than the definition it replaces, but does not change the distinction between a liability and an equity instrument;
- discusses historical cost and current value measures, and provides additional guidance on how to select a measurement basis for a particular asset or liability;
- states that the primary measure of financial performance is profit or loss, and that only in exceptional circumstances other comprehensive income will be used and only for income or expenses that arise from a change in the current value of an asset or liability; and
- discusses uncertainty, derecognition, unit of account, the reporting entity and combined financial statements.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

二零一八年財務報告概念框架(「新框架」)及提述香港財務報告準則概念框架的修訂

新框架：

- 重新引入管理及審慎此等術語；
- 引入著重權利的新資產定義以及範圍可能比所取代定義更廣的新負債定義，惟不會改變負債與權益工具之間的區別；
- 討論歷史成本及現值計量，並就如何為某一特定資產或負債選擇計量基準提供額外指引；
- 指出財務表現主要計量標準為損益，且於特殊情況下會使用其他全面收益，且僅用於資產或負債現值產生變動的收入或開支；及
- 討論不確定因素、終止確認、會計單位、報告實體及綜合財務報表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

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

Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in HKFRS Standards (Continued)

Consequential amendments have been made so that references in certain HKFRSs have been updated to the New Framework, whilst some HKFRSs are still referred to the previous versions of the framework. These amendments are effective for annual periods beginning on or after 1 January 2020, with earlier application permitted. Other than specific standards which still refer to the previous versions of the framework, the Group will rely on the New Framework on its effective date in determining the accounting policies especially for transactions, events or conditions that are not otherwise dealt with under the accounting standards.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

二零一八年財務報告概念框架(「新框架」)及提述香港財務報告準則概念框架的修訂(續)

相應修訂已作出，致使有關若干香港財務報告準則中的提述已更新至符合新框架，惟部分香港財務報告準則仍參考該框架的先前版本。該等修訂於二零二零年一月一日或之後開始的年度期間生效，並可提早應用。除仍參考該框架先前版本的特定準則外，本集團將於其生效日期按新框架決定會計政策，尤其是會計準則未有處理的交易、事件或條件。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements also comply with the applicable disclosure requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The consolidated financial statements have been prepared under historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are accounted for in accordance with HKFRS 16 (Since 1 January 2019) or HKAS 17 (before application of HKFRS 16) Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

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

3. 主要會計政策

綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之所有適用香港財務報告準則（「香港財務報告準則」，包括所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）及香港公司條例之披露規定編製。綜合財務報表亦符合香港聯合交易所有限公司證券上市規則（「上市規則」）之適用披露規定。

綜合財務報表已按歷史成本法編製。歷史成本一般按為換取資產而付出之代價之公平值計算。

公平值乃於計量日市場參與者間於有秩序交易中出售資產所收取或轉讓負債須支付之價格，而不論該價格是否為可直接觀察取得或可使用其他估值技術估計。於估計資產或負債的公平值時，本集團會考慮該等市場參與者於計量日對資產或負債定價時所考慮的資產或負債的特點。於該等綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟屬於香港財務報告準則第2號範疇之股權支付交易、根據香港財務報告準則第16號（自二零一九年一月一日起）或香港會計準則第17號（於應用香港財務報告準則第16號之前）租賃列賬之租賃交易，以及與公平值存在若干相似之處但並非公平值之計量（例如香港會計準則第2號之可變現淨值或香港會計準則第36號之使用價值）除外。

非金融資產之公平值計量計及市場參與者透過最大限度使用該資產達致最佳用途或透過將該資產出售予將最大限度使用該資產達致最佳用途之另一市場參與者產生經濟效益之能力。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

For financial instruments and investment properties which are transferred at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals the transaction price.

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

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

The principal accounting policies are set out below.

3. 主要會計政策 (續)

就於隨後期間按公平值及將使用不可觀察輸入數據計量公平值的估值技術轉讓的金融工具及投資物業而言，估值技術會予以校準以使估值技術結果與交易價相等。

此外，就財務報告而言，公平值計量根據公平值計量輸入數據之可觀察程度及公平值計量輸入數據對其整體之重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據乃實體於計量日期可取得之相同資產或負債於活躍市場之報價（未經調整）；
- 第二級輸入數據乃資產或負債之直接或間接可觀察輸入數據（第一級所包括報價除外）；及
- 第三級輸入數據乃資產或負債之不可觀察輸入數據。

主要會計政策載於下文。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation

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

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

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

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

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

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

3. 主要會計政策 (續)

綜合基準

本綜合財務報表包含本公司及由本公司及其附屬公司控制之實體之財務報表。取得控制權乃指本公司：

- 可對投資對象行使權力；
- 因參與投資對象之業務而獲得或有權獲得可變回報；及
- 有能力行使其權力以影響該等回報。

倘事實及情況反映上文所列三項控制因素其中一項或多項變動，則本公司會重估是否仍然控制投資對象。

當本集團取得附屬公司之控制權，便開始將該附屬公司綜合入賬；當本集團失去附屬公司之控制權，便停止將該附屬公司綜合入賬。具體而言，年內收購或出售之附屬公司之收入及支出會於本集團取得控制權當日起計入綜合損益及其他全面收益表，直至本集團對該附屬公司之控制權終止當日為止。

損益及各項其他全面收入項目歸屬於本公司擁有人及非控股權益。附屬公司之全面收入總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

如有需要，附屬公司之財務報表將作出調整，以使其會計政策與本集團之會計政策一致。

集團內公司間一切資產及負債、股權、收入、支出及與集團成員公司間交易相關之現金流量於綜合賬目時悉數撇銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest; and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3. 主要會計政策 (續)

綜合基準 (續)

附屬公司之非控股權益與本集團於其中之權益分開呈列，而該等權益代表其持有人於清盤時讓持有人有權按比例分佔有關附屬公司資產淨值之現時所有權權益。

當本集團失去附屬公司之控制權時，收益或虧損於損益中確認，並按(i)已收代價公平值及任何保留權益公平值總額；與(ii)資產（包括商譽）之過往賬面值、附屬公司負債及任何非控股權益間之差額計算。所有先前於其他全面收入確認之有關附屬公司之款項，將按猶如本集團已直接出售該附屬公司之相關資產或負債入賬（即按適用香港財務報告準則之規定／許可條文重新分類至損益或轉撥至另一類權益）。於失去控制權當日於前附屬公司保留之任何投資之公平值將根據香港財務報告準則第9號，於其後入賬時被列作初步確認之公平值，倘適用，列作於初步確認時於聯營公司或合資經營企業投資之成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers

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

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

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

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

3. 主要會計政策 (續)

客戶合約之收入

根據香港財務報告準則第15號，於（或當）本集團於完成履約責任時，即當特定之履約責任涉及之貨品或服務之「控制權」轉移至客戶時確認收益。

履約責任指一項明確貨品或服務（或一批貨品或服務）或一系列大致相同之明確貨品或服務。

倘符合以下其中一項條件，控制權隨時間轉移，收益則可參考完成相關履約責任之進度而按時間確認：

- 客戶於本集團履約時同時收取及享用本集團履約所提供之利益；
- 於履約時，本集團之履約創建或增強客戶控制之資產；或
- 本集團之履約並未能創建對本集團具有替代用途之資產，而本集團有強制執行權收取至今已履約之款項。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

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

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

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

A contract asset and a contract liability relating to a contract are accounted for and presented on a net basis.

Details of the Group's performance obligations for revenue for contracts with customers resulting from application of HKFRS 15 are set out in note 7.

3. 主要會計政策 (續)

客戶合約之收入 (續)

否則，營業額將於客戶獲得明確貨品或服務控制權時確認。

合約資產指本集團就已轉讓予客戶之貨品或服務收取代價之權利(尚未成為無條件)，其根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價之無條件權利，即代價付款到期前僅需經過一段時間。

合約負債指本集團向客戶轉移本集團已自客戶收取代價(或應收代價金額)之貨品或服務之責任。

與合約有關之合約資產及合約負債乃以淨額列賬及呈列。

有關本集團因應用香港財務報告準則第15號所產生之客戶合約之收入之履約責任詳情載於附註7。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

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

3. 主要會計政策 (續)

物業、廠房及設備

物業、廠房及設備乃持作用於生產或供應貨品或服務或作行政用途之有形資產。物業、廠房及設備按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表入賬。

確認折舊旨在於固定資產項目之估計可使用年內以直線法撇銷其成本(減殘值)。估計可使用年期、殘值及折舊方法均於報告期末作出檢討,並對估計變更的影響按前瞻基準列賬。

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時終止確認。因出售或報廢固定資產項目而產生收益或虧損,按出售所得款項與資產賬面值之差額計算,並於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes).

Effective from 1 January 2019, investment properties also include lease properties which are being recognised as right-of-use asset upon application of HKFRS 16 and subleased by the Group under operating lease.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values, adjusted to exclude any prepaid or accrued operating lease income. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of investment properties under construction.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Effective from 1 January 2019, a leased properties which is recognised as a right-of-use asset upon application of HKFRS 16 is derecognised if the Group as immediate lessor classifies the sublease as a finance lease. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the item is derecognised.

3. 主要會計政策 (續)

投資物業

投資物業為持有以賺取租金及／或資本增值的物業（包括作該等用途之在建物業）。

自二零一九年一月一日起，投資物業亦包括將於應用香港財務報告準則第16號後確認為使用權資產及由本集團根據經營租賃分租之租賃物業。

投資物業初步按成本計量，包括任何直接應佔開支。於初步確認後，投資物業按其公平值計量，並予以調整以撇除任何預付或應計經營租賃收入。投資物業公平值變動產生之收益或虧損於產生之期間計入損益。

在建投資物業所產生之建築成本乃資本化為在建投資物業賬面值之一部分。

出售投資物業後或當投資物業永久不再使用及預期其出售不會帶來未來經濟利益時終止確認投資物業。自二零一九年一月一日起，倘本集團作為直接出租人將分租分類為融資租賃，則終止確認於應用香港財務報告準則第16號後確認為使用權資產之租賃物業。終止確認該物業產生的任何收益或虧損（按出售所得款項淨額與該資產賬面值之間的差額計算）於終止確認該物業期間計入損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for trading rights is recognised on a straight-line basis over their estimated useful lives. The estimated useful lives and amortisation method are reviewed at the end of each reporting period, with the effective of any changes in estimate being accounted for on a prospective basis.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses on the same basis as intangible assets that are acquired separately. Alternatively, intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

Intangible assets are derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the assets are derecognised.

3. 主要會計政策 (續)

無形資產

單獨收購之無形資產

單獨收購之有限可使用年期的無形資產按成本減累計攤銷及任何累計減值虧損入賬。交易權之攤銷按直線基準於其估計可使用年期確認。估計可使用年期及攤銷方法於每個報告期終日檢討，並對估計變更的影響按前瞻基準列賬。

於業務合併收購之無形資產

於業務合併收購之無形資產與商譽分開確認及初步按收購日期之公平值（被視為其成本）確認。於初步確認後，業務合併所收購具備有限可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬，基準與單獨收購之無形資產相同。相反，業務合併所收購具備無限可使用年期之無形資產按成本減任何其後累計減值虧損列賬（見下文有關有形及無形資產之減值虧損之會計政策）。

無形資產於出售時或預計日後使用或出售該資產不會產生經濟利益時終止確認。終止確認無形資產產生之損益以資產處置所得款項淨額與賬面值之差額計算，並於終止確認資產之期間在損益確認。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment losses on property, plant and equipment, right-of-use assets and intangible asset

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible asset with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment, right-of-use assets and intangible asset are estimated individually, when it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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

3. 主要會計政策 (續)

物業、廠房及設備、使用權資產及無形資產之減值虧損

本集團於報告期終日審閱有限可使用年期之物業、廠房及設備、使用權資產及無形資產之賬面值，釐定該等資產有否任何減值虧損跡象。倘有任何跡象顯示減值，將估計有關資產之可收回金額以釐定減值虧損（如有）程度。

物業、廠房及設備、使用權資產及無形資產之可收回金額將予以個別估計，當不能個別估計可收回金額時，本集團估計有關資產所屬現金產生單位之可收回金額。

此外，本集團對是否有跡象顯示公司資產可能出現減值進行評估。倘有有關跡象顯示減值，當能夠確定一個合理及一致分配基礎時，公司資產亦會被分配至個別現金產生單位，否則被分配至可被確定合理及一致分配基礎之最小現金產生單位組別。

可收回金額為公平值減出售成本與使用價值之較高者。評估使用價值時，估計未來現金流量會以可反映現行市場對貨幣時間價值之評估及並未調整估計未來現金流量之資產（或現金產生單位）之特定風險之除稅前折現率折現至現值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment losses on property, plant and equipment, right-of-use assets and intangible asset (Continued)

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

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

3. 主要會計政策 (續)

物業、廠房及設備、使用權資產及無形資產之減值虧損 (續)

倘資產(或現金產生單位)之可收回金額估計低於其賬面值,則資產(或現金產生單位)之賬面值乃扣減至其可收回金額。就未能按合理及一致基礎分配至現金產生單位之公司資產或部分公司資產而言,本集團會比較現金產生單位組別之賬面值(包括已分配至該現金產生單位組別之公司資產或部分公司資產之賬面值)與該現金產生單位組別之可收回金額。於分配減值虧損時,減值虧損首先會分配以減低任何商譽(倘適用)之賬面值,其後按該單位或現金產生單位組別各資產之賬面值按比例分配至其他資產。資產賬面值不會減少至低於其公平值減出售成本(如可計量)或其使用價值(如可釐定)及零中之最高值。已另行分配至資產之減值虧損金額按比例分配至該單位或現金產生單位組別之其他資產。減值虧損即時於損益中確認。

倘減值虧損於其後撥回,則資產(或現金產生單位或現金產生單位組別)之賬面值會增至經修訂估計可收回金額,惟增加之賬面值不會超過以往年度並未就該資產(或現金產生單位或現金產生單位組別)確認任何減值虧損而應釐定之賬面值。減值虧損撥回即時於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Properties for sale

Properties for sale which are intended to be sold upon completion of development and properties for sale are classified as current assets. Except for the leasehold land element which is measured at cost model in accordance with the accounting policies of right-of-use assets upon the application of HKFRS 16, properties for sale are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis including allocation of the related development expenditure incurred and where appropriate, borrowing costs capitalised. Net realisable value represents the estimated selling price for the properties less estimated cost to completion and costs necessary to make the sales.

Properties for sale are transferred to properties for sale upon completion.

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from the amount as reported in the consolidated statement of profit or loss and other comprehensive income 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.

3. 主要會計政策 (續)

待售物業

擬於開發完成及待售物業竣工後出售之待售物業分類為流動資產。除租賃土地部分於應用香港財務報告準則第16號後根據使用權資產之會計政策按成本模式計量外，待售物業以成本及可變現淨值兩者之較低者入賬。成本按特定識別基準釐定，包括分配所產生之有關開發支出及（倘適用）資本化借貸成本。可變現淨值指估計物業售價減估計完成成本及銷售所需成本。

於完成時，待售物業轉撥至待售物業。

稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

現時應付稅項按年度應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表所報金額不同，乃由於前者不包括在其他年度應課稅或可扣稅之收入或開支項目，亦不包括毋須課稅或不可扣稅項目。本集團之本期稅項負債按報告期終日已實行或大致已實行之稅率計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences 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 associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

3. 主要會計政策 (續)

稅項 (續)

遞延稅項為就綜合財務報表資產及負債賬面值與計算應課稅溢利時所用之相應稅基兩者間之暫時差額確認。遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項資產通常會就所有可扣減暫時差額按可能出現可利用暫時差額扣稅之應課稅溢利予以確認。倘有關差額因商譽或因業務合併以外原因開始確認既不影響應課稅溢利亦不影響會計溢利之交易中其他資產及負債而引致之暫時差額，則不會確認該等資產及負債。

遞延稅項負債按附屬公司及聯營公司投資所產生應課稅暫時差額確認，惟倘本集團能控制暫時差額之回撥，且暫時差額可能不會於可見將來回撥之情況則除外。由相關投資之可扣稅暫時差額所產生之遞延稅項資產，僅於可能有足夠應課稅溢利可以使用應課稅暫時差額之益處，且預計於可見將來可以撥回時確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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

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

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

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

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

3. 主要會計政策 (續)

稅項 (續)

遞延稅項資產之賬面值於各報告期終日作檢討，按不再可能有足夠應課稅溢利用以抵銷全部或部分資產為限作出調減。

遞延稅項資產及負債按預期於清償負債或變現資產之期間適用之稅率計量，並根據截至報告期終日前已頒佈或大致已頒佈之稅率（及稅法）計算。

遞延稅項負債及資產之計量反映本集團預期於報告期終日時收回或結算其資產及負債賬面值之方式所引起稅務結果。

就計量本集團對租賃交易確認使用權資產及相關租賃負債之遞延稅項而言，本集團首先釐定減稅是否歸屬於使用權資產或租賃負債。

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

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

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

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the year, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of currency translation reserve (attributed to non-controlling interest as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

3. 主要會計政策 (續)

外幣

編製個別集團實體之財務報表時，以該實體功能貨幣以外貨幣（外幣）進行之交易，按其功能貨幣（即實體主要經營之經濟環境之貨幣）於交易日期當時之匯率記錄。於報告期終日，以外幣列值之貨幣項目以當日之匯率重新換算。以外幣歷史成本計算之非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目產生之匯兌差額於產生期內於損益中確認。

呈列綜合財務報表時，本集團海外業務之資產及負債按各報告期終日匯率換算為本集團呈列貨幣（即港元）。收入及開支項目乃按年度內平均匯率換算，除非年內匯率出現重大波幅，則於此情況下，將採用交易日期之匯率。所產生匯兌差額（如有）均確認為其他全面收入及累計於權益中之外幣換算儲備（歸於非控股權益，如適用）。

於出售海外業務時（即出售本集團於一海外業務之全部權益，或該出售包含失去對一間擁有海外業務之附屬公司之控制權，或該出售包含失去對一間擁有海外業務之聯營公司之重大影響），本公司擁有人應佔該業務於權益中所有累計匯兌差額重新分類至損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases

Upon the adoption of HKFRS 16 on 1 January 2019

Definition of a lease (upon application of HKFRS 16 in accordance with transitions in note 2)

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

For contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2)

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, including contract for acquisition of ownership interests of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably.

3. 主要會計政策 (續)

租賃

於二零一九年一月一日應用香港財務報告準則第16號之後

租賃之定義 (根據附註2之過渡應用香港財務報告準則第16號)

倘合約為換取代價而給予在一段時間內控制可識別資產使用之權利，則該合約為租賃或包含租賃。

就於首次應用日期或之後訂立或修改之合約而言，本集團根據香港財務報告準則第16號之定義於初始或修改日期評估該合約是否為租賃或包含租賃。除非合約之條款及條件其後大幅變動，否則有關合約將不予重新評估。

本集團作為承租人 (於根據附註2之過渡應用香港財務報告準則第16號之後)

將代價分配至合約部分

就包含租賃部分以及一項或多項額外租賃或非租賃部分之合約而言，本集團將合約之代價分配至各租賃部分，基準是租賃部分之相對獨立價格及非租賃部分之總獨立價格，除非有關分配無法可靠作出，否則包括就收購一項物業 (包括租賃土地及非租賃樓宇部分) 之所有權之合約。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (Continued)

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of leasehold properties that have a lease term of 12 months or less from the commencement date and do not contain a purchase option.

Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

Right-of-use assets

Except for short-term leases, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received; and
- any initial direct costs incurred by the Group.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

3. 主要會計政策 (續)

租賃 (續)

本集團作為承租人(於根據附註2之過渡應用香港財務報告準則第16號之後)(續)

短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於租賃物業之租賃，有關租賃之租賃期為自開始日期起十二個月或以下且不包含購買選擇權。

短期租賃之租賃付款在租賃期內按直線法確認為支出。

使用權資產

除短期租賃外，本集團於租賃開始日期(即相關資產可供使用之日期)確認使用權資產。使用權資產按成本減去任何累計折舊及減值虧損計量，並就租賃負債之任何重新計量作出調整。

使用權資產之成本包括：

- 租賃負債之初步計量金額；
- 於開始日期或之前作出之任何租賃付款，減任何已收租賃優惠；及
- 本集團產生之任何初始直接成本。

使用權資產按成本減去任何累計折舊及減值虧損計量，並就租賃負債之任何重新計量作出調整。

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綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (Continued)

Right-of-use assets (Continued)

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

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Taxation

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

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

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

3. 主要會計政策 (續)

租賃 (續)

本集團作為承租人(於根據附註2之過渡應用香港財務報告準則第16號之後)(續)

使用權資產(續)

就本集團於租期結束時合理確定獲取相關租賃資產所有權之使用權資產而言，有關使用權資產自開始日期起至使用年期結束期間折舊。在其他情況下，使用權資產按直線基準於其估計使用年期及租期(以較短者為準)內折舊。

本集團將使用權資產列為綜合財務狀況表之一項單獨項目。

稅項

就本集團對租賃交易確認使用權資產及相關租賃負債之遞延稅項計量而言，本集團首先釐定減稅是否歸屬於使用權資產或租賃負債。

就減稅歸屬於租賃負債之租賃交易而言，本集團將香港會計準則第12號所得稅規定分別應用於使用權資產及租賃負債。由於應用初步確認豁免，有關使用權資產及租賃負債之暫時差額並未於初步確認時於租期內確認。

租賃負債

於租賃開始日期，本集團按當日未付之租賃付款現值確認及計量租賃負債。在計算租賃付款之現值時，倘租賃中隱含之利率不易確定，則本集團使用租賃開始日期之增量借款利率計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (Continued)

Lease liabilities (Continued)

The lease payments include fixed lease payments (including in-substance fixed payments).

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment;
- the lease payments change due to changes in expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

3. 主要會計政策 (續)

租賃 (續)

本集團作為承租人 (於根據附註2之過渡應用香港財務報告準則第16號之後) (續)

租賃負債 (續)

租賃付款包括固定租賃付款 (包括實質固定付款)。

租賃負債於綜合財務狀況表列為一項單獨項目。

租賃負債隨後透過上調賬面值以反映租賃負債之利息 (使用實際利率法) 及下調賬面值以反映所作出之租賃付款予以計量。

本集團於以下情況重新計量租賃負債 (並就有關使用權資產作相應調整) :

- 租期有變或有關行使購買選擇權之評估有變, 於此情況下, 租賃負債透過使用於重新評估日期之經修訂折現率折現經修訂租賃付款予以重新計量;
- 租賃付款因有擔保剩餘價值項下之預期付款變動而出現變動, 在此情況下, 相關租賃負債透過使用初始折現率折現經修訂租賃付款予以重新計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessor (upon application of HKFRS 16 in accordance with transitions in note 2)

The Group enters into lease agreements as a lessor with respect to its investment properties to other parties.

Rental income from leases is recognised in other income on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging a lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

Under HKAS 17 (prior to 1 January 2019)

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

The Group as lessor

Rental income from operating leases is recognised in other income on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset.

3. 主要會計政策 (續)

租賃 (續)

本集團作為出租人 (於根據附註2之過渡應用香港財務報告準則第16號之後)

本集團作為出租人就其投資物業與其他人士訂立租賃協議。

租賃之租金收入按直線法於相關租期內於其他收入內確認。磋商及安排租賃所產生之初始直接費用乃計入租賃資產之賬面值及於租期內按直線法確認為開支。

根據香港會計準則第17號 (於二零一九年一月一日之前)

當租賃之條款將擁有權之絕大部分風險及回報轉讓予承租人時，租賃分類為融資租賃。所有其他租賃分類為經營租賃。

本集團作為出租人

經營租賃之租金收入乃於相關租期內按直線法於其他收入內確認。磋商及安排經營租賃所產生之初始直接費用乃計入租賃資產之賬面值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

Under HKAS 17 (prior to 1 January 2019) (Continued)

The Group as lessee

Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the combined statements of financial position as obligations under finance leases. Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

Retirement benefits costs

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

3. 主要會計政策 (續)

租賃 (續)

根據香港會計準則第17號 (於二零一九年一月一日之前) (續)

本集團作為承租人

根據融資租賃持有之資產按其於租賃初始時之公平值或最低租賃付款之現值兩者之較低者確認為本集團資產。出租人承擔之相關負債乃計入合併財務狀況表列為融資租賃承擔。租賃付款乃於財務費用及租賃承擔之扣減之間分配，以便得出負債餘額之固定利率。財務費用即時於損益內確認。

經營租賃付款於租期內按直線法確認為開支。

倘於訂立經營租賃時獲得租金優惠，該等優惠確認為負債。優惠之總利益按直線法確認為租金開支減少。

退休福利成本

定額供款退休福利計劃之款項，於僱員提供服務享有供款時確認為開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 added to 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.

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

Financial instruments

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

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

3. 主要會計政策 (續)

借貸成本

因取得、建設或生產合資格資產（即需要一段長時間籌備作擬定用途或銷售之資產）而直接產生之借貸成本乃加入該等資產之成本，直至當資產已大致上可作擬定用途或銷售。指定借貸尚未運用於合資格資產前作短暫投資而產生之投資收入乃於可作資本化借貸成本內扣除。

所有其他借貸成本均於產生期間於損益確認。

金融工具

倘集團實體成為金融工具合約條文之訂約方，則於綜合財務狀況表中確認金融資產及金融負債。

金融資產及金融負債首先按公平值計量，惟自客戶合約產生之應收賬款除外，其根據香港財務報告準則第15號初步計量。因收購或發行金融資產及金融負債而直接產生之交易成本於首次確認時計入金融資產或金融負債之公平值或自金融資產或金融負債之公平值扣除（按適用情況而定）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

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

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

Financial assets

Classification and subsequent measurement of financial assets

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

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

3. 主要會計政策 (續)

金融工具 (續)

實際利息法為計算金融資產或金融負債之攤銷成本以及於相關期間內分配利息收入及利息開支之方法。實際利率指將金融資產或金融負債預計可用年期或(如適用)較短期間之估計未來現金收入及款項(包括構成實際利率之所有已付或已收費用及利率差價、交易成本及其他溢價或折讓)準確折現至初步確認之賬面淨值的利率。

本集團於日常業務過程中所產生之利息收入乃呈列為收益。

金融資產

金融資產分類及後續計量

符合下列條件之金融資產其後按攤銷成本計量：

- 目的為收取合約現金流量而於業務模式內持有金融資產；及
- 合約條款於指定日期產生之現金流量僅為支付本金及未償還之本金利息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

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

All other financial assets are subsequently measured at fair value through profit or loss (“FVTPL”), except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in OCI if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產分類及後續計量 (續)

符合下列條件之金融資產其後按公平值計入其他全面收入(「按公平值計入其他全面收入」)計量：

- 以收取合約現金流量及出售達致目標之業務模式下所持有之金融資產；及
- 合約條款於指定日期產生之現金流量僅為支付本金及未償還之本金利息。

所有其他金融資產其後按公平值計入損益(「按公平值計入損益」)，除非在首次應用／初步確認金融資產當日，本集團可不可撤銷地選擇於其他全面收入中呈列股權投資之後續公平值變動，前提是該項股權投資既非持作買賣亦非收購方於業務合併中確認之或然代價(在該情況下，香港財務報告準則第3號業務合併適用)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is classified as held for trading if:

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

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產分類及後續計量 (續)

金融資產分類為持作買賣指：

- 收購之主要目的為於短期內出售；
- 在初始確認時，屬本集團所合併管理之已識別金融工具組合之一部分，且近期出現實際短期獲利模式；或
- 並非指定及實際可作對沖工具之衍生工具。

此外，本集團可不可撤回地指定一項須按攤銷成本或按公平值計入其他全面收入計量之金融資產以按公平值計入損益計量，前提為有關指定可消除或大幅減少會計錯配。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(i) Amortised cost and interest income

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產分類及後續計量 (續)

(i) 攤銷成本及利息收入

其後按攤銷成本計量之金融資產及其後按公平值計入其他全面收入之應收款項之利息收入乃使用實際利息法予以確認。利息收入乃根據對金融資產之總賬面值應用實際利率計算，惟隨後出現信貸減值之金融資產除外（見下文）。就其後出現信貸減值之金融資產而言，自下一報告期起，利息收入乃就金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具之信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in the FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to accumulated losses.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the other income line item in profit or loss.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets which are subject to impairment under HKFRS 9 (Investment in equity instrument at FVTOCI, statutory deposits, loan receivable, accounts receivable, other receivables and deposits, pledged bank deposits and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產分類及後續計量 (續)

(ii) 指定按公平值計入其他全面收入之股本工具

按公平值計入其他全面收入之股本工具投資乃其後按公平值計量，其自公平值變動所產生之收益及虧損於其他全面收入中確認，並於按公平值計入其他全面收入儲備中累計；毋須予以減值。有關累計收益或虧損不會於出售股權投資後重新分類至損益，且將轉撥至累計虧損。

當本集團收取股息之權利獲確立，該等股本工具投資之股息將於損益內確認，除非有關股息明顯屬於就該投資收回之部分成本。股息乃計入損益內其他收入項目中。

金融資產減值

本集團就根據香港財務報告準則第9號會出現減值之金融資產（按公平值計入其他全面收入之股本工具投資、法定按金、應收貸款、應收賬款、其他應收賬款及按金、已抵押銀行存款及銀行結存）根據預期信貸虧損（「預期信貸虧損」）模式進行減值評估。預期信貸虧損之金額會於各報告日期更新，以反映自初始確認以來信貸風險之變化。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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

The Group always recognises lifetime ECL for trade receivables and contract assets. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

全期預期信貸虧損指將相關工具之預期使用期內所有可能之違約事件產生之預期信貸虧損。相反，12個月預期信貸虧損（「12個月預期信貸虧損」）指於報告日期後12個月內可能發生之違約事件預期產生之部分全期預期信貸虧損。本集團已根據歷史信貸虧損經驗作出評估，並就債務人特定因素、整體經濟環境以及於報告日期當前狀況及日後狀況預測之評估作出調整。

本集團一直就應收賬款及合約資產確認全期預期信貸虧損。該等資產之預期信貸虧損乃就擁有大量結存之應收款項進行個別評估及／或採用具合適組別之撥備矩陣進行整體評估。

就所有其他工具而言，本集團按12個月預期信貸虧損計量虧損撥備，除非信貸風險自初始確認以來顯著上升，而在該情況下，本集團確認全期預期信貸虧損。是否應以全期預期信貸虧損確認乃根據自初始確認以來出現違約之可能性或風險顯著上升而評估。

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綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk

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

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(i) 信貸風險大幅增加

於評估自初始確認後信貸風險是否顯著增加時，本集團將於報告日期金融工具發生之違約風險與初始確認日起金融工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理且可支持之定量及定性資料，包括無需付出不必要之成本或努力而可得之歷史經驗及前瞻性資料。

具體而言，在評估信貸風險有否顯著增加時，會考慮以下資料：

- 金融工具之外部（如有）或內部信貸評級之實際或預期顯著惡化；
- 外部市場信貸風險指標之顯著惡化，如信貸利差大幅增加，債務人之信貸違約掉期價格；
- 財務或經濟狀況之現有或預測不利變動，預期將導致債務人履行其債務責任之能力大幅下降；

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綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

- (i) Significant increase in credit risk (Continued)
- an actual or expected significant deterioration in the operating results of the debtor;
 - an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of "investment grade" as per globally understood definitions.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

- (i) 信貸風險大幅增加 (續)
- 債務人經營業績之實際或預期重大惡化；
 - 債務人監管、經濟或技術環境之實際或預期重大不利變動，導致債務人履行其債務責任之能力大幅下降。

不論上述評估之結果如何，本集團認為，當合約付款逾期超過30日，則自初始確認以來信貸風險已顯著增加，除非本集團有合理且可支持之資料證明並非如此。

儘管如此，但本集團假設倘債務工具在報告日期被確定為具有較低信貸風險，則債務工具自初始確認以來之信貸風險並未顯著增加。倘出現下列情形，則債務工具會被釐定為信貸風險較低：i)其違約風險較低；ii)借款人於短期履行合約現金流量責任之能力強大；及iii)經濟及業務狀況之長期不利變動可能但不一定會削弱借款人履行合約現金流量責任之能力。本集團認為，倘債務工具內部或外部信貸評級為按公認定義之「投資級」，則有關金融資產之信貸風險低。

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綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

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

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(i) 信貸風險大幅增加 (續)

本集團定期監察用以確定信貸風險曾否顯著增加之標準之成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前確定信貸風險顯著增加。

(ii) 違約之定義

就內部信貸風險管理而言，本集團認為，倘內部生成之或自外部資源獲得之資料顯示債務人不大可能向其債權人（包括本集團）悉數付款（不考慮本集團持有之任何抵押品），則發生違約事件。

無論上述情形如何，本集團認為，倘金融資產逾期超過90天，則發生違約事件，除非本集團有能說明更寬鬆之違約標準更為合適之合理可靠資料，則作別論。

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綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iii) Credit-impaired financial assets

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

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(iii) 信貸減值金融資產

當發生對某項金融資產之估計未來現金流產生不利影響之一項或多項違約事件時，該金融資產即出現信貸減值。金融資產信貸減值之證據包括以下事件之可觀察數據：

- (a) 發行人或借款人面臨重大財務困難；
- (b) 違反合約，例如違約或逾期事件；
- (c) 借款人之貸款人出於與借款人財務困難相關之經濟或合約原因，而向借款人授予貸款人原本不會考慮之優惠；或
- (d) 借款人可能破產或進行其他財務重組。

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綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iv) Write-off policy

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

(v) Measurement and recognition of ECL

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(iv) 撇銷政策

當有資料顯示交易對手方有嚴重財務困難及並無實際可收回預期，例如，當交易對手方被清算或已進入破產程序時，或倘為應收賬款，該等金額逾期超過兩年時（以較早發生者為準），本集團會將該金融資產撤銷。經考慮法律意見（如適當）後，已撤銷之金融資產仍可根據本集團之收回程序實施強制執行。撤銷構成終止確認事項。任何後續收回均於損益中確認。

(v) 預期信貸虧損之計量及確認

預期信貸虧損計量為違約概率、違約虧損（即違約時虧損大小）及違約時風險敞口之函數。違約概率及違約虧損之評估乃基於歷史數據按前瞻性數據作出調整。預期信貸虧損之估計反映無偏頗及概率加權之數額，其乃根據發生相關違約風險之加權數值而釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

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

Where ECL is measured on a collective basis to cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade receivables are each assessed as a separate group);
- Past-due status; and
- Nature, size and industry of debtors.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(v) 預期信貸虧損之計量及確認 (續)

一般而言，預期信貸虧損為根據合約應付本集團至所有合約現金流量與本集團預期收取之現金流量之間之差額（按於初始確認時所釐定之實際利率貼現）。

倘預期信貸虧損按集體基準計量或迎合個別工具水平證據可能不存在之情況，則金融工具按以下基準歸類：

- 金融工具之性質（即本集團之每筆應收賬款作為單獨組別進行評估）；
- 逾期狀況；及
- 債務人之性質、規模及行業。

管理層會定期檢討分組方法，以確保各組別之組成項目維持類似之信貸風險特徵。

利息收入乃根據金融資產之賬面總額計算，除非金融資產發生信貸減值則另作別論，在該情況下，利息收入會根據金融資產之攤銷成本計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of accounts receivable where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

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

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(v) 預期信貸虧損之計量及確認 (續)

本集團通過調整賬面值在損益中確認所有金融工具之減值收益或虧損(應收賬款除外)，而相應調整透過虧損撥備賬確認。

終止確認金融資產

僅於資產現金流量之合約權利屆滿時，或當其將金融資產及擁有資產之絕大部分風險及回報轉讓予另一實體時，本集團方會終止確認金融資產。倘本集團並無轉讓亦不保留所有權之絕大部分風險及回報並繼續控制所轉讓資產，則本集團就其可能須支付之金額確認於資產及相關負債之保留權益。倘本集團保留所轉讓金融資產所有權之絕大部分風險及回報，則本集團繼續確認金融資產，亦確認所收款項之有抵押借貸。

當終止確認按攤銷成本計量之金融資產時，資產賬面值與已收及應收代價總額之差額於損益確認。

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綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

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

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本權益工具

分類為債務或權益

集團實體發行之債務及股本權益工具根據合約安排內容以及金融負債及股本權益工具之定義分類為金融負債或股本權益工具。

股本權益工具

股本權益工具為帶有本集團資產剩餘權益(經扣除其所有負債)之任何合約。本公司發行之股本權益根據所收款項，扣除直接發行成本之淨額確認。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at amortised cost

Financial liabilities including accounts payable, other payables and accrued expenses, borrowing and amount due to Directors are subsequently measured at amortised cost, using the effective interest method.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which HKFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本權益工具 (續)

金融負債

所有金融負債其後均採用實際利息法按攤銷成本或按公平值計入損益計量。

按攤銷成本計量之金融負債

金融負債包括應付賬款、其他應付賬款及應計費用、借貸及應付董事款項，其後乃採用實際利率法按攤銷成本計算。

按公平值計入損益之金融負債

倘金融負債為(i)香港財務報告準則第3號所適用之業務合併中收購方之或然代價；(ii)持作買賣；或(iii)被指定為按公平值計入損益，則有關金融負債被分類為按公平值計入損益。

在下列情況下，金融負債為持作買賣：

- 收購之主要目的為於短期內購回；或
- 在初始確認時，屬本集團所合併管理之已識別金融工具組合之一部分，且近期出現實際短期獲利模式；或
- 有關金融負債為一項衍生工具（作為財務擔保合約或指定及實際對沖工具之衍生工具除外）。

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綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities at FVTPL (Continued)

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. For financial liabilities that contain embedded derivatives, such as convertible bonds, the changes in fair value of the embedded derivatives are excluded in determining the amount to be presented in other comprehensive income. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to accumulated losses upon derecognition of the financial liability.

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本權益工具 (續)

按公平值計入損益之金融負債 (續)

在下列情況下，金融負債（除持作買賣或業務合併中收購方之或然代價之金融負債外）於初始確認時可被指定為按公平值計入損益：

- 有關指定消除或顯著減少了可能出現之計量或確認之不一致情況；或
- 該金融負債屬於一組金融資產或金融負債（或兩者兼具）之一部分，且本集團按照制定之風險管理或投資策略以公平值為基準對該組合進行管理及績效評估，以及有關該組合之資料乃按此基準向內部呈報；或
- 有關金融負債屬於包含一個或多個嵌入式衍生工具之合約之一部分，而香港財務報告準則第9號允許整個組合合約被指定為按公平值計入損益。

就指定為按公平值計入損益之金融負債而言，該負債之信貸風險變動導致之金融負債之公平值變動金額於其他全面收益確認，除非於其他全面收益內確認該負債之信貸風險變動之影響會產生或擴大損益中之會計錯配。就包含嵌入式衍生工具之金融負債（例如可換股債券）而言，於釐定將於其他全面收益呈列之金額時並不計及該等嵌入式衍生工具之公平值變動。於其他全面收益內確認之金融負債信貸風險所導致之公平值變動隨後不會重新分類至損益，而於金融負債終止確認後轉撥至累計虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Convertible bonds contain debt and derivative components

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

At the date of issue, both the debt component and derivative components are recognised at fair value. In subsequent periods, the entire convertible bonds are designated as financial liabilities at fair value through profit or loss are remeasured to their fair value as at the end of the reporting periods and changes in fair values are recognised in profit or loss. Upon conversion of the convertible bonds, the convertible bonds are remeasured to their fair value as at the date of conversion and changes in fair values are recognised in profit or loss. Transaction costs that relate to the issue of these convertible bonds are charged to profit or loss immediately.

Derecognition of financial liabilities

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

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本權益工具 (續)

包含債務及衍生工具部分之可換股債券

倘換股權將透過以固定金額之現金或另一項金融資產換取固定數目之本集團本身股本工具以外的方式結算，則分類為換股權衍生工具。

於發行日期，債務部分及衍生工具部分均按公平值確認。於後續期間，全部可轉換債券被指定為按公平值計入損益之金融負債，並於報告期末重新計量至其公平值，而公平值變動則於損益內確認。於轉換可換股債券後，可換股債券於轉換日期重新計量至其公平值，而公平值變動則於損益內確認。與發行該等可換股債券有關之交易成本乃即時自損益扣除。

終止確認金融負債

本集團僅於本集團之責任解除、註銷或屆滿時終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價的差額，於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

3. 主要會計政策 (續)

金融工具 (續)

抵銷金融資產與金融負債

僅在本集團當前有法定可執行權抵銷已確認金額，且擬以淨額基準結算或同時變現資產及清償負債時，方抵銷金融資產與金融負債及於財務狀況表呈列淨額。

撥備

倘本集團因過往事件產生現有責任（法定或推定），而本集團可能須履行該責任，且能可靠地估計責任所涉及之金額，則會確認撥備。

確認為撥備之金額為清償報告期末之現有責任之最佳估計，經計及該責任之風險及不明朗因素。倘使用估計用以清償現有責任之現金流量計量撥備，如金錢時間價值影響屬重大，則其賬面值為該等現金流量之現值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties

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

- (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 of the Group;
 - (ii) has significant influence over the Group;
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group; or
- (b) An entity is related to the Group (reporting entity) 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) the 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;

3. 主要會計政策 (續)

關連人士

倘符合下列條件，則一方會被視為與本集團有關聯：

- (a) 倘屬以下人士，即該人士或該人士之近親與本集團有關聯：
 - (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團擁有重大影響力；
 - (iii) 為本集團或其母公司主要管理人員之成員；或
- (b) 倘以下任何條件適用，則一間實體與本集團（報告實體）有關聯：
 - (i) 該實體及本公司均為同一集團之成員公司（即母公司、附屬公司及同系附屬公司各自與另一組公司均有關連）；
 - (ii) 該實體為另一實體（或另一實體為成員公司之集團成員）之聯營公司或合資經營企業；
 - (iii) 兩間實體均為同一第三方之合資經營企業；
 - (iv) 一間實體為第三方實體之合資經營企業，而另一實體則為該第三方實體之聯營公司；

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. 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; and
- (viii) the entity, or any member of the Group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

Close members of the family of person are those family members who may be expected to influence by, that person in their dealings with the entity.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCE OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Group are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

3. 主要會計政策 (續)

關連人士 (續)

(b) (續)

- (V) 該實體乃為本集團或與其有關連之實體僱員福利而設之離職後福利計劃。倘本集團本身為該計劃，則發起僱主亦與本集團有關連；
- (vi) 該實體由第(a)項所識別人土控制或共同控制；
- (vii) 於(a)(i)所確定人士對實體有重大影響或屬該實體主要管理人員之其中一名成員；及
- (viii) 該實體或本集團所屬集團旗下任何成員公司向報告實體或報告實體母公司提供主要管理人員服務。

一名人士之近親為在處理該實體方面預期可能受該人士影響之家族成員。

4. 關鍵會計判斷及估計不確定因素之主要來源

於應用本集團之會計政策(載述於附註3)時，本集團董事須就有關未能從其他來源輕易獲得之資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃基於過往經驗及被認為有關之其他因素作出。實際結果可能有別於該等估計。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCE OF ESTIMATION UNCERTAINTY (Continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Group have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Measurement of ECL

A number of significant judgements are also required in applying the accounting requirements for measuring ECL, such as:

- Determining criteria for significant increase in credit risk;
- Selecting appropriate models and assumptions for the measurement of ECL; and
- Establishing the relative probability weightings of forward-looking scenarios.

4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

估計及相關假設乃按持續經營基準檢討。倘會計估計之修訂僅影響估計獲修訂之期間，則會計估計之修訂於該期間予以確認，而倘修訂影響現時及未來期間，則會計估計之修訂於修訂及未來期間內予以確認。

於應用會計政策時之重大判斷

以下為本集團董事在應用實體會計政策過程中作出之關鍵判斷（涉及估計者（見下文）除外），以及其對綜合財務報表已確認之金額具有最重大之影響。

計量預期信貸虧損

在應用計量預期信貸虧損之會計規定時，須作出多項重大判斷，如：

- 釐定信貸風險大幅增加之準則；
- 選擇計量預期信貸虧損之合適模型及假設；及
- 設立前瞻性情景之相關加權數。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCE OF ESTIMATION UNCERTAINTY (Continued)

Critical judgements in applying accounting policies (Continued)

Measurement of ECL (Continued)

Significant increase in credit risk

ECL of different financial assets is measured by the Group on either a 12-month or lifetime basis depending on whether they are in Stage 1, 2 or 3 as defined in note 6. A financial asset moves to Stage 2 when its credit risk has increased significantly since initial recognition, and it comes to Stage 3 when it is credit-impaired (but it is not purchased original credit impaired). In assessing whether the credit risk of a financial asset has significantly increased, the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information with significant judgements involved.

Models and assumptions used

The Group uses various models and assumptions in estimating ECL. Judgement is applied in identifying the appropriate model for each type of financial assets, as well as the assumptions used in these models. Please refer to note 6 for more details on ECL.

Key sources of estimation uncertainty

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

4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

於應用會計政策時之重大判斷 (續)

計量預期信貸虧損 (續)

信貸風險大幅增加

不同金融資產之預期信貸虧損由本集團按12個月或全期基準計量，具體取決於其是否處於附註6所界定之第1、第2或第3階段。倘一項金融資產自初步確認以來其信貸風險大幅增加，則其會轉入第2階段，倘其出現信貸減值（惟不屬於購入源生已發生信貸減值之資產）時，則其會轉入第3階段。在評估金融資產之信貸風險是否大幅增加時，本集團會考慮在定性及定量方面屬合理及可支持之前瞻性資料，並會作出重大判斷。

所使用之模型及假設

本集團在估計預期信貸虧損時，會使用多種模型及假設。在確定每種金融資產之適當模型以及在該等模型中所使用之假設時，會作出判斷。有關預期信貸虧損之更多詳情，請參閱附註6。

估計不確定因素之主要來源

以下為於各報告期末存在重大風險可能導致須對下一財政期間資產及負債賬面值作出重大調整之未來主要假設及其他主要估計不確定性來源。

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綜合財務報表附註

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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCE OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Measurement of ECL

Impairment assessment under ECL for trade and other receivables (except for cash clients and margin clients)

The Group uses a provision matrix to calculate ECL for the trade receivables (except for cash clients and margin clients) that result from transactions within the scope of HKFRS 15. The provision rates are based on debtor's aging as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable and available without undue costs and effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information is considered. In addition, accounts receivable with significant balances and credit impaired are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL is disclosed in note 6.

Impairment assessment under ECL for financial assets at amortised cost other than accounts receivable (including cash clients, margin clients, statutory deposits, other receivables and deposits, and bank balances)

The impairment assessment under ECL for financial assets at amortised cost (including cash clients, margin clients, statutory deposits, other receivables and deposits, and bank balances) is an area that requires the use of models and assumptions about future economic conditions and the credit risk of the respective financial instrument.

4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

估計不確定因素之主要來源 (續)

計量預期信貸虧損

根據預期信貸虧損對貿易及其他應收賬款 (現金客戶及保證金客戶除外) 之減值評估

本集團採用撥備矩陣計算因在香港財務報告準則第15號範圍內之交易所產生之應收賬款 (現金客戶及保證金客戶除外) 之預期信貸虧損。撥備率乃基於具有類似虧損模式之多種應收賬款組別中應收賬款之賬齡釐定。撥備矩陣乃按本集團之歷史違約率釐定，經考慮無需付出不必要之成本或努力便可得之合理及可支持之前瞻性資料。於各報告日期，會重新評估歷史觀察到之違約率，並考慮前瞻性資料之變動情況。此外，具有重大結存及出現信貸減值之應收賬款將就預期信貸虧損作出單獨評估。

預期信貸虧損撥備對估計之變動較為敏感。有關預期信貸虧損之資料已於附註6披露。

根據預期信貸虧損對按攤銷成本計量之金融資產 (應收賬款除外，包括現金客戶、保證金客戶、法定按金、其他應收賬款及按金以及銀行結存) 作出之減值評估

根據預期信貸虧損對按攤銷成本計量之金融資產 (應收賬款除外，包括現金客戶、保證金客戶、法定按金、其他應收賬款及按金以及銀行結存) 作出減值評估，實為一個要求使用與未來經濟狀況及相關金融工具之信貸風險有關之模型及假設之範疇。

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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCE OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Measurement of ECL (Continued)

Impairment assessment under ECL for financial assets at amortised cost other than accounts receivable (including cash clients, margin clients, statutory deposits, other receivables and deposits, and bank balances) (Continued)

(i) Inputs, assumptions and estimation techniques

ECL is the discounted product of expected future cash flows by using the Probability of Default (“PD”), Loss Given Default (“LGD”) and Exposure at Default (“EAD”), of which PD and LGD are estimates based on significant management judgement. For credit-impaired financial assets, the management perform individual assessment for each client by considering various factors, including the realisable value of securities or collaterals from clients and their guarantors which are held by the Group and subsequent settlement and additional collaterals received.

(ii) Forward-looking information

In measuring ECL in accordance with HKFRS 9, it should consider forward-looking information. The calculation of ECL incorporates forward-looking information through the use of publicly available economic data and forecasts based on assumptions and management judgement to reflect the qualitative factors and through the use of multiple probability weighted scenarios.

Details of the impairment assessment of financial assets at amortised cost is disclosed in note 11.

4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

估計不確定因素之主要來源 (續)

計量預期信貸虧損 (續)

根據預期信貸虧損對按攤銷成本計量之金融資產 (應收賬款除外，包括現金客戶、保證金客戶、法定按金、其他應收賬款及按金以及銀行結存) 作出之減值評估 (續)

(i) 輸入數據、假設及估算技術

預期信貸虧損為使用違約概率 (「違約概率」)、違約損失率 (「違約損失率」) 及違約風險敞口 (「違約風險敞口」) 計算之預期未來現金流量之貼現結果，其中違約概率及違約損失率乃基於管理層重大判斷之估計。就出現信貸減值之金融資產而言，管理層會通過考慮多個因素 (包括本集團所持有來自客戶及其擔保人之證券或抵押品之可變現價值，以及隨後之結算情況及所收到之額外抵押品)，對每位客戶進行個別評估。

(ii) 前瞻性資料

於根據香港財務報告準則第9號計量預期信貸虧損時，應考慮前瞻性資料。預期信貸虧損之計算通過使用公開可獲得之經濟數據及基於假設及管理判斷之預測 (以反映定性因素) 及通過使用多個概率加權情景，已融入前瞻性資料。

按攤銷成本計量之金融資產減值評估詳情乃於附註11披露。

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCE OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Valuation of investment property

Investment properties are stated at fair value based on the valuation performed by the independent professional valuer. The valuers have determined the fair value based on a method of valuation which involves certain estimates. In relying on the valuation report prepared by the valuers, management has reviewed the valuation including the assumptions and estimates adopted.

5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the equity balance. The capital structure of the Group consists of equity attributable to owners of the Company, comprising issued share capital, accumulated losses and other reserves.

The Directors review the capital structure on a continuous basis. As part of this review, the Directors consider the cost of capital and the risks associated with capital. The Group will balance its overall capital structure through the payment of dividends, issuance of new shares as well as the issuance of new debts or the redemption of existing debts. The Group's overall strategy remains unchanged from prior year.

Certain group entities are regulated by the Hong Kong Securities and Futures Commission and are required to comply with the financial resources requirements according to the Hong Kong Securities and Futures (Financial Resources) Rules (the "SF(FR)R"). The Group's regulated entities are subject to minimum paid-up share capital requirements and liquid capital requirements under the SF(FR)R. Management closely monitors, on a daily basis, the liquid capital level of these entities to ensure compliance with the minimum liquid capital requirements under the SF(FR)R. The Group's regulated entities have complied with the capital requirements imposed by the SF(FR)R throughout both years.

4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

估計不確定因素之主要來源 (續)

投資物業估值

投資物業乃基於獨立專業估值師所進行之估值以公平值列賬。估值師基於涉及若干估計之估值方法釐定公平值。管理層依賴估值師所編製之估值報告審閱估值，包括所採納之假設及估計。

5. 資本風險管理

本集團管理資本，維持最有利的權益結餘，以確保本集團旗下公司能夠持續經營，並盡力提高股東的回報。本集團的資本架構為本公司擁有人應佔權益（包括已發行股本、累計虧損及其他儲備）。

董事持續檢討資本架構。董事在檢討時會考慮資本成本及資本所涉風險。本集團亦透過派付股息、發行新股及發行新債或贖回現有債務平衡整體資本架構。本集團整體策略與去年相同。

若干集團實體受香港證券及期貨事務監察委員會規管，須根據香港證券及期貨（財政資源）規則（「證券及期貨（財政資源）規則」）遵守財政資源規定。本集團受規管實體須遵守證券及期貨（財政資源）規則下的最低繳足股本規定及流動資金規定。管理層每日均會密切監察該等實體的流動資金水平以確保彼等符合證券及期貨（財政資源）規則的最低流動資金規定。本集團受規管實體於兩個年度內一直遵守證券及期貨（財政資源）規則的資金規定。

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6. FINANCIAL INSTRUMENTS

Categories of financial instruments

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Financial assets	金融資產		
Investment in equity instrument at FVTOCI	按公平值計入其他 全面收入之股本工具投資	1,224	1,566
Financial assets at amortised cost	按攤銷成本計量之金融資產	251,838	480,991
		253,062	482,557
Financial liabilities – amortised cost	金融負債 – 攤銷成本	637,762	755,498
Financial liabilities designated as at FVTPL	指定為按公平值計入損益之金融負債	–	104,055

Financial risk management objectives and policies

The Group's financial instruments include investment in equity instrument at FVTOCI, statutory deposits, loan receivables, accounts receivable, other receivables and deposits, pledged fixed deposits, bank balances and cash, accounts payable, other payables and accrued expenses, amount due to Directors, convertible bonds, corporate bonds and borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. The Group's overall strategy substantially remains unchanged from prior year.

6. 金融工具

金融工具類別

財務風險管理目標及政策

本集團之金融工具包括按公平值計入其他全面收入之股本工具投資、法定按金、應收貸款、應收賬款、其他應收賬款及按金、已抵押定期存款、銀行結存及現金、應付賬款、其他應付賬款及應計費用、應付董事款項、可換股債券、公司債券及借貸。金融工具之詳情於相關附註披露。與此等金融工具有關之風險包括市場風險（貨幣風險及利率風險）、信貸風險及流動資金風險。減低此等風險之政策載於下文。管理層管理及監察此等風險，以確保能及時及有效地採取適當措施。本集團整體策略與去年大致相同。

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Offsetting of financial assets and financial liabilities

The disclosures set out in the tables below include financial assets and financial liabilities that:

- are offset in the Group's statement of financial position; or
- are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments, irrespective of whether they are offset in the Group's statement of financial position.

Under the agreement of continuous net settlement made between the Group and Hong Kong Securities Clearing Company Limited ("HKSCC"), and brokers, the Group has a legally enforceable right to set off the money obligation receivable and payable with HKSCC and brokers on the same settlement date and the Group intends to set off on a net basis.

Except for balances which are due to be settled on the same date which are being offset, amounts due from/to HKSCC, brokers and cash clients that are not to be settled on the same date financial collateral including securities received by the Group, deposit placed with HKSCC and brokers do not meet the criteria for offsetting in the statement of financial position since the right of set-off of the recognised amounts is only enforceable following an event of default.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

抵銷金融資產及金融負債

下表所載之披露包括下列金融資產及金融負債：

- 於本集團綜合財務報表內抵銷；或
- 受可強制執行總淨額結算安排或類似協議所規限，涵蓋類似金融工具的類似交易，不論其是否於本集團綜合財務報表內抵銷。

根據本集團與香港中央結算有限公司（「香港結算」）及經紀間作出之持續淨額結算協議，本集團擁有合法可強制執行權利以在相同結算日與香港結算及經紀抵銷應收及應付款項責任，而且本集團有意按淨額基準結算。

由於已確認款項之抵銷權僅可於出現違約時強制執行，除同日到期應予結算之抵銷外，並非於同日結算之應收／應付香港結算、經紀及現金客戶款項、本集團所收取之金融抵押品（包括證券）、存放於香港結算及經紀之存款不符合於綜合財務狀況表內抵銷標準。

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Offsetting of financial assets and financial liabilities (Continued)

The amount offset and the net balance are shown as follows:

6. 金融工具 (續)

財務風險管理目標及政策 (續)

抵銷金融資產及金融負債 (續)

抵銷金額及結餘淨額列示如下：

		2019 二零一九年		2018 二零一八年	
		Accounts receivable 應收賬款 HK\$'000 千港元	Accounts payable 應付賬款 HK\$'000 千港元	Accounts receivable 應收賬款 HK\$'000 千港元	Accounts payable 應付賬款 HK\$'000 千港元
Gross amounts of cash client and Hong Kong Securities Clearing Company Limited	現金客戶及香港中央結算有限公司總額	36,993	(110,565)	25,425	(108,397)
Amounts offsetting	抵銷金額	(29,393)	29,393	(12,137)	12,137
Net amount of cash client and Hong Kong Securities Clearing Company Limited	現金客戶及香港中央結算有限公司淨額	7,600	(81,172)	13,288	(96,260)
Balance not offsetting	未抵銷結存	99,129	(73,988)	261,068	(207,264)
Allowance of provision of bad debt	計提壞賬撥備	(45)	–	(667)	–
Net amount presented in the consolidated statement of financial position	於綜合財務狀況表內呈列之淨額	106,684	(155,160)	273,689	(303,524)

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk

Currency risk

As the Group's monetary assets and monetary liabilities are mainly in functional currency of respective group entities, the currency risk resulting from daily operations is considered not significant. The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate pledged fixed deposits, loan receivables, corporate bonds and borrowings. The Group is also exposed to cash flow interest rate risk in relation to variable-rate of bank balances, loans to securities margin clients and amount due to Directors. The Group currently does not have interest rate hedging policy. However, management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Prime Rate arising from the Group's variable-rate loans to securities margin clients and amount due to Directors.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

市場風險

貨幣風險

由於本集團之貨幣資產及貨幣負債主要以各集團實體之功能貨幣計值，故日常營運產生之貨幣風險並不重大。本集團目前尚無外幣對沖政策。然而，管理層會監察外幣匯兌風險，並在需要時考慮對沖重大的外幣風險。

利率風險

本集團的公平值利率風險與定息已抵押定期存款、應收貸款、公司債券及借貸有關。本集團亦因銀行結存、證券保證金融資客戶貸款及應付董事款項等浮息而面對現金流利率風險。本集團現時並無利率對沖政策。然而，管理層會監察利率風險，並在需要時考慮對沖重大的利率風險。本集團之現金流利率風險主要集中於本集團借予證券保證金客戶之浮息貸款及應付董事款項之香港最優惠利率之改變。

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Interest rate risk (Continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate loans to securities margin clients and amount due to a Director mentioned above at the end of the reporting period. The analysis is prepared assuming the amounts of assets and liabilities recorded at the end of the reporting period were outstanding for the whole year. A 50 basis point (2018: 50 basis point) increase or decrease represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis point (2018: 50 basis point) higher/lower and all other variables were held constant, the Group's loss for the year ended 31 December 2019 would increase/decrease by approximately HK\$350,000 (2018: HK\$360,000).

The effect on bank balances has not been taken into account in preparing the sensitivity analysis because the effect involved is not significant.

Other price risk

The Group is exposed to equity price risk through its investments in equity securities measured at FVTOCI. For equity securities measured at FVTOCI quoted in the Stock Exchange, the management manages this exposure by closely monitoring the risk. The Group will consider hedging the risk exposure should the need arise.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

市場風險 (續)

利率風險 (續)

敏感度分析

以下的敏感度分析乃按照報告期終日上述借予證券保證金客戶之浮息貸款及應付一名董事款項之利率釐定。此分析根據假設於報告期終日錄得之資產及負債額於整年存在而編製。增減50基點(二零一八年: 50基點)即管理層對利率可能之合理變動之評估。

倘利率增加/減少50基點(二零一八年: 50基點), 而所有其他可變數不變, 本集團截至二零一九年十二月三十一日止年度之虧損將增加/減少約350,000港元(二零一八年: 360,000港元)。

由於所涉影響不大, 故編製敏感度分析時, 並無計及銀行結存所受影響。

其他價格風險

由於本集團投資於按公平值計入其他全面收入計量之股本證券, 故須承擔股本價格風險。就於聯交所有報價之按公平值計入其他全面收入計量之股本證券而言, 管理層通過密切監察風險來管理該風險敞口。如有需要, 本集團將考慮對沖該風險敞口。

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綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Other price risk (Continued)

Sensitivity analysis

The sensitivity analyses have been determined based on the exposure to equity price risk at the reporting date. For sensitivity analysis of equity securities the sensitivity rate is increased to 20% in current year as a result of the volatile financial market.

If the prices of the respective equity instruments had been 20% (2018: 20%) higher/lower, the other comprehensive income for the year ended 31 December 2019 would increase/decrease by HK\$244,000 (2018: increase/decrease by HK\$313,000) as a result of the changes in fair value of investments at FVTOCI.

Credit risk and impairment assessment

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's concentration of credit risk by geographical location is mainly in Hong Kong.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

市場風險 (續)

其他價格風險 (續)

敏感度分析

敏感度分析已根據報告日期之股本價格風險敞口釐定。就股本證券敏感度分析而言，由於金融市場波動不定，敏感度比率於本年度增加至20%。

倘相應權益工具之價格上漲／下跌20%（二零一八年：20%），則截至二零一九年十二月三十一日止年度之其他全面收入將因按公平值計入其他全面收入計量之投資的公平值變動而增加／減少244,000港元（二零一八年：增加／減少313,000港元）。

信貸風險及減值評估

信貸風險指交易對手將在其合約責任方面違約，導致本集團出現財務虧損之風險。本集團按地理位置劃分之信貸風險主要集中在香港。

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to accounts receivable, loan receivables, other receivables and deposits, pledged fixed deposit, bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except that the credit risks associated with loans to securities margin clients included in accounts receivable and loan receivables of HK\$72,361,000 and HK\$1,992,000 is mitigated because they are secured over properties or listed securities.

The Group performed impairment assessment for financial assets under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarised as below:

In order to minimise the credit risk, management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures over the customers to ensure that follow-up action is taken to recover overdue debts for securities cash clients, securities margin clients and advising on corporate finance. In addition, the Group reviews the recoverable amount of each individual debt at the end of each reporting period to ensure that adequate allowances are made for irrecoverable amounts. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 on accounts balances individually or based on provision matrix. In this regard, the directors of the Group consider that the credit risk is significantly reduced.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

信貸風險指本集團交易對手在其合約責任方面違約而導致本集團出現財務虧損之風險。本集團之信貸風險敞口主要來自於應收賬款、應收貸款、其他應收賬款及按金、已抵押定期存款、銀行結存。本集團並無持有任何抵押品或其他信用增級措施以保障其金融資產有關之信貸風險，惟有關給予證券保證金客戶之貸款（計入應收賬款）及應收貸款分別72,361,000港元及1,992,000港元之信貸風險因以物業或上市證券作抵押而有所減輕則除外。

本集團就預期信貸虧損模式項下之金融資產進行減值評估。有關本集團信貸風險管理、最大信貸風險敞口及相關減值評估（倘適用）之資料概列如下：

為盡量降低信貸風險，本集團管理層已委派一支團隊負責釐定客戶之信貸限額、信貸審批及其他監控程序，以確保採取跟進行動收回證券現金客戶及證券保證金客戶之逾期債務，以及就企業融資提供意見。此外，本集團會於各報告期末審閱各個別債務的可收回金額，以確保就不可收回金額計提充足撥備。此外，於就應用香港財務報告準則第9號後，本集團根據預期信貸虧損模式就款項結餘（個別或基於撥備矩陣）進行減值評估。就此而言，本集團董事認為，信貸風險已大幅減少。

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Accounts receivable from cash clients arising from the business of dealing in securities

As described in more details in note 29, the credit risk on cash clients arising from the business of dealing in securities are managed through daily monitoring of the outstanding exposures from individual clients and realisable values of individual client's securities. The Group has concentration of credit risk to five largest cash clients' exposure representing 31% (2018: 39%) of the total cash clients as at 31 December 2019. The balances due from the five largest cash clients were approximately HK\$2,203,000 (2018: HK\$4,167,000). Apart from the exposures to five largest cash clients' exposure mentioned above, the directors of the Group consider that the concentration of credit risk is limited due to the customer base being large and unrelated.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

產生自買賣證券業務之應收現金客戶賬款

誠如附註29所詳述，產生自買賣證券業務之現金客戶信貸風險乃通過每日監察個別客戶之未結清風險敞口及個別客戶證券之可變現價值進行管理。於二零一九年十二月三十一日，本集團之信貸風險集中於五大現金客戶之風險敞口，佔現金客戶總額之31%（二零一八年：39%）。應收五大現金客戶款項結餘約為2,203,000港元（二零一八年：4,167,000港元）。除上述五大現金客戶之風險敞口外，本集團董事認為，由於客戶基礎龐大且並不相關，故信貸風險集中度有限。

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綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Accounts receivable arising from loan to securities margin clients

As described in more detail in note 29, the credit risk on loan to securities margin clients is managed through daily monitoring of the outstanding exposures from individual clients, margin values and realisable values of individual client's securities. The Group has concentration of credit risk to ten largest securities margin clients' exposure representing 83% (2018: 83%) of the total loans to margin clients as at 31 December 2019. The balances due from the ten largest securities margin clients were approximately HK\$60,150,000 (2018: HK\$56,620,000) as at 31 December 2019, of which the amount is secured by clients' securities with an aggregate fair value of HK\$150,834,000 (2018: HK\$142,209,000) as at 31 December 2019. Apart from the exposures to ten largest margin clients' exposure mentioned above, the directors of the Group consider that the concentration of credit risk is limited due to the customer base being large and unrelated.

Accounts receivable from the business of advisory for financial management and properties investment

As at 31 December 2019 and 2018, the directors of the Company consider that the concentration of credit risk on business of advisory for financial management and properties investment are limited due to the customer base being large and unrelated.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

產生自給予證券保證金客戶之貸款之應收賬款

誠如附註29所詳述，給予證券保證金客戶之貸款之信貸風險乃通過每日監察個別客戶之未結清風險敞口、保證金價值及個別客戶證券之可變現價值進行管理。於二零一九年十二月三十一日，本集團之信貸風險集中於十大證券保證金客戶之風險敞口，佔保證金客戶貸款總額之83% (二零一八年：83%)。於二零一九年十二月三十一日，應收十大證券保證金客戶款項結餘約為60,150,000港元 (二零一八年：56,620,000港元)，其中於二零一九年十二月三十一日該款項由公平價值總額為150,834,000港元 (二零一八年：142,209,000港元)之客戶證券作抵押。除上述十大保證金客戶之風險敞口外，本集團董事認為，由於客戶基礎龐大且並不相關，故信貸風險集中度有限。

來自財務管理及物業投資諮詢業務之應收賬款

於二零一九年及二零一八年十二月三十一日，本公司董事認為，由於客戶基礎龐大且並不相關，故財務管理及物業投資諮詢業務之信貸風險集中度有限。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Accounts receivable from trading of electronic products

The Group has concentration of credit risk as 68% (2018: 96%) and 100% (2018: 100%) of the total accounts receivable was due from the Group's largest customer and the five largest customers respectively within the trading of electronic products. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals.

Loan receivables

As described in more details in note 27, the credit risk on loan receivables is managed through regular analysis of the ability of borrowers to meet interest and principal repayment obligations and by changing the lending limits where appropriate. Exposure to credit risk is also managed by obtaining collateral. As at 31 December 2019, apart from the exposures to the concentration of credit risk from one independent counterparty amounting to HK\$1,992,000 (2018: three independent counterparties amounting to HK\$20,506,000), the Group does not have any other significant concentration of credit risk on loan receivables.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

來自電子產品貿易之應收賬款

本集團面臨集中信貸風險，原因為應收賬款總額之68%（二零一八年：96%）及100%（二零一八年：100%）乃分別應收電子產品貿易之本集團最大客戶及五大客戶賬款。為盡量減低信貸風險，本集團管理層已委派團隊負責釐定信貸限額及信貸審批。

應收貸款

誠如附註27所詳述，應收貸款之信貸風險乃通過定期分析借款人履行利息及本金還款責任的能力並於適當時候變更有關借貸限額進行管理。信貸風險敞口亦通過獲取抵押品進行管理。於二零一九年十二月三十一日，除集中於一名獨立交易對手的信貸風險敞口1,992,000港元（二零一八年：三名獨立交易對手的信貸風險敞口20,506,000港元）外，本集團並無任何其他應收貸款的重大集中信貸風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Accounts receivable arising from HKFECC & HKSCC

The credit risk of accounts receivable from HKFECC & HKSCC is considered as not material taking into account the good market reputations and high credit ratings of the counterparties.

Pledged bank deposit/Bank balances

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by authorised credit-rating agencies.

Other receivables and deposits

For other receivables and deposits, the directors of the Company make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the years ended 31 December 2019 and 2018, the Group assessed the ECL for other receivables and deposits were insignificant and thus no loss allowance was recognised.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

產生自期貨結算公司及香港結算之應收賬款

考慮到交易對手良好之市場聲譽及高信貸評級，來自期貨結算公司及香港結算之應收賬款之信貸風險被視為不屬重大。

已抵押銀行存款／銀行結存

由於交易對手均為獲認可信貸評級機構評為高信貸評級之銀行，故流動資金之信貸風險有限。

其他應收賬款及按金

就其他應收賬款及按金而言，本公司董事定期根據歷史償還記錄、過往經驗及合理之定量及定性資料以及有理據支持之前瞻性資料對其他應收賬款及按金之可收回性進行個別評估。本公司董事認為自初始確認以來該等款項的信貸風險並無顯著增加且本集團已根據12個月預期信貸虧損計提減值撥備。截至二零一九年及二零一八年十二月三十一日止年度，本集團評估其他應收賬款及按金之預期信貸虧損並不重大，故並無確認虧損撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating 內部信貸評級	Description 描述	Accounts receivable 應收賬款	Other financial assets 其他金融資產
Low risk 低風險	The counter party has a low risk of default and does not have any past-due amounts 交易對手的違約風險較低且並無任何逾期款項	Lifetime ECL – not credit impaired 全期預期信貸虧損 – 未出現信貸減值	12-month ECL 12個月預期信貸虧損
Doubtful 存疑	There have been significant increase in credit risk since initial recognition information developed internally or external resources 自內部或外部資源生成之資料顯示信貸風險自初始確認以來顯著增加	Lifetime ECL – not credit impaired 全期預期信貸虧損 – 未出現信貸減值	Lifetime ECL – not credit impaired 全期預期信貸虧損 – 未出現信貸減值
Loss 虧損	There is evidence indicating the asset is credit impaired 有證據顯示有關資產出現信貸減值	Lifetime ECL – credit impaired 全期預期信貸虧損 – 出現信貸減值	Lifetime ECL – credit impaired 全期預期信貸虧損 – 出現信貸減值
Written-off 撇銷	There is evidence indicating that debtor is severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人陷入嚴重財務困難且本集團並無實際可收回預期	Amount is written off 撇銷有關款項	Amount is written off 撇銷有關款項

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

本集團內部信貸風險級別評估包括下列類別：

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The tables below detail the credit risk exposures of the Group's financial assets which are subject to ECL assessment:

			External credit rating	Internal credit rating	12-month or lifetime ECL	2019 Gross carrying amounts	2018 Gross carrying amounts
	Notes		外部 信貸評級	內部 信貸評級	12個月或 全期預期 信貸虧損	二零一九年 總賬面值 HK\$'000 千港元	二零一八年 總賬面值 HK\$'000 千港元
Financial assets at amortised cost		按攤銷成本計量之 金融資產					
Statutory deposits	26	法定按金	N/A 不適用	(Note 1) (附註1)	12-month ECL 12個月預期 信貸虧損	4,030	4,075
Accounts receivable arising from dealing in securities-cash clients	29	證券現金客戶交易 所產生之應收賬款	N/A 不適用	(Note 2) (附註2)	Lifetime ECL 全期預期 信貸虧損	7,060	10,674
Loans to securities margin clients	29	給予證券保證金客戶 之貸款	N/A 不適用	(Note 2) (附註2)	Lifetime ECL 全期預期 信貸虧損	72,395	68,646
Accounts receivable arising from business of trading electronic products	29	電子產品貿易業務 所產生之應收賬款	N/A 不適用	(Note 2) (附註2)	Lifetime ECL 全期預期 信貸虧損	24,786	179,912
Accounts receivable arising from business of properties investment	29	物業投資業務所 產生之應收賬款	N/A 不適用	(Note 3) (附註3)	Lifetime ECL 全期預期 信貸虧損	368	10,031
Accounts receivable arising from HKFECC & HKSCC	29	期貨結算公司及 香港結算所產生 之應收賬款	N/A 不適用	(Note 2) (附註2)	Lifetime ECL 全期預期 信貸虧損	1,908	4,458

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表詳述本集團須進行預期信貸虧損評估之金融資產之信貸風險敞口：

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

		Notes	External credit rating	Internal credit rating	12-month or lifetime ECL	2019 Gross carrying amounts	2018 Gross carrying amounts
		附註	外部 信貸評級	內部 信貸評級	12個月或 全期預期 信貸虧損	二零一九年 總賬面值 HK\$'000 千港元	二零一八年 總賬面值 HK\$'000 千港元
Accounts receivable arising from business of advisory for financial management	財務管理諮詢業務所產生之應收賬款	29	N/A 不適用	(Note 2) (附註2)	Lifetime ECL 全期預期 信貸虧損	212	6
Other receivables and deposits	其他應收賬款及按金	30	N/A 不適用	(Note 1) (附註1)	12-month ECL 12個月預期 信貸虧損	29,422	32,084
Loan receivables	應收貸款	27	N/A 不適用	(Note 2) (附註2)	12-month ECL 12個月預期 信貸虧損	1,992	20,506
Pledged fixed deposits	已抵押定期存款	31	N/A 不適用	(Note 5) (附註5)	12-month ECL 12個月預期 信貸虧損	5,264	5,251
Bank balances (trust and segregated accounts)	銀行結存(信託及獨立賬戶)	31	Aa3	(Note 5) (附註5)	12-month ECL 12個月預期 信貸虧損	83,766	104,231
Bank balances (general accounts) and cash	銀行結存(一般賬戶)及現金	31	Aa3	(Note 5) (附註5)	12-month ECL 12個月預期 信貸虧損	20,680	41,155

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes:

- (1) Included in other receivables and deposits are amounts representing other receivables and refundable deposits for operating securities dealing business and for using trading system which the Group is entitled but held by SEHK, SFC, HKSCC, HKFE and supplier. The Group assessed the loss allowance for these other receivables and deposits on 12-month ECL basis. In determining the ECL, the Group has taken into account the historical default experience and forward-looking information as appropriate. There had been no significant increase in credit risk since initial recognition. The Group has considered the consistently low historical default rate in connection with payments and concluded that credit risk inherent in the Group's outstanding balances is insignificant.

There is no fixed repayment terms for other receivables as at years ended 2019 and 2018.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：

- (1) 其他應收賬款及按金包括就經營證券買賣業務及使用交易系統(本集團有權使用但由香港聯交所、證監會、香港中央結算、期交所及供應商持有)所產生之其他應收賬款及可退回按金。本集團按12個月預期信貸虧損基準評估該等其他應收賬款及按金之虧損撥備。於釐定預期信貸虧損時，本集團已計及歷史違約經驗及前瞻性資料(如適用)。自初始確認以來，信貸風險並無顯著增加。本集團考慮到有關付款之歷史違約率持續較低，認為本集團未償還結餘之信貸風險不屬重大。

截至二零一九年及二零一八年止年度之其他應收賬款並無固定還款期限。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

- (2) For accounts receivable (except for business of properties investment) and loan receivables, the Group has applied the general approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items by individual assessment.

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and borrowers are adjusted for forward-looking information that is available without undue cost or effort. During the year ended 31 December 2019, the Group provided HK\$11,000 and HK\$34,000 impairment allowance for accounts receivable arising from dealing in securities cash clients and loans to securities margin clients respectively on the individual assessment.

The following table shows the movement in lifetime ECL that has been recognised for trade receivables from cash clients under the simplified approach.

Movement in the loss allowance of cash clients

Balance at beginning of the year	年初結餘	6	941
Adoption of HKFRS 9	採納香港財務報告準則第9號	-	(936)
Impact on adoption of HKFRS 9	採納香港財務報告準則第9號之影響	6	5
Additional for the year	本年度增加	11	6
Amounts written off as uncollectible	撤銷不可收回款項	(6)	(5)
Balance at end of the year	年終結餘	11	6

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註: (續)

- (2) 就應收賬款(不包括物業投資業務)及應收貸款而言,本集團已應用香港財務報告準則第9號之一般方法按全期預期信貸虧損計量虧損撥備。本集團透過個別評估釐定該等項目之預期信貸虧損。

估計虧損率乃根據債務人及借款人之預計可用年期之歷史觀察違約率予以估計,並就毋須付出過多成本或努力即可獲得之前瞻性資料作出調整。於截至二零一九年十二月三十一日止年度,本集團已根據個別評估分別就證券現金客戶交易所產生之應收賬款及給予證券保證金客戶之貸款計提減值撥備11,000港元及34,000港元。

下表列示根據簡化方法就應收現金客戶賬款確認之全期預期信貸虧損變動。

現金客戶虧損撥備之變動

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Balance at beginning of the year	6	941
Adoption of HKFRS 9	-	(936)
Impact on adoption of HKFRS 9	6	5
Additional for the year	11	6
Amounts written off as uncollectible	(6)	(5)
Balance at end of the year	11	6

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綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

(2) (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables from securities margin clients under the simplified approach.

Movement in the loss allowance of securities margin clients

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	32	57
Adoption of HKFRS 9	採納香港財務報告準則第9號	-	6
Impact on adoption of HKFRS 9	採納香港財務報告準則第9號之影響	32	63
Additional/(Reversal) for the year	本年度增加/(撥回)	2	(31)
Amounts recovered during the year	本年度收回金額	-	-
Balance at end of the year	年終結餘	34	32

In determining the recoverability of the accounts receivable, the Group considers any change in the credit quality of the accounts receivable from the date credit was initially granted, subsequent settlement and the fair value of pledged marketable securities up to the reporting date. In the opinion of the Directors, there is no further credit provision required in excess of existing loss allowance.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

(2) (續)

下表列示根據簡化方法就應收證券保證金客戶賬款確認之全期預期信貸虧損變動。

證券保證金客戶虧損撥備之變動

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Balance at beginning of the year	32	57
Adoption of HKFRS 9	-	6
Impact on adoption of HKFRS 9	32	63
Additional/(Reversal) for the year	2	(31)
Amounts recovered during the year	-	-
Balance at end of the year	34	32

本集團於釐定應收賬款之可收回機會時，會考慮由初次授出信貸日期起直至報告日期止之應收賬款信貸質素、其後結算狀況及已抵押流通證券之公平值之任何變化。董事認為，毋須作出現有虧損撥備以外之進一步信貸撥備。

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綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

(2) (Continued)

The following table shows the movement in lifetime ECL that has been recognised for loan receivables under the simplified approach.

		12m ECL	Lifetime ECL (not credit impaired)	Lifetime ECL (not credit impaired)	Total
		12個月 預期信貸虧損	全期預期 信貸虧損 (未出現 信貸減值)	全期預期 信貸虧損 (未出現 信貸減值)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 1 January 2018	於二零一八年一月一日				
Changes due to financial instruments recognised as at 1 January 2018:	因於二零一八年一月一日確認之 金融工具而變動:				
- Impairment losses recognised	- 已確認減值虧損	53	-	-	53
- Impairment losses reversed	- 已撥回減值虧損	(12)	-	-	(12)
As at 31 December 2018	於二零一八年十二月三十一日	41	-	-	41
Changes due to financial instruments recognised as at 1 January 2019:	因於二零一九年一月一日確認之 金融工具而變動:				
- Impairment losses reversed	- 已撥回減值虧損	(33)	-	-	(33)
As at 31 December 2019	於二零一九年十二月三十一日	8	-	-	8

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註: (續)

(2) (續)

下表列示根據簡化方法就應收貸款確認之全期預期信貸虧損變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

- (3) For accounts receivable arising from business of properties investment, the Group has applied the general approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items by using a provision matrix, grouped by past due status.

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. During the both years, no impairment allowance on accounts receivable are provided based on the provision matrix assessed individually as the amounts involved are immaterial.

- (4) The credit risk on bank balances (including segregated and general accounts) are limited because the counterparties are with high credit ratings assigned by international credit rating agencies. Majority of bank balances are deposited in reputable large commercial banks with credit rating of Aa3 or above issued by Moody's.

Impairment assessment policies

The Group's policy requires the review of individual outstanding amounts at least monthly or more regularly depending on individual circumstances or market condition.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

- (3) 就物業投資業務所產生之應收賬款而言，本集團已應用香港財務報告準則第9號之一般方法按全期預期信貸虧損計量虧損撥備。本集團透過使用撥備矩陣並按逾期狀況分組釐定該等項目之預期信貸虧損。

估計虧損率乃根據債務人之預計可用年期之歷史觀察違約率予以估計，並就毋須付出過多成本或努力即可獲得之前瞻性資料作出調整。於兩個年度內，由於涉及之金額並不重大，並無根據進行個別評估之撥備矩陣就應收賬款計提減值撥備。

- (4) 由於交易對手獲國際信貸評級機構給予高信貸評級，故銀行結存（包括獨立及一般賬戶）之信貸風險有限。大部分銀行結存存放於獲穆迪給予Aa3或以上信貸評級之信譽良好之大型商業銀行。

減值評估政策

本集團之政策要求至少每月或在特定情況或因應市況下更為頻繁地對個別未結清款項進行審閱。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Impairment assessment policies (Continued)

Upon adoption of HKFRS 9, the risk management department is responsible in developing and maintaining the processes for measuring ECL, the impairment requirements under HKFRS 9. The ECL are assessed by the Group on annual basis. The Group applies simplified approach to measure ECL on accounts receivable (except for margin clients); and general approach to measure ECL on accounts receivable for margin client and other financial assets accounted for at amortised cost. Under the simplified approach, the Group measures the loss allowance at an amount equal to lifetime ECL. Under the general approach, financial assets migrate through the following three stages based on the change in credit risk since initial recognition: Stage 1: 12-month ECL, Stage 2: Lifetime ECL – not credit-impaired and Stage 3: Lifetime ECL – credit-impaired.

Definition of Stage 1, Stage 2 and Stage 3 are as below:

- Stage 1: Exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised.
- Stage 2: Exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired, a lifetime ECL (i.e. reflecting the remaining lifetime of the financial asset) is recognised.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

減值評估政策 (續)

於採納香港財務報告準則第9號後，風險管理部門負責制定及維持根據香港財務報告準則第9號項下之減值要求計量預期信貸虧損之程序。本集團會每年對預期信貸虧損作出評估。本集團採用簡化方法計量應收賬款（保證金客戶除外）之預期信貸虧損；及採用一般方法計量保證金客戶應收賬款及按攤銷成本列賬之其他金融資產。根據簡化方法，本集團以等於全期預期信貸虧損之金額計量虧損撥備。根據一般方法，金融資產乃根據自初步確認以來信貸風險之變動情況，通過以下三個階段進行轉撥：第1階段：12個月預期信貸虧損；第2階段：全期預期信貸虧損—未出現信貸減損；及第3階段：全期預期信貸虧損—已出現信貸減值。

第1階段、第2階段及第3階段界定如下：

- 第1階段：就首次確認起信貸風險未大幅增加，且產生後未信貸減值之風險而言，確認與未來12個月內發生違約事件之概率相關之全期預期信貸虧損部分。
- 第2階段：就首次確認起信貸風險已大幅增加，但未出現信貸減值之風險而言，確認全期預期信貸虧損（即反映金融資產之餘下期限）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Impairment assessment policies (Continued)

Stage 3: Exposures are assessed as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. For exposures that have become credit-impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount.

For such financial assets classified as Stages 1 and 2, the management assesses loss allowances using the risk parameter modelling approach that incorporates key parameters, including PD, LGD and EAD. For credit-impaired financial assets classified as Stage 3, the management assesses the credit loss allowances by estimating the future cash flows expected to arise from the financial assets.

The measurement of ECL adopted by the management involves judgements, assumptions and estimations as follows:

- Determination of the criteria for significant increase in credit risk;
- Selection of the appropriate models and assumptions; or
- Establishment of relative probability weightings for forward-looking scenarios.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

減值評估政策 (續)

第3階段：當發生一項或多項事件，對資產之估計未來現金流量具有負面影響時，則風險評估為已出現信貸減值。就已出現信貸減值之風險而言，透過對攤銷成本（扣除撥備）（而非總賬面值）應用實際利率而確認全期預期信貸虧損並計算利息收入。

就分類為第1及第2階段之金融資產而言，管理層使用風險參數建模方法評估虧損撥備，該方法包含違約概率、違約損失率及違約風險敞口等關鍵參數。就分類為第3階段之已出現信貸減值之金融資產而言，管理層通過估計預期從金融資產產生之未來現金流量來評估信貸虧損準備。

管理層所採用之預期信貸虧損計量涉及如下判斷、假設及估計：

- 釐定信貸風險大幅增加之準則；
- 選擇適當之模型及假設；或
- 設立前瞻性情景之相關加權數。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Measurement of ECL

The ECL are measured on either a 12-month or Lifetime basis depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired.

PD represents an estimate of the likelihood of default of a borrower on its financial obligation over a given horizon, i.e. over the next 12 months or over the remaining lifetime. For margin clients, the Group determines PD by the internal credit ratings. For other financial assets at amortised cost, the external credit ratings and related PD are taken into consideration.

LGD represents an estimate of the loss on default. For margin clients, LGD is determined based on factors including the realisation value of collateral and the estimated volatility. For other financial assets at amortised cost, LGD is determined based on assessed publicly available information from credit-rating agencies.

EAD represents the amounts expected to be owed at the time of default over the next 12 months or over the remaining lifetime.

Assessment of significant increase in credit risk

When determining whether the risk of default has increased significantly since initial recognition, the Group considers both quantitative and qualitative information and analysis based on the Group's historical experience and credit risk assessment, including forward-looking information. Margin clients use the number of days past due and loan-to-collateral value ("LTV") to determine significant increase in credit risk. Other financial assets use number of days past due as determinant of credit risk. Credit risk is deemed to have increased significantly if the credit rating has significantly deteriorated at the reporting date relative to the credit rating at the date of initial recognition.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

計量預期信貸虧損

視乎自首次確認起是否發生信貸風險大幅增加或資產是否被視為信貸減值，預期信貸虧損按12個月或全期基準計量。

違約概率指借款人於既定範圍內（即未來12個月或餘下存續期內）在財務責任方面之違約可能性之估計。就保證金客戶而言，本集團按內部信貸評級確定違約概率。就按攤銷成本計量之其他金融資產而言，則會考慮外部信貸評級及相關違約概率。

違約損失率指對違約損失之估計。就保證金客戶而言，違約損失率乃根據抵押品之變現價值及估計波幅等因素釐定。就按攤銷成本計量之其他金融資產而言，違約損失率乃根據信貸評級機構所評估之公開可獲得資料釐定。

違約風險敞口指預期於未來12個月或餘下存續期內在違約時所欠付之金額。

對信貸風險大幅增加之評估

於釐定自初步確認以來違約風險是否大幅增加時，本集團會根據其歷史經驗及信貸風險評估（包括前瞻性資料）同時考慮定量及定性資料及分析。保證金客戶使用逾期天數及貸款與抵押品價值比率（「貸款與抵押品價值比率」）來確定信貸風險之大幅增加。其他金融資產使用逾期天數作為信貸風險之決定因素。倘信貸評級於報告日期相對於初步確認日期之信貸評級明顯惡化，則會視為信貸風險大幅增加。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Forward looking information

The estimation of credit loss under all stages is taking into consideration of forward looking information. The Group identifies the key economic driver impacting credit risk and ECL to be the growth rate of domestic GDP. The Group applied the probability weighted scenarios for incorporating the forward looking information. The growth rate of domestic GDP has been used in determining the probability-weighting of each of the optimistic scenario, base case scenario and pessimistic scenario. These probability-weighted ECLs are determined by running each scenario through the relevant ECL model and multiplying it by the appropriate scenario weighting.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. Management monitors the utilisation of borrowings and ensures compliance with loan covenants.

The Group's liquidity position is monitored on a daily basis by management and is reviewed monthly by the Directors. The following table details the Group's remaining contractual maturity for its financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

The following table details the Group's remaining contractual maturity for its financial liabilities as at 31 December 2019, the amount of HK\$665,766,000 (2018: HK\$859,553,000). The table has been drawn up to reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. The interest payments are computed using contractual rates or, if variable, based on the prevailing interest rate at the end of each reporting period.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

前瞻性資料

所有階段之信貸虧損估計均考慮了前瞻性資料。本集團確定影響信貸風險及預期信貸虧損之主要經濟驅動因素為國內生產總值增長率。本集團採用概率加權情景納入前瞻性資料。國內生產總值之增長率已被用於釐定每個樂觀情景、基本情景及悲觀情景之概率加權。該等概率加權預期信貸虧損乃通過相關預期信貸虧損模型運行每種情景並將其乘以適當之情景加權釐定。

流動資金風險

管理流動資金風險時，本集團監察及維持管理層視為足以支付本集團營運及減低現金流量波動影響所需之現金及等同現金項目水平。管理層監察借貸之動用情況及確保遵守貸款契諾。

本集團之流動資金狀況由管理層每日監察，並由董事每月審閱。下表詳述本集團根據議定還款期編製之金融負債合約到期資料。該表基於本集團須支付金融負債之最早日期按有關負債之未折現現金流量編製。

下表為本集團於二零一九年十二月三十一日之金融負債665,766,000港元(二零一八年: 859,553,000港元)之餘下合約到期日詳情。該表根據本集團可被要求支付的最早日期編製，以反映金融負債的未貼現現金流量。該表包括利息及本金現金流量。利息付款乃按合約利率或(倘為浮息)各報告期末之現行利率計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

6. 金融工具 (續)

財務風險管理目標及政策 (續)

流動資金風險 (續)

	Weighted average interest rate	On demand and 3 months or less	3-6 months	6-12 months	1-2 year	2-5 years	Over 5 years	Total undiscounted cash flows	Carrying amount
	加權平均利率	按要求及於三個月或以內	三至六個月	六至十二個月	一至兩年	兩至五年	五年以上	現金流量總額	賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Financial liabilities									
At 31 December 2019									
Accounts payable	-	155,160	-	-	-	-	-	155,160	155,160
Other payables and accrual expenses	-	38,779	-	-	-	-	-	38,779	38,779
Amount due to Director	-	51,395	-	-	-	-	-	51,395	51,395
Amount due to Director	5.125%	57,897	-	-	-	-	-	57,897	57,897
Borrowings									
- Variable rate	5%	609	609	1,232	2,450	50,967	-	55,867	49,000
- Fixed rate	8.80%	5,056	5,111	264,916	-	-	-	275,083	255,910
Corporate bonds	7.03%-11.57%	-	-	2,030	12,634	17,288	2,002	33,954	29,621
Lease liabilities	5.125%-6.290%	670	670	1,276	2,487	1,038	-	6,141	5,769
		309,566	6,390	269,454	17,571	69,293	2,002	674,276	643,531

	Weighted average interest rate	On demand and 3 months or less	3-6 months	6-12 months	1-2 year	2-5 years	Over 5 years	Total undiscounted cash flows	Carrying amount
	加權平均利率	按要求及於三個月或以內	三至六個月	六至十二個月	一至兩年	兩至五年	五年以上	現金流量總額	賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Financial liabilities									
At 31 December 2018									
Accounts payable	-	303,524	-	-	-	-	-	303,524	303,524
Other payables and accrual expenses	-	26,393	-	-	-	-	-	26,393	26,393
Amount due to Director	-	19,703	-	-	-	-	-	19,703	19,703
Amount due to Director	5.125%	65,788	-	-	-	-	-	65,788	65,788
Borrowings									
- Variable rate	5.125%	859	839	67,131	-	-	-	68,829	66,021
- Fixed rate	8.8%	5,056	5,056	10,166	273,769	-	-	294,047	254,509
Corporate bonds	11.02%-11.99%	-	-	1,470	1,470	18,843	4,275	26,058	19,560
Convertible bonds	-	104,055	-	-	-	-	-	104,055	104,055
		525,378	5,895	78,767	275,239	18,843	4,275	908,397	859,553

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (Continued)

Fair values

Fair value of financial assets and financial liabilities that are not measured at fair value

The fair values of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis. The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate to their fair values.

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

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

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

6. 金融工具 (續)

公平值

並非按公平值計量之金融資產及金融負債之公平值

金融資產及金融負債之公平值按公認定價模式基於貼現現金流量分析釐定。董事認為綜合財務報表內按攤銷成本列賬的金融資產及金融負債的賬面值與其公平值相若。

經常按公平值計量之本集團金融資產及金融負債之公平值

此外，就財務報告而言，公平值計量根據公平值計量輸入數據之可觀察程度及公平值計量輸入數據對其整體之重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據乃實體於計量日期可取得之相同資產或負債於活躍市場之報價（未經調整）；
- 第二級輸入數據乃資產或負債之直接或間接可觀察輸入數據（第一級所包括報價除外）；及
- 第三級輸入數據乃資產或負債之不可觀察輸入數據。

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 合共 HK\$'000 千港元
As at 31 December 2019	於二零一九年十二月三十一日				
Investment in equity instrument at FVTOCI	按公平值計入其他全面收入之股本工具投資	1,224	–	–	1,224
As at 31 December 2018	於二零一八年十二月三十一日				
Investment in equity instrument at FVTOCI	按公平值計入其他全面收入之股本工具投資	1,566	–	–	1,566
Convertible bonds	可換股債券	–	104,055	–	104,055

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綜合財務報表附註

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

7. REVENUE

7. 收益

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Continuing operations	持續經營業務		
Revenue from contracts with customers within the scope of HKFRS 15, disaggregated by major products or services lines:	在香港財務報告準則第15號範圍內按主要產品或服務條線劃分之客戶合約收入：		
Trading Business:	貿易業務：		
Sales of electronic products	銷售電子產品	508,799	896,098
Financial Business:	金融業務：		
Commission and brokerage income	佣金及經紀收入	5,727	13,703
Advisory and consultancy fee	諮詢顧問費	3,108	1,220
		517,634	911,021
Revenue from other sources outside the scope of HKFRS 15:	在香港財務報告準則第15號範圍外來自其他來源之收益：		
Financial Business:	金融業務：		
Interest income arising from financial business	金融業務產生之利息收入	8,377	9,173
Property investment:	物業投資：		
Rental income	租金收入	11,995	22,281
		20,372	31,454
		538,006	942,475
At a point in time	按某一時間點	517,634	910,471
Over time	隨時間	-	550
		517,634	911,021

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綜合財務報表附註

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

7. REVENUE (Continued)

Performance obligations for contracts with customers

(1) Dealing in securities and futures

The Group provides broking and dealing services for securities and futures dealing. Commission income is recognised at a point in time on the execution date of the trades at a certain percentage of the transaction value of the trades executed. The Group also provide handling service for securities, futures, customer accounts. Fee income is recognised when the transaction is executed.

(2) Corporate finance advisory

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

(3) Investment advisory services

The Group provides investment advisory services on diversified and comprehensive investment products to customers. The customers simultaneously receive and consume the benefit provided by the Group, accordingly, the revenue is recognised as a performance obligation satisfied over time. Investment advisory fee income is charged at a fixed amount per month for managing the investment portfolio of each client.

(4) Sales of electronic products

Revenue from trading of electronic products are recognised at a point in time when the goods have been delivered to the customer's specific location.

7. 收益 (續)

與客戶訂立合約之履約責任

(1) 買賣證券及期貨

本集團為證券及期貨交易提供經紀及交易服務。佣金收入乃於交易執行日期之某個時間點按所執行交易之交易價值之一定百分比確認。本集團亦為證券、期貨、客戶賬戶提供處理服務。費用收入乃於執行交易時確認。

(2) 企業融資顧問

本集團亦向企業客戶提供企業諮詢服務，以供彼等採取企業行動。本集團認為，作為企業顧問之特定合約所承諾之所有服務均相互依存及相互關聯，因此應作為單一履約責任列賬。由於根據與客戶就保薦人或企業諮詢服務訂立之合約，本集團就履行迄今已完成之服務而對付款擁有可執行權利，故收益會隨時間確認。

(3) 投資顧問服務

本集團向客戶提供有關多元化綜合投資產品之投資顧問服務。客戶同時收取及享用本集團所提供之利益，故收益乃作為一項已履行之履約責任予以確認。本集團就管理每位客戶之投資組合而於每月按固定金額收取投資顧問費收入。

(4) 銷售電子產品

來自電子產品交易之收益乃於貨品交付予客戶之特定地點時確認。

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綜合財務報表附註

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

8. OTHER INCOME

8. 其他收入

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Continuing operations	持續經營業務		
Interest income from bank	銀行利息收入	50	29
Sundry income	雜項收入	522	232
Handling charge income	手續費收入	590	1,464
Dividend income	股息收入	-	86
		1,162	1,811

9. OTHER GAINS OR LOSSES

9. 其他收益或虧損

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Continuing operations	持續經營業務		
Gain (loss) of early redemption of convertible bonds	提早贖回可換股債券之收益(虧損)	2,072	(267)
Net exchange gain	匯兌收益淨額	4,388	5,003
Fair value change on convertible bonds	可換股債券之公平值變動	-	3,655
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	(17,679)	-
		(11,219)	8,391

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

10. SEGMENT INFORMATION

Information reported to the Board of Directors of the Company, being the chief operating decision makers, for the purposes of resource allocation and assessment of segment performance focuses on the nature of the products provided and services rendered.

During the year ended 31 December 2019, the Group is currently organised into the four operation and reportable segments – (1) trading business, (2) mineral mining, oil and gas business (3) financial business and (4) property investment. These revenue streams are the basis of the internal reports about components of the Group that are regularly reviewed by the Board of Directors in order to allocate resources to segments and to access their performance.

Trading business	–	sales of electronic products
Mineral mining, oil and gas business	–	exploration and production of mineral, oil and gas
Financial business	–	provision of financial service, including stockbroking, futures and options broking, mutual funds, insurance-linked investment plans and provision of corporate financial services and immigration consultancy services, and securities margin financing
Property investment	–	rental income

10. 分類資料

向本公司董事會，即主要營運決策者，報告用作分配資源及評估分類表現之資料，乃主要根據所提供產品及所給予服務之性質作分類。

截至二零一九年十二月三十一日止年度，本集團目前由四個經營及可呈報分類組成—(1)貿易業務；(2)採礦、油氣業務；(3)金融業務；及(4)物業投資。此等收益分類是董事會定期審閱有關本集團各業務組別之內部報告之基準，用以對各分類分配資源及評估該分類之表現。

貿易業務	–	銷售電子產品
採礦、油氣業務	–	礦物、石油及天然氣勘探及生產
金融業務	–	提供金融服務，包括股票經紀、期貨及期權經紀、互惠基金、保險掛鈎投資計劃及提供企業融資服務及移民顧問服務，以及證券孖展融資
物業投資	–	租金收入

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

10. SEGMENT INFORMATION (Continued)

Segment revenues and results

The following is an analysis of the Group's revenue and results by segment.

For the year ended 31 December 2019

10. 分類資料 (續)

分類收益及業績

下列為本集團分類收益及業績之分析。

截至二零一九年十二月三十一日止年度

		Trading business	Mineral mining, oil and gas business	Financial business	Property investment	Consolidated
		貿易業務	採礦、 油氣業務	金融業務	物業投資	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
REVENUE	收益					
Segment revenue	分類收益	508,799	-	17,212	11,995	538,006
RESULTS	業績					
Segment (loss)/profit	分類(虧損)/溢利	(256)	(47)	(10,188)	996,859	986,368
Corporate administration costs	公司行政費用					(53,517)
Impairment loss on other receivables	其他應收賬款之減值虧損					(4,487)
Gain of early redemption of convertible bonds	提早贖回可換股債券之收益					2,072
Profit before taxation from continuing operations	持續經營業務之除稅前溢利					930,436

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

10. SEGMENT INFORMATION (Continued)**10. 分類資料** (續)**Segment revenues and results** (Continued)**分類收益及業績** (續)

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Trading business 貿易業務 HK\$'000 千港元	Mineral mining, oil and gas business 採礦、 油氣業務 HK\$'000 千港元	Financial business 金融業務 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收益					
Segment revenue	分類收益	896,098	-	24,096	22,281	942,475
RESULTS	業績					
Segment profit/(loss)	分類溢利/(虧損)	6,556	(2,105)	(4,355)	294,427	294,523
Corporate administration costs	公司行政費用					(44,611)
Loss on redemption of convertible bonds	贖回可換股債券之虧損					(266)
Fair value change of convertible bonds	可換股債券之公平值變動					3,655
Profit before taxation from continuing operations	持續經營業務之除稅前溢利					253,301

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit/(loss) represents the financial results by each segment without allocation of corporate administration costs. This is the measure reported to the Board of Directors for the purposes of resource allocation and performance assessment.

營運分類之會計政策與本集團會計政策相同。分類溢利/(虧損)指並無分配公司行政費用情況下各分類之財務業績。這是向董事會呈報資料之方式，以分配資源及評估表現。

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

10. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

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

At 31 December 2019

10. 分類資料 (續)

分類資產及負債

下列為本集團分類資產及負債之分析：

於二零一九年十二月三十一日

		Trading business	Mineral mining, oil and gas business	Financial business	Property investment	Consolidated
		貿易業務	採礦、 油氣業務	金融業務	物業投資	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
ASSETS	資產					
Segment assets	分類資產	74,713	4	204,501	4,392,106	4,671,324
Unallocated assets	未劃撥資產					741
Consolidated total assets	綜合資產總值					4,672,065
LIABILITIES	負債					
Segment liabilities	分類負債	67,293	499	159,205	378,954	605,951
Unallocated liabilities	未劃撥負債					393,789
Consolidated total liabilities	綜合負債總額					999,740

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

10. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

At 31 December 2018

		Trading business 貿易業務 HK\$'000 千港元	Mineral mining, oil and gas business 採礦、 油氣業務 HK\$'000 千港元	Financial business 金融業務 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
ASSETS	資產					
Segment assets	分類資產	195,153	6	257,055	3,557,883	4,010,097
Unallocated assets	未劃撥資產					23,319
Consolidated total assets	綜合資產總值					4,033,416
LIABILITIES	負債					
Segment liabilities	分類負債	189,224	591	202,233	94,792	486,840
Unallocated liabilities	未劃撥負債					476,805
Consolidated total liabilities	綜合負債總額					963,645

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than bank balances and cash for administrative purpose and other assets including other receivables, prepayments and deposits of head office.
- all liabilities are allocated to operating segments, other payables and accrued expenses in relation to corporate administration costs.

就監察分類表現及分配資源予各分類而言：

- 除作行政用途之銀行結存及現金以及總辦事處其他資產（包括其他應收賬款、預付款項及按金）外，所有資產已分配予營運分類。
- 所有負債已分配予營運分類、與公司行政費用有關之其他應付款項及應計費用。

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10. SEGMENT INFORMATION (Continued)

10. 分類資料 (續)

Other segment information

其他分類資料

		Trading business	Mineral mining, oil and gas business	Financial business	Property investment	Total	Unallocated	Consolidated
		貿易業務 HK\$'000 千港元	油氣業務 HK\$'000 千港元	金融業務 HK\$'000 千港元	物業投資 HK\$'000 千港元	合共 HK\$'000 千港元	未分配 HK\$'000 千港元	綜合 HK\$'000 千港元
Continuing operation For the year ended 31 December 2019	持續經營業務 截至二零一九年 十二月三十一日止年度							
Amounts included in the measure of segment profit (loss) or segment assets:	計量分類溢利(虧損)或 分類資產計入之金額:							
Depreciation of property, plant and equipment	物業、廠房及設備折舊	13	-	301	4,588	4,902	107	5,009
Depreciation of right of use assets	使用權資產折舊	179	-	2,301	-	2,480	-	2,480
Finance costs	財務費用	-	-	4,696	-	4,696	25,936	30,632
Interest income	利息收入	(47)	-	(8,377)	(3)	(8,427)	-	(8,427)
Reversal of loss allowance	撥回虧損撥備	-	-	17	-	17	(4,487)	(4,470)

		Trading business	Mineral mining, oil and gas business	Financial business	Property investment	Total	Unallocated	Consolidated
		貿易業務 HK\$'000 千港元	油氣業務 HK\$'000 千港元	金融業務 HK\$'000 千港元	物業投資 HK\$'000 千港元	合共 HK\$'000 千港元	未分配 HK\$'000 千港元	綜合 HK\$'000 千港元
Continuing operation For the year ended 31 December 2018	持續經營業務 截至二零一八年 十二月三十一日止年度							
Amounts included in the measure of segment profit (loss) or segment assets:	計量分類溢利(虧損)或 分類資產計入之金額:							
Amortisation	攤銷	-	1,401	-	-	1,401	-	1,401
Depreciation	折舊	4	-	316	4,390	4,710	261	4,971
Finance costs	財務費用	-	-	4,976	-	4,976	25,240	30,216
Interest income	利息收入	(17)	-	(9,174)	(12)	(9,203)	-	(9,203)
(Reversal)/Addition of loss allowance	(撥回)/增加虧損撥備	629	-	(37)	-	592	-	592

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

10. SEGMENT INFORMATION (Continued)

Geographical information

All of the activities of trading business are based in China. The activities of mineral mining is based in Kenya, while oil and gas business are based in Tunisia and Madagascar. All of the activities of the financial business are based in Hong Kong.

The Group's revenue from continuing operations and its non-current assets, other than deposit paid for acquisition of a subsidiary, financial assets at FVTOCI, statutory deposits and loan receivables, by geographical location of the assets regarding its operations are detailed below:

10. 分類資料 (續)

地區資料

貿易業務之一切活動均在中國進行。採礦活動在肯尼亞進行，而油氣業務在突尼西亞及馬達加斯加進行。金融業務之一切活動在香港進行。

除收購一間附屬公司支付之訂金、按公平值計入其他全面收入之金融資產、法定按金及應收貸款外，本集團按資產之地理位置劃分其經營之持續經營業務之收益及其非流動資產詳情如下：

		Revenue 收益		Non-current assets 非流動資產	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Hong Kong	香港	17,212	24,096	5,971	756
PRC	中國	517,844	916,330	2,339,517	1,577,583
Madagascar	馬達加斯加	2,950	2,049	110,742	114,856
		538,006	942,475	2,456,230	1,693,195

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

10. SEGMENT INFORMATION (Continued)

Information about major customer

Revenue from customers of the year from continuing operations ended 31 December 2019 and 2018 contributing over 10% of the total revenue of the Group are generated from mining business as follow:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Customer A	客戶甲	287,166 ⁽¹⁾	807,662 ⁽¹⁾
Customer B	客戶乙	130,642 ⁽¹⁾	-
Customer C	客戶丙	59,302 ⁽¹⁾	-

There is no other single customer contributing over 10% of total revenue from continuing operations of the Group for the years ended 31 December 2019 and 2018.

¹ Revenue from trading business

10. 分類資料 (續)

主要客戶之資料

以下為截至二零一九年及二零一八年十二月三十一日止年度佔本集團總收益逾10%之所有產生自採礦業務之持續經營業務之客戶收益：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Customer A	287,166 ⁽¹⁾	807,662 ⁽¹⁾
Customer B	130,642 ⁽¹⁾	-
Customer C	59,302 ⁽¹⁾	-

截至二零一九年及二零一八年十二月三十一日止年度，並無其他單一客戶貢獻本集團持續經營業務總收益10%以上。

¹ 來自貿易業務之收益

11. IMPAIRMENT LOSS OF FINANCIAL ASSETS AT AMORTISED COST, NET

Continuing operations

Accounts receivable arising from:

- cash clients
- margin clients
- trading business

Loan receivables

Other receivable

持續經營業務

由以下各項所產生之應收賬款：

- 現金客戶
- 保證金客戶
- 貿易業務

應收貸款

其他應收賬款

11. 按攤銷成本計量之金融資產之減值虧損淨額

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Accounts receivable arising from:	由以下各項所產生之應收賬款：		
- cash clients	- 現金客戶	(14)	(6)
- margin clients	- 保證金客戶	(2)	31
- trading business	- 貿易業務	-	(629)
Loan receivables	應收貸款	33	12
Other receivable	其他應收賬款	(4,487)	-
		(4,470)	(592)

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

12. FINANCE COSTS

12. 財務費用

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Continuing operations	持續經營業務		
Interest on:	以下各項利息：		
Corporate bonds	公司債券	2,061	1,718
Borrowings	借貸	25,116	25,014
Amounts due to directors	應付董事款項	3,237	3,484
Lease liabilities	租賃負債	218	-
		30,632	30,216

13. TAXATION

13. 稅項

Income tax in the consolidated statement of profit or loss and other comprehensive income represents:

綜合損益及其他全面收益表之所得稅乃指：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Continuing operations	持續經營業務		
Current tax – enterprise income tax provision for the year	即期稅項 – 一年內企業所得稅撥備	16	1,835
Deferred tax – origination and reversal of temporary difference	遞延稅項 – 暫時差額之產生及撥回	252,937	71,830
		252,953	73,665

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

13. TAXATION (Continued)

No provision for Hong Kong Profits Tax has been made for the years ended 31 December 2019 and 2018 as the relevant group entities have no assessable profits or the assessable profit is wholly absorbed by tax losses brought forward for both years.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions. No provision for profits tax is made in other jurisdictions as the subsidiaries operating in other jurisdictions have no assessable profits for both years.

The taxation for the year can be reconciled to the loss before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

13. 稅項 (續)

由於截至二零一九年及二零一八年十二月三十一日止年度相關集團實體沒有應課稅溢利，或該應課稅溢利已全數被承前稅項虧損抵銷，故並無於該兩個年度計提香港利得稅。

根據中華人民共和國關於企業所得稅之法律（「企業所得稅法」）及企業所得稅法之實施條例，中國附屬公司於兩個年度之稅率為25%。

於其他司法權區產生之稅項按相關司法權區現行稅率計算。由於在其他司法權區經營之附屬公司於該兩個年度均無任何應課稅溢利，故並無計提其他司法權區之利得稅。

年度稅項與綜合損益及其他全面收益表之除稅前虧損對賬如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit before taxation	除稅前溢利	930,436	253,301
Taxation charge at the Hong Kong Profits Tax rate of 16.5%	以香港利得稅率16.5%計算之稅項支出	153,522	41,795
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(35)	(29)
Tax effect of estimated tax losses not recognised	未確認估計稅務虧損之稅務影響	1,525	820
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	12,079	4,752
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司不同稅率之影響	85,862	26,327
Taxation for the year	年度稅項	252,953	73,665

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14. PROFIT FOR THE YEAR

14. 年度溢利

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Continuing operations	持續經營業務		
Profit for the year has been arrived at after charging (crediting):	年度溢利已扣除(計入)下列各項:		
Auditor's remuneration	核數師酬金	1,456	1,350
Amortisation	攤銷	-	1,401
Depreciation of property, plant and equipment	物業、廠房及設備折舊	5,009	4,971
Depreciation of right-of-use assets	使用權資產折舊	2,480	-
Staff cost, including Directors' remuneration	員工成本(包括董事酬金)	33,453	32,705
Contributions to retirement benefits scheme	退休福利計劃供款	706	726
Cost of inventories recognised as expense	確認為開支之存貨成本	506,450	887,269
Loss from error trades	錯誤交易虧損	-	2
Interest income on bank deposits (included in other income)	銀行存款之利息收入(計入其他收入)	(50)	(29)
Operating lease in respect of office premises	有關辦公室物業之經營租約	-	5,868
Expenses related to short-term leases – office premises	有關短期租賃之費用 – 辦公室物業	3,117	-

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15. DISCONTINUED OPERATIONS

During the year ended 31 December 2018, the directors resolved to dispose of the Group's operation in mineral mining operation in the PRC. Negotiations with several interested parties have subsequently taken place. The asset and liabilities attributable to the business, which are expected to be sold within twelve months, have been classified as a disposal group held for sales and are presented separately in the consolidated statement of financial position (see below). The net proceeds of disposal are expected to exceed the net carrying amount of the relevant assets and liabilities and accordingly, no impairment loss has been recognised. The disposal was completed on 24 July 2019, on which date loss control, passed to the acquired.

The loss for the period from the discontinued mineral mining operation in the PRC is set out below. The comparative figures in the consolidated statement of profit or loss and other comprehensive income have been restated to re-present the mineral mining operation in the PRC as a discontinued operation.

15. 已終止經營業務

截至二零一八年十二月三十一日止年度，董事決議出售本集團於中國之採礦業務。其後已與多名有興趣之人士進行磋商。該業務應佔之資產及負債（預期將於十二個月內出售）已分類為持作出售之出售組別且目前在綜合財務狀況表內單獨呈列（見下文）。出售所得款項淨額預期將超過相關資產及負債之賬面值，因此，並無確認減值虧損。該項出售已於二零一九年七月二十四日完成，當日有關控制權已轉移至收購方。

已終止經營中國採礦業務之期內虧損載列如下。綜合損益及其他全面收益表之比較數字已經重列，已將中國之採礦業務重新呈列為已終止經營業務。

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loss of mineral mining operation in the PRC for the period/year	期內／年內於中國之採礦業務之虧損	-	(403)
Loss on disposal of mineral mining operation in the PRC (note 45)	出售於中國之採礦業務之虧損 (附註45)	-	(20,502)
		-	(20,905)

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

15. DISCONTINUED OPERATIONS (Continued)

The results of the mineral mining operation in the PRC for the period from 1 January 2018 to 24 July 2018, which have been included in the consolidated statement of profit or loss and other comprehensive income, were as follows:

15. 已終止經營業務 (續)

於二零一八年一月一日至二零一八年七月二十四日期間中國之採礦業務之業績(已計入綜合損益及其他全面收益表內)如下:

		Period ended 24 July 2018 截至 二零一八年 七月二十四日 止期間 HK\$'000 千港元
Revenue	收益	-
Cost of sales	銷售成本	-
Gross profit	毛利	-
Other income	其他收入	-
Other gain or loss	其他收益或虧損	-
Selling and distribution expenses	銷售及分銷費用	-
Administrative expenses	行政費用	(403)
Loss from operation	經營虧損	(403)
Finance cost	財務費用	-
Loss before taxation	除稅前虧損	(403)
Taxation	稅項	-
Loss for the year	年內虧損	(403)
Loss for the year from discontinued operations including the following:	已終止經營業務之年內虧損包括以下各項:	
Depreciation	折舊	-
Amortisation	攤銷	-
Interest income	利息收入	-

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16. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS

16. 董事及主要行政人員酬金

		2019 二零一九年			
		Salaries and other benefits	Contributions to retirement benefits scheme	Total remuneration	
		薪金及 其他福利	退休福利 計劃供款	總酬金	
Fees 袍金		HK\$'000	HK\$'000	HK\$'000	
千港元		千港元	千港元	千港元	
Executive Directors	執行董事				
Hui Chi Ming	許智銘	-	1,200	18	1,218
Neil Bush	尼爾·布什	-	600	-	600
Chui Say Hoe	徐世和	-	660	-	660
Xu Jun Jia	許峻嘉	-	1,200	18	1,218
Cao Yu	曹宇	-	1,200	18	1,218
Lam Kwok Hing	藍國慶	-	2,808	18	2,826
Nam Kwok Lun	藍國倫	-	984	18	1,002
Ren Qian	任前	-	600	-	600
Independent Non-Executive Directors	獨立非執行董事				
Ng Chi Kin David (Note a)	伍志堅 (附註a)	76	-	-	76
Chen Wei-Ming Eric (Note b)	陳偉明 (附註b)	19	-	-	19
Kwan Wang Wai Alan (Note c)	關宏偉 (附註c)	-	-	-	-
Yim Kai Pung (Note d)	嚴繼鵬 (附註d)	43	-	-	43
Ngan Kam Biu, Standford (Note e)	顏錦彪 (附註e)	120	-	-	120
Chan Tsang Mo (Note f)	陳增武 (附註f)	102	-	-	102
Tam Chak Chi (Note g)	譚澤之 (附註g)	44	-	-	44
Ma Kin Ling (Note h)	馬健凌 (附註h)	77	-	-	77
		481	9,252	90	9,823

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

16. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS (Continued)

16. 董事及主要行政人員酬金 (續)

		2018 二零一八年			
		Fees	Salaries and other benefits	Contributions to retirement benefits scheme	Total remuneration
		袍金	薪金及其他福利	退休福利計劃供款	總酬金
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors					
Hui Chi Ming	許智銘	–	1,200	18	1,218
Neil Bush	尼爾·布什	–	600	–	600
Chui Say Hoe	徐世和	–	660	–	660
Xu Jun Jia	許峻嘉	–	1,200	18	1,218
Cao Yu	曹宇	–	1,300	18	1,318
Lam Kwok Hing	藍國慶	–	2,808	18	2,826
Nam Kwok Lun	藍國倫	–	984	18	1,002
Ren Qian	任前	–	600	–	600
Independent Non-Executive Directors					
Ng Chi Kin David (Note a)	伍志堅 (附註a)	91	–	–	91
Chen Wei-Ming Eric (Note b)	陳偉明 (附註b)	91	–	–	91
Kwan Wang Wai Alan (Note c)	關宏偉 (附註c)	22	–	–	22
Yim Kai Pung (Note d)	嚴繼鵬 (附註d)	91	–	–	91
Ngan Kam Biu, Standford (Note e)	顏錦彪 (附註e)	67	–	–	67
Chan Tsang Mo (Note f)	陳增武 (附註f)	–	–	–	–
		362	9,352	90	9,804

Note a: Mr. Ng Chi Kin David resigned as independent non-executive director of the Company on 19 August 2019.

附註a: 伍志堅先生於二零一九年八月十九日辭任本公司獨立非執行董事。

Note b: Mr. Che Wei-Ming Eric resigned as independent non-executive director of the Company on 25 February 2019.

附註b: 陳偉明先生於二零一九年二月二十五日辭任本公司獨立非執行董事。

Note c: Mr. Kwan Wang Wai Alan resigned as independent non-executive director of the Company on 11 June 2018.

附註c: 關宏偉先生於二零一八年六月十一日辭任本公司獨立非執行董事。

Note d: Mr. Yim Kai Pung resigned as independent non-executive director of the Company on 10 May 2019.

附註d: 嚴繼鵬先生於二零一九年五月十日辭任本公司獨立非執行董事。

Note e: Mr. Ngan Kam Biu, Standford was appointed as independent non-executive director on 11 June 2018.

附註e: 顏錦彪先生於二零一八年六月十一日獲委任為獨立非執行董事。

Note f: Mr. Chan Tsang Mo was appointed as independent non-executive director on 25 February 2019.

附註f: 陳增武先生於二零一九年二月二十五日獲委任為獨立非執行董事。

Note g: Mr. Tam Chak Chi was appointed as independent non-executive director on 19 August 2019.

附註g: 譚澤之先生於二零一九年八月十九日獲委任為獨立非執行董事。

Note h: Mr. Ma Kin Ling was appointed as independent non-executive director on 10 May 2019.

附註h: 馬健凌先生於二零一九年五月十日獲委任為獨立非執行董事。

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16. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS (Continued)

During both years, no emolument was paid by the Group to the Directors as an inducement to join or upon joining the Group or as compensation for loss of office. None of the Directors has waived any emoluments during the year (2018: Nil).

Salaries, allowance and benefits in kind paid to or for the executive directors are generally emoluments paid or receivable in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

17. EMPLOYEES' EMOLUMENTS

The five individuals with the highest emoluments in the Group included four (2018: four) Directors of the Company for the year, details of whose emoluments are included in note 16. The emoluments of the remaining one (2018: one) individual were as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	2,160	2,340
Contributions to retirement benefits scheme	退休福利計劃供款	18	18
		2,178	2,358

The emoluments of one (2018: one) individual with the highest emolument is within the following band:

Emoluments band	酬金範圍	2019 二零一九年 No. of individuals 人數	2018 二零一八年 No. of individuals 人數
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	1
		1	1

16. 董事及主要行政人員酬金 (續)

於兩個年度內，本集團概無向任何董事支付任何酬金，以吸引其加入本集團或作為離職賠償。於年度內，董事並無放棄任何酬金（二零一八年：無）。

向或就執行董事支付之薪金、津貼及實物福利乃一般為就該等人士管理本公司及其附屬公司之事務所提供之其他服務支付或應收之酬金。

17. 僱員酬金

於年度內，本集團之五名最高薪酬人士包括四名（二零一八年：四名）本公司董事，其薪酬詳情載於附註16。其餘一名（二零一八年：一名）人士之酬金如下：

一名（二零一八年：一名）最高薪人士之酬金介乎下列範圍內：

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

17. EMPLOYEES' EMOLUMENTS (Continued)

During both years, no emolument was paid by the Group to the above-mentioned individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

17. 僱員酬金 (續)

於兩個年度內，本集團概無向上述人士支付任何酬金，以吸引其加入本集團或加入時或作為離職賠償。

18. EARNINGS PER SHARE

From continuing operations

The calculation of the basic earnings per share attributable to the owners of the Company is based on the following data:

18. 每股盈利

持續經營業務

本公司擁有人應佔每股基本盈利乃按下列數據計算：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Earnings:	盈利：		
Profit for the year attributable to owners of the Company for the purpose of calculating basic earnings per share	用以計算每股基本盈利之本公司擁有人應佔年內溢利	677,713	180,887
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
– (Gain) loss of redemption of convertible bonds	– 贖回可換股債券之(收益)虧損	(2,072)	267
– Fair value change on convertible bonds	– 可換股債券之公平值變動	–	(3,655)
Profit for the year attributable to owners of the Company for the purpose of calculating diluted earnings per share	用以計算每股攤薄盈利之本公司擁有人應佔年內溢利	675,641	177,499

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18. EARNINGS PER SHARE (Continued)

From continuing operations (Continued)

18. 每股盈利 (續)

持續經營業務 (續)

		Number of shares	
		股份數目	
		'000	'000
		千股	千股
Number of shares:	股份數目：		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	用以計算每股基本盈利之普通股加權平均數	4,000,000	3,516,367
Effect of dilutive potential ordinary shares: – Convertible bonds	潛在攤薄普通股之影響： — 可換股債券	123,807	377,739
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	用以計算每股攤薄盈利之普通股加權平均數	4,123,807	3,894,106

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

18. EARNINGS PER SHARE (Continued)

From continuing and discontinued operations

The calculation of the basic and diluted earnings per share from continuing and discontinued operations attributable to owners of the Company is based on the following data:

18. 每股盈利 (續)

持續經營業務及已終止經營業務

本公司擁有人應佔持續經營業務及已終止經營業務之每股基本及攤薄盈利乃按下列數據計算：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Earnings:	盈利：		
Profit for the year attributable to owners of the Company of the purpose of calculating basic earnings per share	用以計算每股基本盈利之本公司擁有人應佔年內溢利	677,713	159,982
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
– (Gain) loss of redemption of convertible bonds	– 贖回可換股債券之(收益)虧損	(2,072)	267
– Fair value change on convertible bonds	– 可換股債券之公平值變動	–	(3,655)
Profit for the year attributable to owners of the Company for the purposes of calculating diluted earning per share	用以計算每股攤薄盈利之本公司擁有人應佔年內溢利	675,641	156,594

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

18. EARNINGS PER SHARE (Continued)

From continuing and discontinued operations (Continued)

		2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
Number of shares:	股份數目：		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per shares	用以計算每股基本盈利之普通股加權平均數	4,000,000	3,516,367
Effect of dilutive potential ordinary shares: Convertible bonds	潛在攤薄普通股之影響： 可換股債券	123,807	377,739
Weighted average number of ordinary shares for the purposes of diluted earnings per share	用以計算每股攤薄盈利之普通股加權平均數	4,123,807	3,894,106

From discontinued operations

For the year ended 31 December 2018, basic and diluted loss per share for the discontinued operation is HK\$0.0100 and HK\$0.0100 per share respectively, based on the loss for the year from the discontinued operation of approximately HK\$403,000 and the denominators detailed above for both basic and diluted loss per share.

19. DIVIDEND

The Directors do not recommend the payment of a final dividend for both years.

18. 每股盈利 (續)

持續經營業務及已終止經營業務 (續)

		2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
Number of shares:	股份數目：		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per shares	用以計算每股基本盈利之普通股加權平均數	4,000,000	3,516,367
Effect of dilutive potential ordinary shares: Convertible bonds	潛在攤薄普通股之影響： 可換股債券	123,807	377,739
Weighted average number of ordinary shares for the purposes of diluted earnings per share	用以計算每股攤薄盈利之普通股加權平均數	4,123,807	3,894,106

已終止經營業務

截至二零一八年十二月三十一日止年度，已終止經營業務之每股基本及攤薄虧損分別為0.0100港元及0.0100港元，乃根據已終止經營業務之年內虧損約403,000港元及上文所詳述之每股基本及攤薄虧損所用之分母計算。

19. 股息

董事不建議就該兩個年度派付末期股息。

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

20. PROPERTY, PLANT AND EQUIPMENT

20. 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Total 合共 HK\$'000 千港元
COST	成本						
At 1 January 2018	於二零一八年一月一日	1,535	6,257	1,758	1,800	130,000	141,350
Additions	增添	-	53	93	916	-	1,062
Acquisition of a subsidiary	收購一間附屬公司	-	26	-	-	-	26
Exchange adjustment	匯兌調整	-	(5)	(24)	(34)	-	(63)
At 31 December 2018 and at 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	1,535	6,331	1,827	2,682	130,000	142,375
Additions	增添	-	187	120	4	-	311
Exchange adjustment	匯兌調整	-	2	(9)	(18)	-	(25)
At 31 December 2019	於二零一九年十二月三十一日	1,535	6,520	1,938	2,668	130,000	142,661
DEPRECIATION	折舊						
At 1 January 2018	於二零一八年一月一日	1,181	5,712	1,622	1,428	10,835	20,778
Provided for the year	年度撥備	106	199	86	247	4,333	4,971
Exchange adjustment	匯兌調整	-	(2)	(19)	(1)	-	(22)
At 31 December 2018 and at 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	1,287	5,909	1,689	1,674	15,168	25,727
Provided for the year	年度撥備	104	206	63	303	4,333	5,009
Impairment	減值	-	-	-	-	17,679	17,679
Exchange adjustment	匯兌調整	-	3	(11)	(1)	-	(9)
At 31 December 2019	於二零一九年十二月三十一日	1,391	6,118	1,741	1,976	37,180	48,406
CARRYING VALUES	賬面值						
At 31 December 2019	於二零一九年十二月三十一日	144	402	197	692	92,820	94,255
At 31 December 2018	於二零一八年十二月三十一日	248	422	138	1,008	114,832	116,648

Depreciation is provided using the straight-line method at the following rates per annum:

折舊以直線法按以下年率計提：

Leasehold improvements	20% – 33 ¹ / ₃ %	租賃物業裝修	20% – 33 ¹ / ₃ %
Computer equipment	20% – 50%	電腦設備	20% – 50%
Furniture and fixtures	20% – 40%	傢俬及裝置	20% – 40%
Motor vehicles	20% – 30%	汽車	20% – 30%
Property	2% – 5%	物業	2% – 5%

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

21. INVESTMENT PROPERTIES

21. 投資物業

		HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	598,151
Acquired on an acquisition of a subsidiary	於收購一間附屬公司時獲得	607,695
Addition	增添	6,628
Fair value change	公平值變動	289,004
Exchange adjustment	匯兌調整	(84,931)
<hr/>		
At 31 December 2018	於二零一八年十二月三十一日	1,416,547
Addition	增添	1,671
Fair value change	公平值變動	1,011,747
Exchange adjustment	匯兌調整	(42,368)
<hr/>		
At 31 December 2019	於二零一九年十二月三十一日	2,387,597

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

Investment properties comprise of (a) a commercial units located in the Beijing, PRC and (b) commercial units and car parking spaces located in Zhanjiang, PRC.

Property-located in Beijing, PRC

The fair values of the Group's investment properties at 31 December 2019 have been determined based on a valuation carried out on that day by InsideOut Due Diligence Inc., an independent qualified professional valuer that is not connected with the Group.

The fair value was determined based on the "Comparison Approach", where the value is assessed by assuming sale in their existing states with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant market.

凡本集團根據經營租賃持有以賺取租金或資本增值的物業權益均採用公平值模式計量，並被分類為及入賬列作投資物業。

投資物業包括(a)位於中國北京之商業單位及(b)位於中國湛江之商業單位及多個車位。

物業—位於中國北京

本集團於二零一九年十二月三十一日之投資物業公平值乃由與本集團並無關連之獨立合資格專業估值師InsideOut Due Diligence Inc.按當日之估值釐定。

公平值乃按「比較法」釐定，而其價值乃假設以其現況空置出售及參照相關市場可得之可資比較銷售證據而評定。

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綜合財務報表附註

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21. INVESTMENT PROPERTIES (Continued)

Property-located in Zhanjiang, PRC

The fair values of the Group's investment properties at 31 December 2019 have been determined based on a valuation carried out on that day by Cushman & Wakefield Limited, an independent qualified professional valuer that is not connected with the Group.

The fair value was determined based on the "Direct Comparison Method", where the value is assessed by reference to the comparable properties of sales evidence as available in the relevant market and have also taken into account the expended construction costs as well as the costs that will expended to complete the developments.

The carrying amounts of investment properties shown above comprise:

Properties in PRC:

Medium-term lease

中國物業：

中期租賃

2019
二零一九年
HK\$'000
千港元

2018
二零一八年
HK\$'000
千港元

2,387,597

1,416,547

The fair value measurements for all of the Group's investment properties are categorised as level 3. The following table gives information about how the fair values of the investment properties as at 31 December 2019 are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised level 3 based on the degree to which the inputs to the fair value measurements is observable.

21. 投資物業 (續)

物業一位於中國湛江

本集團於二零一九年十二月三十一日之投資物業公平值乃由與本集團並無關連之獨立合資格專業估值師戴德梁行有限公司按當日之估值釐定。

公平值乃按「直接比較法」釐定，而其價值乃參照相關市場可得之可資比較物業銷售證據而評定，亦已計及已支出之建築成本及完成開發將支出之成本。

上述投資物業之賬面值包括：

本集團所有投資物業之公平值計量獲分類為第三級。下表提供如何釐定投資物業於二零一九年十二月三十一日之公平值之資料（特別是估計技術及所用之輸入數據），以及根據公平值計量輸入數據之可觀察程度分類公平值計量所屬公平值等級為第三級。

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

21. INVESTMENT PROPERTIES (Continued)

21. 投資物業 (續)

Properties	Fair value hierarchy	Fair value as at 31 December 2019 於二零一九年十二月三十一日之 公平值	Fair value as at 31 December 2018 於二零一八年十二月三十一日之 公平值	Valuation technique & key input 估值技術及 主要輸入數據	Significant unobservable inputs 重大不可觀察 輸入數據	Relationship of unobservable inputs to fair value 不可觀察輸入數據 與公平值之關係
Property – located in Beijing, PRC	Level 3	HK\$515,451,000	HK\$570,646,000	Direct comparison method and investment method The key input is price per square foot	Price per square foot, using market direct comparable and taking into account location and other individual factors such as age and location of the property, approximately RMB87,000 per square foot and approximately RMB900,000 per car park space as at 31 December 2019	An increase in the price per square foot will increase significantly the fair value
物業一位於 中國北京	第三級	515,451,000 港元	570,646,000 港元	直接比較法及投資法 主要輸入數據為 每平方米價格	利用市場直接可資比較物業並計及地點及其他個別因素(例如物業的樓齡及地點)得出之每平方米價格,即於二零一九年十二月三十一日每平方米約的人民幣87,000元及每個車位約人民幣900,000元	每平方米價格上升將大幅增加公平值
Property – located in Zhanjiang, PRC	Level 3	HK\$1,872,146,000	HK\$845,901,000	Direct comparison method and investment method The key input is price per square foot	Market unit rate, taking into account the recent transaction prices for similar properties adjusted for nature, location and conditions of the property, which RMB8,871 per square metre ("sqm") as at 31 December 2019. Expected developer profit margin at 15% as at 31 December 2019.	A significant increase in the market unit rate used would result in a significant increase in fair value, and vice versa. A significant increase in the expected profit would result in a significant decrease in fair value, and vice versa.
物業一位於 中國湛江	第三級	1,872,146,000 港元	845,901,000 港元	直接比較法及投資法 主要輸入數據為每平方米價格	市場單價(經計及類似物業就物業性質、地點及狀況作出調整之近期交易價格),於二零一九年十二月三十一日每平方米(「平方米」)人民幣8,871元。 於二零一九年十二月三十一日的預期開發商溢利率15%。	所採用之市場單價大幅上升將導致公平值大幅增加,反之亦然。 預期溢利大幅增加將導致公平值大幅減少,反之亦然。

During the year ended 31 December 2019, there were no transfers between level 1 and level 2, or transfers into or out of level 3.

截至二零一九年十二月三十一日止年度,概無於第一級與第二級之間轉換,或轉入或轉出第三級。

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

22. RIGHT OF USE ASSETS

22. 使用權資產

		Office 辦公室 HK\$ 港元
Cost:	成本：	
At 1 January 2018 and 31 December 2018	於二零一八年一月一日及 二零一八年十二月三十一日	-
Adjustments upon application of HKFRS 16	應用香港財務報告準則第16號後之調整	7,039
At 1 January 2019 (restated)	於二零一九年一月一日 (經重列)	7,039
Addition	增添	6,903
Disposal	出售	(6,725)
Exchange adjustment	匯兌調整	(6)
At 31 December 2019	於二零一九年十二月三十一日	7,211
Accumulated depreciation	累計折舊	
At 1 January 2018 and 31 December 2018	於二零一八年一月一日及 二零一八年十二月三十一日	-
Adjustments upon application of HKFRS 16	應用香港財務報告準則第16號後之調整	5,765
At 1 January 2019 (restated)	於二零一九年一月一日 (經重列)	5,765
Charge for the year	年內支出	2,480
Disposal	出售	(6,725)
Exchange adjustment	匯兌調整	(2)
At 31 December 2019	於二零一九年十二月三十一日	1,518
Net carrying amount:	賬面淨值：	
At 31 December 2019	於二零一九年十二月三十一日	5,693
At 31 December 2018	於二零一八年十二月三十一日	-

For both years, the Group leases an office for its operations. Lease contracts are entered into for fixed term of 2 to 3 years. Certain leases of equipment were accounted for as finance leases during the year ended 31 December 2019 and carried interest ranged is 5.125%-6.290%. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

於兩個年度內，本集團租賃辦公室用於營運。訂立固定期限為2至3年之租賃合約。於截至二零一九年十二月三十一日止年度，若干設備租賃入賬列作融資租賃，利率介乎5.125%至6.290%。租賃條款乃按個別基準磋商，並包含各種不同的條款及條件。於釐定租期及評估不可註銷期間的長度時，本集團應用合約的定義並釐定合約可強制執行的期間。

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23. INTANGIBLE ASSETS

23. 無形資產

		Mineral mining rights 採礦權 HK\$'000 千港元	Trading rights 交易權 HK\$'000 千港元	Total 合共 HK\$'000 千港元
COST	成本			
At 1 January 2018, 31 December 2018 and 31 December 2019	於二零一八年一月一日、 二零一八年十二月三十一日及 二零一九年十二月三十一日	12,012	50	12,062
AMORTISATION	攤銷			
At 1 January 2018	於二零一八年一月一日	10,611	50	10,661
Provided for the year	年度撥備	1,401	-	1,401
At 31 December 2018, 1 January 2019 and 31 December 2019	於二零一八年十二月三十一日、 二零一九年一月一日及 二零一九年十二月三十一日	12,012	50	12,062
CARRYING VALUES	賬面值			
At 31 December 2019	於二零一九年十二月三十一日	-	-	-
At 31 December 2018	於二零一八年十二月三十一日	-	-	-

Trading rights represent two trading rights in the Stock Exchange and one trading right in Hong Kong Futures Exchange Limited.

交易權指聯交所之兩個交易權及香港期貨交易所有限公司之一個交易權。

Trading rights were amortised over nine years.

交易權按九年攤銷。

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

23. INTANGIBLE ASSETS (Continued)

As at 31 December 2019, the Group had one mining right under the Licence 253 in respect of Kenya Mine 253, an area of approximately 1,056 square kilometers situated in Kitui District Eastern Province, Kenya.

23. 無形資產 (續)

於二零一九年十二月三十一日，本集團根據有關肯尼亞第253號礦場之第253號許可證擁有一項採礦權，該礦場位於肯尼亞東部省庫裡亞地區(Kitui District Eastern Province)，面積約1,056平方公里。

24. DEFERRED TAX LIABILITIES

The following is deferred tax liabilities recognised and movements thereon during the year ended 31 December 2018:

24. 遞延稅項負債

以下為於截至二零一八年十二月三十一日止年度確認之遞延稅項負債及其變動：

		Fair value changes on investment properties	Fair value adjustments arising from acquisition of subsidiaries	Total
		投資物業 公平值變動	收購附屬公司 產生之公平值 調整	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	32,605	420	33,025
Credit to profit or loss	撥入損益	72,251	(420)	71,831
Exchange realignment	匯兌調整	(2,632)	-	(2,632)
At 31 December 2018 and at 1 January 2019	於二零一八年十二月三十一日 及二零一九年一月一日	102,224	-	102,224
Charged to profit or loss	於損益扣除	252,937	-	252,937
Exchange realignment	匯兌調整	(5,934)	-	(5,934)
At 31 December 2019	於二零一九年十二月三十一日	349,227	-	349,227

At the end of the reporting period, the Group had estimated unused tax losses of approximately HK\$87,125,000 (2018: HK\$77,881,000) available for offset against future profits. No deferred tax asset has been recognised in relation to such unused tax losses as it is not probable that taxable profit will be available against which the unused tax losses can be utilised. Tax losses may be carried forward indefinitely.

於報告期終日，本集團的未動用估計稅務虧損約為87,125,000港元（二零一八年：77,881,000港元）可供抵銷未來溢利。由於不太可能有應課稅溢利可用於抵銷未動用稅務虧損，故並無就上述未動用稅務虧損確認遞延稅項資產。稅務虧損可無限期結轉。

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25. INVESTMENT IN EQUITY INSTRUMENT AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Investment in equity instrument at fair value through other comprehensive income comprise:

25. 按公平值計入其他全面收入之股本工具投資

按公平值計入其他全面收入之股本工具投資包括：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Listed investment:	上市投資：		
– Equity securities listed on Hong Kong Stock Exchange	– 於香港聯交所上市之股本證券	1,224	1,566
		1,224	1,566
Analysed for reporting purposes as:	用於報告之分析：		
Current assets	流動資產	–	–
Non-current assets	非流動資產	1,224	1,566
		1,224	1,566

26. STATUTORY DEPOSITS

26. 法定按金

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Deposits with:	存放於下列公司之款項：		
The Stock Exchange of Hong Kong Limited	香港聯合交易所有限公司	230	275
The Securities and Futures Commission Hong Kong Securities Clearing Company Limited (“HKSCC”)	證券及期貨事務監察委員會 香港中央結算有限公司 （「香港結算」）	2,100	2,100
Reserve Fund Contribution to Hong Kong Futures Exchange Clearing Corporation Limited (“HKFECC”)	香港期貨結算有限公司 （「期貨結算公司」） 之儲備金供款	200	200
		1,500	1,500
		4,030	4,075

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綜合財務報表附註

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

27. LOAN RECEIVABLES**27. 應收貸款**

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Fixed-rate loan receivables denominated in functional currency of Hong Kong dollars	以功能貨幣港元列值 之定息應收貸款	1,992	20,506
Carrying amount analysed for reporting purposes:	用於報告之賬面值 分析：		
Current assets (receivable within 12 months from the end of the reporting period)	流動資產（可自報告 期終日起十二個月內 收取）	-	7,513
Non-current assets (receivable after 12 months from the end of the reporting period)	非流動資產（可自報告 期終日起十二個月後 收取）	1,992	12,993
		1,992	20,506

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

27. LOAN RECEIVABLES (Continued)

Loan receivables with a carrying value of approximately HK\$1,992,000 is secured by properties located in Hong Kong. The Group is not permitted to sell or repledge the property in the absence of default by the customer.

The effective interest rates (which are equal to contractual interest rates) on the Group's loan receivables was 8.5% per annum (2018: 6.5% to 8.5%). Interest rate term is fixed at the time when entering into loan agreement. The period of the loan was 5 years (2018: 1 year to 4 years).

27. 應收貸款 (續)

賬面值約為1,992,000港元之應收貸款以位於香港之物業作抵押。在客戶並無違約之情況下，本集團不得出售或再次質押該物業。

本集團應收貸款之實際利率（等同合約利率）為每年8.5%（二零一八年：6.5%至8.5%）。利率條款於訂立貸款協議時釐定。貸款期為五年（二零一八年：一年至四年）。

28. PROPERTIES FOR SALE

28. 待售物業

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Properties under development for sale 待售發展中物業	1,809,871	1,846,586

As at 31 December 2019, the Group has five lands located in Zhanjiang Economic and Technological Development Zone in Guangdong Province, the PRC. The Group plans to develop residential properties, serviced apartments for sales and the relevant development plan had been approved by authority in PRC.

於二零一九年十二月三十一日，本集團擁有位於中國廣東省湛江經濟技術開發區之五幅土地。本集團計劃開發住宅物業及服務式公寓以供銷售，且相關開發計劃已獲中國當局批准。

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29. ACCOUNTS RECEIVABLE

29. 應收賬款

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Accounts receivable consist of:	應收賬款包括下列項目：		
Accounts receivable arising from business of trading electronic products	電子產品貿易業務所產生之應收賬款	24,786	179,912
Accounts receivable arising from business of properties investment	物業投資業務所產生之應收賬款	368	10,031
Accounts receivable arising from the business of dealing in securities:	買賣證券業務所產生之應收賬款：		
– Cash clients	– 現金客戶	7,060	10,674
Less: Loss allowance for ECL	扣除：預期信貸虧損之虧損撥備	(11)	(6)
		7,049	10,668
– Hong Kong Securities Clearing Company Limited (“HKSCC”)	– 香港中央結算有限公司 (「香港結算」)	540	2,614
Accounts receivable from Hong Kong Futures Exchange Clearing Corporation Limited (“HKFECC”) arising from the business of dealing in futures contracts	買賣期貨合約業務所產生之 應收香港期貨結算有限公司 (「期貨結算公司」)賬款	1,368	1,844
Loans to securities margin clients	給予證券保證金客戶之貸款	72,395	68,646
Less: Loss allowance for ECL	扣除：預期信貸虧損之虧損撥備	(34)	(32)
		72,361	68,614
Accounts receivable arising from the business of advisory for financial management	財務管理諮詢業務所產生之應收賬款	212	6
		106,684	273,689

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29. ACCOUNTS RECEIVABLE (Continued)

An average credit period for accounts receivable from trading business is 30 days. The accounts receivable from the business of trading natural resources and petrochemical aged within 90 days.

Accounts receivable from the business of trading electronic products

A credit period based on dates of delivery of goods for accounts receivable from trading of electronic products is 90 days. The aged analysis of accounts receivable arising from trading of electronic products is as follow:

29. 應收賬款 (續)

來自貿易業務之應收賬款之平均信貸期為30日。來自天然資源及石化產品貿易業務之應收賬款之賬齡為90日內。

來自電子產品貿易業務之應收賬款

來自電子產品貿易之應收賬款按交付貨品日期計算之信貸期為90日。來自電子產品貿易之應收賬款之賬齡分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0-90 days	0至90日	24,786	148,003
91-180 days	91至180日	-	31,909
		24,786	179,912

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29. ACCOUNTS RECEIVABLE (Continued)

Accounts receivable from the investment property business

The average credit period for accounts receivable from investment property business is 30 days. The aged analysis of accounts receivable arising from investment property business is as follow:

0 – 90 days	0至90日
91 – 180 days	91至180日
181 – 270 days	181至270日

29. 應收賬款 (續)

來自投資物業業務之應收賬款

來自投資物業業務之應收賬款之平均信貸期為30日。來自投資物業業務之應收賬款之賬齡分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		368	3,105
		–	4,280
		–	2,646
		368	10,031

Accounts receivable from cash client, HKSCC, HKFECC

The settlement terms of accounts receivable from cash clients, HKSCC, HKFECC are usually one to two days after the trade date. Except for the accounts receivable from cash clients as mentioned below, the accounts receivable from HKSCC and HKFECC aged within 30 days.

來自現金客戶、香港結算及期貨結算公司之應收賬款

現金客戶、香港結算及期貨結算公司應收賬款之結算期限通常為交易日期後一至兩日。除下文所述應收現金客戶賬款外，應收香港結算及期貨結算公司賬款之賬齡均為30日內。

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29. ACCOUNTS RECEIVABLE (Continued)

Accounts receivable from cash client, HKSCC, HKFECC (Continued)

The Group offsets certain accounts receivable and accounts payable when the Group currently has a legally enforceable right to set off the balances and intends either to settle on a net basis, or to realise the balances simultaneously.

Loans to securities margin clients are repayable on demand and bear interest at Hong Kong Prime Rate quoted by OCBC Wing Hang Bank Limited plus 3% equivalent to 8.25% per annum for both years. In the opinion of the Directors, no aged analysis is disclosed as the aged analysis does not give additional value. The loans are secured by pledged marketable securities at fair value of approximately HK\$236,963,000 (2018: HK\$196,132,000). The average percentage of collateral over the outstanding balance as at 31 December 2019 is ranged from 136% to 6,223% (2018: 100% to 6,465%). The fair value of pledged marketable securities of the individual margin clients is higher than the corresponding outstanding loans. The Group is permitted to sell or repledge the marketable securities if the customer default the payment as requested by the Group. The Group had provided the loss allowance for securities margin clients with reference to the portfolio held and the subsequent settlement of each customer.

Accounts receivable from the business of advisory for financial management clients

The Group does not provide any credit term to its advisory for financial management clients. The aged analysis of accounts receivable arising from the business of advisory for financial management clients is as follow:

0 – 90 days	0至90日
More than 90 days	90日以上

29. 應收賬款 (續)

來自現金客戶、香港結算及期貨結算公司之應收賬款 (續)

當本集團當前有依法可執行權利抵銷結餘並擬以淨額基準結算或同時變現結餘時，本集團會抵銷若干應收賬款及應付賬款。

給予證券保證金客戶之貸款須於要求時償還及按華僑永亨銀行有限公司所報香港最優惠利率加3% (兩個年度均相等於年利率8.25%) 計息。董事認為，由於賬齡分析並無意義，因此並無就此作出任何披露。貸款以公平值約236,963,000港元 (二零一八年：196,132,000港元) 之已抵押流通證券作擔保。於二零一九年十二月三十一日，未償還結餘之抵押品之平均百分比介乎136%至6,223% (二零一八年：100%至6,465%)。個別保證金客戶之已抵押流通證券之公平值高於相應未償還貸款。本集團獲准於客戶拖欠本集團所要求款項時賣出或再抵押流通證券。本集團已參考各證券保證金客戶持有之投資組合及其後結算狀況，就證券保證金客戶計提虧損撥備。

來自財務管理諮詢業務客戶之應收賬款

本集團並無向財務管理諮詢業務客戶提供任何信貸期。財務管理諮詢業務客戶產生之應收賬款之賬齡分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		–	–
		11	6
		11	6

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29. ACCOUNTS RECEIVABLE (Continued)

Accounts receivable from the business of advisory for financial management clients (Continued)

The settlement terms of cash clients are usually one to two days after the trade date. The aged analysis of accounts receivable arising from cash clients is as follows:

Accounts receivable from cash clients

0 – 90 days	0至90日
91 – 180 days	91至180日

29. 應收賬款 (續)

來自財務管理諮詢業務客戶之應收賬款 (續)

現金客戶之結算期通常為交易日期後一至兩日。現金客戶產生之應收賬款之賬齡分析如下：

應收現金客戶賬款

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		7,049	9,050
		-	1,618
		7,049	10,668

30. OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

Other receivables	其他應收賬款
Advance to suppliers arising from trading business	因貿易業務產生之 向供應商墊款
Rental and other deposits	租金及其他按金
Prepayments	預付款項

30. 其他應收賬款、預付款項及按金

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		16,529	18,993
		46,278	10,882
		12,893	13,091
		363	196
		76,063	43,162

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31. PLEDGED FIXED DEPOSITS, BANK BALANCES AND CASH

Pledged fixed deposits (general accounts)

The pledged fixed deposits represented the amounts pledged to banks to secure general banking facilities granted to the Group. The pledged fixed deposits carry interest rates at 0.225% (2018: 0.225%) per annum and will be released upon the expiry of the relevant banking facilities. Included in pledged fixed deposits (general accounts) is approximately HK\$5,264,000 (2018: HK\$5,251,000) which is denominated in US\$, a currency other than the functional currency of the relevant group entity.

Bank balances (trust and segregated accounts)

From the Group's ordinary business, it receives and holds money deposited by clients in the course of the conduct of the regulated activities. These clients' monies are maintained in one or more segregated bank accounts and bear prevailing market deposit rates ranging from 0.01% to 0.1% (2018: 0.01% to 0.1%) per annum. The Group has recognised the corresponding accounts payable to respective clients. However, the Group does not have a currently enforceable right to offset those payables with the deposits placed.

Bank balances (general accounts) and cash

The amounts comprise cash held by the Group and short-term bank deposits carrying prevailing market deposit rates at 0.01% (2018: 0.01%) per annum with an original maturity of three months or less. Included in bank balances (general accounts) and cash are approximately HK\$5,801,000 (2018: HK\$5,791,000) and HK\$2,098,000 (2018: HK\$4,542,000) and which are denominated in US\$ and RMB respectively.

31. 已抵押定期存款、銀行結存及現金

已抵押定期存款（一般賬戶）

已抵押定期存款指為取得本集團一般銀行融資而向銀行作出之抵押金額。已抵押定期存款之利率為每年0.225%（二零一八年：0.225%），於有關銀行融資到期後解除。計入已抵押定期存款（一般賬戶）之約5,264,000港元（二零一八年：5,251,000港元）以非相關集團實體之功能貨幣美元列值。

銀行結存（信託及獨立賬戶）

本集團於日常業務進行受監管活動而收取並持有客戶之存款。該等客戶之款項存入一個或多個獨立銀行賬戶並按現行市場存款利率介乎每年0.01%至0.1%（二零一八年：0.01%至0.1%）計息。本集團確認應付有關客戶之相應賬款。然而，本集團現時並無可執行權利將存款抵銷該等應付賬款。

銀行結存（一般賬戶）及現金

此金額包括本集團持有之現金及按現行市場存款利率每年0.01%（二零一八年：0.01%）計息且原到期日為三個月或以下之短期銀行存款。計入銀行結存（一般賬戶）及現金之約5,801,000港元（二零一八年：5,791,000港元）及2,098,000港元（二零一八年：4,542,000港元）分別以美元及人民幣列值。

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32. ACCOUNTS PAYABLE

32. 應付賬款

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Accounts payable from trading of electronic products	電子產品貿易業務所產生應付賬款	60,180	186,705
Accounts payable from properties investment	物業投資所產生應付賬款	6,500	6,636
Accounts payable arising from the business of dealing in securities:	買賣證券業務所產生應付賬款：		
– Cash clients	– 現金客戶	79,890	95,250
– HKSCC	– 香港結算	1,399	1,116
Accounts payable to clients arising from the business of dealing in futures contracts	買賣期貨合約業務所產生之應付客戶賬款	2,139	2,968
Amounts due to securities margin clients	應付證券保證金客戶款項	5,052	10,847
Accounts payable arising from the business of advisory for financial management	財務管理諮詢業務所產生應付賬款	–	2
		155,160	303,524

The settlement term of accounts payable to cash clients and HKSCC is two days after the trade date and aged within 30 days.

Accounts payable to clients arising from the business of dealing in futures contracts are margin deposits received from clients for their tradings of futures contracts on HKFECC. The excess of the outstanding amounts over the required margin deposits stipulated by HKFECC are repayable to clients on demand. In the opinion of the Directors, no aged analysis is disclosed as the aged analysis does not give additional value.

Amounts due to securities margin clients are repayable on demand. In the opinion of the Directors, no aged analysis is disclosed as the aged analysis does not give additional value.

The accounts payable amounting to approximately HK\$83,766,000 (2018: HK\$104,231,000) were payable to clients or other institutions in respect of the trust and segregated bank balances received and held for clients in the course of the conduct of regulated activities. However, the Group does not have a currently enforceable right to offset these payables with the deposits placed.

應付現金客戶及香港結算賬款之結算期限為交易日期後兩日，其賬齡為30日內。

買賣期貨合約業務所產生之應付客戶賬款，乃為就於期貨結算公司買賣期貨合約向客戶收取之保證金。未償還款項超出期貨結算公司所規定保證金之數額須於要求時償還予客戶。董事認為，由於賬齡分析並無意義，因此並無就此作出任何披露。

應付證券保證金客戶款項須於要求時償還。董事認為，由於賬齡分析並無意義，因此並無就此作出任何披露。

於進行受規管活動過程中代客戶收取並持有信託及獨立銀行結存而應付客戶或其他機構之應付賬款約為83,766,000港元（二零一八年：104,231,000港元）。然而，本集團現時並無可執行權利以存款抵銷該等應付賬款。

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32. ACCOUNTS PAYABLE (Continued)

Accounts payable from trading of electronic products

The aged analysis of amounts payable from trading of electronic products presented based on the receive date is as follow:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0 – 90 days	0至90日	53,027	186,217
90 – 180 days	90至180日	2,200	488
180 – 365 days	180至365日	4,876	–
over 365 days	365日以上	77	–
		60,180	186,705

Accounts payable from properties investment

The aged analysis of accounts payable from properties investment is a follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0 – 90 days	0至90日	–	206
90 – 180 days	90至180日	6,500	6,430
		6,500	6,636

32. 應付賬款 (續)

來自電子產品貿易業務之應付賬款

來自電子產品貿易業務之應付賬款按收取日期呈列之賬齡分析如下：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0 – 90 days	53,027	186,217
90 – 180 days	2,200	488
180 – 365 days	4,876	–
over 365 days	77	–
	60,180	186,705

來自物業投資之應付賬款

來自物業投資之應付賬款之賬齡分析如下：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0 – 90 days	–	206
90 – 180 days	6,500	6,430
	6,500	6,636

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33. OTHER PAYABLES AND ACCRUED EXPENSES

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Other payables	其他應付款項	25,742	21,480
Accrued expenses	應計費用	13,023	4,899
Receipts in advance from trading business	貿易業務之預收款項	14	14
		38,779	26,393

33. 其他應付賬款及應計費用

34. LEASE LIABILITIES

The exposure of the Group's lease liabilities are as follows:

		2019 二零一九年 HK\$'000 千港元
Current	流動	2,377
Non-current	非流動	3,392
		5,769

34. 租賃負債

本集團租賃負債之風險敞口如下：

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34. LEASE LIABILITIES (Continued)

34. 租賃負債 (續)

		Minimum lease payments	Present value of lease liabilities
		最低 租賃付款 HK\$'000 千港元	租賃 負債現值 HK\$'000 千港元
Minimum lease payment due:	於以下時間到期之最低租賃付款：		
– Within one year	– 一年內	2,618	2,377
– more than one year but not more than two years	– 一年後但兩年內	2,487	2,369
– more than two years but not more than five years	– 兩年後但五年內	1,036	1,023
		6,141	5,769
Future finance charges	未來融資開支	(372)	
Present value of lease liabilities	租賃負債現值	5,769	
Amounts due for settlement within one year (shown under current liabilities)	一年內到期支付之款項 (於流動負債項下列示)		(2,377)
Amounts due for settlement after one year	一年後到期支付之款項		3,392

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35. CONTRACT LIABILITIES

35. 合約負債

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trading electronic products	電子產品貿易	6,643	-

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior periods.

下表列示於本年度確認的收益中分別與結轉合約負債及於過往期間達成的履約責任有關的數額。

		Trading electronic products 電子產品貿易 HK\$'000 千港元
At 1 January 2018, 31 December 2018 and 1 January 2019	於二零一八年一月一日、 二零一八年十二月三十一日及 二零一九年一月一日	-
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	計入年初合約負債結餘的已確認收益	
Increase in contract liabilities as a result of - receipts in advance of trading electronic products	因以下各項而產生之合約負債增加 - 電子產品貿易之預收款項	6,643
At 31 December 2019	於二零一九年十二月三十一日	6,643

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36. AMOUNTS DUE TO DIRECTORS

Amounts due to Directors of which approximately HK\$51,897,000 (2018: HK\$65,789,000) are unsecured, interest bearing at Hong Kong Prime Rate quoted by Wing Hang Bank Limited (2018: Hong Kong Prime Rate quoted by Wing Hang Bank Limited) per annum and are repayable on demand. The remaining balance are unsecured, repayable on demand and non-interest bearing.

36. 應付董事款項

應付董事款項當中約51,897,000港元(二零一八年:65,789,000港元)為無抵押,按永亨銀行報價的香港最優惠利率(二零一八年:永亨銀行報價的香港最優惠利率)每年計息及須按要求償還。餘下結餘為無抵押、須按要求償還及不計息。

37. CONVERTIBLE BONDS

The movement of the derivative components of the convertible bonds for the year is set out below:

37. 可換股債券

年內可換股債券衍生工具部分之變動載列如下:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1 January	於一月一日	104,055	-
Acquisition of subsidiaries	收購附屬公司	-	1,232,547
Redemption	贖回	(101,983)	(89,734)
Conversion	轉換	-	(1,035,103)
Fair value change	公平值變動	-	(3,655)
Loss on redemption	贖回虧損	(2,072)	-
At 31 December	於十二月三十一日	-	104,055

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綜合財務報表附註

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

37. CONVERTIBLE BONDS (Continued)

On 28 February 2018, the Group issued convertible bonds with a principal amount of RMB1,000,000,000 with conversion price of HK\$0.7 per share (the "CB2018") as part of the consideration for acquisition for New Guangdong Merchants Investment Holding Group Limited. The CB2018 does not bear any interest. The convertible bonds are denominated in Renminbi and are unsecured. The holders of the CB2018 will be able to convert the outstanding principal amount in whole or in part into ordinary shares of the Company at a conversion price of HK\$0.7 per conversion share until the maturity date (i.e. 27 February 2018). The Company has an option to early redeem the CB2018 at any time before the maturity date at 100% of the outstanding principal amount of the CB2018. At the date of issue, both the debt component and derivative components are recognised at fair value. In subsequent periods, the entire convertible bonds are designated as financial liabilities at fair value through profit or loss are remeasured to their fair value as at the end of the reporting periods and changes in fair values are recognised in profit or loss.

During the year ended 31 December 2018, the principal amount of RMB836,023,184 were converted into 1,478,719,115 ordinary shares of the Company.

During the year ended 31 December 2019, the principal amount of RMB91,173,000 were early redeemed.

37. 可換股債券 (續)

於二零一八年二月二十八日，本集團發行本金額為人民幣1,000,000,000元及換股價為每股0.7港元之可換股債券（「二零一八年可換股債券」），作為收購新粵商投資控股集團有限公司之部分代價。二零一八年可換股債券不附帶任何利息。可換股債券以人民幣計值及無抵押。在到期日（即二零一八年二月二十七日）前，二零一八年可換股債券之持有人將能夠按每股換股股份0.7港元之換股價將全部或部分未償還本金額轉換為本公司普通股。本公司可選擇在到期日前隨時按二零一八年可換股債券之全部未償還本金額提早贖回二零一八年可換股債券。於發行日期，債務部分及衍生工具部分均按公平值確認。於後續期間，全部可轉換債券被指定為按公平值計入損益之金融負債，並於報告期末重新計量至其公平值，而公平值變動則於損益內確認。

截至二零一八年十二月三十一日止年度，本金額人民幣836,023,184元已轉換為1,478,719,115股本公司普通股。

截至二零一九年十二月三十一日止年度，本金額人民幣91,173,000元已提前贖回。

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37. CONVERTIBLE BONDS (Continued)

The following assumption were used to calculate the fair value of the convertible bonds as a whole:

Spot price (HK\$)	現貨價 (港元)	0.96
Conversion price (HK\$)	換股價 (港元)	0.70
Dividend yield	股息收益率	0%
Time to maturity (year)	到期時間 (年)	4.16
Risk-free rate	無風險利率	2.853%
Volatility	波幅	36%

The Binomial valuation model has been used to estimate the fair value of the derivatives. The variables and assumptions used in computing the fair value of the derivatives are based on the director's best estimate. Changes in variables and assumptions may result in changes in the fair value of the derivative.

37. 可換股債券 (續)

已採用以下假設用於計算可換股債券之整體公平值：

At
31 December
2019
於二零一九年
十二月三十一日

已採用二項式估值模型用於估算衍生工具之公平值。用於計算衍生工具公平值之變量及假設乃基於董事之最佳估計。變量及假設之變動可能導致衍生工具之公平值發生變動。

38. BORROWINGS

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Borrowing	借貸	304,910	320,530
Secured	有抵押	255,910	254,509
Unsecured	無抵押	49,000	66,021
		304,910	320,530
Current portion	即期部分	255,910	66,021
Non-current portion	非即期部分	49,000	254,509
		304,910	320,530

38. 借貸

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

38. BORROWINGS (Continued)

The Group's borrowings are repayable as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within 1 year	一年內	255,910	66,021
After 1 year but within 2 years	一至兩年	-	254,509
After 2 years but within 5 years	兩至五年	49,000	-
After 5 years	五年後	-	-
		304,910	320,530

38. 借貸 (續)

本集團之應償還借貸如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within 1 year	一年內	255,910	66,021
After 1 year but within 2 years	一至兩年	-	254,509
After 2 years but within 5 years	兩至五年	49,000	-
After 5 years	五年後	-	-
		304,910	320,530

The movement of borrowings is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1 January	於一月一日	320,530	311,005
Proceeds from new borrowings	新借貸所得款項	99,000	36,000
Accrued interests	應計利息	25,116	25,014
Interests paid	已付利息	(23,715)	(21,489)
Repayment	還款	(116,021)	(30,000)
At 31 December	於十二月三十一日	304,910	320,530

借貸變動如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1 January	於一月一日	320,530	311,005
Proceeds from new borrowings	新借貸所得款項	99,000	36,000
Accrued interests	應計利息	25,116	25,014
Interests paid	已付利息	(23,715)	(21,489)
Repayment	還款	(116,021)	(30,000)
At 31 December	於十二月三十一日	304,910	320,530

As at 31 December 2019, the Group has borrowing of approximately HK\$255,910,000 (2018: HK\$254,509,000) which was secured by the entire registered capital of Beijing Yinghe Property Development Limited, an indirect wholly-owned subsidiary of the Group, and guaranteed by Guangdong Hoifu Wai Yip Investment Management Limited and the personal guarantee from Dr. Hui Chi Ming. The borrowing is fixed-rate interest at 7% for the first year and 8% for the period after 1 year. The effective interest rate of the borrowing is 8.8% per annum.

於二零一九年十二月三十一日，本集團之借貸約255,910,000港元（二零一八年：254,509,000港元）乃以本集團間接全資附屬公司北京盈和房地產綜合開發有限公司之全部註冊資本作抵押，並以廣東凱富偉業投資管理有限公司及許智銘博士之個人擔保作擔保。借貸於首年按固定利率7%計息，而一年後按8%計息。借貸之實際年利率為8.8%。

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

38. BORROWINGS (Continued)

As at 31 December 2019, the Group has borrowing HK\$49,000,000 (2018: 66,000,000) was unsecured which borrowed from Asia Tele-Net and Technology Corporation Limited ("ATNT"), a company incorporated in Bermuda with its shares being listed on the Stock Exchange in which two Directors, Messrs. Lam Kwok Hing and Nam Kwok Lun, have controlling interests. The borrowing is fixed-rate interest at Hong Kong Prime rate of 5% (2018: 5.125%) per annum.

38. 借貸 (續)

於二零一九年十二月三十一日，本集團之借貸49,000,000港元(二零一八年：66,000,000港元)為無抵押，由亞洲聯網科技有限公司(「亞洲聯網」)(一間於百慕達註冊成立之公司，其股份於聯交所上市，兩名董事藍國慶先生及藍國倫先生擁有其控股權益)提供。該借貸按香港最優惠固定年利率5%(二零一八年：5.125%)計息。

39. CORPORATE BONDS

39. 公司債券

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Unsecured corporate bonds	無抵押公司債券	29,621	19,560

The Group's corporate bonds are repayable as follows:

本集團之應償還公司債券如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within 1 year	一年內	-	-
After 1 year but within 2 years	一至兩年	-	-
After 2 years but within 5 years	兩至五年	27,785	16,249
After 5 years	五年後	1,836	3,311
		29,621	19,560

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綜合財務報表附註

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

39. CORPORATE BONDS (Continued)

The movement of corporate bonds is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
As at 1 January	於一月一日	19,560	19,312
Proceeds from new borrowings	新借貸所得款項	8,000	-
Accrued interests	應計利息	2,061	1,718
Interests paid	已付利息	-	(1,470)
As at 31 December	於十二月三十一日	29,621	19,560

During the year ended 31 December 2019, the Group issued bonds with a principle amount in a total of HK\$8,000,000 carried interest at 7% per annum. The bonds are unsecured with maturity date falling on 3 years of the issue date.

No addition bonds were issued during the year ended 31 December 2018.

The effective interest rate of the bonds is ranging from 7.03% to 11.57% per annum.

39. 公司債券 (續)

公司債券變動如下：

截至二零一九年十二月三十一日止年度，本集團發行本金額合共8,000,000港元之債券，按年利率7%計息。債券為無抵押，而到期日為自發行日期起計滿3年當日。

截至二零一八年十二月三十一日止年度，並無發行任何額外債券。

債券之實際年利率介乎7.03%至11.57%。

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綜合財務報表附註

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

40. SHARE CAPITAL

40. 股本

		Number of shares 股份數目	
		'000 千股	HK\$'000 千港元
Ordinary shares of HK\$0.10 each Authorised: At 31 December 2018 and 2019	每股面值0.10港元之普通股 法定： 於二零一八年及二零一九年 十二月三十一日	10,000,000	1,000,000
Issued and fully paid: At 1 January 2018	已發行及繳足： 於二零一八年一月一日	2,521,280	252,128
Conversion of convertible bonds (<i>Note</i>)	轉換可換股債券 (<i>附註</i>)	1,478,720	147,872
At 31 December 2018, 1 January 2019 and 31 December 2019	於二零一八年十二月三十一日、 二零一九年一月一日及 二零一九年十二月三十一日	4,000,000	400,000

Note:

On 9 April 2018, 30 April 2018 and 9 May 2018, the bondholder of the CB have converted the CB with the aggregate principal amount approximately of RMB112,495,000, RMB423,558,000 and RMB299,970,000 respectively at conversion price of HK\$0.7 per share into 200,000,000, 750,000,000 and 528,719,115 ordinary shares of the Company respectively.

附註：

於二零一八年四月九日、二零一八年四月三十日及二零一八年五月九日，可換股債券持有人按換股價每股0.7港元將本金總額約人民幣112,495,000元、人民幣423,558,000元及人民幣299,970,000元之可換股債券分別轉換為200,000,000股、750,000,000股及528,719,115股本公司普通股。

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

41. NON-CONTROLLING INTERESTS

The details of non-wholly owned subsidiaries of the Group that have material non-controlling interests shown as below:

41. 非控股權益

擁有重大非控股權益之本集團非全資附屬公司之詳情列示如下：

Name of Subsidiary 附屬公司名稱	Place of incorporation/ principal place of business 註冊成立地點/ 主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益持有之 所有權權益及投票權比例		(Loss)/Profit allocated to non-controlling interests 分配予非控股權益 之(虧損)/溢利		Accumulated non-controlling interests 累計非控股權益	
		2019	2018	2019	2018	2019	2018
		二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年
				HK\$'000	HK\$'000	HK\$'000	HK\$'000
				千港元	千港元	千港元	千港元
深圳市前海嘉美靜實業 有限公司(「前海嘉美靜」) #	PRC/PRC 中國/中國	40%	40%	(19)	2,193	4,289	2,706
Individually immaterial subsidiaries with non-controlling interests 具有非控股權益之 個別非重大附屬公司				(211)	(1,786)	660	381
				(230)	407	4,949	3,087

Incorporated in May 2018

於二零一八年五月註冊成立

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

41. NON-CONTROLLING INTERESTS (Continued)

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests are set out below. The summarised financial information below represented amounts before intragroup eliminations.

As at 31 December

		前海嘉美靜	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Non-current assets	非流動資產	23	37
Current assets	流動資產	74,481	195,039
Current liabilities	流動負債	(67,143)	(189,201)
		7,361	5,875
Equity attributable to owners of the Company	本公司擁有人應佔權益	3,072	3,169
Non-controlling interest	非控股權益	4,289	2,706
		7,361	5,875

41. 非控股權益 (續)

有關具有重大非控股權益之本集團各附屬公司之概要財務資料載列如下。以下概要財務資料為集團內公司間抵銷前之數額。

於十二月三十一日

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41. NON-CONTROLLING INTERESTS (Continued) 41. 非控股權益 (續)

For the year ended 31 December

截至十二月三十一日止年度

		前海嘉美靜	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Revenue	收益	508,799	896,098
Other income	其他收入	57	26
Expenses	支出	(508,909)	(890,643)
(Loss)/Profit for the year	年度(虧損)/溢利	(53)	5,481
Other comprehensive expenses for the year	年度其他全面支出	(116)	(223)
Total comprehensive (expenses)/income for the year	年度全面(支出)/收益總額	(169)	5,258
(Loss)/Profit attributable to:	應佔(虧損)/溢利:		
Owners of the Company	本公司擁有人	(32)	3,288
Non-controlling interests	非控股權益	(21)	2,193
		(53)	5,481
Total comprehensive (expenses)/income attributable to:	應佔全面(支出)/收益總額:		
Owners of the Company	本公司擁有人	(95)	3,169
Non-controlling interests	非控股權益	(74)	2,089
		(169)	5,258
Net cash inflow from:	來自以下各項之		
	現金流入淨額:		
Operating activities	經營活動	(4,208)	3,195
Investing activities	投資活動	-	(42)
Financing activities	融資活動	1,656	617
Net cash (outflow)/inflow	現金(流出)/流入淨額	(2,552)	3,770

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42. OPERATING LEASES

The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of rented premises which fall due as follows:

		2018 二零一八年 HK\$'000 千港元
Within one year	一年內	2,483
In the second to fifth years inclusive	第二至第五年（包括首尾兩年）	654
		3,137

Operating lease payments represent rentals payable by the Group for its office premises. Leases are mainly negotiated for an average term of two years and rentals are fixed over the relevant lease term.

The Group as lessor

At the end of the reporting period, the Group had commitments for future minimum lease income under non-cancellable operating leases in respect of rented premises which fall due as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year	一年內	-	8,560
In the second to fifth years inclusive	第二至第五年（包括首尾兩年）	-	-
		-	8,560

Operating lease income represent rentals receivable by the Group for its office premises. Leases are mainly negotiated for an average term of two years and rentals are fixed over the relevant lease term.

42. 經營租約

本集團作為承租人

於報告期終日，本集團須根據租賃物業之不可註銷經營租約，在下列期間支付未來最低租賃付款：

		2018 二零一八年 HK\$'000 千港元
Within one year	一年內	2,483
In the second to fifth years inclusive	第二至第五年（包括首尾兩年）	654
		3,137

經營租約款項指本集團就辦公室物業應付之租金。租約主要按平均兩年期磋商，而租期內之租金固定。

本集團作為出租人

於報告期終日，本集團根據租賃物業之不可註銷經營租約，在下列期間之未來最低租賃收入：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year	一年內	-	8,560
In the second to fifth years inclusive	第二至第五年（包括首尾兩年）	-	-
		-	8,560

經營租賃收入指本集團就辦公室租賃物業應收之租金。租約的議定期通常為平均兩年，並確定相關租期的租金。

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43. RETIREMENT BENEFITS SCHEMES

Mandatory provident scheme (the “MPF Scheme”)

The Group has operated a pension scheme under the rules and regulations of the Mandatory Provident Fund Schemes Ordinance after the implementation of the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately in an independently managed fund. The Group has followed the minimum statutory contribution requirement of 5% of eligible employees’ relevant aggregate income with a cap of HK\$1,500 (2018: HK\$1,500) per employee per month. The contributions are charged to profit or loss as incurred.

44. ACQUISITION OF A SUBSIDIARIES NOT CONSTITUTING A BUSINESS

廣東港粵金控房地產有限公司

On 28 July 2017, the Group has entered into a sale and purchases agreement with Hoifu Group Investment Holdings Limited (now known as Hong Kong Finance Holding Limited), a company wholly owned by Dr. Hui Chi Ming, an executive director and controlling shareholder of the Company pursuant to which the Group agreed to acquire and Hong Kong Finance Holding Limited agreed to sell the entire issued share capital of New Guangdong Merchants Investment Holdings Limited (“New Guangdong”) and its shareholder loan, at the consideration of RMB1,100 million settled by cash of RMB100 million and issuance of zero-coupon convertible bonds with principal amount of RMB1,000 million. The acquisition was completed on 28 February 2018.

New Guangdong Merchants Investment Holdings Limited is an investment company. The principal assets of its active subsidiary, 廣東港粵金控房地產有限公司 (formerly know as 廣東凱富偉業投資有限公司) (“廣東港粵金控”), comprise 5 land parcels located in the PRC.

43. 退休福利計劃

強制性公積金計劃(「強積金計劃」)

於強制性公積金計劃條例實行後，本集團已根據強制性公積金計劃條例之規則及規例設立退休金計劃。強積金計劃之資產，乃分開於獨立管理基金內持有。本集團已遵守最低法定供款規定，就合資格僱員有關總收入5%作出供款，上限為每名員工每月1,500港元(二零一八年：1,500港元)。供款於產生時於損益扣除。

44. 收購一間附屬公司並不構成一項交易

廣東港粵金控房地產有限公司

於二零一七年七月二十八日，本集團已與凱富集團投資控股有限公司(現稱Hong Kong Finance Holding Limited，一間由本公司執行董事兼控股股東許智銘博士全資擁有之公司)訂立買賣協議，據此，本集團同意收購而Hong Kong Finance Holding Limited同意出售新粵商投資控股集團有限公司(「新粵商」)全部已發行股本及其股東貸款，代價為人民幣1,100,000,000元，以現金人民幣100,000,000元及發行本金額為人民幣1,000,000,000元之零息可轉換債券結算。該收購事項已於二零一八年二月二十八日完成。

新粵商投資控股集團有限公司為一間投資公司。其活躍附屬公司廣東港粵金控房地產有限公司(前稱廣東凱富偉業投資有限公司)(「廣東港粵金控」)之主要資產包括五幅位於中國之地塊。

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44. ACQUISITION OF A SUBSIDIARIES NOT CONSTITUTING A BUSINESS (Continued)

廣東港粵金控房地產有限公司 (Continued)

This acquisition of subsidiaries has been accounted for as acquisition of assets as 廣東港粵金控 principally engaged in property holding and does not have operations at the acquisition date.

The identifiable net assets acquired are as follows:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	26
Investment properties	投資物業	607,695
Properties for sales	待售物業	1,992,457
Other receivables, deposits and prepayment	其他應收賬款、按金及預付款項	12,755
Bank balances and cash	銀行結存及現金	419
Trade and other payables	貿易及其他應付賬款	(1,740)
		2,611,612

Satisfied by:	以下列方式支付：	
Cash consideration paid in prior year	上年已付現金代價	118,757
Issue of shares	發行股份	1,232,547
		1,351,304

Net cash flow effect arising from the acquisition:

Total cash consideration paid	已付現金總代價	-
Bank balances and cash acquired	所獲銀行結存及現金	(419)
		(419)

44. 收購一間附屬公司並不構成一項交易 (續)

廣東港粵金控房地產有限公司 (續)

是次收購附屬公司已作為資產收購入賬，此乃由於廣東港粵金控主要從事物業控股，且於收購日期並無經營業務。

所收購可識別資產之淨值如下：

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45. DISPOSAL OF SUBSIDIARIES

On 24 July 2018, the Group disposed 100% equity interest in Swan Moment Group Limited and its subsidiaries which engaged in trading business to an independent third party for the consideration of HK\$160,000,000. The net assets of the subsidiaries at the date of disposal were as follow:

45. 出售附屬公司

於二零一八年七月二十四日，本集團向獨立第三方出售從事貿易業務之Swan Moment Group Limited及其附屬公司之全部股權，代價為160,000,000港元。於出售日期，附屬公司之資產淨值如下：

Consideration received	已收代價	HK\$'000 千港元
Cash received	已收現金	160,000
Analysis of assets and liabilities as at the date of disposal:	於出售日期之資產及負債之分析：	
Property, plant and equipment	物業、廠房及設備	41,505
Intangible assets	無形資產	41,336
Lease premium for land	土地租金	6,768
Inventory	存貨	60,344
Other receivables, deposits and prepayment	其他應收賬款、按金及預付款項	171,156
Bank balances and cash	銀行結存及現金	1,250
Trade and other payables	貿易及其他應付賬款	(131,815)
Amount due to Director	應付一名董事款項	(387)
Deferred tax liabilities	遞延稅項負債	(11,135)
		179,022
Loss on disposal:	出售之虧損：	
Consideration received	已收代價	160,000
Net assets disposed of	已出售之資產淨值	(179,022)
Non-controlling interest	非控股權益	17,655
Cumulative exchange gain	累計匯兌收益	(19,135)
		(20,502)
Net cash flow effect on disposal of subsidiaries	出售附屬公司之現金流量淨額影響	
Cash consideration received	已收現金代價	160,000
Cash and cash equivalents disposal of	出售現金及等同現金項目	(1,250)
		158,750

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46. RELATED PARTY TRANSACTIONS

Transactions with related parties

Save for disclosed elsewhere in these consolidated financial statements, the Group had the following transactions with related parties:

- (a) During the year, the Group received commission income and other securities dealing income from securities and futures dealing of approximately HK\$16,000 and HK\$Nil separately (2018: HK\$6,000 and HK\$1,000 separately) from Director Mr. Nam Kwok Lun and his close family (2018: two directors, Messrs. Lam Kwok Hing and Nam Kwok Lun).
- (b) During the year, the Group received commission income and other income from securities dealing of approximately HK\$7,000 (2018: HK\$8,000) from ATNT, in which two Directors, Messrs. Lam Kwok Hing and Nam Kwok Lun, have controlling interests.
- (c) At 31 December 2019, an executive Director, Mr. Nam Kwok Lun, advanced approximately HK\$51,897,000 (2018: HK\$65,789,000) to the Group. During the year, the Group paid finance costs of HK\$3,237,000 (2018: HK\$3,484,000) to the executive Director, Mr. Nam Kwok Lun.
- (d) At 31 December 2019, an executive Director, Dr. Hui Chi Ming, advanced approximately HK\$57,395,000 (2018: HK\$19,702,000) to the Group. It is unsecured, repayable on demand and non-interest bearing.
- (e) During the year ended 31 December 2019, the Group made minimum lease payments under operating leases in respect of office premises of approximately HK\$2,520,000 (2018: HK\$2,526,000) to Gahood Holding Company Limited, a company indirectly wholly-owned by Dr. Hui Chi Ming, an executive Director of the Company. The transaction also constitutes a continuing connected transaction under Appendix 14A of the Listing Rules.

46. 關連人士交易

關連人士交易

除該等綜合財務報表其他部分所披露者外，本集團之關連人士交易如下：

- (a) 於本年度內，本集團就證券及期貨買賣分別向董事藍國倫先生及其近親（二零一八年：兩名董事，即藍國慶先生及藍國倫先生）收取佣金收入及其他證券買賣收入約16,000港元及零港元（二零一八年：分別為6,000港元及1,000港元）。
- (b) 於本年度內，本集團就證券買賣自亞洲聯網（兩名董事藍國慶先生及藍國倫先生擁有其控制權益）收取佣金收入及其他收入約7,000港元（二零一八年：8,000港元）。
- (c) 於二零一九年十二月三十一日，執行董事藍國倫先生向本集團墊款約51,897,000港元（二零一八年：65,789,000港元）。年內，本集團向執行董事藍國倫先生支付財務費用3,237,000港元（二零一八年：3,484,000港元）。
- (d) 於二零一九年十二月三十一日，執行董事許智銘博士向本集團墊款約57,395,000港元（二零一八年：19,702,000港元）。該筆墊款為無抵押、按要求償還及不計息。
- (e) 截至二零一九年十二月三十一日止年度，本集團就辦公室物業經營租約向本公司執行董事許智銘博士間接全資擁有之嘉浩集團有限公司支付最低租賃付款約2,520,000港元（二零一八年：2,526,000港元）。該項交易亦構成上市規則附錄14A項下之持續關連交易。

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46. RELATED PARTY TRANSACTIONS (Continued)

Transactions with related parties (Continued)

- (f) In February 2018, the Group acquired the entire interest in New Guangdong Merchants Investment Holdings Limited and its subsidiaries ("New Guangdong Merchants Group") for a consideration of RMB100,000,000 in cash and issuance of RMB1,000,000,000 convertible bonds from Hong Kong Finance Holding Limited (formerly known as Hoifu Group Investment Holdings Limited), a company wholly-owned by Dr. Hui Chi Ming, a Chairman and controlling shareholder of the Company. The principal assets of New Guangdong Merchants Group comprise 5 land parcels located in the PRC.
- (g) At 31 December 2019, the Group advanced HK\$49,000,000 (2018: HK\$66,000,000) from related company, PAL Finance Limited ("PAL"), in which two directors of the Group Messrs. Lam Kwok Hing and Nam Kwok Lun, having controlling interest. During the year, the Group paid finance costs in total of HK\$2,927,000 (2018: HK\$3,538,000) to PAL.

Compensation of key management personnel

The remuneration of Directors during the year were as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Short-term benefits	短期福利	9,732	9,714
Post-employment benefits	退休福利	90	90
		9,822	9,804

The remuneration of Directors is determined by the remuneration committee having regard to the performance of individuals and market trends.

46. 關連人士交易 (續)

關連人士交易 (續)

- (f) 於二零一八年二月，本集團收購新粵商投資控股有限公司及其附屬公司（「新粵商集團」）之全部權益，代價為現金人民幣100,000,000元及由Hong Kong Finance Holding Limited（前稱「凱富集團投資控股有限公司」，一間由本公司主席兼控股股東許智銘博士全資擁有之公司）發行之人民幣1,000,000,000元可換股債券。新粵商集團之主要資產包括五幅位於中國的土地。
- (g) 於二零一九年十二月三十一日，本集團應收關連公司亞洲企業財務有限公司（「亞洲企業」）（本集團兩名董事藍國慶先生及藍國倫先生擁有其控制權益）之墊款為49,000,000港元（二零一八年：66,000,000港元）。年內，本集團支付予亞洲企業之財務費用合共為2,927,000港元（二零一八年：3,538,000港元）。

主要管理人員之薪酬

年內董事之酬金如下：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Short-term benefits	9,732	9,714
Post-employment benefits	90	90
	9,822	9,804

董事酬金由薪酬委員會按個別人士之表現及市場趨勢釐定。

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47. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

47. 融資活動所產生之負債之對賬

下表詳列本集團融資活動所產生之負債之變動(包括現金及非現金變動)。融資活動所產生之負債乃過去或未來將於本集團綜合現金流量表分類為來自融資活動的現金流量。

		Lease liabilities 租賃負債 HK\$'000 千港元	Amount due to Directors 應付董事款項 HK\$'000 千港元	Corporate bonds 公司債券 HK\$'000 千港元	Convertible bonds 可換股債券 HK\$'000 千港元	Borrowings 借貸 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	-	85,305	19,312	-	311,005
Changes from financing cash flows	融資現金流量變動					
Addition	增添	-	-	-	-	36,000
Interest paid	已付利息	-	(3,298)	(1,470)	-	(21,489)
Redemption/Repayments	贖回/還款	-	-	-	(89,734)	(30,000)
Other changes	其他變動					
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	1,232,547	-
Fair value adjustments	公平值調整	-	-	-	(3,655)	-
Conversion into shares	轉換為股份	-	-	-	(1,035,103)	-
Exchange adjustments	匯兌調整	-	-	-	-	-
Interest expenses	利息開支	-	3,484	1,718	-	25,014
At 31 December 2018	於二零一八年十二月三十一日	-	85,491	19,560	104,055	320,530
Adjustment upon application of HKFRS 16	應用香港財務報告準則第16號後之調整	1,377	-	-	-	-
At 1 January 2019 (restated)	於二零一九年一月一日 (經重列)	1,377	85,491	19,560	104,055	320,530
Changes from financing cash flows	融資現金流量變動					
Addition	增添	-	20,564	8,000	-	99,000
Interest paid	已付利息	(218)	-	-	-	(23,715)
Redemption/Repayments	贖回/還款	(2,507)	-	-	(101,983)	(116,021)
Other changes	其他變動					
Fair value adjustments	公平值調整	-	-	-	-	-
New leases entered	新訂租約	6,903	-	-	-	-
Exchange adjustments	匯兌調整	(4)	-	-	-	-
Interest expenses	利息開支	218	3,237	2,061	-	25,116
Gain on early redemption of convertible bonds	提前贖回可換股債券之收益	-	-	-	(2,072)	-
At 31 December 2019	於二零一九年十二月三十一日	5,769	109,292	29,621	-	304,910

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48. PRINCIPAL SUBSIDIARIES

The following table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

48. 主要附屬公司

下表載列董事認為對本集團業績或資產有主要影響之本公司各附屬公司。董事認為，提供其他附屬公司之詳情會令篇幅過於冗長。

Name 名稱	Country/ place of incorporation 註冊成立 國家/地點	Principal place of business 主要營業地點	Issued and fully paid share capital/ registered capital 已發行及 繳足股本/ 註冊資本	Proportion of nominal value of issued share capital held by the Group 本集團持有 已發行股本面值比例		Principal activities 主要業務
				2019 二零一九年 %	2018 二零一八年 %	
				百分比	百分比	
Karl Thomson Financial Group Limited 高信金融集團有限公司	British Virgin Islands ("BVI") 英屬處女群島 (「英屬處女群島」)	Hong Kong 香港	HK\$10 10港元	100	100	Investment holding 投資控股
Karl-Thomson Securities Company Limited 高信證券有限公司	Hong Kong 香港	Hong Kong 香港	HK\$11,000,000 11,000,000港元	100	100	Securities dealing and broking 證券買賣及經紀
Karl-Thomson Commodities Company Limited 高信商品期貨有限公司	Hong Kong 香港	Hong Kong 香港	HK\$5,000,000 5,000,000港元	100	100	Futures and options broking 期貨及期權經紀
Karl Thomson Finance Limited 高信財務有限公司	Hong Kong 香港	Hong Kong 香港	HK\$20,000,000 20,000,000港元	100	100	Securities margin financing 證券保證金融資
Karl Thomson Credit Limited 高信理財有限公司	Hong Kong 香港	Hong Kong 香港	HK\$10,000 10,000港元	100	100	Money lending 借貸
Karl Thomson Investment Consultants Limited 高信投資顧問有限公司	Hong Kong 香港	Hong Kong 香港	HK\$5,000,000 5,000,000港元	100	100	Broking of mutual funds and insurance-linked investment plans and products 互惠基金、保險掛鈎 投資計劃及產品經紀

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48. PRINCIPAL SUBSIDIARIES (Continued)

48. 主要附屬公司 (續)

Name 名稱	Country/ place of incorporation 註冊成立 國家/地點	Principal place of business 主要營業地點	Issued and fully paid share capital/ registered capital 已發行及 繳足股本/ 註冊資本	Proportion of nominal value of issued share capital held by the Group 本集團持有 已發行股本面值比例		Principal activities 主要業務
				2019 二零一九年 %	2018 二零一八年 %	
				百分比	百分比	
Karl Thomson Financial Advisory Limited 高信融資服務有限公司	Hong Kong 香港	Hong Kong 香港	HK\$600,000 600,000港元	51	51	Corporate finance advisory 企業融資顧問
Hong Kong Finance Energy International Trading Company Limited	BVI 英屬處女群島	Hong Kong 香港	HK\$100 100港元	100	100	Trading in natural resources 天然資源貿易
Hong Kong Finance Resource Group Limited 香港金控資源集團有限公司	BVI 英屬處女群島	Hong Kong 香港	US\$100 100美元	100	100	Investment holding 投資控股
Shiny Future Holdings Limited 耀港集團有限公司	Hong Kong 香港	Hong Kong 香港	HK\$100 100港元	100	100	Investment holding 投資控股
Hoifu Group Investment Limited 凱富集團投資有限公司	BVI 英屬處女群島	Hong Kong 香港	US\$100 100美元	100	100	Investment holding 投資控股
Madagascar Northern Petroleum Company Limited 馬達加斯加北方石油有限公司	BVI 英屬處女群島	Madagascar 馬達加斯加	US\$100 100美元	100	100	Oil and gas exploration and production 石油及天然氣開採及生產
Zhen Hua Company Limited 振華有限公司	Kenya 肯尼亞	Kenya 肯尼亞	KES100,000 100,000肯尼亞先令	60	60	Minerals exploration and production 礦產開採及生產

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48. PRINCIPAL SUBSIDIARIES (Continued)

48. 主要附屬公司 (續)

Name 名稱	Country/ place of incorporation 註冊成立 國家/地點	Principal place of business 主要營業地點	Issued and fully paid share capital/ registered capital 已發行及 繳足股本/ 註冊資本	Proportion of nominal value of issued share capital held by the Group 本集團持有 已發行股本面值比例		Principal activities 主要業務
				2019 二零一九年 %	2018 二零一八年 %	
Societe Hoteliere Tananarivienne	Madagascar 馬達加斯加	Madagascar 馬達加斯加	MGA600,000,000 600,000,000 馬達加斯加 阿里亞里	100	100	Property holding 物業持有
北京盈和房地產 綜合開發有限公司**	PRC 中國	PRC 中國	RMB22,000,000 人民幣22,000,000元	100	100	Property investment 物業投資
深圳前海嘉美靜實業有限公司**	PRC 中國	PRC 中國	RMB5,000,000 人民幣5,000,000元	60	60	Trading of electronic products 電子產品貿易
廣東港粵金控房地產 開發有限公司*	PRC 中國	PRC 中國	RMB100,000,000 人民幣100,000,000元	100	100	Property investment 物業投資

The Company directly holds the interest in Karl Thomson Financial Group Limited and Hoifu Energy Holdings Limited. All other subsidiaries shown above are indirectly held by the Company.

None of the subsidiaries had any debt securities outstanding at end of the year or at any time during the year.

* Wholly foreign owned enterprises

** Private Limited Liability companies

本公司直接持有高信金融集團有限公司及凱富能源控股有限公司之權益，而上述所有其他附屬公司之權益則由本公司間接持有。

於本年度結束時或年內任何時間，附屬公司概無任何尚未清償之債務證券。

* 外商獨資企業

** 私人有限公司

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49. EVENTS AFTER THE REPORTING PERIOD

Outbreak of novel coronavirus

The outbreak of the novel coronavirus in late December 2019, has adversely impacted global economic activity in the period subsequent to the reporting date. Given the widespread nature of the outbreak, the relative impact to the Group's operation cannot be reliably quantified or estimated as at the date of this report. The Company continues to closely monitor the situation.

Proposed acquisition

On 8 March 2020, the Group conditionally agreed to acquire 100% of the issued share capital of Dongguan Sanhe Industrial Investment Limited (the "Target Company") and its subsidiary (the "Target Group") at the total consideration of RMB1.0 billion, which will be satisfied as to (i) RMB330 million by cash; and (ii) RMB670 million by the issue and allotment of the new shares of the Company (the "Consideration Shares") at the issue price of HK\$0.85 per Consideration Share by the Company to the vendors.

The Target Group is principally engaged in industrial investment, property investment and real estate investment. The Target Company owns the land use rights of three parcels of land (the "Lands") for villa use granted on a term expiring in August 2068.

The Lands are located in Shuidong Development Zone, Maogang District, Maoming City, the PRC (中國茂名市茂港區水東開發區) with a total site area and total planned gross floor area of approximately 166,000 sq.m. and 414,000 sq.m. respectively. The Lands are expected to be developed for high-end sea-view villa and serviced apartments project.

Details of the proposed acquisition were set out in the Company's announcement dated 13 March 2020.

49. 報告期後事項

新型冠狀病毒爆發

於二零一九年十二月底暴發之新型冠狀病毒對報告日期後期間之全球經濟活動造成了不利影響。鑑於此次疫情的廣泛性，本集團於本報告日期未能可靠量化或估計對其營運的相對影響。本公司會繼續密切監察有關情況。

建議收購事項

於二零二零年三月八日，本集團有條件同意收購東莞市三禾實業投資有限公司（「目標公司」）及其附屬公司（「目標集團」）之全部已發行股本，總代價為人民幣10億元，其中(i)人民幣330,000,000元將以現金支付；及(ii)人民幣670,000,000元將透過由本公司向賣方發行及配發本公司新股份（「代價股份」）支付，發行價為每股代價股份0.85港元。

目標集團主要從事實業投資、物業投資及房地產投資。目標公司擁有三幅土地（「該等土地」）之土地使用權，以供別墅用途，獲授之年限於二零六八年八月屆滿。

該等土地位於中國茂名市茂港區水東開發區，總地盤面積及總規劃建築面積分別約為166,000平方米及414,000平方米。預期該等土地將開發作高檔海景別墅及酒店式公寓項目。

建議收購事項之詳情載於本公司日期為二零二零年三月十三日之公佈。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

50. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

50. 本公司之財務狀況表

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current assets	非流動資產		
Investment in subsidiaries	於附屬公司之投資	539,830	539,830
		539,830	539,830
Current assets	流動資產		
Amounts due from subsidiaries (note a)	應收附屬公司賬款 (附註a)	1,485,947	1,486,081
Other amounts receivable, prepayments and deposits	其他應收賬款、預付款項及按金	15,175	15,119
Bank balances (general accounts) and cash	銀行結存 (一般賬戶) 及現金	167	291
		1,501,289	1,501,491
Current liabilities	流動負債		
Amount due to subsidiaries (note a)	應付附屬公司款項 (附註a)	554,101	448,291
Other payables and accrued expenses	其他應付賬款及應計費用	20,226	2,814
Amount due to a Director (note b)	應付一名董事款項 (附註b)	43,946	41,764
Borrowings	借貸	255,910	-
		874,183	492,869
Net current assets	流動資產淨值	627,106	1,008,622
Total assets less current liabilities	總資產減流動負債	1,166,936	1,548,452
Non-current liabilities	非流動負債		
Corporate bonds	公司債券	28,048	18,447
Convertible bonds (note c)	可換股債券 (附註c)	-	104,055
Borrowings	借貸	-	254,509
		28,048	377,011
Net assets	資產淨值	1,138,888	1,171,441
Capital and reserves	股本及儲備		
Share capital	股本	400,000	400,000
Reserves (note c)	儲備 (附註c)	738,888	771,441
Total equity	權益總額	1,138,888	1,171,441

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 13 May 2020 and are signed on its behalf by:

本公司之財務狀況表於二零二零年五月十三日獲董事會批准及授權刊發，並由以下代表簽署：

Dr. Hui Chi Ming, G.B.S., J.P.
許智銘博士 G.B.S., J.P.
DIRECTOR
董事

Dr. Chui Say Hoe
徐世和博士
DIRECTOR
董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

50. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Notes:

- (a) The amounts due from/(to) subsidiaries are unsecured, interest-free, and recoverable/(repayable) on demand.
- (b) The amount due to a Director is unsecured, interest bearing at Hong Kong Prime Rate quoted by Wing Hang Bank Limited (2018: Hong Kong Prime Rate quoted by Wing Hang Bank Limited) per annum and are repayable on demand.
- (c) The convertible bonds was issued as a part of consideration to acquire a subsidiary from a controlling shareholder, Dr. Hui Chi Ming.
- (d) Movement in reserves

50. 本公司之財務狀況表 (續)

附註：

- (a) 應收／(付)附屬公司款項為無抵押、免息及按要求收回／(償還)。
- (b) 應付一名董事款項為無抵押，按永亨銀行所報香港最優惠利率(二零一八年：永亨銀行所報香港最優惠利率)每年計息及於要求時償還。
- (c) 可換股債券乃作為向控股股東許智銘博士收購一間附屬公司之部分代價而發行。
- (d) 儲備變動

		Share premium	Contributed surplus	Capital redemption reserve	Accumulated losses	Total
		股份溢價	實繳盈餘	資本贖回儲備	累計虧損	合共
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 1 January 2018	於二零一八年一月一日	691,085	372,031	5,587	(974,305)	94,398
Loss and total comprehensive expenses for the year	年度虧損及全面支出總額	-	-	-	(210,189)	(210,189)
Conversion of convertible bonds	轉換可換股債券	887,232	-	-	-	887,232
At 31 December 2018 and at 1 January 2019	於二零一八年十二月三十一日及於二零一九年一月一日	1,578,317	372,031	5,587	(1,184,494)	771,441
Loss and total comprehensive expenses for the year	年度虧損及全面支出總額	-	-	-	(32,553)	(32,553)
At 31 December 2019	於二零一九年十二月三十一日	1,578,317	372,031	5,587	(1,217,047)	738,888

Five Years Financial Summary

五年財務概要

		Year ended 31 December 截至十二月三十一日止年度				
		2015 二零一五年	2016 二零一六年	2017 二零一七年	2018 二零一八年	2019 二零一九年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
RESULTS	業績					
Revenue	收益	38,329	31,329	97,065	942,475	538,006
(Loss)/Profit before taxation	除稅前 (虧損)/溢利	(15,247)	(39,609)	94,478	253,301	930,436
Taxation	稅項	(12,262)	673	(31,896)	(73,665)	(252,953)
(Loss)/Profit for the year from continuing operations	持續經營業務之 年度(虧損)/ 溢利	(27,509)	(38,936)	62,582	179,636	677,483
(Loss)/Profit for the year from discontinued operation	已終止經營業務之 年度(虧損)/ 溢利	(6,865)	42,081	(100,079)	(20,905)	-
(Loss)/Profit for the year	年度(虧損)/溢利	(34,374)	3,145	(37,497)	158,731	677,483
Loss per share	每股虧損					
From continuing and discontinued operations - Basic	持續經營業務及 已終止經營業務 - 基本	HK\$(0.0225) (0.0225)港元	HK\$(0.0026) (0.0026)港元	HK\$0.0046 0.0046港元	HK\$0.0455 0.0455港元	HK\$0.1694 0.1694港元
From continuing operations - Basic	持續經營業務 - 基本	HK\$(0.0225) (0.0225)港元	HK\$(0.0027) (0.0027)港元	HK\$0.0246 0.0246港元	HK\$0.0514 0.0514港元	HK\$0.1694 0.1694港元

Five Years Financial Summary

五年財務概要

		As at 31 December				
		於十二月三十一日				
		2015	2016	2017	2018	2019
		二零一五年	二零一六年	二零一七年	二零一八年	二零一九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
ASSETS AND LIABILITIES 資產及負債						
Total assets	資產總值	892,438	1,350,270	1,655,970	4,033,416	4,672,065
Total liabilities	負債總額	(372,032)	(445,863)	(797,611)	(963,645)	(999,740)
		520,406	904,407	858,359	3,069,771	3,672,325
Equity attributable to owners of the Company	本公司擁有人應佔權益	380,104	771,836	836,492	3,066,684	3,667,376
Non-controlling interests	非控股權益	140,302	132,571	21,867	3,087	4,949
Total equity	權益總額	520,406	904,407	858,359	3,069,771	3,672,325



香港金融集團

HONG KONG FINANCE INVESTMENT HOLDING GROUP LIMITED

香港金融投資控股集團有限公司