



中國鼎益豐控股有限公司

CHINA DING YI FENG HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 00612

ANNUAL REPORT 2020



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Luk Hong Man, Hammond
(Chief Executive Officer & Financial Controller)
Mr. Zhang Xi *(Chief Investment Officer)*

Non-executive Directors

Ms. Ma Xiaoqiu *(Chairman)*
Mr. Wang Mengtao *(Vice-president of the Group)*
Mr. Leung Ka Fai

Independent Non-executive Directors

Ms. Jing Siyuan
Mr. Zhang Aimin
Mr. Zhang Qiang

COMPANY SECRETARY

Ms. Hong Lai Ping

AUDIT COMMITTEE

Ms. Jing Siyuan *(Chairman)*
Mr. Zhang Aimin
Mr. Zhang Qiang

REMUNERATION COMMITTEE

Mr. Zhang Aimin *(Chairman)*
Ms. Jing Siyuan
Mr. Zhang Xi

NOMINATION COMMITTEE

Ms. Jing Siyuan *(Chairman)*
Mr. Zhang Aimin
Mr. Luk Hong Man, Hammond

RISK MANAGEMENT COMMITTEE

Mr. Zhang Aimin *(Chairman)*
Ms. Jing Siyuan
Mr. Luk Hong Man, Hammond
Mr. Yang Ja Wah (non-Board member)

INVESTOR RELATIONS COMMITTEE

Mr. Zhang Qiang *(Chairman)*
Ms. Ma Xiaoqiu
Mr. Wang Mengtao
Mr. Leung Ka Fai

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

Mr. Luk Hong Man, Hammond *(Chairman)*
Mr. Zhang Xi

CUSTODIAN

DBS Bank Ltd. Hong Kong Branch
18/F, The Center
99 Queen's Road Central
Hong Kong

PRINCIPAL BANKER

DBS Bank (Hong Kong) Limited
G/F, The Center
99 Queen's Road Central
Hong Kong

SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Standard Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

AUDITOR

Confucius International CPA Limited
Certified Public Accountants
Rooms 1501-08
15/F, Tai Yau Building
181 Johnston Road
Wanchai, Hong Kong

LEGAL ADVISERS

Lau, Horton & Wise LLP
8/F, Nexus Building
41 Connaught Road Central
Hong Kong

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 6602-03, Level 66
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

STOCK CODE

00612 (Listed on the Main Board of The Stock Exchange of Hong Kong Limited)

WEBSITE

www.dyf.com.hk

MANAGEMENT DISCUSSION AND ANALYSIS

I am pleased to present the annual report of China Ding Yi Feng Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) for the year ended 31 December 2020.

BUSINESS REVIEW

The Group is principally engaged in investment in listed and unlisted securities.

The outbreak of the COVID-19 pandemic since early 2020 has posed extraordinary challenges in almost every part of the world. This highly contagious disease has caused over 100 million cases of infection and over 2.5 million deaths globally. The IMF estimates that the global growth contraction for 2020 is 3.5%. The only major economy to grow in 2020 was China, registered a growth of 2.3%. Given such difficult investment environment, the Directors have taken prudent strategies to manage our portfolio.

FINANCIAL REVIEW

For the year ended 31 December 2020, the Group recorded a net profit of approximately HK\$283,393,000 (2019: a net loss of approximately HK\$250,771,000). The turnaround of the result with a gain for the year as compared to a loss in the prior year was primarily due to net unrealised gain on financial assets at fair value through profit or loss (“FVTPL”) of approximately HK\$447,481,000 (2019: net unrealised loss on financial assets at FVTPL of approximately HK\$153,534,000) which was mainly attributable to the fair value gains on listed securities investment.

SECURITIES INVESTMENTS

The Board exercised caution while actively managing its investment portfolio in accordance with the Company’s investment objective and policy for the best interests of our shareholders.

Investment in listed securities

As at 31 December 2020, the Group held listed securities classified under financial assets at FVTPL of approximately HK\$682,142,000 (2019: approximately HK\$121,398,000).

Investment in unlisted securities

As at 31 December 2020, the Group disposed all equity instruments at fair value through other comprehensive income (“FVTOCI”) at a consideration of HK\$81,000 to an independent third party, resulting in fair value loss of approximately HK\$875,000 and was recognised in other comprehensive income for the year.

INVESTMENT PORTFOLIO

We divide our strategy into three categories, namely long-term holding investment, mid-term private equity and venture capital and short-term trading of securities and other financial instruments. Our investments during the year 2020 were diverse and covered the following sectors: e-commerce & internet services, high technology, media and property development and management.

MANAGEMENT DISCUSSION AND ANALYSIS

Particulars of investments in listed equity securities held by the Group as at 31 December 2020 and 2019 disclosed pursuant to Chapter 21 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") are as follows:

Name of investee companies	Place of incorporation	Number of shares held	Proportion of investee's capital owned	Cost HK\$'000	Market value HK\$'000	Accumulated unrealised gain (loss) recognised HK\$'000	Dividend received/receivable during the year HK\$'000	% of gross assets of the Group	% of net assets of the Group
At 31 December 2020									
<i>Listed equity securities in Hong Kong</i>									
Geely Automobile Holdings Limited	Cayman Islands	400,000	Less than 0.01%	9,793	10,600	807	-	0.74%	0.96%
Hong Kong Exchanges and Clearing Limited	Hong Kong	24,800	Less than 0.01%	9,973	10,540	567	-	0.74%	0.95%
Smartac International Holdings Limited (formerly known as Smartac Group China Holdings Limited)	Cayman Islands	266,000,000	4.72%	52,188	11,438	(40,750)	-	0.80%	1.03%
Ground International Development Limited	Bermuda	1,050,000,000	17.29%	79,800	525,000	445,200	-	36.76%	47.33%
Sunny Optical Technology (Group) Company Limited	Cayman Islands	64,500	Less than 0.01%	9,929	10,946	1,017	57	0.77%	0.99%
Farnova Group Holdings Limited	Bermuda	340,002,053	4.76%	17,000	42,500	25,500	-	2.98%	3.83%
				178,683	611,024	432,341			
<i>Listed equity securities in the People's Republic of China ("PRC")</i>									
Tianma Bearing Group Co., Ltd.	PRC	28,000,022	2.33%	74,725	71,118	(3,607)	-	4.98%	6.41%
				253,408	682,142	428,734			
At 31 December 2019									
<i>Listed equity securities in Hong Kong</i>									
Smartac International Holdings Limited (formerly known as Smartac Group China Holdings Limited)	Cayman Islands	197,000,000	3.50%	40,311	29,550	(10,761)	-	7.90%	33.61%
AAC Technologies Holdings Inc.	Cayman Islands	150,000	0.01%	9,936	10,200	264	-	2.73%	11.60%
Sunny Optical Technology (Group) Company Limited	Cayman Islands	70,000	Less than 0.01%	9,966	9,443	(523)	-	2.52%	10.74%
Alibaba Group Holding Limited	Cayman Islands	48,000	Less than 0.01%	9,982	9,946	(36)	-	2.66%	11.31%
				70,195	59,139	(11,056)			
<i>Listed equity securities in the PRC</i>									
Irico Display Devices Co., Ltd.	PRC	2,880,032	0.08%	19,246	13,659	(5,587)	-	3.65%	15.53%
Tianma Bearing Group Co., Ltd.	PRC	15,000,001	1.26%	40,979	33,221	(7,758)	-	8.88%	37.78%
Hainan Dadonghai Tourism Centre (Holdings) Co., Ltd.	PRC	2,080,000	0.57%	11,264	15,379	4,115	-	4.11%	17.49%
				71,489	62,259	(9,230)			
				141,684	121,398	(20,286)			

A brief description of the business and financial information of the listed investee companies extracted from their latest published annual reports, interim reports and annual result announcements are set out in note 19 to the consolidated financial statements.

MANAGEMENT DISCUSSION AND ANALYSIS

Going forward

Given the fluctuation in the worldwide financial markets, the Board will continue to identify any investment opportunities and manage the investment portfolio in accordance with the Company's investment objective and policy with a view of gaining good investment yields for our shareholders. The Board will monitor market development closely with a view of identifying attractive and long-term investment opportunities.

SUMMARY OF MATERIAL LEGAL PROCEEDINGS INVOLVING THE COMPANY

(1) High Court Constitutional and Administrative Law Proceedings HCAL 3305 of 2019

On 8 March 2019, trading suspension of the Company's shares was directed by the Securities and Futures Commission ("SFC") pursuant to Section 8(1) of the Securities and Futures (Stock Market Listing) Rules ("SMLR").

On 15 May 2019, the Company via its legal advisers filed its representations with the SFC to initiate the procedure under Section 9 of the SMLR for trading resumption.

On 3 October 2019, the Company and its legal advisers attended a meeting with the board of directors of the SFC ("SFC Board") where the SFC Board considered the Company's application for trading resumption and heard representations made by Senior Counsel on behalf of the Company.

By its letter dated 17 October 2019 ("SFC Board Letter"), the SFC Board delivered its written decision. The SFC Board Letter stated, among other things, that the SFC Board concluded that it would be in the interest of the investing public or the public interest, and for the protection of investors, to permit dealings in the shares of the Company to recommence, but only subject to a condition that the SFC had not instituted legal proceedings against the Company or any of its officers before 17 October 2020.

On 6 November 2019, the Company via its legal advisers filed an application for judicial review to the High Court of Hong Kong in HCAL 3305 of 2019. The Company's application sought to quash the imposed condition on, inter alia, the grounds that the period of further suspension extended by the imposed condition was arbitrary, excessive, disproportionate, unjustified and oppressive. Prior to determination of the judicial review proceedings, on 22 January 2020, the SFC directed that the trading suspension be lifted from 23 January 2020. In view of the trading resumption, the Company via its legal advisers took steps to withdraw the judicial review proceedings against the SFC. The Court granted an order allowing the judicial review proceedings to be withdrawn on 23 January 2020.

(2) High Court Action HCA 796 of 2016

A Writ of Summons with an Indorsement of Claim was issued on 29 March 2016 in the High Court of Hong Kong in HCA 796 of 2016 by Yang Yan as plaintiff against the Company and its former subsidiary, Grand Dragon Investment Development Limited ("Grand Dragon") as defendants whereby the plaintiff is claiming against the defendants for the forfeiture of a deposit for HK\$10,000,000 paid by the Company on behalf of Grand Dragon to the plaintiff pursuant to the written equity transfer agreement between Grand Dragon and the plaintiff in relation to the failure to commence due diligence of the target company which the plaintiff claims is a repudiatory breach of the said agreement. The defendants have counterclaimed against the plaintiff (which action has been consolidated with High Court Action 796 of 2016) for, inter alia, an order for the return of the deposit of HK\$10,000,000 to the defendants.

The parties have exchanged witness statements and a case management summons is fixed to be heard on 13 April 2021 at 9:30 a.m. at the High Court. While the parties continue to prepare the matter for trial, no hearing date has yet been fixed for the trial.

MANAGEMENT DISCUSSION AND ANALYSIS

(3) High Court Action Miscellaneous Proceedings HCMP 1102 of 2019 and HCMP 719 of 2019

These two actions relate to the issuance of ten bond notes issued by the Company to an individual, namely, Huang Qingzhan (“Huang”) for the aggregate principal value of HK\$10 million due for repayment on 30 April 2023 (“Bond Notes”). Interest is payable on the Bond Notes on a bi-annual basis commencing 31 March 2016. The issue to be determined in HCMP 719 of 2019 related to whether the suspension of the Company’s shares on 8 March 2019 entitled Huang to early redemption of the Bond Notes. The Company maintained that such suspension was not a breach of the terms of the Bond Notes. The issue to be determined in HCMP 1102 of 2019 related to whether the interest payment paid by the Company on the due date of 31 March 2016 to an account provided by Huang was made in accordance with the terms and conditions of the Bond Notes. The Company maintains the interest payment was duly paid on time.

On 19 March 2020, the Court delivered judgment in favour of the Company in HCMP 719 of 2019 and in favour of Huang in HCMP 1102 of 2019 with each party bearing its own costs.

The Company lodged an appeal on 7 May 2020 against the decision of the Court made on 19 March 2020 in relation to HCMP 1102 of 2019 under Civil Appeal No. 103 of 2020. In addition, the Company applied for a stay of execution of the Order made in HCMP 1102 of 2019 pending determination of the appeal which was refused by the Court. The Company therefore lodged an appeal on 25 May 2020 against the refusal to stay the execution under Civil Appeal No. 134 of 2020.

The Company has made a further application for a stay of execution before the Court of Appeal under Civil Appeal No. 103 of 2020 and the application is still pending the Court’s determination. No hearing dates have yet been fixed by the Court of Appeal for the hearing of the appeals.

LIQUIDITY AND FINANCIAL RESOURCES

The Group had bank balances and cash of approximately HK\$182,272,000 as at 31 December 2020 (2019: approximately HK\$208,065,000), representing approximately 12.8% (2019: approximately 55.6%) of the Group’s total assets. As at 31 December 2020, the Group had long-term debts which are unsecured interest-bearing loan notes and unsecured interest-bearing bonds in an aggregate amount of approximately HK\$137,751,000 (2019: approximately HK\$116,247,000).

Apart from the long-term debts, the Group had short-term debts consisting of unsecured interest-bearing bonds and unsecured interest-bearing loans at approximately HK\$82,605,000 (2019: approximately HK\$150,662,000).

The Group’s gearing ratio, being the total debts (total borrowings) divided by equity attributable to owners of the Company, was approximately 19.9% as at 31 December 2020 (2019: approximately 303.5%).

COMMITMENTS

There were no capital commitments as at 31 December 2020 (2019: Nil).

PLEDGE OF ASSETS AND CONTINGENT LIABILITIES

As at 31 December 2020, there were no charges on the Group’s assets and the Group did not have any material contingent liabilities (2019: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

FOREIGN EXCHANGE EXPOSURE

Most of the business transactions of the Group are denominated in Hong Kong dollars (“HK\$”) and Renminbi (“RMB”). The management of the Group will closely monitor fluctuations in these currencies and take appropriate actions when needed. As at 31 December 2020, the Group did not engage in currency hedging nor did it adopt any formal hedging activities. For the year ended 31 December 2020, the Group had major financial assets of approximately HK\$134,536,000 (2019: approximately HK\$81,871,000) which was denominated in RMB. The Group currently does not have any foreign currency hedging policy. However, the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

Except for disclosed in note 33 to the consolidated financial statements, there was no other material acquisition or disposal of subsidiaries by the Group during the year.

CAPITAL STRUCTURE

The shares of the Company are listed on The Stock Exchange of Hong Kong Limited (“Stock Exchange”). During the year, the movements in the Company’s share capital are as follow:

On 17 March 2020, 66,368,000 ordinary shares were issued by the Company pursuant to a placing agreement dated 9 March 2020 (amended on 10 March 2020). Shares were issued at a placing price of HK\$2.75 per share, giving gross proceeds of HK\$182,512,000. During the year, the Company fully utilised the gross proceeds of HK\$182,512,000. The Company utilised (a) HK\$123.2 million (or 67% of the gross proceeds) to invest in listed securities (namely, listed equity securities in Smartac International Holdings Limited (HK\$11.9 million), Kweichow Moutai Co. Ltd. (HK\$16.0 million), Ground International Development Limited (HK\$79.8 million) and Luzhou Lao Jiao Co., Ltd. (HK\$15.5 million)); (b) HK\$25 million (or 14% of the gross proceeds) to invest in the unlisted convertible bonds issued by Farnova Group Holdings Limited; and (c) HK\$34.3 million (or 19% of the gross proceeds) for general working capital purposes.

On 6 October 2020, 24,000,000 ordinary shares were issued by the Company pursuant to a placing agreement dated 25 September 2020 at a placing price of HK\$2.31 per share, giving gross proceeds of HK\$55,440,000. Up to 31 December 2020, the Company utilised (a) HK\$39.6 million (or 71% of the gross proceeds) to invest in listed securities (namely, listed equity securities in Geely Automobile Holdings Limited (HK\$9.8 million), Hong Kong Exchanges and Clearing Limited (HK\$10 million), Tencent Holdings Limited (HK\$9.9 million) and Sunny Optical Technology (Group) Company Limited (HK\$9.9 million)) and (b) HK\$10.9 million (or 20% of the gross proceeds) for general working capital purposes.

During the month of December 2020, a total of 784,000 ordinary shares were issued due to the exercise of share options under the share option scheme. Shares were issued at a price of HK\$0.808 per share, giving gross proceeds of approximately HK\$633,000.

MANAGEMENT DISCUSSION AND ANALYSIS

PROSPECTS

Although recent development and rollout of multiple vaccines have raised hopes of a turnaround in the COVID-19 pandemic later this year, renewed waves and new variants of the virus pose concerns for the outlook. In addition to former US President Trump's USD1.8 trillion stimulus package in October 2020, US President Biden is offering another USD1.9 trillion American Rescue Plan, raising concerns of inflation and other problems. However, the strength of the recovery is projected to vary significantly across countries, depending on access to medical interventions, effectiveness of policy support, and exposure to cross-country spillovers. Under such highly uncertain economic environment, the Directors will take prudent strategies to manage our investment portfolio.

COMPLIANCE WITH THE APPLICABLE LAWS AND REGULATIONS

During the year the Group has in all material respects complied with the applicable requirements under the Companies Law (Revised) under the laws of the Cayman Islands, the Rules Governing the Listing of Securities on the Stock Exchange, the Companies Ordinance and the Securities and Futures Ordinance under the laws of Hong Kong.

EMPLOYEES

As at 31 December 2020, the Company had 35 employees including executive Directors (2019: 20). The Group's remuneration policies are in line with the prevailing market practice and are determined on the basis of the performance and experience of individual employees. During the year, the Group has generally maintained good relationship with its employees.

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

During the year 31 December 2020, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

CORPORATE GOVERNANCE CODE

During the year ended 31 December 2020, the Company complied with all the applicable provisions of the Corporate Governance Code (the "Code Provision") as set out in Appendix 14 to the Listing Rules, except for the deviation set out as below.

Code Provision E.1.2 stipulates that the Chairman of the Board should attend the annual general meeting. The Chairman of the Board did not attend the annual general meeting of the Company held on 5 May 2020. The Chairman of the Board will endeavour to attend all future annual general meetings of the Company unless unexpected or special circumstances prevent him from doing so.

CLOSURE OF REGISTER OF MEMBERS

The register of member of the Company will be closed from Monday, 10 May 2021 to Thursday, 13 May 2021, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending the annual general meeting ("AGM") to be held on 13 May 2021, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 7 May 2021.

BIOGRAPHICAL DETAILS OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Luk Hong Man, Hammond (“Mr. Luk”), aged 40, was first appointed an executive Director in July 2011. Mr. Luk is the Chief Executive Officer and the Financial Controller of the Group. Mr. Luk is a member of the Chartered Professional Accountants of Canada. Mr. Luk is also a fellow member of the Institute of Chartered Secretaries and Administrators, the Hong Kong Institute of Chartered Secretaries, the Hong Kong Institute of Directors and the Association of Chartered Certified Accountants respectively. Mr. Luk has a bachelor of laws from the University of London and a bachelor of commerce from the University of Alberta. Mr. Luk has over 18 years of experience in management accounting, financial control, internal audit and compliance with different companies in Canada and Hong Kong including the Group. Through joining the Group in July 2011 as an executive Director and financial controller and taking up additional duties as chief executive officer and a member of the risk management committee in April 2016, Mr. Luk has gained experience in investment management and corporate governance. Prior to joining the Group in July 2011, Mr. Luk had worked as an executive director and compliance officer in Media Asia Group Holdings Limited (stock code: 8075) and an executive officer in charge of the accounting and finance department in China Public Procurement Limited (stock code: 1094).

Mr. Zhang Xi (“Mr. Zhang”), aged 51, has been an executive Director since February 2013. Mr. Zhang is the Chief Investment Officer of the Group. He has over 18 years of experience in the financial sector. Mr. Zhang is a Chartered Financial Analyst (CFA) charterholder. Mr. Zhang graduated with a bachelor’s degree in science (electrical engineering) from Shanghai Jiao Tong University in July 1991 and an International Master’s degree of Business Administration from York University in Canada in 1998. Mr. Zhang was an independent non-executive director of Media Asia Group Holdings Limited (stock code: 8075) from September 2009 to April 2020 and an independent non-executive director of Asia Energy Logistics Group Limited (stock code: 351) from March 2006 to July 2016.

NON-EXECUTIVE DIRECTORS

Ms. Ma Xiaoqiu (“Ms. Ma”), aged 60, has been a non-executive Director since June 2017 and the Chairman of the Board since January 2020. Ms. Ma has been the Chairman, a non-executive Director, the chairman of the Nomination Committee and a member of the Remuneration Committee of Fullwealth Construction Holdings Company Limited (stock code: 1034) since 14 January 2021. Ms. Ma is a director of DingYiFeng International Holding Limited (鼎益豐國際控股有限公司), a substantial shareholder of the Company.

Mr. Wang Mengtao (“Mr. Wang”), aged 46, has been a non-executive Director since October 2016 and is the Vice-president of the Group.

BIOGRAPHICAL DETAILS OF DIRECTORS

Mr. Leung Ka Fai (“Mr. Leung”), aged 42, has been a non-executive Director since October 2016. Mr. Leung has been an independent non-executive Director of Progressive Path Group Holdings Limited (stock code: 1581) since 15 November 2016. Mr. Leung was an independent non-executive Director of Rui Kang Pharmaceutical Group Investments Limited (Stock Code: 8037) from 26 June 2013 to 5 December 2017. Mr. Leung was employed by a law firm in Hong Kong as community service manager. He was a business director at Beta Field Capital Limited from December 2011 to February 2012 and China business director at Beta Field Capital Limited from April 2013 to September 2015. Mr. Leung was a district council member of Sha Tin District Council from 2008 to 2019. Mr. Leung has also been a committee member of Yunfu City of the Chinese People’s Political Consultative Conference (中國人民政治協商會議雲浮市委員會) in the PRC since January 2013. Mr. Leung is a vice president of Sha Tin East District in New Territories East Region of District Scout Council of Scout Association of Hong Kong. Mr. Leung obtained a Master of Arts degree in Chinese Language and Literature from The Hong Kong Polytechnic University in October 2008, a Postgraduate Diploma in Education (Teaching in Chinese) from Hong Kong Baptist University in November 2012 and a Master of Arts degree in Sociology from The Chinese University of Hong Kong in November 2014.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Jing Siyuan (“Ms. Jing”), aged 44, has been an independent non-executive Director since May 2016. Ms. Jing has been general manager at Shenzhen An Ping Tai Management Consulting Co., Ltd (深圳市安平泰企業管理諮詢有限公司) since July 2015. Ms. Jing graduated from Lingnan University in Hong Kong with a master’s degree in international banking and finance in June 2019, Oxford Brookes University in the United Kingdom with a Bachelor of Science (Applied Accounting) in July 2008, and Henan University in the PRC with a diploma in Chinese language and literature education in July 2001. Ms. Jing was admitted as a member of the Association of Chartered Certified Accountants (“ACCA”) in October 2013. She obtained the certificate of qualified secretary of board of directors from the Shenzhen Stock Exchange in April 2013. Ms. Jing qualified as an Accounting Technician of the ACCA in May 2004.

Mr. Zhang Aimin (“Mr. Zhang AM”), aged 43, has been an independent non-executive Director since July 2016. Mr. Zhang AM is a director and chief executive officer of Zhejiang Xinyuan Education Sci-Tech Company Limited (浙江心元教育科技有限公司), a company principally engaged in the business of providing education consultancy and training related services. Mr. Zhang AM has over 9 years of experience in the education consultation fields. Mr. Zhang AM obtained a master of business administration from China Europe International Business School in September 2010 and a bachelor’s degree in international trade and economics from Beijing University in July 1999.

Mr. Zhang Qiang (“Mr. Zhang Q”), aged 35, has been an independent non-executive Director since November 2016. Mr. Zhang Q is a practising lawyer qualified in the People’s Republic of China and has over 9 years of experience in the practice of law in China. Mr. Zhang Q obtained his licence to practise law in China in February 2009 and a bachelor’s degree in law from Heilongjiang University in June 2007. Mr. Zhang Q also obtained a master’s degree in law from Renmin University of China in January 2018.

REPORT OF THE DIRECTORS

The Directors of the Company (the “Directors”) are pleased to present their annual report and the audited financial statements for the year ended 31 December 2020.

BUSINESS REVIEW AND PERFORMANCE

A review and outlook of the business of the Company and a discussion and analysis of the Group’s performance during the year and the material factors underlying its results and financial position are provided in the Management Discussion and Analysis set out on pages 3 to 8 of this annual report respectively. Description of the risks and uncertainties facing the Company can be found throughout this annual report.

PRINCIPAL ACTIVITIES

The Group is principally engaged in investing in listed and unlisted securities. The activities of the subsidiaries of the Company are set out in note 36 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2020 and the state of affairs of the Group at that date are set out in the consolidated financial statements on pages 31 to 99. The Directors do not recommend the payment of a final dividend for the year.

PROPERTY, PLANT AND EQUIPMENT

Details of movements during the year in property, plant and equipment of the Group are set out in note 14 to the consolidated financial statements.

SHARE CAPITAL

Details of movements during the year in the share capital of the Company are set out in note 25 to the consolidated financial statements.

RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserves of the Company during the year are set out in note 26 to the consolidated financial statements. Under the Companies Law of the Cayman Islands, share premium of the Company is available for distributions or paying dividends to the shareholders subject to the provisions of its Memorandum (“Memorandum”) and Articles of Association (“Articles”) and a statutory solvency test. In accordance with Article 143 of the Articles, dividends may be declared and paid out of the profits of the Company or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared or paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the applicable law of the Cayman Islands. There were no reserves available for distribution in both years ended 31 December 2020 and 2019.

REPORT OF THE DIRECTORS

MAJOR CUSTOMERS AND SUPPLIERS

The Group's entire revenue is derived from the Group's investments in listed and unlisted securities and financial institutions and thus the disclosure of customers and suppliers information would not be meaningful.

DIRECTORS

The Directors who held office during the year ended 31 December 2020 and up to the publication of this annual report are:

Executive Directors

Mr. Luk Hong Man, Hammond

Mr. Zhang Xi

Non-executive Directors

Ms. Ma Xiaoqiu

Mr. Wang Mengtao

Mr. Leung Ka Fai

Independent Non-executive Directors

Ms. Jing Siyuan

Mr. Zhang Aimin

Mr. Zhang Qiang

At the forthcoming AGM, retirement and re-election of Directors will take place in accordance with the requirements in the Articles.

None of the Directors proposed for re-election at the AGM has a service contract which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

REPORT OF THE DIRECTORS

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES AND THE UNDERLYING SHARES OF THE COMPANY AND ANY ASSOCIATED CORPORATIONS

As at 31 December 2020, the interests and short positions of each Director and the chief executive of the Company in the shares and the underlying shares of the Company and any associated corporations (as defined in Part XV of the Securities and Futures Ordinance (the "SFO"), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") were as follows:

(i) Long positions in shares as at 31 December 2020

Name of Director	Capacity	Note	Number of shares	Approximate percentage of shareholding
Ma Xiaoqiu ("Ms. Ma")	Beneficial owner		10,520,000	0.79%
Ms. Ma	Interest of controlled corporation	(1)	198,030,400	14.91%

(ii) Long positions in underlying shares as at 31 December 2020

Name of Director	Capacity	Notes	Number of underlying shares	Approximate percentage of shareholding
Luk Hong Man, Hammond	Beneficial owner	(2)	6,076,597	0.46%
Zhang Xi	Beneficial owner	(2)	6,076,597	0.46%
Wang Mengtao	Beneficial owner	(3)	3,000,000	0.23%
Leung Ka Fai	Beneficial owner	(3)	3,000,000	0.23%
Jing Siyuan	Beneficial owner	(3)	800,000	0.06%
Zhang Aimin	Beneficial owner	(3)	800,000	0.06%
Zhang Qiang	Beneficial owner	(3)	800,000	0.06%
Ms. Ma	Beneficial owner	(4)	1,200,000	0.09%

Notes:

- (1) These shares are held by HK DYF Int'l Holding Group Limited, which is held as to 100% by DingYiFeng International Holding Limited which is in turn held as to 50% by Ms. Ma. Ms. Ma is deemed to be interested in these shares by virtue of the SFO.
- (2) 776,597 share options are at an exercise price of HK\$0.729 per share of the Company with exercise period from 17 June 2015 to 16 June 2025. 5,300,000 share options are at an exercise price of HK\$0.808 per share of the Company with exercise period from 16 November 2016 to 15 November 2026.
- (3) These share options are at an exercise price of HK\$0.808 per share of the Company with exercise period from 16 November 2016 to 15 November 2026.
- (4) These share options are at an exercise price of HK\$2.25 per share of the Company with exercise period from 30 August 2017 to 29 August 2027.

REPORT OF THE DIRECTORS

Save as disclosed above, as at 31 December 2020, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in shares, underlying shares or debentures of the Company and its associated corporations as recorded in the register required to be maintained under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

As at 31 December 2020, the register of substantial shareholders maintained by the Company pursuant to Section 336 of SFO shows that other than being a Director or chief executive of the Company, the following shareholders had notified the Company of the relevant interests amounting to 5% or more of the ordinary shares in issue:

Long position

Name	Number of shares	Type of interest	Approximately percentage of total issued share capital of the Company
HK DYF Int'l Holding Group Limited	198,030,400	Beneficial owner	14.91%
DingYiFeng International Holding Limited (Note 1)	198,030,400	Interest of controlled corporation	14.91%
Ms. Ma	209,750,400 (Note 2)	Beneficial owner and interest of controlled corporation	15.80%
Mr. Sui Guangyi ("Mr. Sui")	347,612,800 (Note 3)	Beneficial owner and interest of controlled corporation	26.18%

Note 1: DingYiFeng International Holding Limited. is deemed to be interested in 198,030,400 shares through its controlled corporation, HK DYF Int'l Holding Group Limited.

Note 2: Of these shares, (i) 198,030,400 shares are held by HK DYF Int'l Holding Group Limited, which is held as to 100% by DingYiFeng International Holding Limited, which in turn held as to 50% by Ms. Ma. Ms. Ma is deemed to be interested in these shares by virtue of the SFO; (ii) 10,520,000 shares are held by Ms. Ma; and (iii) 1,200,000 are underlying shares which Ms. Ma is entitled to subscribe for at an exercise price of HK\$2.25 per share via options granted under the Company's share option scheme with exercise period from 30 August 2017 to 29 August 2027.

Note 3: Of these shares, 198,030,400 shares are held by HK DYF Int'l Holding Group Limited, which is held as to 100% by DingYiFeng International Holding Limited, which is in turn held as to 50% by Mr. Sui. Mr. Sui is deemed to be interested in these shares by virtue of the SFO.

Save as disclosed above, the Directors are not aware of any person who has an interest or short position in the shares or underlying shares of the Company (which is discloseable under Divisions 2 and 3 of the Part XV of the SFO), or is directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group (which is discloseable under the Listing Rules).

SHARE OPTIONS

Particulars of the Company's share option scheme are set out in note 27 to the consolidated financial statements.

REPORT OF THE DIRECTORS

DIRECTORS' RIGHTS TO PURCHASE SHARES OR DEBENTURES

Other than the share option scheme as disclosed in note 27 to the consolidated financial statements, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and neither the Directors nor the executive, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

CONNECTED TRANSACTION AND DIRECTORS' INTEREST IN CONTRACT OF SIGNIFICANCE

Except as set out in note 29 to the consolidated financial statements, no other transaction, arrangement or contract of significance to which the Company or any of its subsidiaries was a party in which a Director or a controlling shareholder 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 ended 31 December 2020.

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

During the year ended 31 December 2020, neither the Company nor any of its subsidiaries has purchased, sold nor redeemed any of the Company's listed securities.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

For the year ended 31 December 2020, the Directors were not aware of any business or interest of the Directors and their associates that compete or may compete with the business of the Group and any conflicts of interests which any such person has or may have with the Group.

AUDIT COMMITTEE

The Audit Committee currently comprises independent non-executive Directors only, namely, Ms. Jing Siyuan (chairman), Mr. Zhang Aimin and Mr. Zhang Qiang. The composition and members of the Audit Committee comply with the requirement under Rule 3.21 of the Listing Rules.

The Audit Committee is mainly responsible for overseeing the Company's financial reporting system and internal control procedures; making recommendations to the Board on the appointment, re-appointment and removal of the external auditors, and to approve the remuneration and terms of engagement of the external auditors, and any questions of the resignation or dismissal of such auditors; and reviewing the interim and annual reports and accounts of the Company.

The Audit Committee meets regularly to review the financial reporting process and internal controls of the Group. The Audit Committee has reviewed the accounting policies and practices adopted by the Group and discussed internal controls and financial reporting matters with the management of the Company including a review on the consolidated financial statements of the Group for the year ended 31 December 2020.

DIVIDEND POLICY

The Board has adopted a dividend policy under which, the Board, when considering the declaration and payment of dividends, should take into account factors including but not limited to the Group's financial results, cash flow situation, investment policy and strategies, future operations and earnings, capital requirements and expenditure plans, interests of shareholders, any restrictions on payment of dividends.

REPORT OF THE DIRECTORS

CORPORATE GOVERNANCE

Details of the Company's corporate governance are set out in the Corporate Governance Report on pages 18 to 26 of this Annual Report.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors by Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules. Upon enquiry by the Company of those who served as Director during the year ended 31 December 2020, all Directors have confirmed that they have complied with the required standards set out in the Model Code throughout the year ended 31 December 2020.

PRE-EMPTIVE RIGHTS

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

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Company has maintained a sufficient public float as required under the Listing Rules throughout the year ended 31 December 2020.

PERMITTED INDEMNITY PROVISION

The Articles provide that the Directors are entitled to be indemnified out of the assets and profits of the Company against all losses or liabilities which they may sustain or incur in their respective offices. During the year, appropriate directors' and officers' liabilities insurance coverage had been arranged in respect of legal action that might be taken against the Directors and officers of the Company.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or was subsisting during the year.

REPORT OF THE DIRECTORS

FIVE YEARS SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 100.

CONFIRMATION OF INDEPENDENCE

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

AUDITOR

HLM CPA Limited did not seek to be re-appointed as the auditor of the Company at the annual general meeting of the Company held on 5 May 2020 and Confucius International CPA Limited ("CICPA") was appointed the auditor of the Company at the same annual general meeting. HLM CPA Limited was the auditor of the Company for the previous three years. Saved as disclosed above, there was no change in auditor of the Company during the past 3 years.

The consolidated financial statements for the year ended 31 December 2020 were audited by CICPA who will retire and seek for re-election at the forthcoming AGM.

On behalf of the Board

China Ding Yi Feng Holdings Limited

Ma Xiaoqiu

Chairman

Hong Kong, 15 March 2021

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Board recognises the importance of corporate governance practice of a listed company and is committed to adopting the requisite standards of corporate governance. The Directors confirm, to the best of their knowledge, that the Company has complied with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules during the year ended 31 December 2020, except for the deviation set out as below. Code Provision E.1.2 stipulates that the Chairman of the Board should attend the annual general meeting. The then Chairman of the Board was prevented by special circumstances from attending the annual general meeting of the Company held on 5 May 2020. The Chairman of the Board will endeavour to attend all future annual general meetings of the Company.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules. Upon enquiry by the Company, all Directors have confirmed that they have complied with the required standards set out in the Model Code throughout the year ended 31 December 2020.

BOARD OF DIRECTORS

Composition and role

Executive Directors

Mr. Luk Hong Man, Hammond
Mr. Zhang Xi

Non-executive Directors

Ms. Ma Xiaoqiu
Mr. Wang Mengtao
Mr. Leung Ka Fai

Independent non-executive Directors

Ms. Jing Siyuan
Mr. Zhang Aimin
Mr. Zhang Qiang

CORPORATE GOVERNANCE REPORT

There is no relationship between members of the Board as referred to in paragraph I (h) of the Corporate Governance Code.

The Board sets the Group's overall objectives and strategies, monitors and evaluates its operating and financial performance and reviews the corporate governance standard of the Company. It also decides on matters such as annual and interim results, major transactions, Director's appointments or re-appointments, and dividend and accounting policies.

The Board has delegated the authority and responsibility for implementing its business strategies and managing the daily operations of the Group's businesses to the executive Directors.

The key responsibilities of the Board include the formulation of the Group's overall strategies, setting performance targets, regulate and maintain internal controls, monitoring financial reporting process and manage day-to-day business operations. The Board is responsible to promote the success of the Company by directing and supervising its affairs in a responsible and effective manner. Each Director has a duty to act in good faith in the best interests of the Company. The Directors are aware of their collective and individual responsibilities to all shareholders for the manner which the affairs of the Company are managed, controlled and operated.

The Board comprises two executive Directors, three non-executive Directors and three independent non-executive Directors. The biographical details of all Directors are presented on pages 9 and 10 of this annual report. At the forthcoming AGM, retirement and re-election of Directors will take place in accordance with the requirements in the Articles.

An independent non-executive Director, Ms. Jing Siyuan, possesses appropriate professional accounting qualifications and financial management expertise, which satisfies Rule 3.10(2) of the Listing Rules. Through positive contributions to the Board and committee works, the independent non-executive Directors provide independent views on important decisions in respect of strategic developments, corporate governance practices, financial reporting framework, internal controls and risk management.

During the year 2020, the Board maintained the Audit Committee, the Remuneration Committee and the Nomination Committee as required by the applicable rules. In April 2016, in order to strengthen the governance of the Company, the Board set up the Risk Management Committee and the Investor Relations Committee. The independent non-executive Directors bring independent judgement on issues of strategic direction, development, performance and risk management through their contribution at board meetings and committee work. Pursuant to Rule 3.13 of the Listing Rules, the Company has received from all the independent non-executive Directors an annual confirmation of independence, and accordingly the Company considers them to be independent.

CORPORATE GOVERNANCE REPORT

Board meetings and Directors' Attendance

The Board meets regularly and on other occasions when a Board decision is required on major issues. Details of Directors' attendance at the AGM and board meeting held in 2020 are set out in the following table:

Name of Directors	Meeting attended/held	
	Board meeting	AGM held on 5 May 2020
Executive Directors		
Mr. Luk Hong Man, Hammond	5/6	1/1
Mr. Zhang Xi	5/6	1/1
Non-executive Directors		
Ms. Ma Xiaoqiu	6/6	0/1
Mr. Wang Mengtao	6/6	0/1
Mr. Leung Ka Fai	6/6	1/1
Independent Non-executive Directors		
Ms. Jing Siyuan	6/6	0/1
Mr. Zhang Aimin	6/6	0/1
Mr. Zhang Qiang	6/6	0/1

Directors' Training and Professional Development

During the year, all Directors participated in continuous professional development to develop and refresh their knowledge and skill by way of attending seminars, briefings or training courses and reading the relevant materials.

In addition, every newly appointed Director will receive an introduction on the first occasion of his appointment, so as to ensure that he has a proper understanding of the operations and business of the Company, and his responsibilities under the Listing Rules and relevant regulatory requirements.

CORPORATE GOVERNANCE REPORT

According to the records maintained by the Company, the training received by the Directors in compliance with the requirement of the Code on continuous professional development during the period from 1 January 2020 to 31 December 2020 are set out below:

Name of Directors	Reading materials	Attending seminars/ briefings/ training courses
Executive Directors		
Mr. Luk Hong Man, Hammond	✓	✓
Mr. Zhang Xi	✓	✓
Non-executive Directors		
Ms. Ma Xiaoqiu	✓	✓
Mr. Wang Mengtao	✓	✓
Mr. Leung Ka Fai	✓	✓
Independent Non-executive Directors		
Ms. Jing Siyuan	✓	✓
Mr. Zhang Aimin	✓	✓
Mr. Zhang Qiang	✓	✓

Chairman and Chief Executive

The roles of the chairman and the chief Executive are segregated and assumed by two separate individuals who have no relationship with each other to strike a balance of power and authority so that the job responsibilities are not concentrated on any one individual.

The chairman of the Board is responsible for the leadership and effective running of the Board. The chief executive is delegated with the authorities to manage the Group's business in all aspects effectively, implement major strategies, make day-to-day decision and coordinate overall business operation.

The Board has appointed Ms. Ma Xiaoqiu as chairman with effect from 24 January 2020 while Mr. Luk Hong Man, Hammond assumes the role of chief executive, a position he has taken up since 22 April 2016.

CORPORATE GOVERNANCE REPORT

Appointments, Re-election and Removal

In accordance with Code Provision A.4.1, non-executive directors should be appointed for a specific term, subject to re-election. Currently, all independent non-executive Directors have been appointed for a specific term of 3 years but are subject to retirement by rotation and re-election at the AGM in accordance with the Articles.

In accordance with our Articles, all Directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. Every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

BOARD COMMITTEES

Pursuant to Rule 3.21, Rule 3.25 and Corporate Governance Code A.5.1, during 2020 the Board has maintained the Audit Committee, the Remuneration Committee and the Nomination Committee for overseeing relevant aspects of the affairs of our Company. These committees are established with written terms of reference are available on our website and on the website of The Stock Exchange of Hong Kong Limited.

Audit Committee

The Audit Committee currently comprises independent non-executive Directors only, namely, Ms. Jing Siyuan (chairman), Mr. Zhang Aimin and Mr. Zhang Qiang. The composition and members of the Audit Committee comply with the requirements under Rule 3.21 of the Listing Rules.

The Audit Committee is mainly responsible for overseeing the Company's financial reporting system and internal control procedures; making recommendations to the Board on the appointment, re-appointment and removal of the external auditors, and to approve the remuneration and terms of engagement of the external auditors, and any questions of the resignation or dismissal of such auditors; and reviewing the interim and annual reports and accounts of the Company.

The Audit Committee meets regularly to review the financial reporting process and internal controls of the Group. The Audit Committee has reviewed the accounting policies and practices adopted by the Group and discussed internal controls and financial reporting matters with management of the Company including a review of the consolidated financial statements of the Group for the year ended 31 December 2020.

The Group's 2020 audited financial statements have been duly reviewed by the Audit Committee with the auditor and in relation to which the members of the Audit Committee unanimously recommended for approval by the Board. The Audit Committee has concluded that it is satisfied with the professional performance of CICPA as the auditor of the Company and therefore recommends to the Board that CICPA be reappointed as the auditor of the Company, which will be put forward for Shareholders approval at the forthcoming annual general meeting.

With the consent of the Audit Committee, the Board hereby confirms that, in the preparation of the 2020 consolidated financial statements of the Group, the Directors, both collectively and individually applied such degree of skill, care and diligence as may reasonably be expected of them under the Rule 3.08 of the Listing Rules.

CORPORATE GOVERNANCE REPORT

CICPA was appointed as auditor of the Company on 5 May 2020 until conclusion of the forthcoming AGM. The remuneration in respect of audit services provided by the auditor in relation to the audit of the Company's consolidated financial statements for the year ended 31 December 2020 are as follows:

Audit services HK\$750,000

The Audit Committee held two meetings during 2020. The Committee reviewed the accounting policies and practices adopted by the Group and discussed internal controls and financial reporting matters with management, including a review of the consolidated financial statements for the period ended 30 June 2020 and for the year ended 31 December 2020.

The attendance of the Audit Committee meetings held during 2020 of those persons who were members of the committee in 2020 is as follows:

Audit Committee members	Meetings attended/held
Independent non-executive Directors	
Ms. Jing Siyuan, <i>Chairman</i>	2/2
Mr. Zhang Aimin	2/2
Mr. Zhang Qiang	2/2

Remuneration Committee

The Remuneration Committee currently comprises one executive Director, Mr. Zhang Xi and two independent non-executive Directors, namely, Mr. Zhang Aimin (chairman) and Ms. Jing Siyuan.

The Remuneration Committee is mainly responsible for making recommendations to the Board on the Company's policy and structure for remuneration of all the Directors and senior management of the Company and making recommendations to the Board on the remuneration packages of individual executive Director and senior management.

The Remuneration Committee held one meeting during 2020 to discuss the remuneration package of Directors and make recommendation to the Board on the amount of discretionary bonus for the Directors and senior management.

CORPORATE GOVERNANCE REPORT

The attendance of the Remuneration Committee meeting held during 2020 of those persons who were members of the committee in 2020 is as follows:

Remuneration Committee members	Meetings attended/held
Executive Director	
Mr. Zhang Xi	1/1
Independent non-executive Directors	
Mr. Zhang Aimin, <i>Chairman</i>	1/1
Ms. Jing Siyuan	1/1

Nomination Committee

The Nomination Committee currently comprises one executive Director, Mr. Luk Hong Man, Hammond and two independent non-executive Directors, namely, Ms. Jing Siyuan (chairman) and Mr. Zhang Aimin.

The Nomination Committee is mainly responsible for reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy; identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorships; assessing the independence of the independent non-executive Directors; and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors.

The Nomination Committee formulated the Board diversity policy and the Company has adopted the Board diversity policy in August 2013. The Company recognises and embraces the benefits of diversity in Board members. Selection of Board members will be based on a range of diversified perspectives, including but not limited to gender, age, ethnicity, cultural and educational background, or professional experience. All Board appointments will be based on merit and the needs of the Company's business while taking into account diversity. The Nomination Committee also monitors the implementation of this policy and reports to the Board on the achievement of the measurable objectives for achieving diversity under this policy.

The Nomination Committee held three meetings during 2020 for making recommendation to the Board for Ms. Ma to take up the roles of chairman of the Board and member of the Investor Relations Committee, reviewing the structure, size and composition of the Board, assessing the independence of the independent non-executive Directors and reviewing and discussing the Board diversity policy.

CORPORATE GOVERNANCE REPORT

The attendance of the Nomination Committee meeting held during 2020 of those persons who were members of the committee in 2020 is as follows:

Nomination Committee members	Meeting attended/held
Executive Director	
Mr. Luk Hong Man, Hammond	2/3
Independent non-executive Directors	
Ms. Jing Siyuan, <i>Chairman</i>	3/3
Mr. Zhang Aimin	3/3

RISK MANAGEMENT

The Risk Management Committee is responsible for overseeing risk management matters in relation to the Group's investments and financial instruments in view of its investment objectives. Members of the Risk Management Committee meet from time to time for evaluating, determining and monitoring the possible risks associated with the investments, and advising the Board to adopt the appropriate risk mitigation measures.

INTERNAL CONTROLS AND INTERNAL AUDIT

The Board has the responsibility to maintain an effective internal control system in order to safeguard the Group's assets and protect the shareholders' interests and to enable proper accounting records to be kept for management and financial reporting purposes. The Board recognises that the system should provide reasonable but not absolute assurances against material misstatement or loss. The Board assesses the effectiveness of the internal control system and procedures through discussions with the Directors and those responsible for internal control and internal audit. The Board believes that the existing internal control system is adequate and effective.

COMPANY SECRETARY

Ms. Hong Lai Ping was appointed as the Company Secretary of the Company on 5 February 2010. The Company Secretary reports to the Directors of the Company and is responsible for advising the Board on governance matters. According to the Rule 3.29 of the Listing Rules, the Company Secretary has taken not less than 15 hours of relevant professional training during the year.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors acknowledge their responsibility for preparing the Group's consolidated financial statements in accordance with statutory requirements and applicable accounting standards. The responsibilities of the Directors are to prepare the financial accounts for each financial period which give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. The Directors also acknowledge that the publication of the consolidated financial statements should be distributed to the shareholders of the Company in a timely manner. In preparing the accounts for the year ended 31 December 2020, the Directors have selected suitable accounting policies and applied them consistently; adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards; made adjustments and estimates that are prudent, fair and reasonable and prepared accounts on a going concern basis. The Directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company.

CORPORATE GOVERNANCE REPORT

SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

Procedures for convening an extraordinary general meeting and putting forward proposals at general meeting

Any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company at the Units 6602-03, Level 66, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

There are no provisions under the Company's Articles or the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands regarding procedures for Shareholders to put forward proposals at general meetings other than a proposal of a person for election as Director. Shareholders may follow the procedures set out above to convene an extraordinary general meeting for any business specified in such written requisition.

ENQUIRIES TO THE BOARD

The Board always welcomes shareholders' views and input. Shareholders may at any time send their enquiries and concerns to the Board by addressing them to the Company Secretary of the Company and the contact details are as follows:

Company Secretary

China Ding Yi Feng Holdings Limited

Units 6602-03, Level 66, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong

Email: info@dyf.com.hk

Tel. No.: (852) 2838 9806

Fax No.: (852) 2838 6782

CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2020, the Company has not made any changes to its Memorandum and Articles.

INDEPENDENT AUDITOR'S REPORT



天健國際會計師事務所有限公司
Confucius International CPA Limited

Certified Public Accountants

香港灣仔莊士敦道181號大有大廈1501-08室
Rooms 1501-08, 15th Floor, Tai Yau Building,
181 Johnston Road, Wanchai, Hong Kong
電話 Tel: (852) 3103 6980
傳真 Fax: (852) 3104 0170

TO THE MEMBERS OF CHINA DING YI FENG HOLDINGS LIMITED

中國鼎益豐控股有限公司

(Incorporated as an exempted company in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Ding Yi Feng Holdings Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 31 to 99, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss, 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 2020, 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 ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

Impairment assessment of property, plant and equipment

Refer to note 14 to the consolidated financial statements

The carrying amount of property, plant and equipment was approximately HK\$517,247,000 as at 31 December 2020 including land and buildings in the PRC amounting to approximately HK\$514,823,000. Based on management's assessment, there is no impairment recognised on property, plant and equipment for the year ended 31 December 2020.

INDEPENDENT AUDITOR'S REPORT

We identified the impairment assessment of property, plant and equipment as a key audit matter due to the significance of balance on the consolidated statement of financial position as at 31 December 2020 and the significant judgement and estimates were made by the management in: (i) identifying whether any impairment indicators existed for the assets during the year; (ii) determining the appropriate recoverable amounts, being higher of the fair value less costs of disposal and value in use; and (iii) selecting key assumptions to be adopted in the valuation model for the impairment assessments, including market unit sales price per square meter. The fair value was determined by the management with reference to the valuations performed by an independent valuer (the "Valuer") engaged by the Group.

How our audit addressed the key audit matter

Our procedures in relation to the impairment assessment of property, plant and equipment included the following:

- assessing the competence, capabilities, independence and objectivity of the Valuer;
- assessing the valuation methodology used by the Valuer, validating the observable inputs using external market data, assessing the appropriateness of the key bases and assumptions used in the calculation, including market unit sales price per square meter, and discussing these bases and assumptions with the management and the Valuer;
- challenging the reasonableness of the key assumptions used in the valuation based on our knowledge of the business and industry;
- obtaining supportive evidence for the significant judgements and estimates of the valuation and the key inputs used in the valuation model; and
- checking the mathematical accuracy of the valuation.

Based on available evidence, we consider that the bases and assumptions used by management in the impairment assessment of the property, plant and equipment as at the year-end date were reasonable.

OTHER INFORMATION

The directors of the Company 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.

INDEPENDENT AUDITOR'S REPORT

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

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

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 solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs 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 HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

INDEPENDENT AUDITOR'S REPORT

- 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, actions taken to eliminate threats or safeguards applied.

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

OTHER MATTERS

The consolidated financial statements of the Group for the year ended 31 December 2019 were audited by the previous auditor of the Group who expressed an unmodified opinion on those statements on 28 February 2020.

Confucius International CPA Limited

Certified Public Accountants

Wong Kam Hing

Practising Certificate Number: P05697

Hong Kong, 15 March 2021

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2020

	Notes	2020 HK\$'000	2019 HK\$'000
Revenue	5	950	1,317
Other income	6	3,290	392
Net realised gain on disposals of financial assets at fair value through profit or loss		23,937	3,543
Net unrealised gain (loss) on financial assets at fair value through profit or loss		447,481	(153,534)
		475,658	(148,282)
Net gain on disposals of subsidiaries	33	4	6
Administrative expenses		(95,883)	(88,935)
Finance costs	8	(26,395)	(36,263)
Profit (loss) before tax	9	353,384	(273,474)
Taxation	10	(69,991)	22,703
Profit (loss) for the year attributable to owners of the Company		283,393	(250,771)
Earnings (loss) per share	13		
– Basic (HK cents per share)		21.88	(20.28)
– Diluted (HK cents per share)		21.36	(20.28)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2020

	2020	2019
	HK\$'000	HK\$'000
Profit (loss) for the year attributable to owners of the Company	283,393	(250,771)
Other comprehensive income (expense):		
<i>Item that will not be reclassified to profit or loss:</i>		
Fair value loss on equity instruments at fair value through other comprehensive income	(875)	(1,167)
<i>Item that may be reclassified subsequently to profit or loss:</i>		
Exchange differences arising on translation of foreign operations	47,719	(4,217)
Other comprehensive income (expense) for the year, net of tax	46,844	(5,384)
Total comprehensive income (expense) attributable to owners of the Company	330,237	(256,155)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2020

	Notes	2020 HK\$'000	2019 HK\$'000
Non-current assets			
Property, plant and equipment	14	517,247	6,189
Intangible assets	15	13,301	13,301
Right-of-use assets	16	21,818	6,792
Equity instruments at fair value through other comprehensive income	17	–	956
Deferred tax assets	24	–	3,238
Rental and utility deposits	18	4,415	1,003
		556,781	31,479
Current assets			
Prepayments, deposits and other receivables	18	7,143	13,261
Financial assets at fair value through profit or loss	19	682,142	121,398
Bank balances and cash	20	182,272	208,065
		871,557	342,724
Current liabilities			
Accruals and other payables	21	10,095	12,120
Borrowings	22	82,605	150,662
Lease liabilities	23	10,952	3,606
		103,652	166,388
Net current assets		767,905	176,336
Total assets less current liabilities		1,324,686	207,815

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2020

	Notes	2020 HK\$'000	2019 HK\$'000
Non-current liabilities			
Borrowings	22	137,751	116,247
Lease liabilities	23	10,972	3,636
Deferred tax liabilities	24	66,753	–
		215,476	119,883
Net assets			
		1,109,210	87,932
Capital and reserve			
Share capital	25	66,394	61,836
Reserves		1,042,816	26,096
Total equity			
		1,109,210	87,932
Net asset value per share			
	13	HK\$0.84	HK\$0.07

The consolidated financial statements on pages 31 to 99 were approved and authorised for issue by the Board of Directors on 15 March 2021 and are signed on its behalf by:

Luk Hong Man, Hammond
Director

Zhang Xi
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2020

	Share capital HK\$'000	Share premium HK\$'000	Exchange reserve HK\$'000	Share option reserve HK\$'000	Capital reserve HK\$'000	FVTOCI reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2019	61,836	575,477	18	9,610	65,158	538	(343,816)	368,821
Loss for the year	-	-	-	-	-	-	(250,771)	(250,771)
Other comprehensive income (expense) for the year:								
Exchange differences arising on translation of foreign operations	-	-	(4,217)	-	-	-	-	(4,217)
Fair value loss on equity instruments at fair value through other comprehensive income ("FVTOCI")	-	-	-	-	-	(1,167)	-	(1,167)
Total comprehensive expense for the year	-	-	(4,217)	-	-	(1,167)	(250,771)	(256,155)
Transfer of investment revaluation reserve upon disposal of equity instruments at FVTOCI	-	-	-	-	-	(215)	215	-
Dividend paid (note 12)	-	-	-	-	-	-	(24,734)	(24,734)
At 31 December 2019 and 1 January 2020	61,836	575,477	(4,199)	9,610	65,158	(844)	(619,106)	87,932
Profit for the year	-	-	-	-	-	-	283,393	283,393
Other comprehensive income (expense) for the year:								
Exchange differences arising on translation of foreign operations	-	-	47,719	-	-	-	-	47,719
Fair value loss on equity instruments at FVTOCI	-	-	-	-	-	(875)	-	(875)
Total comprehensive income (expense) for the year	-	-	47,719	-	-	(875)	283,393	330,237
Issue of shares by placing	4,519	233,433	-	-	-	-	-	237,952
Share issue expenses	-	(6,543)	-	-	-	-	-	(6,543)
Contribution from a shareholder	-	-	-	-	458,999	-	-	458,999
Exercise of share options	39	776	-	(182)	-	-	-	633
Transfer of investment revaluation reserve upon disposal of equity instruments at FVTOCI	-	-	-	-	-	1,719	(1,719)	-
At 31 December 2020	66,394	803,143	43,520	9,428	524,157	-	(337,432)	1,109,210

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2020

	Notes	2020 HK\$'000	2019 HK\$'000
Operating activities			
Profit (loss) for the year		283,393	(250,771)
Adjustments for:			
Taxation	10	69,991	(22,703)
Depreciation of property, plant and equipment	14	9,793	6,308
Depreciation of right-of-use assets	16	9,074	589
Interest income		(871)	(630)
Dividend income	5	(236)	(687)
Interest expense	8	26,395	36,263
Net gain on disposals of subsidiaries	33	(4)	(6)
Loss on written off of property, plant and equipment		51	84
Net realised gain on disposals of financial assets at fair value through profit or loss ("FVTPL")		(23,937)	(3,543)
Net unrealised (gain) loss on financial assets at FVTPL		(447,481)	153,534
Operating cash flows before movements in working capital		(73,832)	(81,562)
Decrease in prepayments, deposits and other receivables		2,122	253,182
Increase (decrease) in accruals and other payables		8	(3,105)
Proceeds from disposals of financial assets at FVTPL		132,183	92,687
Proceeds from disposals of equity instruments at FVTOCI		81	1,415
Purchase of financial assets at FVTPL		(217,064)	(138,568)
Purchase of equity instruments at FVTOCI		–	(1,236)
Increase in restricted bank deposits		(1,097)	(17,047)
Cash (used in) generated from operations		(157,599)	105,766
Dividend received		236	687
Interest received		341	630
Net cash (used in) from operating activities		(157,022)	107,083
Investing activities			
Purchase of property, plant and equipment		(19,702)	(5,093)
Purchase of intangible assets		–	(3,072)
Net cash inflow from disposals of subsidiaries	33	6	10
Net cash used in investing activities		(19,696)	(8,155)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2020

	Note	2020 HK\$'000	2019 HK\$'000
Financing activities			
Interest paid		(17,325)	(26,796)
Dividend paid		–	(24,734)
Repayment of lease liabilities		(10,173)	(656)
Net proceeds from issue of shares		232,042	–
Proceeds from borrowings raised		137,677	113,190
Repayment of borrowings		(193,900)	(269,534)
Net cash from (used in) financing activities		148,321	(208,530)
Net decrease in cash and cash equivalents		(28,397)	(109,602)
Effect of foreign exchange rate changes		1,507	(3,598)
Cash and cash equivalents at beginning of the year		191,017	304,217
Cash and cash equivalents at end of the year	20	164,127	191,017

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

1. GENERAL INFORMATION

China Ding Yi Feng Holdings Limited (the “Company”) is a public limited company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited. The addresses of the registered office and principal place of business of the Company are disclosed in the Corporate Information section to the annual report.

The principal activities of the Company and its subsidiaries (the “Group”) are investing in listed and unlisted securities. The principal activities of its subsidiaries are set out in note 36 to the consolidated financial statements.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

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

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the *Amendments to References to the Conceptual Framework in HKFRS Standards* and the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the consolidated financial statements:

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

The application of the *Amendments to References to the Conceptual Framework in HKFRS Standards* and these amendments to HKFRSs in the current year had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts and the related Amendments ¹
Amendments to HKFRS 16	COVID-19-Related Rent Concessions ⁴
Amendments to HKFRS 3	Reference to the Conceptual Framework ²
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2 ⁵
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	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ¹
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use ²
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020 ²

¹ Effective for annual periods beginning on or after 1 January 2023.

² Effective for annual periods beginning on or after 1 January 2022.

³ Effective date to be determined.

⁴ Effective for annual periods beginning on or after 1 June 2020.

⁵ Effective for annual periods beginning on or after 1 January 2021.

The directors of the Company anticipate that the application of the above new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 *Share-based Payment*, leasing transactions that are accounted for in accordance with HKFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

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.

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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of consolidation (Continued)

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 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 in 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.

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. 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 carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. 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 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of consolidation (Continued)

Investments in subsidiaries

Investments in subsidiaries are included in the Company's statement of financial position at cost less any identified impairment loss.

Revenue from contracts with customers

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 and enhances an asset that the customer controls as the Group performs; and
- 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.

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

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments is recognised when the rights to receive payments have been established.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment

Property, plant and equipment including land and buildings, leasehold improvements, office equipment and motor vehicles held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Buildings in the course of administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of 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 estimates 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 property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Intangible assets acquired separately

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

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

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, intangible assets and right-of-use assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is any indication that they may be impaired.

The recoverable amount of property, plant and equipment, intangible assets and right-of-use assets 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. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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 for which the estimates of future cash flows have not been adjusted.

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. 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) 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) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

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 recognised at the rates of exchange prevailing at 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 carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. 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 purpose of presenting the consolidated financial statements, the assets and liabilities of the Group's 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 expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case, the exchange rates prevailing at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve.

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 partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases

Definition of a lease

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

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

The Group as lessee

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.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to certain leases of office premise that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or other systematic basis over the lease term.

Right-of-use assets

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;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

The Group as lessee (Continued)

Refundable rental deposits

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

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.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

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

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related 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 market rental rates following a market rent review in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

The Group as lessee (Continued)

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified 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.

Borrowing costs

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognised as expenses the related costs for which the grants are intended to compensate.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Retirement benefit costs

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

Share-based payment

Equity-settled share-based payment transactions

Share options granted to employees (including directors)

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share option reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

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 profit (loss) before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests 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.

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

Deferred tax 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.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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).

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

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

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The 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 and dividend income which are derived from the Group's ordinary course of business are presented as revenue.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

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.

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both selling and 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 FVTPL, except that at the date of initial application of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income 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.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

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.

(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.

(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 other comprehensive income 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 revenue line item in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the revenue line item in profit or loss.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including financial assets included in prepayments, deposits and other receivables and bank balances and cash) which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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 is 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.

For all instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND 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;
- 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.

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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(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 the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(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:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider;
- it is becoming probable that the borrower will enter into bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

(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. 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(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.

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.

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.

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.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in OCI and accumulated in equity is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI upon application of HKFRS 9, the cumulative gain or loss previously accumulated in the FVTOCI reserve is not reclassified to profit or loss, but is transferred to accumulated losses.

Financial liabilities and equity instruments

Classification as debit or equity

Debt and equity instruments 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 an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received net of direct issue costs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities

Financial liabilities (including accruals and other payables, borrowings and lease liabilities) are subsequently measured at amortised cost using the effective interest method.

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.

Due from and due to brokers

Amounts due from and to brokers represent receivables for securities sold and payables for securities purchased that have been contracted for but not yet settled or delivered at the end of the reporting period respectively.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash at banks and on hand, demand deposits with banks or other financial institutions and short-term, highly liquid investments that are readily convertible to known amounts of cash, are subject to an insignificant risk of changes in value, and are within three months of maturing at acquisition.

Related parties

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

- (a) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of the Group's parent.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions applies:

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

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the Group including:

- (i) the person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3 to the consolidated financial statements, the directors of the Company 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.

The estimates and underlying assumptions are reviewed on an on-going 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 have made in the process of applying the Group's accounting policies and that have the most significant effects on the amounts recognised in the consolidated financial statements.

Useful lives of property, plant and equipment

The Group depreciates property, plant and equipment over their estimated useful life after taking into account their estimated residual values, using the straight-line method. The estimated useful life reflects the directors' estimate of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment. The residual values reflect the amounts that the directors estimate that the Group would currently obtain from the disposal of the assets, after deducting the estimated costs of disposal, if the assets were already of the age and in the condition expected at the end of its useful life.

Key sources of estimation uncertainty

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

Impairment of property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are stated at cost less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (i) whether an event has occurred or any indicators that may affect the asset value; (ii) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (iii) the appropriate key assumptions to be applied in estimating the recoverable amounts including market unit sales price per square meter.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

5. REVENUE

An analysis of the Group's revenue for the year is as follows:

	2020 HK\$'000	2019 HK\$'000
Interest income from banks and financial institutions	341	630
Interest income from convertible bond	373	–
Dividend income from listed investments	236	687
	950	1,317

6. OTHER INCOME

	2020 HK\$'000	2019 HK\$'000
Government subsidies (note)	1,388	–
Net foreign exchange gains	1,720	–
Effective interest income from rental deposit	157	–
Sundry income	25	392
	3,290	392

Note: Regarding the government subsidies, HK\$1,335,000 were received from the Employment Support Scheme in Hong Kong.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

7. SEGMENT INFORMATION

For the years ended 31 December 2020 and 2019, the Group's revenue was mainly interest income from banks and financial institutions, and interest and dividend income from financial assets. The directors of the Company consider that these activities constitute one business segment since these transactions are subject to common risks and returns. Given the nature of the Group's operation is investment holding, it is not considered meaningful to provide a business segment analysis of operating profits. The Group's segment revenue, assets and liabilities for the year, analysed by geographical markets, are as follows:

	Hong Kong		PRC and others jurisdictions		Consolidated	
	2020 HK\$'000	2019 HK\$'000	2020 HK\$'000	2019 HK\$'000	2020 HK\$'000	2019 HK\$'000
Segment revenue:						
Interest income from banks and financial institutions	265	594	76	36	341	630
Interest income from convertible bond	373	-	-	-	373	-
Dividend income from listed investments	236	687	-	-	236	687
	874	1,281	76	36	950	1,317
Non-current assets*	36,822	25,349	515,544	933	552,366	26,282
Total assets	803,208	291,152	625,130	83,051	1,428,338	374,203
Total liabilities	318,374	285,249	754	1,022	319,128	286,271
Other segment information:						
Additions to property, plant and equipment	209	5,093	478,492	-	478,701	5,093
Additions to right-of-use assets	24,100	6,431	-	950	24,100	7,381
Additions to intangible assets	-	3,072	-	-	-	3,072

* The non-current assets information above is based on the locations of the assets and excluded equity instruments at FVTOCI, deferred tax assets and rental and utility deposits.

Given that the nature of the Group's operation is investment holding, there was no information regarding major customers as determined by the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

8. FINANCE COSTS

	2020 HK\$'000	2019 HK\$'000
Interest expenses on:		
Interest-bearing loan notes (note 22(a))	2,174	2,171
Interest-bearing bonds (note 22(b))	21,357	32,192
Interest-bearing loans	1,431	1,383
Lease liabilities	1,433	517
	26,395	36,263

9. PROFIT (LOSS) BEFORE TAX

	2020 HK\$'000	2019 HK\$'000
The Group's profit (loss) before tax has been arrived at after charging (crediting) the following items:		
Directors' emoluments (note 11(a)):		
Fees	3,500	4,380
Other emoluments	3,460	3,352
Discretionary bonuses	604	442
Retirement benefits scheme contributions	56	63
Staff costs:		
Basic salaries and allowances	13,118	9,382
Retirement benefits scheme contributions	410	316
Total staff costs (including directors' emoluments)	21,148	17,935
Auditor's remuneration	750	750
Depreciation of property, plant and equipment	9,793	6,308
Depreciation of right-of-use assets	9,074	589
Loss on written off of property, plant and equipment	51	84
Net foreign exchange (gains) losses	(1,720)	663
Government subsidies	(1,388)	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

10. TAXATION

	2020 HK\$'000	2019 HK\$'000
Deferred taxation		
Charge (credit) for the year (note 24)	69,991	(22,703)

Under the Hong Kong Profits Tax two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

No Hong Kong Profits Tax has been provided as the Group had no assessable profits in Hong Kong for the year (2019: Nil).

Under the law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the applicable PRC EIT rate of the Group's PRC subsidiaries is 25% for both years.

The tax charge (credit) for the year can be reconciled to the profit (loss) before tax in the consolidated statement of profit or loss as follows:

	2020 HK\$'000	2019 HK\$'000
Profit (loss) before tax	353,384	(273,474)
Tax at the applicable statutory tax rates	57,685	(46,065)
Tax effect of income not taxable for tax purpose	(723)	(275)
Tax effect of expenses not deductible for tax purpose	11,982	36,874
Tax effect of temporary differences not recognised	(2,881)	858
Tax effect of tax losses not recognised	7,791	8,608
Utilisation of tax losses previously not recognised	(3,863)	–
Tax effect of temporary difference recognised	–	(22,703)
Tax charge (credit) for the year	69,991	(22,703)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

11. DIRECTORS' AND EMPLOYEES' REMUNERATION

(a) Directors' emoluments

Directors' remuneration for the year, disclosed pursuant to applicable Listing Rules and the Hong Kong Companies Ordinance, are as follows:

	Directors' fees	Salaries and allowances	Discretionary bonuses	Retirement benefits contributions	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Year ended 31 December 2020					
<i>Executive Directors</i>					
Luk Hong Man, Hammond	-	1,730	302	22	2,054
Zhang Xi	-	1,730	302	34	2,066
<i>Non-executive Directors</i>					
Sui Guangyi (note (i))	80	-	-	-	80
Wang Mengtao	960	-	-	-	960
Leung Ka Fai	960	-	-	-	960
Ma Xiaoqiu (Chairman) (note (ii))	960	-	-	-	960
<i>Independent Non-executive Directors</i>					
Jing Siyuan	180	-	-	-	180
Zhang Aimin	180	-	-	-	180
Zhang Qiang	180	-	-	-	180
	3,500	3,460	604	56	7,620

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

11. DIRECTORS' AND EMPLOYEES' REMUNERATION (CONTINUED)

(a) Directors' emoluments (Continued)

	Directors' fees HK\$'000	Salaries and allowances HK\$'000	Discretionary bonuses HK\$'000	Retirement benefits scheme contributions HK\$'000	Total HK\$'000
Year ended 31 December 2019					
<i>Executive Directors</i>					
Luk Hong Man, Hammond	–	1,676	221	31	1,928
Zhang Xi	–	1,676	221	32	1,929
<i>Non-executive Directors</i>					
Sui Guangyi (Chairman)	960	–	–	–	960
Wang Mengtao	960	–	–	–	960
Leung Ka Fai	960	–	–	–	960
Ma Xiaoqiu	960	–	–	–	960
<i>Independent Non-executive Directors</i>					
Jing Siyuan	180	–	–	–	180
Zhang Aimin	180	–	–	–	180
Zhang Qiang	180	–	–	–	180
	4,380	3,352	442	63	8,237

Notes:

- (i) Resigned on 22 January 2020
- (ii) Appointed as Chairman of the Board on 24 January 2020

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

11. DIRECTORS' AND EMPLOYEES' REMUNERATION (CONTINUED)

(a) Directors' emoluments (Continued)

The executive directors' emoluments shown above include their services in connection with the management of the affairs of the Company and the Group.

The fees paid to non-executive and independent non-executive directors shown above were mainly for their services as directors of the Company.

Mr. Luk Hong Man, Hammond is also chief executive officer and Mr. Zhang Xi is also chief investment officer of the Company and their emoluments disclosed above include those services rendered by them.

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

During the year, no retirement benefits, payments or benefits in respect of termination of directors' services were paid or made, directly or indirectly, to the directors, nor any are payable (2019: Nil). No consideration was provided to or receivable by third parties for making available directors' services (2019: Nil). There are no loans, quasi-loans and other dealing arrangements in favour of the directors, their controlled body corporates and connected entities (2019: Nil).

(b) Five highest paid individuals

The five highest paid employees of the Group during the year included four (2019: four) directors, details of whose remuneration are set out in note 11(a) above. The emoluments of the remaining one (2019: one) employee were as follows:

	2020 HK\$'000	2019 HK\$'000
Salaries, allowances and other benefits	1,248	1,007
Discretionary bonuses	246	154
Retirement benefits scheme contributions	18	18
	1,512	1,179

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

	Number of individuals	
	2020	2019
HK\$Nil–HK\$1,000,000	2	2
HK\$1,000,001–HK\$1,500,000	–	1
HK\$1,500,001–HK\$2,000,000	1	2
HK\$2,000,001–HK\$2,500,000	2	–

During the years ended 31 December 2020 and 2019, no remuneration was paid by the Group to any of the directors of the Company or the one (2019: one) highest paid employee of the Group as an inducement to join or upon joining the Group or as compensation for loss of office.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

12. DIVIDEND

During the year 2019, a final dividend for the year ended 31 December 2018 of HK\$0.02 per share amounting to approximately HK\$24,734,000 in total has been paid. No dividend was proposed during the year, nor has any dividend been proposed since the end of the reporting period (2019: Nil).

13. NET ASSET VALUE PER SHARE AND EARNINGS (LOSS) PER SHARE

Net asset value per share

The net asset value per share is calculated by dividing the net assets included in the consolidated statement of financial position of approximately HK\$1,109,210,000 (2019: approximately HK\$87,932,000) by the number of ordinary shares in issue as at 31 December 2020, being 1,327,874,000 (2019: 1,236,722,000).

Earnings (loss) per share

The calculations of basic and diluted earnings (loss) per share are based on:

	2020 HK\$'000	2019 HK\$'000
Earnings (loss)		
Profit (loss) attributable to owners of the Company	283,393	(250,771)
	2020 '000	2019 '000
Shares		
Weighted average number of ordinary shares for the purpose of basic earnings (loss) per share calculation	1,295,079	1,236,722
Effect of dilutive potential ordinary shares – share options	31,696	32,480
Weighted average number of ordinary shares for the purpose of diluted earnings (loss) per share calculation	1,326,775	1,269,202*

* No adjustment has been made to the basic loss per share amount for the year ended 31 December 2019 because the diluted loss per share amount is decreased when taking the outstanding share options into account, so the outstanding share options has an anti-dilutive effect on the basic loss per share amount. Accordingly, the diluted loss per share is same as the basic loss per share.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

14. PROPERTY, PLANT AND EQUIPMENT

	Land and buildings HK\$'000	Leasehold improvements HK\$'000	Office equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
COST					
At 1 January 2019	–	8,180	7,890	1,557	17,627
Additions	–	5,067	8	18	5,093
Written off	–	(95)	–	–	(95)
At 31 December 2019 and at 1 January 2020	–	13,152	7,898	1,575	22,625
Additions	478,492	–	209	–	478,701
Written off	–	–	(55)	–	(55)
Exchange adjustments	42,531	–	–	–	42,531
At 31 December 2020	521,023	13,152	8,052	1,575	543,802
DEPRECIATION AND IMPAIRMENT					
At 1 January 2019	–	4,682	4,549	908	10,139
Charge for the year	–	3,846	2,147	315	6,308
Eliminated on written off	–	(11)	–	–	(11)
At 31 December 2019 and at 1 January 2020	–	8,517	6,696	1,223	16,436
Charge for the year	5,870	2,403	1,205	315	9,793
Eliminated on written off	–	–	(4)	–	(4)
Exchange adjustment	330	–	–	–	330
At 31 December 2020	6,200	10,920	7,897	1,538	26,555
CARRYING AMOUNTS					
At 31 December 2020	514,823	2,232	155	37	517,247
At 31 December 2019	–	4,635	1,202	352	6,189

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates:

Land and buildings	Over the lease terms or 40 years, whichever is shorter
Leasehold improvements	Over the lease term or 3 years, whichever is shorter
Office equipment	20%–33% per annum
Motor vehicles	20% per annum

Note: During the year ended 31 December 2020, Hainan Qirisheng Enterprise Consulting Co. Ltd., an indirect substantial shareholder of the Company, has unconditionally and unilaterally gifted 22 non-residential units located in the PRC ("PRC Properties") to the Group with a fair value of approximately RMB421,000,000 (equivalent to approximately HK\$458,999,000) on the date of completion of transfer in June 2020.

Market value of the PRC Properties gifted was arrived at on the basis of a valuation by Access Partner Professional Services Limited, an independent qualified valuer not connected to the Group. The fair value was determined based on direct comparison method assuming sale of the properties in their existing state with the benefit of vacant possession and by making reference to comparable sales transactions as available in the relevant market.

The amounts contributed from a shareholder was recognised and resulted in an increase in the capital reserve under equity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

15. INTANGIBLE ASSETS

	Cross-boundary vehicle licences HK\$'000	Type 9 regulated activity licence HK\$'000	Total HK\$'000
COST			
At 1 January 2019	3,613	6,616	10,229
Additions	3,072	–	3,072
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At 31 December 2019, 1 January 2020 and 31 December 2020	6,685	6,616	13,301
<hr/>			
AMORTISATION AND IMPAIRMENT			
At 1 January 2019, 31 December 2019 and at 1 January 2020	–	–	–
Amortisation	–	–	–
<hr/>			
At 31 December 2020	–	–	–
<hr/>			
CARRYING AMOUNTS			
At 31 December 2020	6,685	6,616	13,301
<hr/>			
At 31 December 2019	6,685	6,616	13,301
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The cross-boundary vehicle licences have a legal life of one year but are renewable every year at minimal costs. The directors considered the Group would renew the cross-boundary vehicle licences continuously and has the ability to do so. As a result, the cross-boundary vehicle licences are considered by the directors of the Company as having an indefinite useful life and will not be amortised.

Type 9 regulated activity licence is regarded as having indefinite useful lives and there is no foreseeable limit to the period over which it is expected to generate cash flows for the Group as it is expected that its value will not be reduced through the usage and there are no legal or similar limits on the period for its use.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

16. RIGHT-OF-USE ASSETS

	2020 HK\$'000	2019 HK\$'000
At 1 January	6,792	–
Additions	24,100	7,381
Depreciation charge	(9,074)	(589)
At 31 December	21,818	6,792
Expense relating to short-term leases with lease terms ending within 12 months	2,968	9,109
Total cash outflow for lease	13,141	9,764

For both years, the Group leases offices for its operations. Lease contracts are entered into for fixed terms of 6 months to 3 years.

17. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2020 HK\$'000	2019 HK\$'000
Unlisted investments		
– Equity securities in Hong Kong (note 1)	–	956

Particulars of investments in unlisted equity securities held by the Group as at 31 December 2019 disclosed pursuant to Chapter 21 of the Listing Rules are as follows:

Note 1: Unlisted equity securities, at fair value

Name of investee company	Place of incorporation	Proportion of investee's capital owned	Cost	Fair value	Accumulated fair value adjustment	Net assets attributable to the Group	Dividend received/receivable during the year	% of gross assets of the Group
			HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
At 31 December 2019								
China Investment Fund International Securities Limited	Hong Kong	9%	1,800	956	(844)	571	–	0.26%

Note: China Investment Fund International Securities Limited was principally engaged in securities business in Hong Kong.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

18. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2020 HK\$'000	2019 HK\$'000
Rental and utility deposits and prepayments	6,136	6,632
Due from brokers (note)	3,156	3,890
Other prepayments	1,399	308
Other deposits and receivables	867	3,434
	11,558	14,264
Portion classified as non-current assets	(4,415)	(1,003)
	7,143	13,261

Note: The balances represent the cash account balances with securities brokers that are used for trading of securities. The management of the Company monitors the credit risk of these brokers on a regular basis.

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivable for which there was no recent history of default.

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2020 HK\$'000	2019 HK\$'000
Equity securities listed in Hong Kong (note)	611,024	59,139
Equity securities listed in the PRC (note)	71,118	62,259
	682,142	121,398

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

Notes: Particulars of investments in listed equity securities held by the Group as at 31 December 2020 and 2019 disclosed pursuant to Chapter 21 of the Listing Rules are as follows:

Name of investee companies	Place of incorporation	Number of shares held	Proportion of investee's capital owned	Cost HK\$'000	Market value HK\$'000	Accumulated unrealised gain (loss) recognised HK\$'000	Dividend received/receivable during the year HK\$'000	% of gross assets of the Group	% of net assets of the Group
At 31 December 2020									
Listed equity securities in Hong Kong									
Geely Automobile Holdings Limited (note a)	Cayman Islands	400,000	Less than 0.01%	9,793	10,600	807	-	0.74%	0.96%
Hong Kong Exchanges and Clearing Limited (note b)	Hong Kong	24,800	Less than 0.01%	9,973	10,540	567	-	0.74%	0.95%
Smartac International Holdings Limited (formerly known as Smartac Group China Holdings Limited (note c))	Cayman Islands	266,000,000	4.72%	52,188	11,438	(40,750)	-	0.80%	1.03%
Ground International Development Limited (note d)	Bermuda	1,050,000,000	17.29%	79,800	525,000	445,200	-	36.76%	47.33%
Sunny Optical Technology (Group) Company Limited (note e)	Cayman Islands	64,500	Less than 0.01%	9,929	10,946	1,017	57	0.77%	0.99%
Farnova Group Holdings Limited (note f)	Bermuda	340,002,053	4.76%	17,000	42,500	25,500	-	2.98%	3.83%
				178,683	611,024	432,341			
Listed equity securities in the PRC									
Tianma Bearing Group Co., Ltd. (note g)	PRC	28,000,022	2.33%	74,725	71,118	(3,607)	-	4.98%	6.41%
				253,408	682,142	428,734			
At 31 December 2019									
Listed equity securities in Hong Kong									
Smartac International Holdings Limited (formerly known as Smartac Group China Holdings Limited)	Cayman Islands	197,000,000	3.50%	40,311	29,550	(10,761)	-	7.90%	33.61%
AAC Technologies Holdings Inc.	Cayman Islands	150,000	0.01%	9,936	10,200	264	-	2.73%	11.60%
Sunny Optical Technology (Group) Company Limited	Cayman Islands	70,000	Less than 0.01%	9,966	9,443	(523)	-	2.52%	10.74%
Alibaba Group Holding Limited	Cayman Islands	48,000	Less than 0.01%	9,982	9,946	(36)	-	2.66%	11.31%
				70,195	59,139	(11,056)			
Listed equity securities in the PRC									
Irico Display Devices Co., Ltd.	PRC	2,880,032	0.08%	19,246	13,659	(5,587)	-	3.65%	15.53%
Tianma Bearing Group Co., Ltd.	PRC	15,000,001	1.26%	40,979	33,221	(7,758)	-	8.88%	37.78%
Hainan Dadonghai Tourism Centre (Holdings) Co., Ltd.	PRC	2,080,000	0.57%	11,264	15,379	4,115	-	4.11%	17.49%
				71,489	62,259	(9,230)			
				141,684	121,398	(20,286)			

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For the year ended 31 December 2020

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

Notes: (continued)

A brief description of the business and financial information of the listed investee companies extracted from their latest published annual reports, interim reports and annual results announcements is as follows:

- (a) Geely Automobile Holdings Limited ("Geely Automobile") was incorporated in the Cayman Islands and its shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited (Stock code: 175). Geely Automobile is principally engaged in research and development, marketing and sales of vehicles and related automobile components in the PRC.

For the year ended 31 December 2020, the audited consolidated profit attributable to equity holders of Geely Automobile was approximately RMB5,533,790,000 and the basic earnings per share was RMB0.56. As at 31 December 2020, its audited consolidated net assets value attributable to equity holders of Geely Automobile was approximately RMB63,631,114,000. No dividend was received during the year.

- (b) Hong Kong Exchanges and Clearing Limited ("HKEX") was incorporated in Hong Kong and its shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited (Stock code: 388). HKEX owns and operates the only stock exchange and futures exchange in Hong Kong and their related clearing houses, a clearing house for clearing over-the-counter derivatives contracts in Hong Kong, an exchange and a clearing house for the trading and clearing of base, ferrous and precious metals futures and options contracts operating in the United Kingdom, and a commodity trading platform in the Mainland.

For the year ended 31 December 2020, the audited consolidated profit attributable to shareholders of HKEX was approximately HK\$11,505 million and the basic earnings per share was HK\$9.11. As at 31 December 2020, its audited consolidated net assets value attributable to shareholders of HKEX was approximately HK\$48,918 million. No dividend was received during the year.

- (c) Smartac International Holdings Limited (formerly known as Smartac Group China Holdings Limited) ("Smartac") was incorporated in the Cayman Islands and its shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited (Stock code: 395). Smartac is principally engaged in providing (i) software sales and O2O consultation services by O2O solutions segment; (ii) electronic payment solutions and services by integrated digital marketing ("IDM") solutions segment; and (iii) management, operation and market strategy of online shops and e-commerce platforms by E-commerce solutions segment.

For the year ended 31 December 2019, the audited consolidated loss attributable to owners of Smartac was approximately RMB37,926,000 and the basic loss per share was RMB0.67 cents. As at 31 December 2019, its audited consolidated net assets value attributable to owners of Smartac was approximately RMB241,589,000. The unaudited consolidated loss attributable to the owners of Smartac for the six months ended on 30 June 2020 was approximately RMB15,450,000 and the basic loss per share was RMB0.27 cents. At 30 June 2020, the unaudited consolidated net assets value attributable to the owners of Smartac was approximately RMB220,285,000. No dividend was received during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

Notes: (continued)

- (d) Ground International Development Limited ("Ground") was incorporated in Bermuda and its shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited (Stock code: 989). Ground is principally engaged in property development and management, including planning, designing, budgeting, licensing, contract tendering and contract administration, property investment, and the provision of financial services.

For the year ended 31 March 2020, the audited consolidated loss attributable to owners of Ground was approximately RMB1,784,374,000 and the basic loss per share was RMB33.84 cents. As at 31 March 2020, its audited consolidated net assets value attributable to owners of Ground was approximately RMB451,916,000. The unaudited consolidated loss attributable to the owners of Ground for the six months ended 30 September 2020 was approximately RMB607,229,000 and basic loss per share was RMB11.13 cents. At 30 September 2020, the unaudited consolidated net liabilities attributable to the owners of Ground was approximately RMB193,836,000. No dividend was received during the year.

- (e) Sunny Optical Technology (Group) Company Limited ("Sunny Optical") was incorporated in the Cayman Islands and its shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited (Stock code: 2382). Sunny Optical is principally engaged in the business of designing, researching and developing, manufacturing and selling of optical and optical related products and scientific instruments.

For the year ended 31 December 2020, the audited consolidated profit attributable to owners of Sunny Optical was approximately RMB4,871,793,000 and the basic earnings per share was RMB445.78 cents. As at 31 December 2020, its audited consolidated net assets value attributable to owners of Sunny Optical was approximately RMB16,597,224,000. Dividend amounting to approximately HK\$57,000 was received during the year.

- (f) Farnova Group Holdings Limited ("Farnova") was incorporated in Bermuda and its shares are listed on the GEM of the Stock Exchange of Hong Kong Limited (Stock code: 8153). Farnova is principally engaged in advertising in Hong Kong and the PRC, money lending business in Hong Kong and securities investments in Hong Kong.

For the year ended 31 March 2020, the audited consolidated loss attributable to owners of Farnova was approximately HK\$48,147,000 and the basic loss per share was HK1.21 cents. As at 31 March 2020, its audited consolidated net liabilities attributable to owners of Farnova was approximately HK\$123,967,000. The unaudited consolidated loss attributable to the owners of Farnova for the six months ended 30 September 2020 was approximately HK\$7,903,000 and basic loss per share was HK0.16 cents. At 30 September 2020, the unaudited consolidated net liabilities attributable to the owners of Farnova was approximately HK\$89,112,000. No dividend was received during the year.

- (g) Tianma Bearing Group Co., Ltd. ("Tianma") was incorporated in the PRC and its shares are listed on Shenzhen Stock Exchange (stock code: 002122). Tianma is principally engaged in asset management and information technology.

For the year ended 31 December 2019, the audited consolidated loss attributable to owners of Tianma was approximately RMB1,654,015,000 and the basic loss per share was RMB1.39. As at 31 December 2019, its audited consolidated net assets value attributable to owners of Tianma was approximately RMB1,554,625,000. The unaudited consolidated profit attributable to the owners of Tianma for the six months ended 30 June 2020 was approximately RMB77,933,000 and earnings per share was RMB0.07. At 30 June 2020, the unaudited consolidated net assets value attributable to the owners of Tianma was approximately RMB1,630,568,000. No dividend was received during the year.

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19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

The fair value of listed equity securities is based on their quoted closing prices in active markets.

Financial assets at FVTPL are denominated in the following currencies:

	2020 HK\$'000	2019 HK\$'000
HKD	611,024	59,139
RMB	71,118	62,259
	682,142	121,398

20. BANK BALANCES AND CASH/CASH AND CASH EQUIVALENTS

	2020 HK\$'000	2019 HK\$'000
Cash at banks and in hand	182,272	208,065
Less: Restricted bank deposits	(18,145)	(17,048)
Cash and cash equivalents	164,127	191,017

As at 31 December 2020, the balances that were placed with banks in the PRC amounted to approximately HK\$37,168,000 (2019: approximately HK\$19,585,000). Remittance of funds out of the PRC is subject to the exchange restrictions imposed by the PRC law. As at 31 December 2020, bank deposits of approximately RMB15,287,000 (equivalent to approximately HK\$18,145,000) (2019: approximately RMB15,240,000 (equivalent to approximately HK\$17,048,000)) in the PRC bank were being frozen by the judicial order in the PRC. Up to the date of this report, the Group had engaged a PRC lawyer to process the unfreeze account procedures with the local government authority.

At the end of the reporting period, cash and cash equivalents comprised mainly cash at banks and in hand. Bank balances carried interest at prevailing market rates ranging from 0.01% to 2.15% (2019: 0.01% to 1.60%) per annum.

Included in bank balances and cash in the consolidated statement of financial position are the following amounts denominated in currencies other than the functional currency of the Group:

	2020 '000	2019 '000
USD	USD2,989	USD3,216
RMB	RMB53,441	RMB17,521

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For the year ended 31 December 2020

21. ACCRUALS AND OTHER PAYABLES

	2020	2019
	HK\$'000	HK\$'000
Accruals and other payables	2,291	2,283
Interest payables	3,860	5,893
Dividend payables	3,944	3,944
	10,095	12,120

22. BORROWINGS

	2020	2019
Notes	HK\$'000	HK\$'000
Interest-bearing loan notes, unsecured	42,372	42,323
Interest-bearing bonds, unsecured	161,484	217,586
Interest-bearing loans, unsecured	16,500	7,000
	220,356	266,909
Less: Amount classified as current liabilities	(82,605)	(150,662)
Amount classified as non-current liabilities	137,751	116,247
The carrying amounts of above borrowings are repayable:		
Within one year	82,605	150,662
More than one year but not exceeding two years	85,347	25,909
More than two years but not exceeding five years	52,277	80,794
More than five years	127	9,544
	220,356	266,909

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For the year ended 31 December 2020

22. BORROWINGS (CONTINUED)

Notes:

(a) Interest-bearing loan notes

The Company issued unsecured interest-bearing loan notes (the "Notes") to independent private investors through a placing agent in an aggregate principal amount of HK\$30,000,000 with effective dates from 29 April 2015 and 30 April 2015 which are repayable on dates falling 8 years from the dates of issue of the Notes, which are 28 April 2023 and 29 April 2023 and a principal amount of HK\$12,500,000 with effective date from 9 September 2015 which is repayable on a date falling 8 years from the date of issue of the Notes, which are 8 September 2023 (the "Maturity Date"). The Company has the right at any time after the second year of the issue date of the Notes to the Maturity Date to redeem the whole or part of the outstanding Notes at the redemption amount with not less than 15 business days written notice, specifying the amount to be redeemed and the date of such redemption (the "Redemption Right"). But the noteholders have no right to require the Company to redeem the Notes before the Maturity Date.

The Redemption Right is regarded as embedded derivatives in the host contract. The Redemption Right is not recognised in the consolidated financial statements since the redemption is at the discretion of the Company and the directors consider that the probability of exercise of the Redemption Right is remote. The Directors have assessed the fair values of the Redemption Right at initial recognition and at the end of the reporting period and consider that the fair values were insignificant. Accordingly, the fair values of the Redemption Right were not accounted for in the consolidated financial statements as at 31 December 2020 and 2019.

The Notes are measured at amortised cost, using the effective interest method. The effective interest rates of the Notes range from 5.08% p.a. to 5.15% p.a.

The Notes recognised in the consolidated statement of financial position of the Group are calculated as follows:

	HK\$'000
At 1 January 2019	42,277
Effective interest expenses (note 8)	2,171
Interest paid/payables	(2,125)
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At 31 December 2019 and 1 January 2020	42,323
Effective interest expenses (note 8)	2,174
Interest paid/payables	(2,125)
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At 31 December 2020	42,372

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

22. BORROWINGS (CONTINUED)

Notes: (continued)

(b) Interest-bearing bonds

During the year ended 31 December 2020, the Company has issued and repaid unsecured interest-bearing bonds with aggregate principal amounts of HK\$105,500,000 and HK\$162,400,000 (2019: HK\$97,000,000 and HK\$234,334,000) respectively, which bear interest ranging from 2.8% p.a. to 12% p.a. (2019: 0.36% p.a. to 18% p.a.) and with maturity dates from three months to two years (2019: from three months to eight years).

The bonds recognised in the consolidated statement of financial position of the Group are calculated as follows:

	HK\$'000
At 1 January 2019	346,312
Issued during the year, at fair value	93,690
Repaid during the year	(234,334)
Effective interest expenses (note 8)	32,192
Interest paid/payables	(20,274)
At 31 December 2019 and 1 January 2020	217,586
Issued during the year, at fair value	96,677
Repaid during the year	(162,400)
Effective interest expenses (note 8)	21,357
Interest paid/payables	(11,736)
At 31 December 2020	161,484

(c) Interest-bearing loans

The Company had outstanding unsecured loans with principal amount in aggregate of HK\$16,500,000 (2019: HK\$7,000,000) from independent third parties, which bear interest at 1% (2019: 1%) per month and with maturity dates from three months to nine months (2019: three months).

23. LEASE LIABILITIES

	2020 HK\$'000	2019 HK\$'000
Within one year	10,952	3,606
Within a period of more than one year but not more than two years	8,545	3,279
Within a period of more than two years but not more than five years	2,427	357
	21,924	7,242
Less: Amount due for settlement within 12 months shown under current liabilities	(10,952)	(3,606)
Amount due for settlement after 12 months shown under non-current liabilities	10,972	3,636

The weighted average incremental borrowing rates applied to lease liabilities range from 6.5% p.a. to 7.0% p.a. (2019: 7.0% p.a.).

Lease liabilities of approximately HK\$743,000 (2019: approximately HK\$987,000) are denominated in RMB.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

24. DEFERRED TAX ASSETS (LIABILITIES)

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2020 HK\$'000	2019 HK\$'000
Deferred tax assets	–	3,238
Deferred tax liabilities	(66,753)	–
	(66,753)	3,238

The following are the major deferred tax liabilities and assets recognised and movements thereon during the current and prior years.

	Unrealised gain on financial assets at FVTPL HK\$'000	Tax losses HK\$'000	Total HK\$'000
At 1 January 2019	(22,703)	3,238	(19,465)
Credit to profit or loss (note 10)	22,703	–	22,703
At 31 December 2019 and 1 January 2020 (Charge) credit to profit or loss (note 10)	– (73,112)	3,238 3,121	3,238 (69,991)
At 31 December 2020	(73,112)	6,359	(66,753)

At the end of the reporting period, the Group has unused tax losses of approximately HK\$224,124,000 (2019: approximately HK\$184,997,000) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately HK\$38,541,000 (2019: approximately HK\$19,624,000) of such losses. No deferred tax asset has been recognised in respect of the remaining approximately HK\$185,583,000 (2019: approximately HK\$165,373,000) due to the unpredictability of future profit streams. All tax losses may be carried forward indefinitely.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

25. SHARE CAPITAL

	Number of ordinary shares of HK\$0.05 each '000	Nominal value HK\$'000
Authorised:		
At 1 January 2019, 31 December 2019 and 31 December 2020	4,000,000	200,000
Issued and fully paid:		
At 1 January 2019, 31 December 2019 and 1 January 2020	1,236,722	61,836
Issue of shares by placing (Note a)	90,368	4,519
Exercise of share options (Note b)	784	39
At 31 December 2020	1,327,874	66,394

Notes:

(a) On 17 March 2020, 66,368,000 ordinary shares were issued by the Company pursuant to a placing agreement dated 9 March 2020 (amended on 10 March 2020) at a placing price of HK\$2.75 per share, giving gross proceeds of HK\$182,512,000.

On 6 October 2020, 24,000,000 ordinary shares were issued by the Company pursuant to a placing agreement dated 25 September 2020 at a placing price of HK\$2.31 per share, giving gross proceeds of HK\$55,440,000.

(b) On 1 December 2020, 480,000 share options were exercised at the subscription price of HK\$0.808 per share, and a total of 480,000 ordinary shares were issued, giving gross proceeds of approximately HK\$388,000.

On 2 December 2020, 304,000 share options were exercised at the subscription price of HK\$0.808 per share, and a total of 304,000 ordinary shares were issued, giving gross proceeds of approximately HK\$245,000.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

26. RESERVES OF THE COMPANY

The Company

	Share premium HK\$'000	Share options reserve HK\$'000	Capital reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2019	575,477	9,610	26,319	(333,095)	278,311
Loss and total comprehensive expenses for the year	–	–	–	(239,345)	(239,345)
Dividend paid	–	–	–	(24,734)	(24,734)
At 31 December 2019 and at 1 January 2020	575,477	9,610	26,319	(597,174)	14,232
Loss and total comprehensive expenses for the year	–	–	–	(162,062)	(162,062)
Issuance of shares by placing	233,433	–	–	–	233,433
Share issue expenses	(6,543)	–	–	–	(6,543)
Exercise of share options	776	(182)	–	–	594
At 31 December 2020	803,143	9,428	26,319	(759,236)	79,654

27. SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 27 June 2011. The purpose of the Scheme is to enable the Company to grant options to selected participants as incentives and/or rewards for their contribution and support to the Company. Under the Scheme, the Board of Directors of the Company may grant options to eligible employees and executives, including all the Directors of the Company and any substantial shareholders as defined in the Listing Rules to subscribe shares in the Company.

The maximum number of shares in respect of which options may be granted under the Scheme must not in aggregate exceed 30% of the shares of the Company in issue from time to time. The number of shares in respect of which options may be granted to any individual is not permitted to exceed 1% of the shares of the Company in issue during the twelve-month period before the date of grant without prior approval from the Company's shareholders.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

27. SHARE OPTION SCHEME (CONTINUED)

Share options granted must be taken up within 21 days of the date of grant, upon payment of HK\$1 on the acceptance. Options may be exercised in accordance with the terms of the Scheme at any time during a period to be notified by the Board of Directors to each grantee but must not be exercised after the expiry of ten years from the date of grant of the option. There is no minimum period for which an option must be held or a performance target that must be achieved before an option can be exercised specified in the terms of the Scheme. However, the Board of Directors may impose restrictions on the exercise of an option during the period an option may be exercised including, if appropriate, a minimum period for which an option must be held or a performance target which must be achieved before an option can be exercised.

The exercise price is determined by the Board of Directors, and should not be less than the higher of (i) the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of offer of the option which must be a business day, (ii) the average of the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of offer of the option, and (iii) the nominal value of the Share on the date of offer of the option.

The Scheme will remain in force for a period of 10 years commencing on 27 June 2011.

The following table disclosed details of the Company's options under the Scheme held by the directors, employees and other participants and the movements during the year ended 31 December 2020.

Grantee	Date of grant	Exercise price HK\$	Exercisable period up to	At 1 January 2020	Granted during the year	Exercised during the year	Expired during the year	Lapsed during the year	Outstanding at 31 December 2020
<i>Executive Directors</i>									
Luk Hong Man, Hammond	17/6/2015	0.729	16/6/2025	776,597	-	-	-	-	776,597
	16/11/2016	0.808	15/11/2026	5,300,000	-	-	-	-	5,300,000
Zhang Xi	17/6/2015	0.729	16/6/2025	776,597	-	-	-	-	776,597
	16/11/2016	0.808	15/11/2026	5,300,000	-	-	-	-	5,300,000
<i>Non-Executive Directors</i>									
Leung Ka Fai	16/11/2016	0.808	15/11/2026	3,000,000	-	-	-	-	3,000,000
Wang Mengtao	16/11/2016	0.808	15/11/2026	3,000,000	-	-	-	-	3,000,000
Ma Xiaoqu	30/8/2017	2.250	29/8/2027	1,200,000	-	-	-	-	1,200,000
<i>Independent Non-Executive Directors</i>									
Jing Siyuan	16/11/2016	0.808	15/11/2026	800,000	-	-	-	-	800,000
Zhang Aimin	16/11/2016	0.808	15/11/2026	800,000	-	-	-	-	800,000
Zhang Qiang	16/11/2016	0.808	15/11/2026	800,000	-	-	-	-	800,000
Subtotal				21,753,194	-	-	-	-	21,753,194
Employees and other participants	17/6/2015	0.728	16/6/2025	776,596	-	-	-	-	776,596
	16/11/2016	0.808	15/11/2026	9,950,000	-	(784,000)	-	-	9,166,000
Total				32,479,790	-	(784,000)	-	-	31,695,790

For the year ended 31 December 2020, 784,000 share options were exercised, no share options were granted, lapsed or expired under the Scheme.

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For the year ended 31 December 2020

27. SHARE OPTION SCHEME (CONTINUED)

The following table disclosed details of the Company's options under the Scheme held by the directors, employees and other participants and the movements during the year ended 31 December 2019.

Grantee	Date of grant	Exercise price HK\$	Exercisable period up to	At 1 January 2019	Granted during the year	Exercised during the year	Expired during the year	Lapsed during the year	Outstanding at 31 December 2019
<i>Executive Directors</i>									
Luk Hong Man, Hammond	17/6/2015	0.729	16/6/2025	776,597	-	-	-	-	776,597
	16/11/2016	0.808	15/11/2026	5,300,000	-	-	-	-	5,300,000
Zhang Xi	17/6/2015	0.729	16/6/2025	776,597	-	-	-	-	776,597
	16/11/2016	0.808	15/11/2026	5,300,000	-	-	-	-	5,300,000
<i>Non-Executive Directors</i>									
Leung Ka Fai	16/11/2016	0.808	15/11/2026	3,000,000	-	-	-	-	3,000,000
Wang Mengtao	16/11/2016	0.808	15/11/2026	3,000,000	-	-	-	-	3,000,000
Ma Xiaoqiu	30/8/2017	2.250	29/8/2027	1,200,000	-	-	-	-	1,200,000
<i>Independent Non-Executive Directors</i>									
Jing Siyuan	16/11/2016	0.808	15/11/2026	800,000	-	-	-	-	800,000
Zhang Aimin	16/11/2016	0.808	15/11/2026	800,000	-	-	-	-	800,000
Zhang Qiang	16/11/2016	0.808	15/11/2026	800,000	-	-	-	-	800,000
Subtotal				21,753,194	-	-	-	-	21,753,194
Employees and other participants	17/6/2015	0.728	16/6/2025	776,596	-	-	-	-	776,596
	16/11/2016	0.808	15/11/2026	9,950,000	-	-	-	-	9,950,000
Total				32,479,790	-	-	-	-	32,479,790

For the year ended 31 December 2019, no share options were granted, lapsed, exercised or expired under the Scheme.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

28. RETIREMENT BENEFITS SCHEME

The Group has arranged its Hong Kong employees to join the Mandatory Provident Fund Scheme ("MPF Scheme"), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group (the employer) and its employees makes monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund Legislation. The contributions from each of the employer and employee are subject to a maximum contribution of HK\$1,500 per month with effect from 1 June 2014.

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

29. RELATED PARTY AND CONNECTED TRANSACTIONS

Saved as disclosed in elsewhere to the consolidated financial statements, the Group had the following significant related party transactions:

(a) Compensation of key management personnel

The remuneration of key management personnel during the year was as follows:

	2020 HK\$'000	2019 HK\$'000
Fees	3,500	4,380
Salaries, allowances and other benefits	3,460	3,352
Discretionary bonuses	604	442
Retirement benefits scheme contributions	56	63
	7,620	8,237

The remuneration of Directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

(b) Investment management fee

On 4 July 2019, the Company and Tianhe Quant Asset Management Limited ("Tianhe"), a wholly-owned subsidiary of the Company, entered into an investment management agreement pursuant to which Tianhe shall act as the investment manager of the Company for the period up to 4 July 2021. Under the investment management agreement, the investment management fee payable to the investment manager was HK\$220,000 per month together with expenses reimbursement up to a maximum amount of HK\$1,390,000, HK\$2,840,000 and HK\$1,450,000 respectively for each of the years ending 31 December 2019, 2020 and 2021. The investment manager is defined as a connected person of the Company pursuant to Rule 21.13 of the Listing Rules. As Tianhe (the investment manager) is a wholly-owned subsidiary of the Company, the transaction with Tianhe is eliminated on consolidation and will not be considered a connected transaction under the Listing Rules.

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For the year ended 31 December 2020

30. 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 debt and equity balance. The Group's overall strategy remains unchanged from that of the previous year.

The capital structure of the Group consists of debt, which includes the borrowings, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The Directors of the Company review the capital structure on a regular basis. As part of this review, the Directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors of the Company, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts.

31. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The table below provided a reconciliation of the line items in the consolidated statement of financial position to the categories of financial instruments.

	2020 HK\$'000	2019 HK\$'000
Financial assets		
Financial assets at FVTPL	682,142	121,398
Financial assets at amortised cost	192,431	218,777
Equity instruments at FVTOCI	–	956
	874,573	341,131
Financial liabilities		
Amortised cost	252,375	286,271

(b) Financial risk management objectives and policies

(i) Equity price risk

The Group is exposed to equity price risk mainly through its investments in listed and unlisted equity securities. The Group's strategy for the management of market risk is driven by the Group's investment objective. The Group's market risk is managed by the Board of Directors in accordance with policies and procedures in place. The Group's market positions are monitored on a monthly basis by the Board of Directors, and the investments in equity of other entities are Hong Kong listed and PRC listed financial assets. Decisions to buy or sell financial assets are based on daily monitoring of the performance of individual financial assets compared to that of the relevant stock market index and other industry indicators, as well as the Group's liquidity needs. To manage its price risk arising from the financial assets, the Group maintains a portfolio of diversified investments in terms of industry distribution such as e-commerce & internet services, and high technology industry, media and property development and management. In addition, the Group's management monitors the price risk and will consider hedging the risk exposure if necessary.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

31. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

(ii) Credit risk

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to financial assets price risk at the reporting date. For sensitivity analysis purpose, the sensitivity rate remained at 15% in the current year.

If financial assets prices had been 15% higher/lower (2019: 15%), profit for the year ended 31 December 2020 would increase/decrease by approximately HK\$102,321,000 (2019: loss for the year would decrease/increase by approximately HK\$18,210,000) which is mainly due to the changes in fair value of financial assets at FVTPL.

Credit risk is the risk that an issuer or counterparty will be unable or unwilling to meet a commitment that it has entered into with the Group. Credit risk arises from contractual cash flows of financial assets at FVTPL, financial assets at amortised cost and deposits with banks and financial institutions.

The Group limits its exposure to credit risk by transacting the majority of its securities and contractual commitment activities with broker-dealers, banks and regulated exchanges with high credit ratings and which the Group considers to be well established. All transactions in listed securities are settled/paid for upon delivery using approved and reputable brokers. The risk of default is considered minimal, as delivery of securities sold is only made when the broker has received payment. Payment is made on a purchase only when the securities have been received by broker. The Group reviews and monitors the credit concentration of investments on a regular basis.

The credit risk on liquid funds is limited because the counterparties are banks or financial institutions with high credit ratings assigned by international credit-rating agencies.

Other than concentration of liquid funds deposited with several banks and financial institutions with high credit ratings, the Group does not have any other significant concentration of credit risk.

(iii) Liquidity risk

Liquidity risk is the risk that the Group may not be able to generate sufficient cash resources to settle its obligations in full as they fall due. Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. The Group's listed securities are considered readily realisable, as all such securities are listed in Hong Kong and the PRC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

31. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

(iii) Liquidity risk (Continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on contractual undiscounted payments, was as follows:

	On demand/ within 12 months HK\$'000	1-2 years HK\$'000	2-5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flow HK\$'000	Carrying amount HK\$'000
2020						
Non-derivative financial liabilities						
Accruals and other payables	10,095	-	-	-	10,095	10,095
Borrowings	95,110	100,233	55,782	162	251,287	220,356
Lease liabilities	12,109	8,958	2,443	-	23,510	21,924
	117,314	109,191	58,225	162	284,892	252,375
2019						
Non-derivative financial liabilities						
Accruals and other payables	12,120	-	-	-	12,120	12,120
Borrowings	170,040	34,809	89,570	10,771	305,190	266,909
Lease liabilities	4,113	3,533	382	-	8,028	7,242
	186,273	38,342	89,952	10,771	325,338	286,271

(iv) Interest rate risk

The Group's income and operating cash flow are substantially independent of changes in market interest rates.

The Group's exposure to risk of changes in market interest rates primarily related to the Group's interest-bearing bank deposits with floating rates.

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis points (2019: 100 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible changes in interest rates.

If interest rates had been 100 basis points (2019: 100 basis points) higher/lower and all other variables were held constant, the Group's profit for the year ended 31 December 2020 would increase/decrease by HK\$1,823,000 (2019: loss for the year would decrease/increase by HK\$2,081,000). This is mainly attributable to the Group's exposure to interest rates on its interest-bearing bank deposits.

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For the year ended 31 December 2020

31. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

(v) Foreign currency risk

The functional currency of the Group is HK\$ in which most of the transactions are denominated. The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to RMB. Foreign currency risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations. The Group currently does not have any foreign currency hedging policy. However, the management will closely monitor foreign exchange exposure and will consider hedging its foreign currency exposure should the need arise.

The carrying amounts of the Group's major foreign currency denominated financial assets at the reporting date are as follows:

	ASSETS	
	2020 HK\$'000	2019 HK\$'000
Renminbi ("RMB")	134,536	81,871

Sensitivity analysis

The following table shows the sensitivity analysis of a 5% increase/decrease in RMB against HK\$, the effects in profit/loss for the year are as follows:

	Impact of RMB	
	2020 HK\$'000	2019 HK\$'000
Increase/decrease in profit for the year (2019: Decrease/increase in loss for the year)	6,727	4,094

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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31. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value measurements of financial instruments

Some of the Group's financial assets and liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined, as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Level 1 to 3) based on the degree to which the inputs to the fair value measurements are observable.

Fair value hierarchy

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
At 31 December 2020				
Financial assets at FVTPL (note a)				
– Listed equity securities	682,142	–	–	682,142
At 31 December 2019				
Financial assets at FVTPL (note a)				
– Listed equity securities	121,398	–	–	121,398
Equity instruments at FVTOCI (note b)	–	–	956	956
	121,398	–	956	122,354

Notes:

- (a) The fair value of listed equity securities classified as Level 1 is determined by the closing price quoted in active markets.
- (b) The fair value of unlisted equity securities classified as Level 3 was determined by management's valuation assessment with reference to the valuation report provided by the independent valuer.

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For the year ended 31 December 2020

31. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value measurements of financial instruments (Continued)

Fair value hierarchy (Continued)

The following table summarises the quantitative information about the significant unobservable input used in Level 3 fair value measurement and the valuation techniques adopted.

	2019 HK\$'000	Fair value hierarchy	Valuation technique(s)	Significant unobservable inputs	Range	Relationship of unobservable inputs to fair value
Equity instrument at FVTOCI						
Unlisted equity instrument	956	Level 3	Market approach	Discount for lack of marketability	52%	The higher the discount for lack of marketability, the lower the fair value

Reconciliation for financial instruments carried at fair value based on significant unobservable inputs (Level 3) are as follows:

31 December 2020

	Equity instruments at FVTOCI	
	2020 HK\$'000	2019 HK\$'000
Opening balance	956	2,302
Purchases	–	1,236
Changes in fair value	(875)	(1,167)
Disposals	(81)	(1,415)
Closing balance	–	956

Included in other comprehensive income is a fair value loss of approximately HK\$875,000 (2019: approximately HK\$1,167,000) relating to unlisted equity securities classified as equity instruments at FVTOCI held at the end of the reporting period and is reported as changes of 'FVTOCI reserve'.

During the years ended 31 December 2020 and 2019, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

32. 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.

	Interest payable for financing activities	Borrowings	Lease liabilities	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2019	8,906	411,290	–	420,196
Changes from financing cash flows:				
Raised	–	113,190	7,381	120,571
Repayment	–	(269,534)	(656)	(270,190)
Other changes:				
Interest expenses	23,783	11,963	517	36,263
Interest paid	(26,796)	–	–	(26,796)
At 31 December 2019 and 1 January 2020	5,893	266,909	7,242	280,044
Changes from financing cash flows:				
Raised	–	137,677	23,361	161,038
Repayment	–	(193,900)	(10,173)	(204,073)
Other changes:				
Interest expenses	15,292	9,670	1,433	26,395
Interest paid	(17,325)	–	–	(17,325)
Exchange adjustments	–	–	61	61
At 31 December 2020	3,860	220,356	21,924	246,140

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

33. NET GAIN ON DISPOSALS OF SUBSIDIARIES

During the year ended 31 December 2020, the Group disposed of its entire equity interests in 11 subsidiaries to an independent third party for an aggregate consideration of approximately HK\$6,000, resulting in a gain on disposal of HK\$4,000.

The aggregate net assets of the subsidiaries at the date of disposal were as follows:

	HK\$'000
Other receivables	2
Net assets disposal of	2
Total consideration	(6)
Net gain on disposal	(4)

An analysis of net inflows of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

	HK\$'000
Net cash inflow arising on disposal:	
Cash consideration received	6
Cash and cash equivalents disposed of	-
	6

During the year ended 31 December 2019, the Group disposed of its entire equity interest in Fill Smart Inc Limited and First Peak Investment Limited to an independent third party for an aggregate consideration of HK\$160,000, resulting in a gain on disposal of approximately HK\$6,000.

The aggregate net assets of the subsidiaries at the date of disposal were as follows:

	HK\$'000
Other receivables	4
Bank balances and cash	150
Net assets disposal of	154
Total consideration	(160)
Net gain on disposal	(6)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

33. NET GAIN ON DISPOSALS OF SUBSIDIARIES (CONTINUED)

An analysis of net inflows of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

	HK\$'000
Net cash inflow arising on disposal:	
Cash consideration received	160
Cash and cash equivalents disposed of	(150)
	<hr/>
	10

34. LITIGATIONS

(1) High Court Action HCA 796 of 2016

A Writ of Summons with an Indorsement of Claim was issued on 29 March 2016 in the High Court of Hong Kong in HCA 796 of 2016 by Yang Yan as plaintiff against the Company and its former subsidiary, Grand Dragon Investment Development Limited ("Grand Dragon") as defendants whereby the plaintiff is claiming against the defendants for the forfeiture of a deposit for HK\$10,000,000 paid by the Company on behalf of Grand Dragon to the plaintiff pursuant to the written equity transfer agreement between Grand Dragon and the plaintiff in relation to the failure to commence due diligence of the target company which the plaintiff claims is a repudiatory breach of the said agreement. The defendants have counterclaimed against the plaintiff (which action has been consolidated with High Court Action 796 of 2016) for, inter alia, an order for the return of the deposit of HK\$10,000,000 to the defendants.

The parties have exchanged witness statements and a case management summons is fixed to be heard on 13 April 2021 at 9:30 a.m. at the High Court. While the parties continue to prepare the matter for trial, no hearing date has yet been fixed for the trial.

(2) High Court Action Miscellaneous Proceedings HCMP 1102 of 2019 and HCMP 719 of 2019

These two actions relate to the issuance of ten bond notes issued by the Company to an individual, namely, Huang Qingzhan ("Huang") for the aggregate principal value of HK\$10 million due for repayment on 30 April 2023 ("Bond Notes"). Interest is payable on the Bond Notes on a bi-annual basis commencing 31 March 2016. The issue to be determined in HCMP 719 of 2019 related to whether the suspension of the Company's shares on 8 March 2019 entitled Huang to early redemption of the Bond Notes. The Company maintained that such suspension was not a breach of the terms of the Bond Notes. The issue to be determined in HCMP 1102 of 2019 related to whether the interest payment paid by the Company on the due date of 31 March 2016 to an account provided by Huang was made in accordance with the terms and conditions of the Bond Notes. The Company maintains the interest payment was duly paid on time.

On 19 March 2020, the Court delivered judgment in favour of the Company in HCMP 719 of 2019 and in favour of Huang in HCMP 1102 of 2019 with each party bearing its own costs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

34. LITIGATIONS (CONTINUED)

(2) High Court Action Miscellaneous Proceedings HCMP 1102 of 2019 and HCMP 719 of 2019 (Continued)

The Company lodged an appeal on 7 May 2020 against the decision of the Court made on 19 March 2020 in relation to HCMP 1102 of 2019 under Civil Appeal No. 103 of 2020. In addition, the Company applied for a stay of execution of the Order made in HCMP 1102 of 2019 pending determination of the appeal which was refused by the Court. The Company therefore lodged an appeal on 25 May 2020 against the refusal to stay the execution under Civil Appeal No. 134 of 2020.

The Company has made a further application for a stay of execution before the Court of Appeal under Civil Appeal No. 103 of 2020 and the application is still pending the Court's determination. No hearing dates have yet been fixed by the Court of Appeal for the hearing of the appeals.

The directors of the Company have taken consideration of the legal advice from the Company's lawyer and considered that it is not possible to assess the validity or the strength of the above claims. No provision in respect of such claims was made in the consolidated financial statements.

35. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 December 2020, Hainan Qirisheng Enterprise Consulting Co. Ltd., an indirect substantial shareholder of the Company, has unconditionally and unilaterally gifted 22 non-residential units located in the PRC ("PRC Properties") to the Group with a fair value of approximately RMB421,000,000 (equivalent to approximately HK\$458,999,000) on the date of completion of transfer in June 2020. The amounts contributed from a shareholder was recognised and resulted in an increase in the capital reserve under equity.

During the year ended 31 December 2020, the interest receivables from convertible bond of approximately HK\$373,000 was settled by shares of the bond issuer.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

36. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Interests in subsidiaries

	2020	2019
	HK\$'000	HK\$'000
Unlisted shares, at cost	25,868	11,764
Impairment loss recognised	–	–
	25,868	11,764
Amounts due from subsidiaries	313,401	236,460
Impairment loss recognised	(168,424)	(66,948)
	144,977	169,512
Amounts due to subsidiaries	(24,865)	(24,894)
Loans to a subsidiary	210,768	102,262
Impairment loss recognised	(102,262)	(102,262)
	108,506	–

Notes:

- (a) Loans to subsidiaries are unsecured and repayable on demand. Interest is charged on the outstanding balance at 8% p.a. (2019: 8% p.a.).
- (b) Amounts due from/to subsidiaries are unsecured, interest-free and have no fixed term of repayment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

36. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

Interests in subsidiaries (Continued)

Name of subsidiaries	Place of incorporation/ operation	Issued and fully paid share capital/ registered capital	Proportion ownership interest and voting power held by the Company				Principal activity
			Directly		Indirectly		
			2020	2019	2020	2019	
Ace Innovator Limited	Republic of Vanuatu	US\$100	100%	100%	–	–	Investment holdings
China Investment Fund International Financial Group Limited	Hong Kong	HK\$100	100%	100%	–	–	Investment holdings
Deluxe Century Limited	Republic of Seychelles	US\$100	100%	100%	–	–	Investment holdings
Enrich Bloom Limited	Republic of Seychelles	US\$100	100%	–	–	100%	Investment holdings
Eternity Sky Limited	British Virgin Islands	US\$100	–	–	100%	100%	Investment holdings
Ever Gain Inc Limited	Hong Kong	HK\$100	100%	100%	–	–	Investment holdings
Final Destination Limited	British Virgin Islands	US\$100	–	–	100%	100%	Investment holdings
Flying Goddess Limited	British Virgin Islands	US\$100	100%	100%	–	–	Investment holdings
Foundation Tide Limited	Hong Kong	HK\$10,000	–	–	100%	100%	Holding a cross-boundary vehicle license
Globe Golden Rich Limited	Hong Kong	HK\$100	–	–	100%	100%	Investment holdings
Golden Trend China Limited	Hong Kong	HK\$100	–	–	100%	100%	Investment holdings
Good Charm Inc Limited	Hong Kong	HK\$100	–	–	100%	100%	Holding a cross-boundary vehicle license
Hong Kong Golden Day Investment Limited	Hong Kong	HK\$9,000,100	–	–	100%	100%	Inactive
Hong Kong Toprich Investment Limited	Hong Kong	HK\$100	–	–	100%	100%	Securities investment
Joyful Diamond Limited	Hong Kong	HK\$100	–	–	100%	100%	Administration
Karlingford Dyeing & Finishing Limited	Hong Kong	HK\$500,000	–	–	100%	100%	Holding a cross-boundary vehicle license
Kingdom Stage Limited	Republic of Seychelles	US\$100	–	–	100%	100%	Investment holdings
King Hope Group Limited	Hong Kong	HK\$100	–	–	100%	100%	Administration
Mass Bridge Limited	Republic of Seychelles	US\$100	100%	100%	–	–	Investment holdings
Super Star Investment Holdings Limited	Republic of Seychelles	US\$100	100%	100%	–	–	Investment holdings
Permanent Act Limited	Republic of Seychelles	US\$100	–	–	100%	100%	Administration
Prime Team Group Limited	Hong Kong	HK\$100	–	–	100%	100%	Administration

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

36. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

Interests in subsidiaries (Continued)

Name of subsidiaries	Place of incorporation/ operation	Issued and fully paid share capital/ registered capital	Proportion ownership interest and voting power held by the Company				Principal activity
			Directly		Indirectly		
			2020	2019	2020	2019	
Tianhe Quant Asset Management Limited	Hong Kong	HK\$19,917,602	100%	100%	–	–	Investment manager
中投發展（深圳）投資諮詢有限公司 (Note a)	PRC	HK\$100,000,000	100%	100%	–	–	Securities investment
深圳市天德啟泰股權投資基金管理有限公司 (Note a)	PRC	RMB15,000,000	–	–	100%	100%	Administration
深圳華創金盛投資諮詢有限公司 (Note a)	PRC	RMB30,000,000	–	–	100%	100%	Inactive
深富盛創（深圳）貿易有限公司 (Note a)	PRC	RMB30,000,000	–	–	100%	100%	Inactive
金創中海（深圳）供應鏈管理有限公司 (Note a)	PRC	RMB30,000,000	–	–	100%	100%	Inactive

Note a: The subsidiaries are established as wholly foreign owned enterprise under PRC law.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

37. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of reporting period includes:

	2020 HK\$'000	2019 HK\$'000
Non-current assets		
Investments in subsidiaries	25,868	11,764
Property, plant and equipment	2,233	5,639
Right-of-use assets	18,441	–
Rental and utility deposit	4,351	941
	50,893	18,344
Current assets		
Prepayments, deposits and other receivables	2,101	9,051
Loans to a subsidiary	108,506	–
Amounts due from subsidiaries	144,977	169,512
Bank balances and cash	113,070	183,017
	368,654	361,580
Current liabilities		
Accruals and other payables	10,027	12,053
Amounts due to subsidiaries	24,865	24,894
Borrowings	82,605	150,662
Lease liabilities	7,656	–
	125,153	187,609
Net current assets	243,501	173,971
Total assets less current liabilities	294,394	192,315
Non-current liabilities		
Borrowings	137,751	116,247
Lease liabilities	10,595	–
	148,346	116,247
Net assets	146,048	76,068
Capital and reserves		
Share capital (Note 25)	66,394	61,836
Reserves (Note 26)	79,654	14,232
Total equity	146,048	76,068

Luk Hong Man, Hammond
Director

Zhang Xi
Director

FIVE YEARS FINANCIAL SUMMARY

	2020 HK\$'000	For the year ended 31 December			
		2019 HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000
Results					
Revenue	950	1,317	36,612	13	572
Profit (loss) before tax	353,384	(273,474)	148,021	(155,077)	(123,448)
Taxation	(69,991)	22,703	(19,465)	–	–
Profit (loss) for the year attributable to owners of the Company	283,393	(250,771)	128,556	(155,077)	(123,448)
Earnings (loss) per share					
– Basic (HK cents)	21.88	(20.28)	10.51	(13.09)	(10.99)
– Diluted (HK cents)	21.36	(20.28)	10.24	(13.09)	(10.99)

	2020 HK\$'000	As at 31 December			
		2019 HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000
Assets and Liabilities					
Total assets	1,428,338	374,203	817,813	282,369	149,033
Total liabilities	(319,128)	(286,271)	(448,992)	(236,820)	(73,734)
	1,109,210	87,932	368,821	45,549	75,299
Share capital	66,394	61,836	61,836	60,886	55,351
Reserves	1,042,816	26,096	306,985	(15,337)	19,947
Equity attributable to owners of the Company	1,109,210	87,932	368,821	45,549	75,298