



華億金控集團有限公司

**SINOFORTUNE FINANCIAL HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)* (於開曼群島註冊成立之有限公司)

(Stock code 股份代號: 08123)

ANNUAL REPORT

**2018** 年報



## **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This report, for which the directors (the “Directors”) of Sinofortune Financial Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

### **香港聯合交易所有限公司（「聯交所」）GEM的特色**

**GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。**

**由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。**

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*本報告的資料乃遵照聯交所GEM證券上市規則（「GEM上市規則」）而刊載，旨在提供有關華億金控集團有限公司（「本公司」，連同其附屬公司統稱「本集團」）的資料；本公司之董事（「董事」）願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本報告或其所載任何陳述產生誤導。*

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# CORPORATE INFORMATION

## 公司資料

### EXECUTIVE DIRECTORS

Wang Jiawei (*Chairman and Chief Executive Officer*)

Lai Yuk Mui

### NON-EXECUTIVE DIRECTORS

Liu Runtong

James Beeland Rogers Jr.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Zhang Benzhen

Li Jianxing

Chen Shu Wen

### COMPLIANCE OFFICER

Lai Yuk Mui

### COMPANY SECRETARY

Woo Man Yi

### COMPOSITION OF BOARD COMMITTEES

#### Audit Committee

Li Jianxing (*Chairman*)

Zhang Benzhen

Chen Shu Wen

#### Remuneration Committee

Zhang Benzhen (*Chairman*)

Wang Jiawei

Lai Yuk Mui

Li Jianxing

Chen Shu Wen

#### Nomination Committee

Zhang Benzhen (*Chairman*)

Wang Jiawei

Li Jianxing

Chen Shu Wen

### REGISTERED OFFICE

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

### 執行董事

王嘉偉 (*主席兼行政總裁*)

黎玉梅

### 非執行董事

劉潤桐

James Beeland Rogers Jr.

### 獨立非執行董事

張本正

李建行

陳樹文

### 監察主任

黎玉梅

### 公司秘書

胡敏伊

### 董事會委員會成員

#### 審核委員會

李建行 (*主席*)

張本正

陳樹文

#### 薪酬委員會

張本正 (*主席*)

王嘉偉

黎玉梅

李建行

陳樹文

#### 提名委員會

張本正 (*主席*)

王嘉偉

李建行

陳樹文

### 註冊辦事處

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

# CORPORATE INFORMATION

## 公司資料

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

16th Floor, CMA Building  
No. 64-66 Connaught Road Central  
Hong Kong

### COMPANY WEBSITE

www.sinofortune.hk

### STOCK CODE

08123

### PRINCIPAL BANKER

OCBC Wing Hang Bank Limited  
161 Queen's Road Central  
Hong Kong

### AUDITORS

Cheng & Cheng Limited  
Certified Public Accountants  
10/F., Allied Kajima Building  
138 Gloucester Road  
Wanchai, Hong Kong

### LEGAL ADVISERS

On Hong Kong Law  
Tso Au Yim & Yeung Solicitors  
2nd Floor, Beautiful Group Tower  
74-77 Connaught Road Central  
Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Royal Bank of Canada Trust Company  
(Cayman) Limited  
4th Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110, Cayman Islands

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Hong Kong Registrars Limited  
46th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

### 總辦事處及主要營業地點

香港  
干諾道中64-66號  
廠商會大廈16樓

### 公司網址

www.sinofortune.hk

### 股份代號

08123

### 主要往來銀行

華僑永亨銀行有限公司  
香港  
皇后大道中161號

### 核數師

鄭鄭會計師事務所有限公司  
執業會計師  
香港灣仔  
告士打道138號  
聯合鹿島大廈10樓

### 法律顧問

有關香港法律  
曹歐嚴楊律師行  
香港  
中環干諾道中74-77號  
標華豐集團大廈2樓

### 股份過戶登記總處

Royal Bank of Canada Trust Company  
(Cayman) Limited  
4th Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110, Cayman Islands

### 香港股份過戶登記分處

香港證券登記有限公司  
香港灣仔  
皇后大道東183號  
合和中心46樓

# CHIEF EXECUTIVE'S STATEMENT

## 行政總裁報告

### BUSINESS REVIEW

The Group for the year ended 31 December 2018 recorded total revenue of approximately HK\$344.8 million, which was an increase of approximately HK\$315.6 million or approximately 10.8 times compared with the last corresponding year. It was due to a record of sales of motor vehicles and provision of agency services segment approximately HK\$340.0 million for the year ended 31 December 2018, compared with approximately HK\$21.6 million for the previous year, representing an increase of approximately HK\$318.4 million, almost 98.6% revenue of the Group came from this new segment. Accordingly, the Group has scaled down the stock information and research services business and precious metals trading and brokerage business in the PRC. So as to reallocate the resources to the motor vehicles business and other potential business.

The US-China trade war began in 2018 that has seriously affected the Chinese economy. Premier Li Keqiang also pointed out that "China's development faces many complicated and severe domestic and foreign situations, and the economy has new downward pressure." China's automobile consumption market will also be affected. In the fourth quarter of 2018, the turnover of imported parallel motor vehicles of the Group slightly slowed down.

For the year ended 31 December 2018, the revenue of brokerage and securities margin financing services of approximately HK\$1.2 million was recorded, compared with approximately HK\$1.5 million last year, representing a decrease of approximately HK\$0.3 million.

For the proprietary stock trading, the Group recorded an unrealized loss of the unsold trading securities approximately HK\$6.5 million and no realized trading gain or loss for the year ended 31 December 2018.

The Group disposed the entire equity interest in Sky Picture Culture Communications Company Limited, Shenzhen Wealth Alliance Networking Company Limited ("Wealth Alliance") and the associate, First China (Liaoning) Agricultural Products Trading Centre Company Limited which was held by Wealth Alliance during the year and recorded a disposal gain of approximately HK\$12.4 million. The Group disposed these subsidiaries and associate due to reallocate the resources.

### 業務回顧

本集團於截至二零一八年十二月三十一日止年度錄得總收益約344,800,000港元，較去年同期上升約315,600,000港元或約10.8倍。其乃由於截至二零一八年十二月三十一日止年度，銷售汽車及提供代理服務費分部收益錄得約340,000,000港元，而去年則錄得約21,600,000港元，增加約318,400,000港元，本集團近98.6%的收益來自這新分部市場。因此，本集團已縮減中國的股票資訊及研究服務業務及貴金屬交易及經紀業務。從而將資源重新分配給汽車業務和其他潛在業務。

二零一八年開始的中美貿易戰嚴重影響了中國經濟，總理李克強亦指出「中國發展面臨多年少有的國內外複雜嚴峻形勢，經濟出現新的下行壓力」，中國汽車消費市場亦受到影響，於二零一八年第四季度，本集團之進口平行汽車銷售的營業額稍為放緩。

截至二零一八年十二月三十一日止年度，經紀及證券保證金融資服務錄得收益約1,200,000港元，而去年則錄得約1,500,000港元，減少約300,000港元。

就自營證券交易而言，本集團於截至二零一八年十二月三十一日止年度錄得未出售持作交易證券之未變現虧損約6,500,000港元及沒有錄得已變現交易收益或虧損。

本集團於年內出售深圳畫天影視文化傳播有限公司、深圳富盟網絡技術有限公司（「富盟」）及由富盟持有之聯營公司首華（遼寧）農產品交易中心有限公司的全部股權，並錄得出售收益約12,400,000港元。本集團因重新分配資源而出售這些附屬公司和聯營公司。

# CHIEF EXECUTIVE'S STATEMENT

## 行政總裁報告

For stock information and research services, this segment recorded approximately HK\$0.2 million of revenue for the year under review compared with approximately HK\$0.8 million for the same period last year. This segment is going to be scaled down.

Due to the tightened policy of the People's Republic of China (the "PRC") Government on regulating the precious metals trading and brokerage business in the PRC, the Group did not have revenue incurred for the year ended 31 December 2018 in these principal activities and there was no income generated for the year ended 31 December 2017. This segment is going to be scaled down.

For the segment of trading of electronic student cards and school safety products and provision of electronic student card platform, it recorded revenue of approximately HK\$3.4 million and incurred an operating loss of approximately HK\$1.8 million for the year ended 31 December 2018. The said segment recorded revenue and operating loss of approximately HK\$5.3 million and approximately HK\$16.2 million respectively for the year ended 31 December 2017.

As per the circular of the Company dated 19 March 2018, relating to the making additional capital contribution of RMB50,000,000 to joint venture company 重慶盛渝泓嘉國際貿易有限公司 (transliterated as Chongqing Sheng Yu Hong Jia International Trading Company Limited) (the "Sheng Yu Hong Jia"), the resolution was passed on EGM dated 9 April 2018. As per the announcement of the company 26 October 2018, the Company completed making the additional capital contribution of RMB50,000,000 to the joint venture company on 25 October 2018. Following the completion, the joint venture company is owned as from 90% to 93.33% by the company and as to 6.67% by an independent third party joint venture partner of the company, 深圳鑫眾財富科技有限公司 (transliterated as Shenzhen Xin Zhong Wealth Technology Company Limited).

就股票資訊及研究服務，該分部於回顧年度錄得收益約200,000港元，而去年同期則約為800,000港元。這分部將會逐漸被縮減。

由於中華人民共和國（「中國」）政府對中國貴金屬交易及經紀業務之監管政策收緊，本集團於截至二零一八年十二月三十一日止年度該等主營業務並無產生收入，而截至二零一七年十二月三十一日止年度也並無產生收入。這分部將會逐漸被縮減。

就電子學生證及校園安全產品及提供電子學生證平台的業務分部而言，截至二零一八年十二月三十一日止年度，該分部錄得收益約3,400,000港元，並產生經營虧損約1,800,000港元。上述分部於截至二零一七年十二月三十一日止年度收益及經營虧損分別錄得約5,300,000港元及16,200,000港元。

根據本公司於二零一八年三月十九日之通函，就對合資公司重慶盛渝泓嘉國際貿易有限公司（「盛渝泓嘉」）作出額外出資人民幣50,000,000元，並於二零一八年四月九日股東特別大會獲得通過。根據本公司於二零一八年十月二十六日之公佈，本公司已於二零一八年十月二十五日完成向合資公司作出人民幣50,000,000元之額外出資。完成後，本公司擁有合資公司的權益由90%增加至93.33%及本公司之獨立第三方合營夥伴深圳鑫眾財富科技有限公司擁有6.67%權益。

# CHIEF EXECUTIVE'S STATEMENT

## 行政總裁報告

On 6 July 2018, our Company and Mr. Wang Jiawei, the chairman of the Board, an executive Director and the chief executive officer of the Company, entered into the subscription agreement, pursuant to which the Company conditionally agreed to allot and issue, and Mr. Wang Jiawei conditionally agreed to subscribe for, the subscription shares at the subscription price of HK\$0.060 per subscription share. The completion of the subscription had taken place on 12 October 2018 and a total of 1,450,000,000 subscription shares were allotted and issued to Mr. Wang Jiawei. The Company received the gross proceeds of HK\$87 million from the subscription. The subscription was an opportunity for the Company to raise capital for the development and expansion of the existing motor vehicle business of the Group and to capture potential investment opportunities relating to the motor vehicle business of the Group when such opportunities arise.

This demonstrates the confidence of Mr. Wang Jiawei places in the company and the support to the development of the business of the Group, which is conducive to enhancing the market image of the Company.

According to the announcement of the major shareholders of the Company dated 13 December 2018, Mr. Wang Wenming transferred 450,212,307 ordinary shares of the Company to Mr. Wang Jiawei in the form of a gift, immediately following the transfer, Mr. Wang Jiawei holds 2,102,255,935 ordinary shares, representing approximately 27.13% of the issued share capital of the Company.

於二零一八年七月六日，本公司與王嘉偉先生（本公司董事會主席、執行董事兼行政總裁）訂立認購協議，據此，本公司有條件同意配發及發行，而王嘉偉先生有條件同意認購認購股份，認購價為每股認購股份0.060港元。認購事項已於二零一八年十月十二日完成，並已向王嘉偉先生配發及發行合共1,450,000,000股認購股份。本公司從認購事項獲得所得款項總額87,000,000港元。認購事項為本公司籌集資金用於發展及擴大現有之本集團汽車業務之機會，並於與本集團汽車業務有關之潛在投資機會出現時加以把握。

這表明王嘉偉先生對本公司之信心及對本集團業務發展之支持，有助於提升本公司之市場形象。

根據本公司於二零一八年十二月十三日之主要股東公佈，王文明先生已將本公司450,212,307股普通股股份以饋贈形式轉讓予王嘉偉先生，緊隨轉讓後，王嘉偉先生持有2,102,255,935股普通股，佔本公司已發行股本約27.13%。



# CHIEF EXECUTIVE'S STATEMENT

## 行政總裁報告

### FINANCIAL REVIEW

#### Results of the Group

The Group recorded total revenue of approximately HK\$344.8 million for the year ended 31 December 2018 as compared to total turnover of approximately HK\$29.2 million for the previous year, representing an increase of approximately HK\$315.6 million or approximately 10.8 times. The sharp increase of turnover was primarily due to the increase in sales of motor vehicles business acts as principal in PRC.

The Group recorded a loss for the year amounted to approximately HK\$31.8 million, compared with a loss of approximately HK\$136.3 million for the corresponding year, representing a decrease loss of approximately HK\$104.5 million. The loss of the year encompassed the unrealized fair value losses on trading securities of approximately HK\$6.5 million, compared with realized losses on securities trading and unrealized fair value losses on trading securities of approximately HK\$3.5 million and approximately HK\$34.8 million respectively for the previous year. In addition, the Company disposed two subsidiaries and one indirectly-held associate during the year and recorded such disposal gain of approximately HK\$12.4 million for the year under review.

As management consider that the old navigating chips products could not be sold in the foreseeable future, the electronic student cards and devices needed to write down of approximately HK\$1.6 million for the year ended 31 December 2018, compared with no write down needed for such inventories in previous year.

#### Liquidity and financial resources

The Group's current assets as at 31 December 2018 amounted to approximately HK\$381.4 million compared with approximately HK\$374.0 million as at 31 December 2017 and the liquidity of the Group, as demonstrated by the current ratio (current assets/current liabilities) was 12.36 times, compared with 5.39 times for previous year. Among them, the financial assets at fair value through profit or loss were approximately HK\$27.8 million (2017: approximately HK\$34.3 million). The financial assets invested the equity securities listed in Hong Kong and financed the potential project called 諾貝爾生命科學園項目 in PRC. As at 31 December 2018, the Group's cash and bank balances were approximately HK\$161.4 million (2017: approximately HK\$180.7 million) of which approximately HK\$8.3 million (2017: approximately HK\$9.8 million) were held on behalf of clients in trust and segregated accounts.

### 財務回顧

#### 本集團業績

本集團於截至二零一八年十二月三十一日止年度錄得總收益約344,800,000港元，而去年則錄得總營業額約29,200,000港元，增加約315,600,000港元或約10.8倍。營業額大幅上升主要由於於中國以主事人身份進行汽車業務的銷售額增加所致。

本集團錄得年度虧損約31,800,000港元，而於去年則為虧損約136,300,000港元，虧損減少約104,500,000港元。年度虧損包括持作買賣證券之未變現公平值虧損約6,500,000港元，而於去年則為證券買賣之已變現虧損及持作交易證券之未變現公平值虧損分別約3,500,000港元及約34,800,000港元。此外，本公司於年內出售兩家附屬公司及一家非直接持有之聯營公司，並於回顧年度錄得有關出售收益約12,400,000港元。

由於管理層認為舊有定位系統之芯片產品於可見之未來未能出售，電子學生證及設備須於截至二零一八年十二月三十一日止年度減值約1,600,000港元，而有關存貨於去年則無需減值。

#### 流動資金及財務資源

本集團於二零一八年十二月三十一日之流動資產約為381,400,000港元，而於二零一七年十二月三十一日約為374,000,000港元，而本集團之流動性，以流動比率顯示（即流動資產／流動負債）為12.36倍，而去年為5.39倍。其中以按公平值計入損益列賬之金融資產約為27,800,000港元（二零一七年：約34,300,000港元）。該等金融資產投資於在香港上市的股本證券及在中國融資的稱為諾貝爾生命科學園項目的潛在項目。於二零一八年十二月三十一日，本集團的現金及銀行結餘約為161,400,000港元（二零一七年：約180,700,000港元），當中約8,300,000港元（二零一七年：約9,800,000港元）乃代客戶以信託方式於獨立賬戶持有。

# CHIEF EXECUTIVE'S STATEMENT

## 行政總裁報告

As at 31 December 2018, the Group's total borrowing amounted to approximately HK\$4.5 million (2017: approximately HK\$54.4 million), of which, approximately HK\$2.1 million (2017: approximately HK\$49.9 million) was repayable within one year. The bank borrowings were secured by charges over the Group's land and buildings as well as corporate guarantee issued by the Company. The gearing ratio of the Group as at 31 December 2018 (calculated by the total liabilities of approximately HK\$34.0 million over equity attributable to the owners of the Company of approximately HK\$364.6 million) is 9.3% (2017: 22.6%). Taking into account of the amount of liquid assets in hand, the Board is of the view that the Group has sufficient financial resources for future development of the existing business of the Group and other business when investment opportunities arise.

The equity attributable to the owners of the Company amounted to approximately HK\$364.6 million as at 31 December 2018, representing an increase of approximately HK\$42.6 million, or 13.2% from that of 31 December 2017. The increase was mainly due to issuance of new shares for the year of the Company.

The Group manages the foreign exchange exposure arising from its normal course of business activities and investments in foreign operations by funding its local operations and investments through cash flow generated from business transaction locally. As at the end of the year, the Group did not have any material un-hedged foreign exchange exposure of interest rate mismatch. Foreign currency exposure did not pose a significant risk for the Group. However, we will continue to stay vigilant and closely monitor our exposure to movements of relevant currency.

### Capital structure

As at 31 December 2018, the Company's issued share capital was 7,748,958,120 shares of HK\$0.01 each.

於二零一八年十二月三十一日，本集團之借款總額約為4,500,000港元（二零一七年：約54,400,000港元），當中約2,100,000港元（二零一七年：約49,900,000港元）須於一年內償還。銀行借款以抵押本集團之土地及樓宇以及本公司簽訂的公司擔保作擔保。本集團於二零一八年十二月三十一日之資產負債比率（計算方法為總負債約34,000,000港元除以本公司擁有人應佔權益約364,600,000港元）為9.3%（二零一七年：22.6%）。經考慮手頭持有之流動資產金額後，董事會認為本集團具備充裕的財務資源，以應付本集團現有業務及其於投資機會出現時其他業務之未來發展。

於二零一八年十二月三十一日，本公司擁有人應佔權益約為364,600,000港元，較二零一七年十二月三十一日上升約42,600,000港元或13.2%。該上升主要由於本年度本公司發行新股份所致。

本集團以本地業務交易產生之現金流量應付本地業務及投資所需，並藉此管理其海外業務在一般業務活動及投資中產生之外匯風險。於年末，本集團並無任何利率錯配之重大未對沖外匯風險。儘管此等外匯操作並未對本集團構成重大風險，本集團將繼續保持警覺，密切監察有關的匯率變化。

### 股本結構

於二零一八年十二月三十一日，本公司之已發行股本為7,748,958,120股每股面值0.01港元之股份。

# CHIEF EXECUTIVE'S STATEMENT

## 行政總裁報告

### Sales of motor vehicles and provision of agency services

This segment began to contribute to the Group. It recorded approximately HK\$340.0 million of revenue for the year under review compared with approximately HK\$21.6 million for the same period last year. It is principally engaged in motor vehicles business in PRC, particularly in sales of motor vehicles and motor vehicles parts. The US-China trade war began in 2018 that has seriously affected the Chinese economy. Premier Li Keqiang also pointed out that "China's development faces many complicated and severe domestic and foreign situations, and the economy has new downward pressure." China's automobile consumption market will also be affected. In the fourth quarter of 2018, the turnover of imported parallel motor vehicles of the Group slightly slowed down and incurred an operating loss of approximately HK\$6.7 million for the year, compared with profit of approximately HK\$2.9 million for the last corresponding period.

### Brokerage and securities margin financing services

Total revenue of this segment recorded approximately HK\$1.2 million for the year ended 31 December 2018, compared with approximately HK\$1.5 million for the same period last year. This segment loss reached approximately HK\$3.7 million while loss of approximately HK\$3.3 million for the last corresponding period.

### Trading and principal investments

No realized loss was recognised during the year under review, as compared to a trading loss of approximately HK\$3.5 million for previous year. It recorded a fair value losses of approximately HK\$6.5 million for the year under review compared with fair value losses of approximately HK\$34.8 million of the previous year. This segment showed an operating loss of approximately HK\$13.3 million for the year 31 December 2018 and it recorded a loss of approximately HK\$44.7 million last year.

### 銷售汽車及提供代理服務

該分部開始為本集團作出貢獻，於回顧年度錄得收益約340,000,000港元，而去年同期則約為21,600,000港元。該分部主要於中國從事汽車業務，尤其是銷售汽車及汽車零件。二零一八年開始的中美貿易戰嚴重影響了中國經濟，總理李克強亦指出「中國發展面臨多年少有的國內外複雜嚴峻形勢，經濟出現新的下行壓力」，中國汽車消費市場亦受到影響，於二零一八年第四季度，本集團之進口平行汽車銷售的營業額稍為放緩，從而引致年內約6,700,000港元之經營虧損，而去年同期錄得利潤約2,900,000港元。

### 經紀及證券保證金融資服務

截至二零一八年十二月三十一日止年度，該分部錄得總收益約1,200,000港元，而去年同期則約為1,500,000港元。該分部之虧損達約3,700,000港元，而去年同期之虧損則約為3,300,000港元。

### 買賣及自營投資

於回顧年度並無確認已變現虧損而其於去年確認交易虧損約3,500,000港元。該分部於回顧年度錄得公平值虧損約6,500,000港元，而去年錄得公平值虧損約34,800,000港元。截至二零一八年十二月三十一日止年度，該分部錄得經營虧損約13,300,000港元，而去年錄得虧損約44,700,000港元。

# CHIEF EXECUTIVE'S STATEMENT

## 行政總裁報告

### Trading of electronic student cards and school safety products and provision of electronic student card platform

This segment recorded approximately HK\$3.4 million of revenue for the year under review compared with approximately HK\$5.3 million for the same period last year. It is principally engaged in development and exploration of various telecommunication technologies in the PRC, particularly in electronic student card for school safety network. For the year under review, the navigating chips of electronic student cards and devices needed to change to operate in coordination with the BeiDou System, a system preferred by the PRC Government. The Group is studying to modify the devices in order to deal with the power consumption issues. It led to a slowdown in the production of electronic student cards and devices and incurred an operating loss of approximately HK\$1.8 million for the year, compared with loss of approximately HK\$16.2 million for the last corresponding period. The loss took in previous year included the loss in the fair value change in contingent consideration receivables for approximately HK\$13.4 million.

### Stock information and research services

This segment recorded approximately HK\$0.2 million of revenue for the year under review compared with approximately HK\$0.8 million for the same period last year. It reported an operating loss of approximately HK\$6.0 million for the year, compared with loss of approximately HK\$28.0 million of last year. The loss took in the previous year included the impairment of refundable earnest money paid for proposed business acquisition in 2015 of approximately HK\$23.1 million.

### Precious metals spot trading and brokerage

No consultancy fee income was received during the year under review. It was mainly attributable to the tightened policy of the PRC Government on regulating the precious metals trading and brokerage business in the PRC in which the Group operated. It reported an operating loss of approximately HK\$0.2 million for the year ended 31 December 2018, as compared to an operating loss of approximately HK\$0.5 million for the previous year.

### 銷售電子學生證及校園安全產品及提供電子學生證平台

該分部於回顧年度錄得收益約3,400,000港元，而去年同期則約為5,300,000港元。該分部主要於中國從事開發及拓展各類通信技術，尤其是校園安全網絡之電子學生證。於回顧年度，電子學生證及設備之導航芯片須於運營上作出調整以與北斗系統（中國政府大力推介之系統）協調。本集團正在研究修正有關設備以處理電耗問題。這導致電子學生證及設備產量出現下滑，從而引致年內約1,800,000港元之經營虧損，而去年同期錄得虧損約16,200,000港元。去年度虧損包括應收或然代價公平值虧損約13,400,000港元。

### 股票資訊及研究服務

該分部於回顧年度錄得收益約200,000港元，而去年同期則約為800,000港元。其於年內錄得經營虧損約6,000,000港元，而去年則為虧損約28,000,000港元。去年度虧損包括就建議於二零一五年業務收購事項所支付之可退還誠意金減值約23,100,000港元。

### 貴金屬現貨交易及經紀

於回顧年度並無獲得諮詢費用收入，此乃主要由於中國政府對中國（本集團經營所在地）之貴金屬交易及經紀業務收緊監管政策。其於截至二零一八年十二月三十一日止年度錄得經營虧損約200,000港元，而去年則為經營虧損約500,000港元。

# CHIEF EXECUTIVE'S STATEMENT

## 行政總裁報告

### CHARGES ON ASSETS

Property, plant and equipment of the Group with a carrying amount of approximately HK\$27.6 million (2017: approximately HK\$29.2 million) were pledged for banking facilities granted to the Group.

### CONTINGENT LIABILITIES

As at 31 December 2018, the Group did not have any contingent liabilities (2017: Nil).

### MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES/FUTURE PLAN FOR MATERIAL INVESTMENTS

On 9 April 2018, the Company obtained approval the proposed additional capital contribution. The Board stated in the circular that the proposed additional capital contribution will be settled within 60 days after the Company obtained approval for it from the shareholders. On 8 June 2018, the Company settled the sum of RMB35,000,000 leaving a sum of RMB15,000,000 unsettled yet. On 25 October 2018, the Company completed making the additional capital contribution of RMB50,000,000 to the Sheng Yu Hong Jia, the Sheng Yu Hong Jia is owned as to 93.33% by the Company and as to 6.67% by an independent third party joint venture partner of the Company, 深圳鑫眾財富科技有限公司(transliterated as Shenzhen Xin Zhong Wealth Technology Company Limited).

For more details, please refer to the Company's announcement dated 19 March 2018, 9 April 2018, 8 June 2018 and 26 October 2018.

Save as disclosed, there was no other material acquisition/disposal which would have been required to be disclosed under the GEM Listing Rules for the year under review and the Group has no concrete plans for other material investments.

### 資產抵押

本集團賬面值約27,600,000港元(二零一七年:約29,200,000港元)之物業、機器及設備已就授予本集團之銀行融資作抵押。

### 或然負債

於二零一八年十二月三十一日,本集團並無任何或然負債(二零一七年:無)。

### 附屬公司重大收購及出售/重大投資之日後計劃

於二零一八年四月九日,本公司就建議額外出資取得批准。董事會於通函中載明,建議額外出資將於本公司就此獲得股東批准後60日內結付。於二零一八年六月八日,本公司結付人民幣35,000,000元,餘下人民幣15,000,000元尚未結付。於二零一八年十月二十五日,本公司已完成向盛渝泓嘉作出人民幣50,000,000元之額外出資,盛渝泓嘉由本公司及本公司之獨立第三方合營夥伴深圳鑫眾財富科技有限公司分別擁有93.33%權益及6.67%權益。

有關更多詳情,請參閱本公司日期為二零一八年三月十九日、二零一八年四月九日、二零一八年六月八日及二零一八年十月二十六日之公佈。

除所披露者外,於回顧年度,本集團概無其他重大收購/出售事項須根據GEM上市規則予以披露,且本集團並無其他重大投資之具體計劃。

# CHIEF EXECUTIVE'S STATEMENT

## 行政總裁報告

### EMPLOYEE INFORMATION

As at 31 December 2018, the Group had a workforce of 91 employees (2017: 85). The total staff costs, including directors' emoluments, amounted to approximately HK\$20.9 million for the year ended 31 December 2018 (2017: approximately HK\$20.0 million). The Group's remuneration policies are reviewed on an annual basis and commensurate with the industry pay level. The remuneration package includes basic salary, provident fund, medical benefits and discretionary bonus. The Group has also adopted a new share option scheme as an added incentive for its employees.

### OUTLOOK

As at 31 December 2018, almost 98.6% revenue of the Group came from the new segment of sales of parallel imported motor vehicles and provision of relevant agency services in the PRC.

On 22 May 2018, the Ministry of Finance of the PRC announced that the PRC will cut import tariffs on vehicles and auto parts starting from 1 July 2018. For car imports, those items which were originally subject to import tariffs of 20% and 25% will both be slashed to 15%. The reduction in import tariffs may result in reduction of the purchasing costs of end-customers for imported motor vehicles. As such, the selling price of the imported motor vehicles will be more attractive to customers, which is beneficial to the Company's imported motor vehicle business.

As disclosed in the circular of the Company dated 19 March 2018, the motor vehicles business has a risk of reliance on a small number of customers. As at 31 December 2018, Sheng Yu Hong Jia has improved its number of customers and increased to 10 customers and with 25 customers in the progress of negotiation. Sheng Yu Hong Jia will strive to increase more customers to reduce the level of reliance in the future.

The US-China trade war began in 2018 that has seriously affected the Chinese economy. Premier Li Keqiang also pointed out that "China's development faces many complicated and severe domestic and foreign situations, and the economy has new downward pressure." However, in the outlook of 2019, after the uncertainty of the US-China trade war is reduced, the Group is still optimistic about the prospects of the imported motor vehicles business and will closely monitor the market changes such as the imported motor vehicles to enhance the performance of the business segment of the Group.

### 僱員資料

於二零一八年十二月三十一日，本集團聘用91名僱員（二零一七年：85名）。截至二零一八年十二月三十一日止年度，總員工成本（包括董事薪酬）約為20,900,000港元（二零一七年：約20,000,000港元）。本集團每年均就薪酬政策作出檢討，務求薪酬水平跟業界一致。薪酬福利包括基本薪金、公積金、醫療福利及酌情花紅。本集團亦採納新購股權計劃作為對其僱員之額外獎勵。

### 前景

截至二零一八年十二月三十一日，於中國銷售平行進口汽車及提供相關代理服務的新分部佔本集團之收益約98.6%。

於二零一八年五月二十二日，中國財政部宣佈，中國將自二零一八年七月一日起降低汽車及零件進口關稅。就汽車進口而言，原本須繳付20%及25%進口關稅之該等項目將削減至15%。進口關稅下降可能降低終端客戶購買進口汽車之成本。因此，進口汽車售價對客戶而言將更具吸引力，這有利本公司的進口汽車業務。

誠如本公司於二零一八年三月十九日之通函所披露，汽車業務存在對少數客戶之依賴風險。截至二零一八年十二月三十一日，盛渝泓嘉已改善其客戶數量及增加至十名客戶，且正與二十五名客戶處於磋商過程。盛渝泓嘉將努力增加更多客戶，於日後降低依賴程度。

由二零一八年開始的中美貿易戰嚴重影響了中國經濟，總理李克強亦指出「中國發展面臨多年少有的國內外複雜嚴峻形勢，經濟出現新的下行壓力」，但展望二零一九年，在中美貿易戰的不確定因素減少後，本集團對進口汽車業務前景仍表示樂觀，並將密切監察該進口汽車等市場變動，以提高本集團該業務分部的表現。

# CHIEF EXECUTIVE'S STATEMENT

## 行政總裁報告

The Group is optimistic and confident in the prospects of the China and Hong Kong stock markets and will continue to develop other businesses and seek opportunities to expand its revenue sources to enhance the Group's revenue.

本集團對中國及香港股市前景樂觀及抱有信心並將繼續發展其他業務及尋求機會擴大其收益來源，以提升本集團的收益。

I would like to take this opportunity to thank our shareholders, Board of Directors, our staff and business partners for their continuous support and commitment.

本人謹藉此機會向股東、董事會、員工及業務夥伴對本集團不斷支持及貫徹承諾致以感謝。

By order of the Board

**Wang Jiawei**

*Chairman*

Hong Kong, 18 March 2019

承董事會命

**王嘉偉**

*主席*

香港，二零一九年三月十八日

# DIRECTORS AND SENIOR MANAGEMENT PROFILE

## 董事及高級管理人員履歷

### EXECUTIVE DIRECTORS

**Mr. Wang Jiawei (Former name: Wang Xufeng)**, aged 32, has been an executive Director, a member of nomination committee of the Company since May 2013. Mr. Wang was also appointed as the chairman and chief executive officer of the Company and a member of remuneration committee of the Company with effect from 22 September 2015. He is a director of various subsidiaries of the Group. Mr. Wang obtained a Bachelor of Science in Mathematics at Imperial College London in the United Kingdom in 2009 and a Master of Science in Finance at City University London in the United Kingdom in 2010. From October 2010 to July 2011, he was a market analyst of the investment department in Shenzhen Shouguan Investment Co., Limited in the PRC. Since August 2011, Mr. Wang has been a manager of Sinofortune Securities Limited (formerly known as First China Securities Limited), a subsidiary of the Group. Mr. Wang is also the director of Victor Creation Global Limited from August 2014 and Elpis Capital from September 2014.

**Ms. Lai Yuk Mui**, aged 49, has been an executive Director of the Company since 1 August 2015 and she was appointed as a member of remuneration committee of the Company with effect from 22 September 2015. She is a director of various subsidiaries of the Group. Ms. Lai received her Bachelor of Arts degree in Financial Services from Edinburgh Napier University in Scotland. Ms. Lai joined the Company in 14 July 2008 as the executive secretary and has been promoted to the Head of Personnel and Administration Department of the Company since 13 February 2009.

### 執行董事

**王嘉偉先生 (前名: 王旭鋒)**, 三十二歲, 自二零一三年五月出任本公司執行董事及提名委員會成員。王先生於二零一五年九月二十二日獲委任為本公司主席、行政總裁及薪酬委員會成員。彼為本集團多間附屬公司之董事。王先生於二零零九年畢業於英國倫敦帝國學院, 取得數學理學學士學位, 並在二零一零年於英國倫敦城市大學取得財務學理學碩士學位。由二零一零年十月至二零一一年七月, 王先生曾於中國的深圳市首冠投資有限公司投資部擔任市場分析師。自二零一一年八月, 王先生一直為本集團之附屬公司, 華億證券有限公司 (前稱首華證券有限公司), 擔任經理職位。由二零一四年八月和二零一四年九月, 王先生也分別是 Victor Creation Global Limited 及 Elpis Capital 的董事。

**黎玉梅女士**, 四十九歲, 自二零一五年八月一日出任本公司執行董事及於二零一五年九月二十二日獲委任為本公司薪酬委員會成員。彼為本集團多間附屬公司之董事。黎女士持有蘇格蘭愛丁堡納皮爾大學金融服務文學士學位。黎女士於二零零八年七月十四日加入本公司擔任行政秘書職位, 並於二零零九年二月十三日被晉升為本公司之人事及行政部門主管。



# DIRECTORS AND SENIOR MANAGEMENT PROFILE

## 董事及高級管理人員履歷

### NON-EXECUTIVE DIRECTORS

**Mr. Liu Runtong**, aged 45, was appointed as a non-executive Director of the Company on 2 Feb 2010. Mr. Liu obtained Bachelor Degree from Department of Chinese of Nankai University in 1996. He also holds qualifications of economist, registered securities investment consulting analyst and registered insurance broker issued by various professional organizations in China. For the past 20 years, Mr. Liu has held different positions in various financial media institutions and financial services institutions in Mainland China. During his tenure from 1998 to 2002 as a responsible person for marketing the newspaper “Securities Times”, he participated in establishing the “Panorama Network” ([www.p5w.net](http://www.p5w.net)), a well-known securities website in China and acted as its major responsible person. In 2000, he acted as consultant in establishing and operating the program “Securities Times” produced by “China Central Television”. From 2002 to 2007, he served as “Program Supervisor” in “Shenzhen Stock Exchange Shenzhen Securities Information Co., Ltd”, where he participated in setting up and managing “Trading Day”, the 24-hour PRC program regarding securities. Because of his outstanding performance, he was elected as one of the “Ten Best Staff” of the “Shenzhen Stock Exchange” in 2004. From 2013 to July 2015, Mr. Liu served Convoy China Financial Services Holding Ltd as a Vice President. He was the executive director of Shenzhen Qianhai CONVOY Asset Management Co., Ltd. from 2013 to July 2015. Mr. Liu has found Shenzhen Qianhai Yinyan Asset Management Co., Ltd. since 2014 and serves as the executive director.

### 非執行董事

**劉潤桐先生**，四十五歲，於二零一零年二月二日獲委任為本公司非執行董事。彼於一九九六年畢業於南開大學中文系，取得學士學位。彼持有由中國各專業團體發出的經濟師、註冊證券投資諮詢分析師、註冊保險經紀人等資格。於過去二十年，劉先生曾在中國大陸多家財經證券媒體、金融服務機構任職，於一九九八年至二零零二年任職《證券時報》市場部負責人期間，彼曾參與創辦國內知名證券網站「全景網」([www.p5w.net](http://www.p5w.net))，並出任主要負責人。二零零零年彼為「中國中央電視台」所製作之《證券時間》節目出任顧問。自二零零二年至二零零七年彼於「深圳交易所深圳證券資訊有限公司」出任「視訊部總監」，參與創辦並運營國內二十四小時全天候證券視訊節目《交易日》，由於取得傑出業績，彼於二零零四年被選為「深圳證券交易所」 「十佳員工」之一。由二零一三年至二零一五年七月，劉先生於康宏中國理財服務控股有限公司擔任副總裁。彼由二零一三年至二零一五年七月於深圳前海康宏匯資產管理有限公司擔任執行董事。劉先生自二零一四年起於深圳前海銀堰資產管理有限公司擔任執行董事。

## DIRECTORS AND SENIOR MANAGEMENT PROFILE

### 董事及高級管理人員履歷

**Mr. James Beeland Rogers Jr.** (“Mr. Jim Rogers”), aged 76, was appointed as a non-executive Director of the Company and a senior consultant of 深圳前海首華國際商品交易中心有限公司 (transliterated as Shenzhen Qianhai First China International Commodities Exchange Centre Limited) on 22 September 2014. Mr. Jim Rogers is an author, financial commentator, adventurer, and successful international investor. He has been frequently featured in Time, The Washington Post, The New York Times, Barron’s, Forbes, Fortune, The Wall Street Journal, The Financial Times, The Business Times, The Straits Times and many media outlets worldwide. He has also appeared as a regular commentator and columnist in various media and has been a professor at Columbia University. After attending Yale and Oxford University, Mr. Jim Rogers cofounded the Quantum Fund, a global-investment partnership. Mr. Jim Rogers also served as a full professor of finance at the Columbia University Graduate School of Business, and, in 1989 and 1990, as the moderator of WCBS’s ‘The Dreyfus Roundtable’ and FNN’s ‘The Profit Motive with Jim Rogers’. Mr. Jim Rogers is the chairman of Beeland Interests, Inc., a director of Spanish Mountain Gold Ltd. (a company listed on the TSX Venture Exchange (SPA.TSX.V)), an non-executive director of Geo Energy Resources Limited (a company listed on the Singapore Exchange (SGX: RE4)), an independent director of PJSC PhosAgro (a company listed on the Moscow Exchange and the London Stock Exchange (PHOR)), a director of Virtus Total Return Fund Inc. (a company listed on the New York Stock Exchange (NYSE: ZF)), a director of Virtus Global Multi-Sector Income Fund (a company listed on the New York Stock Exchange (NYSE: VGI)), a director of Virtus Global Dividend and Income Fund Inc. (a company listed on the New York Stock Exchange (NYSE: ZTR)), a director of Duff & Phelps Select Energy MLP Fund Inc., (a company listed on the New York Stock Exchange (NYSE: DSE)), and member of board of directors of Sirius International Insurance Group Ltd. (a company listed on the NASDAQ Stock Exchange (NASDAQ: SG)).

**James Beeland Rogers Jr.先生**（「羅傑斯先生」），七十六歲，於二零一四年九月二十二日獲委任為本公司非執行董事及深圳前海首華國際商品交易中心有限公司高級顧問。羅傑斯先生為作家、金融評論員、冒險家及成功國際投資者。彼經常於《時代》(Time)、《華盛頓郵報》(The Washington Post)、《紐約時報》(The New York Times)、《巴倫周刊》(Barron’s)、《福布斯》(Forbes)、《財富》(Fortune)、《華爾街日報》(The Wall Street Journal)、《金融時報》(The Financial Times)、《商業時報》(The Business Times)、《海峽時報》(The Straits Times)及全球眾多媒體長期撰稿人。彼亦為若干媒體之定期評論員及專欄作家並曾為哥倫比亞大學教授。就讀耶魯及牛津大學後，羅傑斯先生共同創辦了全球投資合夥量子基金。羅傑斯先生亦任哥倫比亞大學商學院金融學全職教授，並於一九八九年及一九九零年擔任WCBS電視台《The Dreyfus Roundtable》及FNN《The Profit Motive with Jim Rogers》的主持。羅傑斯先生為Beeland Interests, Inc.主席，Spanish Mountain Gold Ltd.（一間於多倫多證券交易所創業板上上市的公司(SPA.TSX.V)）董事，Geo Energy Resources Limited（一間於新加坡交易所上市的公司(SGX: RE4)）非執行董事，PJSC PhosAgro（一間於莫斯科交易所及倫敦證券交易所上市的公司(PHOR)）獨立董事，Virtus Total Return Fund Inc.（一間於紐約證券交易所上市的公司(NYSE: ZF)）董事，Virtus Global Multi-Sector Income Fund（一間於紐約證券交易所上市的公司(NYSE: VGI)）董事，Virtus Global Dividend and Income Fund Inc.（一間於紐約證券交易所上市的公司(NYSE: ZTR)）董事，Duff & Phelps Select Energy MLP Fund Inc.（一間於紐約證券交易所上市的公司(NYSE: DSE)）董事及Sirius International Insurance Group Ltd.（一間於納斯達克證券交易所上市的公司(NASDAQ: SG)）董事局成員。

# DIRECTORS AND SENIOR MANAGEMENT PROFILE

## 董事及高級管理人員履歷

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Professor Zhang Benzhen**, aged 79, has been an independent non-executive Director of the Company since 30 September 2008 and he was appointed as a chairman of nomination committee and a member of audit committee of the Company in 2008. He was also appointed as a member and chairman of remuneration committee of the Company in 2008 and 2011 respectively. Professor Zhang graduated with a Bachelor Degree from the Faculty of Engineering Physics of the Tsinghua University in 1965. He was a visiting scholar in the Brookhaven National Laboratory of USA and the Stuttgart University of Germany. He was the vice director of the Tsinghua University R&D department and the general manager of Tsinghua University Science and Technology Corporation. During the period from 1999 to 2002, he held various senior positions in two companies listed on the Shenzhen Stock Exchange, namely Tsinghua Unisplendour Limited and Tsinghua Unisplendour Guhan Group Corporation. He was the chairman and legal representative of Tsinghua Unisplendour Guhan Group Corporation and president of Tsinghua Unisplendour Limited before he left these companies in 2002. He then joined Tsinghua Unisplendour (Group) Corporation in 2002 and was its president until 2004. Professor Zhang was the general vice president and secretary of the Beijing Non-Governmental Science & Technology Entrepreneurs Association. With his remarkable business leadership as well as exploratory initiatives, Professor Zhang had made tremendous contribution to the companies he worked for. He has not only gained compliments from the society at large, but has also won a series of honors. In 1997, Professor Zhang received the national prize of “The Third Term Science and Technology Light Award for Outstanding Scientific and Technological Entrepreneur”. In 2000, he won the “Hong Kong Bauhinia Cup Outstanding Entrepreneur Award” and the “Entrepreneurial Talent” award issued by the Beijing Non-Governmental Science and Technology Entrepreneurs Association. In 2002, he was selected as the first lot of “Zhongguan Village Outstanding Entrepreneurs”. Professor Zhang is currently the Chief Consultant of 容匯未來(北京)科技產業發展有限公司 (transliterated as Ronghui Future (Beijing) Technology Development Co., Ltd.).

### 獨立非執行董事

**張本正教授**，七十九歲，自二零零八年九月三十日出任本公司獨立非執行董事及於二零零八年獲委任為本公司提名委員會主席及審核委員會成員。彼亦分別於二零零八年及二零一一年獲委任為本公司薪酬委員會成員及主席。張教授於一九六五年畢業於清華大學工程物理系，取得學士學位。張教授曾為美國Brookhaven National Laboratory及德國斯圖加特大學訪問學者。彼曾擔任清華大學科研處副處長及清華大學科技開發總公司總經理。一九九九年至二零零二年間，彼分別在深圳證券交易所上市之清華紫光股份有限公司和清華紫光古漢集團股份有限公司擔任多項要職。在二零零二年離開此兩家公司前，他的職位分別為清華紫光古漢集團股份有限公司之董事長及法人代表以及清華紫光股份有限公司之總裁。在二零零二年，彼出任清華紫光(集團)總公司總裁，直至二零零四年。張教授曾為北京民營科技實業家協會常務副會長兼秘書長。張教授憑其卓越的商業領導才能和開拓進取精神，為其任職的企業作出了巨大的貢獻，不但贏得了社會的廣泛贊許，更獲取一系列的榮譽。一九九七年張教授榮獲「全國第三屆科技之光優秀科技企業家獎」；二零零零年獲「香港紫荊花杯傑出企業家成就獎」和北京民營科技實業家協會頒發的「創業英才」獎；二零零二年又被評為中關村首批「優秀企業家」。張教授現任容匯未來(北京)科技產業發展有限公司之首席顧問。

## DIRECTORS AND SENIOR MANAGEMENT PROFILE

### 董事及高級管理人員履歷

**Mr. Li Jianxing**, aged 61, has been an independent non-executive Director, a member of audit committee, nomination committee and remuneration committee of the Company since 28 March 2011. He was also appointed as chairman of audit committee of the Company with effect from 22 September 2015. Mr. Li graduated from Shanghai Maritime University with a Bachelor Degree in accounting. He also received a Master Degree in Business Administration from Canisius College of Buffalo. Mr. Li has over 30-year experience working in the field of accounting and corporate finance and has substantial experience in management in various listed companies, investment business, investor relations and project management. He was the senior manager of both the investment department and finance department of China Everbright Holdings Co., Ltd from April 1998 to June 2000. He served as the Chief Finance Officer for Intermost Corporation from June 2000 to 2003. From April 2003 to May 2004, he was a General Manager of Investor Relations in China Resources Power Holdings Co., Ltd. He has been a director of Concord Investment Holdings Limited since 2004.

**Professor Chen Shu Wen**, aged 64, has been an independent non-executive Director, a member of audit committee, nomination committee and remuneration committee of the Company since 23 September 2011. Professor Chen graduated from 東北財經大學 (Dongbei University of Finance and Economics) with a Bachelor Degree in Economics and obtained a Master Degree and a PhD in Economics from 吉林大學 (Jilin University). He is a qualified PRC lawyer currently practising at 遼寧天合律師事務所 (Liaoning Tianhe Law Firm). Professor Chen has substantial management and leadership experience serving in the PRC government. He commenced his career as the deputy county chief of the Benxi Manchu Autonomous County, Liaoning Province, PRC, in 1992 and became the director (主任) of 本溪市經濟體制改革委員會 (Benxi City Commission for Restructuring the Economic Systems) from 1995. He was the vice director general (副主任) of 本溪市對外經濟貿易合作委員會 (Benxi Foreign Trade & Economic Cooperation Committee) from 1998 until 2001. From 2001 to 2009, Professor Chen was the professor and the tutor for doctorate students at 大連理工大學管理學院 (Faculty of Management and Economics of Dalian University of Technology). From 2010 to 2014, he was the dean at 大連理工大學公共管理與法學學院 (School of Public Administration and Law of Dalian University of Technology). From 2010 to now, Professor Chen has been the professor and the tutor for doctorate students at 大連理工大學公共管理與法學學院 (School of Public Administration and Law of Dalian University of Technology). He is currently an independent non-executive director of 魏橋紡織股份有限公司 (Weiqiao Textile Company Limited) (Hong Kong Stock Exchange Stock Code: 2698) and an independent director of 獐子島集團股份有限公司 (Zhangzidao Group Co. Ltd.) (Shenzhen Stock Exchange Stock Code: 002069).

**李建行先生**，六十一歲，自二零一一年三月二十八日出任本公司獨立非執行董事、審核委員會成員、提名委員會成員及薪酬委員會成員。李先生亦於二零一五年九月二十二日獲委任為本公司審核委員會主席。李先生畢業於上海海運學院取得會計學士學位，並於布法羅卡尼修斯學院(Canisius College)取得工商管理碩士學位。李先生於會計及企業融資行業擁有超過30年的經驗，在每家上市公司擁有豐富的管理、投資業務、投資者關係及項目管理方面之經驗。由一九九八年四月至二零零零年六月，彼曾為中國光大集團有限公司投資部門及財務部門的高級經理。由二零零零年六月至二零零三年，彼曾擔任Intermost Corporation之首席財務總監。由二零零三年四月至二零零四年五月，彼為華潤電力控股有限公司投資者關係總經理。自二零零四年起，彼為協力投資控股有限公司的董事。

**陳樹文教授**，六十四歲，自二零一一年九月二十三日出任本公司獨立非執行董事、審核委員會成員、提名委員會成員及薪酬委員會成員。陳教授畢業於東北財經大學並取得經濟學學士學位，並於吉林大學取得經濟學碩士及博士學位。彼為合資格中國律師，現於遼寧天合律師事務所執業。陳教授於中國政府工作擁有多年管理及領導經驗。彼於一九九二年開展了其職業生涯並成為中國遼寧省本溪滿族自治縣副縣長，其後於一九九五年成為本溪市經濟體制改革委員會主任。由一九九八年至二零零一年，彼為本溪市對外經濟貿易合作委員會副主任。由二零零一年至二零零九年，陳教授曾任大連理工大學管理學院教授兼博士生導師。由二零一零年至二零一四年，彼曾任大連理工大學公共管理與法學學院院長。由二零一零年至今，陳教授一直任大連理工大學公共管理與法學學院教授兼博士生導師。彼現為魏橋紡織股份有限公司(香港聯交所股份代號: 2698)之獨立非執行董事及獐子島集團股份有限公司(深圳證券交易所證券代碼: 002069)之獨立董事。

# DIRECTORS' REPORT

## 董事會報告

The Directors are pleased to present their annual report together with the audited consolidated financial statements of the Company and the Group for the year ended 31 December 2018.

### CORPORATE INFORMATION

The Company was incorporated on 24 May 2001 as an exempted company with limited liability in the Cayman Islands under the Company Law of Cayman Islands.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities and other particulars of the Company's subsidiaries are set out in Note 18 to the consolidated financial statements.

### RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2018 are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on pages 77 to 78.

The Directors do not recommend the payment of a dividend nor transfer of any amount to reserves for the year ended 31 December 2018 (2017: Nil).

### PROPERTY, PLANT AND EQUIPMENT

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

### SHARE CAPITAL

Details of the movements in share capital of the Company are set out in Note 33 to the consolidated financial statements.

### DISTRIBUTABLE RESERVES

Under the Companies Law of the Cayman Islands, the share premium of the Company is available for distribution as dividends to its shareholders subject to the provisions of its Memorandum and Articles of Association and a statutory solvency test. In accordance with Article 137 of the Articles of Association of the Company, dividends may be declared and paid out of the profits of the Company or from any reserves set aside from profits which the Directors determine to be no longer needed. With the sanction of an ordinary resolution, dividends may also be declared or paid out of share premium account. Accordingly, the Company's reserves available for distribution was HK\$nil as at 31 December 2018.

董事欣然提呈其年度報告以及本公司及本集團截至二零一八年十二月三十一日止年度之經審核綜合財務報表。

### 企業資料

本公司於二零零一年五月二十四日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司。

### 主要業務

本公司為投資控股公司，其附屬公司之主要業務及其他詳情載於綜合財務報表附註18。

### 業績及股息

本集團截至二零一八年十二月三十一日止年度之業績載於第77頁至78頁之綜合損益及其他全面收入報表內。

董事不建議就截至二零一八年十二月三十一日止年度派付股息或轉撥任何款項至儲備（二零一七年：無）。

### 物業、機器及設備

本集團及本公司於年內之物業、機器及設備變動詳情載於綜合財務報表附註15。

### 股本

本公司股本變動詳情載於綜合財務報表附註33。

### 可供分派儲備

根據開曼群島公司法，倘符合本公司之公司組織章程大綱及細則的規定和法定償債能力測試，本公司股份溢價可供派息予股東。根據本公司之公司組織章程細則第137條，股息可自本公司溢利或從溢利劃撥而董事認為無需要在任何儲備中宣派及派付。倘透過普通決議案批准，本公司亦可自股份溢價賬宣派或派付股息。因此，於二零一八年十二月三十一日，本公司可供分派儲備為零港元。

# DIRECTORS' REPORT

## 董事會報告

### DIRECTORS

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

#### Executive Directors

Wang Jiawei (*Chairman and Chief Executive Officer*)  
Lai Yuk Mui

#### Non-executive Directors

Liu Runtong  
James Beeland Rogers Jr.

#### Independent Non-executive Directors

Zhang Benzhen  
Li Jianxing  
Chen Shu Wen

In accordance with Article 87(1) of the Company's Articles of Association, the Directors retiring by rotation at the forthcoming annual general meeting are Mr. Wang Jiawei, Ms. Lai Yuk Mui and Mr. Li Jianxing. All three directors are being eligible for re-election and will offer themselves for re-election at the forthcoming annual general meeting. The remaining Directors shall continue to hold office.

### DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation other than statutory compensation.

### 董事

年內及截至本報告日期之本公司在任董事如下：

#### 執行董事

王嘉偉 (主席兼行政總裁)  
黎玉梅

#### 非執行董事

劉潤桐  
James Beeland Rogers Jr.

#### 獨立非執行董事

張本正  
李建行  
陳樹文

根據本公司之組織章程細則第87(1)條，王嘉偉先生、黎玉梅女士及李建行先生將於應屆股東週年大會上輪值告退。該三名董事均符合資格並願意於應屆股東週年大會重選連任。其餘董事則繼續留任。

### 董事服務合約

擬於應屆股東週年大會上重選連任之董事概無與本公司或其任何附屬公司訂有聘用公司不可於一年內在毋須作出賠償(法定賠償除外)情況下終止之服務合約。

# DIRECTORS' REPORT

## 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2018, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

#### (a) Long positions in shares of the Company

Name of Directors 董事姓名	Capacity 身份	Number of shares held 所持股份數目	Approximate percentage of shareholding 概約持股百分比
Wang Jiawei 王嘉偉	Beneficial owner 實益擁有人	2,102,255,935	27.13%
Lai Yuk Mui 黎玉梅	Beneficial owner 實益擁有人	2,780,127	0.04%
Liu Runtong 劉潤桐	Beneficial owner 實益擁有人	2,646,000	0.03%

#### (b) Long positions in underlying shares of the Company *Share option scheme of the Company*

The share option scheme adopted by the Company on 17 December 2001 (the "Old Share Option Scheme") has expired on 16 December 2011. The Company adopted a new share option scheme on its annual general meeting held on 21 June 2012 (the "New Share Option Scheme") which complies with Chapter 23 of GEM Listing Rules.

### 董事及行政總裁於本公司股份、相關股份及債券之權益及淡倉

於二零一八年十二月三十一日，董事及本公司行政總裁在本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例有關條文彼等被當作或視作擁有之權益或淡倉），或根據證券及期貨條例第352條須記錄於該條所述登記冊內之權益或淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所之權益或淡倉如下：

#### (a) 於本公司股份之好倉

#### (b) 於本公司相關股份之好倉 *本公司購股權計劃*

本公司於二零零一年十二月十七日採納之購股權計劃（「舊購股權計劃」）已於二零一一年十二月十六日屆滿。本公司已於二零一二年六月二十一日舉行之股東週年大會上採納符合GEM上市規則第23章之新購股權計劃（「新購股權計劃」）。

# DIRECTORS' REPORT

## 董事會報告

The following table discloses the details of the share options held by the Directors and chief executive to subscribe for shares of the Company during the year ended 31 December 2018:

下表披露董事及行政總裁於截至二零一八年十二月三十一日止年度所持有可認購本公司股份之購股權詳情：

Name of Directors	Date of grant	Number of share options 購股權數目				Outstanding as at 31 December 2018 於二零一八年十二月三十一日 尚未行使	Option period 購股權期限	Exercise price (HK\$) 行使價 (港元)
		Outstanding as at 1 January 2018 於二零一八年一月一日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/lapsed during the year 年內註銷/失效			
Lai Yuk Mui 黎玉梅	13/04/2010 二零一零年四月十三日	3,186,158	-	-	-	3,186,158	13/04/2010-12/04/2020 二零一零年四月十三日至二零二零年四月十二日	0.419
Liu Runtong 劉潤桐	13/04/2010 二零一零年四月十三日	31,861,575	-	-	-	31,861,575	13/04/2010-12/04/2020 二零一零年四月十三日至二零二零年四月十二日	0.419
Zhang Benzhen 張本正	13/04/2010 二零一零年四月十三日	2,124,105	-	-	-	2,124,105	13/04/2010-12/04/2020 二零一零年四月十三日至二零二零年四月十二日	0.419
James Beeland Rogers Jr. James Beeland Rogers Jr.	09/11/2016 二零一六年十一月九日	20,000,000	-	-	-	20,000,000	09/11/2016-08/11/2026 二零一六年十一月九日至二零二六年十一月八日	0.150
James Beeland Rogers Jr. James Beeland Rogers Jr.	16/10/2015 二零一五年十月十六日	20,000,000	-	-	-	20,000,000	16/10/2015-15/10/2025 二零一五年十月十六日至二零二五年十月十五日	0.238
James Beeland Rogers Jr. James Beeland Rogers Jr.	22/09/2014 二零一四年九月二十二日	20,000,000	-	-	-	20,000,000	22/09/2014-21/09/2024 二零一四年九月二十二日至二零二四年九月二十一日	0.518

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors or chief executive to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate and neither the Directors, nor the chief executive, nor any of their respective 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 during the year.

除上文披露者外，本公司或其任何附屬公司於本年度任何時間概無訂立任何安排，致使董事或行政總裁可透過購入本公司或任何其他法人團體之股份或債務證券（包括債券）而獲益，亦無董事、行政總裁或任何彼等各自之配偶或十八歲以下子女擁有任何可認購本公司證券之權利或於本年度行使任何該等權利。



**(c) Short positions in underlying shares of the Company**

No short positions of directors and chief executives in the underlying shares of the equity derivatives of the Company and its associated corporations were recorded in the register or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 to 5.67 of the GEM Listing Rules.

**SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY**

**(a) Long positions in shares of the Company**

As at 31 December 2018, the Directors and the chief executive of the Company are not aware of any person (not being a Director or a chief executive of the Company) who had an interest or short position in the shares or underlying shares which were notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under section 336 of the SFO.

**(b) Long positions in underlying shares of the Company**

As at 31 December 2018, the Company had not been notified of any person (other than the Directors whose interests are set out in the section "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above) who had an interest or short position in the shares or underlying shares of the Company and was required to be recorded in the register required to be kept under Section 336 of the SFO and/or was directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

**(c) 於本公司相關股份之淡倉**

董事及行政總裁概無於本公司及其相聯法團之任何股本衍生產品之相關股份中擁有記錄於登記冊或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所之淡倉。

**主要股東及其他人士於本公司股份及相關股份之權益及淡倉**

**(a) 於本公司股份之好倉**

於二零一八年十二月三十一日，根據證券及期貨條例第336條存置之登記冊所記錄，董事及本公司行政總裁並不知悉任何人士（並非董事或本公司行政總裁）於股份或相關股份中，擁有已遵照證券及期貨條例第XV部第2及3分部條文知會本公司及聯交所之權益或淡倉。

**(b) 於本公司相關股份之好倉**

於二零一八年十二月三十一日，除權益已載於上文「董事及行政總裁於股份、相關股份及債券之權益及淡倉」一節之董事外，本公司並不知悉有任何人士於本公司股份或相關股份中，擁有任何須記入根據證券及期貨條例第336條存置之登記冊之權益或淡倉，及／或直接或間接於附有權利可於任何情況下在本集團任何其他成員公司股東大會投票之已發行股本中擁有5%或以上權益。

# DIRECTORS' REPORT

## 董事會報告

### DETAILS OF THE OPTIONS GRANTED BY THE COMPANY

#### Share Option Schemes of the Company

The Company has adopted a share option scheme under which the Directors or employees of the Company or its subsidiaries or certain other persons may be granted share options to subscribe for shares of the Company subject to the terms and conditions stipulated in the Scheme.

The share option scheme adopted by the Company on 17 December 2001 has expired on 16 December 2011. The Company adopted a new share option scheme approved by shareholders on its annual general meeting held on 21 June 2012 which complies with Chapter 23 of GEM Listing Rules.

#### (1) Summary of the Scheme

##### (i) Purpose of the scheme

The purpose of the scheme is to provide the people and the parties working for the interest of the Group with an opportunity to obtain equity interest in the Company, thus linking their interest with the interest of the Group and thereby providing them with an incentive to work better for the interest of the Group.

##### (ii) Participants of the scheme

Pursuant to the scheme, the Company may grant share options to (i) employees of the Company (whether fulltime or part-time) or any of its subsidiaries or associated companies; (ii) Directors (whether executive Directors, non-executive Directors or independent non-executive Directors) of the Company or any of its subsidiaries or associated companies; (iii) suppliers of goods and/or services to the Company or any of its subsidiaries or associated companies; and (iv) professionals engaged by the Company or any of its subsidiaries or associated companies.

### 本公司授出購股權詳情

#### 本公司購股權計劃

本公司已採納一項購股權計劃，據此，本公司或其附屬公司之董事或僱員或若干其他人士可按該計劃訂定之條款及條件獲授購股權以認購本公司之股份。

本公司於二零零一年十二月十七日採納之購股權計劃已於二零一一年十二月十六日屆滿。本公司已於二零一二年六月二十一日舉行之股東週年大會上獲股東批准採納符合GEM上市規則第23章之新購股權計劃。

#### (1) 該計劃之概要

##### (i) 該計劃之目的

該計劃旨在向為本集團利益行事之人士及各方提供獲得本公司股權之機會，讓彼等之利益與本集團利益掛鉤，從而鼓勵彼等為本集團謀求更佳利益。

##### (ii) 該計劃之參與者

根據該計劃，本公司可向以下人士授出購股權：(i)本公司之僱員（不論為全職或兼職）或本公司任何附屬公司或聯營公司之僱員；(ii)本公司或其任何附屬公司或聯營公司之董事（不論為執行董事、非執行董事或獨立非執行董事）；(iii)本公司或其任何附屬公司或聯營公司之商品及／或服務供應商；及(iv)本公司或其任何附屬公司或聯營公司所委聘之專業人士。

# DIRECTORS' REPORT

## 董事會報告

(iii) *Total number of shares available for issue under the schemes*

As at 31 December 2018, the total number of shares available for issue under the New Share Option Scheme was 649,895,812 shares, representing 8.39% of the total issued share capital.

The maximum aggregate number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the shares of the Company in issue from time to time. No options may be granted under any schemes of the Company (or its subsidiary) if this will result in such limit being exceeded.

(iv) *Maximum entitlement of each participant*

The maximum number of shares of the Company issued and to be issued upon exercise of the options granted and to be granted pursuant to the scheme and any other share option schemes of the Company (including the Pre-IPO Share Option Plan) to each participant in any 12-month period up to the date of grant of the options shall not exceed 1% of the total number of shares of the Company in issue, save for those share options already granted under the Pre-IPO Share Option Plan.

(v) *Option period*

An option may be exercised in accordance with the terms of the scheme at any time during a period of not more than ten years to be notified by the Board of Directors of the Company (the "Board") to each participant which period of time shall commence on the date on which an offer of the grant of an option is accepted or deemed to have been accepted in accordance with the scheme and expire on the last day of such period as determined by the Board. There is no minimum period for which an option must be held before it can be exercised.

(iii) 該計劃項下可發行之股份總數

於二零一八年十二月三十一日，根據新購股權計劃可供發行之股份總數為649,895,812股，佔全部已發行股本之8.39%。

於行使根據新購股權計劃及本集團之任何其他購股權計劃所授出及尚待行使之所有尚未行使購股權時可發行之股份最大總數不得超過本公司不時已發行股份之30%。倘有關授出會導致超過限額，則概無任何購股權可根據本公司（或其附屬公司）之任何計劃授出。

(iv) 各參與者可獲授權益上限

於截至購股權授出日期止任何十二個月期間，每名參與者因行使根據該計劃及本公司任何其他購股權計劃（包括首次公開發售前購股權計劃）所獲授及將獲授之購股權而獲發行及將獲發行之本公司股份數目，最多不得超過本公司已發行股份總數1%，惟已根據首次公開發售前購股權計劃授出之購股權除外。

(v) 購股權期限

購股權可於本公司董事會（「董事會」）通知各參與者為期不超過十年之期間（該期間由根據該計劃授出購股權之要約獲接納或被視為獲接納當日起開始，至董事會釐定之有關期間最後一日屆滿）內按該計劃之條款隨時行使。於購股權可予行使前，毋須就持有購股權之最短期限符合任何規定。

# DIRECTORS' REPORT

## 董事會報告

(vi) *Payment on acceptance by option offer*

HK\$1.00 is payable by the participant to the Company on acceptance of the option offer as consideration for the grant and received by the Company within 14 days from the offer date or within such offer period of time as may be determined by the Board pursuant to the GEM Listing Rules.

(vii) *Basis of determining the exercise price*

The exercise price per share of the Company under the scheme is determined by the Board and notified to each participant and shall be no less than the highest of (i) the closing price of the shares of the Company as stated in the daily quotations sheet issued by the Stock Exchange on the date of offer, which must be a day on which the Stock Exchange is open for the business of dealing in securities ("Trading Day"), (ii) the average closing price of the shares of the Company as stated in the daily quotations sheets issued by the Stock Exchange for the five Trading Days immediately preceding the date of offer, and (iii) the nominal value of a share of the Company.

(viii) *Remaining life of the scheme*

The Old Share Option Scheme has expired on 16 December 2011. The New Share Option Scheme will remain valid for a period of 10 years commencing on 21 June 2012 (save that the Company, by ordinary resolution in general meeting or Board may at any time terminate the operation of the New Share Option Scheme) and in such event, no further options will be offered but the provisions of the Old Share Option Scheme and the New Share Option Scheme shall in all other respects remain in full force and effect.

(vi) *接納購股權要約時支付之款項*

參與者在接納購股權要約時須向本公司支付1.00港元，作為授出之代價，並須於要約日期起計十四天內或董事會根據GEM上市規則另行釐定之期間內付予本公司。

(vii) *行使價之釐定基準*

該計劃項下本公司每股股份之行使價由董事會釐定及知會各參與者，有關價格將不低於下列三者中之最高者：(i)本公司股份於作出要約日期（必須為聯交所開放進行證券買賣之日（「交易日」））在聯交所發出之每日報價表所報收市價；(ii)本公司股份於緊接作出要約日期前五個交易日在聯交所發出之每日報價表所報平均收市價；及(iii)本公司股份之面值。

(viii) *該計劃之尚餘有效期*

舊購股權計劃已於二零一一年十二月十六日屆滿。新購股權計劃可於二零一二年六月二十一日起計十年期間一直有效，惟隨時由本公司（於股東大會上以普通決議案方式）或董事會終止則另作別論，在該情況下，不得進一步授出購股權，惟舊購股權計劃及新購股權計劃之條文於所有其他方面仍具十足效力及效用。

# DIRECTORS' REPORT

## 董事會報告

### (2) Details of share options granted by the Company

On 13 April 2010, 22 September 2014, 16 October 2015 and 9 November 2016, options to subscribe for 84,000,000 shares, 30,000,000 shares, 20,000,000 shares and 20,000,000 shares of the Company respectively were granted to the Directors and certain employees of the Company. As at 31 December 2018, details of the outstanding options were as follows:

Date of grant	Number of share options 購股權數目				Outstanding as at 31 December 2018	Option period	Exercise price (HK\$)
	Outstanding as at 1 January 2018	Granted during the year	Exercised during the year	Cancelled/ lapsed during the year			
授出日期	於二零一八年 一月一日 尚未行使	年內授出	年內行使	於二零一八年 年內註銷/ 失效	於二零一八年 十二月三十一日 尚未行使	購股權期限	行使價 (港元)
13/04/2010 二零一零年四月十三日	82,840,095 (Note 1) (附註1)	-	-	-	82,840,095 (Note 1) (附註1)	13/04/2010-12/04/2020 二零一零年四月十三日至二零二零年四月十二日	0.419
22/09/2014 二零一四年九月二十二日	20,000,000	-	-	-	20,000,000	22/09/2014-21/09/2024 二零一四年九月二十二日至二零二四年九月二十一日	0.518
16/10/2015 二零一五年十月十六日	20,000,000	-	-	-	20,000,000	16/10/2015-15/10/2025 二零一五年十月十六日至二零二五年十月十五日	0.238
09/11/2016 二零一六年十一月九日	20,000,000	-	-	-	20,000,000	09/11/2016-08/11/2026 二零一六年十一月九日至二零二六年十一月八日	0.150

Note:

- (1) Pursuant to the Old Share Option Scheme, 84,000,000 shares of share options were granted by the Company on 13 April 2010 and were adjusted on 15 June 2010.

### (2) 本公司所授出購股權之詳情

於二零一零年四月十三日、二零一四年九月二十二日、二零一五年十月十六日及二零一六年十一月九日分別向董事及本公司若干僱員授出可認購84,000,000股、30,000,000股、20,000,000股及20,000,000股本公司股份之購股權。於二零一八年十二月三十一日，尚未行使購股權之詳情如下：

附註：

- (1) 根據舊購股權計劃，本公司已於二零一零年四月十三日授出84,000,000股之購股權，並於二零一零年六月十五日對上述購股權作出調整。

# DIRECTORS' REPORT

## 董事會報告

### DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than the share option scheme as described above and in Note 35 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 debt securities (including debentures) of, the Company or any other body corporate and neither the Directors, nor the chief executive, nor any of their respective 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 during the year.

### MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year ended 31 December 2018.

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

There was no transactions, arrangements or contract of significance, save as disclosed in the consolidated financial statements, in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### LITIGATION

#### Arbitration Application Filed by Shenzhen Sinofortune Education Investment Consultancy Co., Ltd ("Sinofortune Education") (formerly known as First China Securities Consultancy (Shenzhen) Co., Ltd)

#### Concerning the Repayment of Refundable Earnest Money

According to the announcements of the Company dated 30 January 2015, 3 February 2015, 29 May 2015, 17 September 2015, 1 December 2015, 16 February 2016, 10 June 2016, 13 June 2017, 2015 and 2016 annual reports, Sinofortune Education filed an arbitration application to South China International Economic and Trade Arbitration Commission ("SCIA") against Mr. Yang Shunhong concerning the repayment of the refundable earnest money of RMB20,000,000 together with the interest of RMB997,260 and a penalty of RMB18,800,000 payable to Sinofortune Education.

### 董事購買股份或債券之權利

除上文及綜合財務報表附註35所述購股權計劃外，本公司或其任何附屬公司於年內概無訂立任何安排，致使董事可透過購入本公司或任何其他法人團體之股份或債務證券（包括債券）而獲益，亦無董事、行政總裁或任何彼等各自之配偶或十八歲以下子女擁有任何可認購本公司證券之權利或於年內行使任何該等權利。

### 管理合約

於截至二零一八年十二月三十一日止年度概無簽署或存在任何涉及本集團全部或任何重大部分業務之管理及行政之合約。

### 董事於重大交易、安排或合約之權益

除於綜合財務報表披露者外，本公司董事概無於本公司或其任何附屬公司所訂立與本集團業務相關而於本年度完結時或年內任何時間仍然生效之重大交易、安排或合約中，直接或間接擁有重大權益。

### 訴訟

深圳華億教育投資諮詢有限公司（「華億教育」）（前稱為首華證券諮詢（深圳）有限公司）就償還可退還誠意金提交仲裁申請

根據本公司日期為二零一五年一月三十日、二零一五年二月三日、二零一五年五月二十九日、二零一五年九月十七日、二零一五年十二月一日、二零一六年二月十六日、二零一六年六月十日、二零一七年六月十三日之公佈、二零一五年年報及二零一六年年報，華億教育已向華南國際經濟貿易仲裁委員會（「深圳國際仲裁院」）對陽順洪先生提交仲裁申請書，內容有關償還華億教育可退還誠意金人民幣20,000,000元連同應計利息人民幣997,260元及罰金人民幣18,800,000元。

## DIRECTORS' REPORT

### 董事會報告

The final judgement of the arbitration application has been handed down by SCIA on 3 June 2016 that (a) Mr. Yang Shunhong shall repay the refundable earnest money of RMB20,000,000 to Sinofortune Education with penalty at the rate of 24% per annum accrued since 31 August 2015 until the date of repayment of the refundable earnest money as damages to Sinofortune Education within 15 days upon the date of final judgment, (b) Mr. Yang Shunhong shall bear the responsibility over the legal costs of RMB500,000 incurred by Sinofortune Education in the Arbitration and the costs of Arbitration of RMB343,482 within 15 days upon the date of final judgment, (c) the final judgment is final and be legally binding.

As Sinofortune Education neither received the repayment of the refundable earnest money of RMB20,000,000, penalty nor legal costs from Mr. Yang Shunhong, our PRC legal adviser has applied to the Intermediate People's Court in Suining City, Sichuan Province, China (the "Court") on behalf of Sinofortune Education to include Mr. Yang Shunhong in the list of restricted high consumption, the list of dishonest persons and the list of restricted departures. On 6 June 2017, the PRC legal adviser of the Company received the execution judgement from the Court in relation to the compulsory execution application for the repayment of the refundable earnest money. According to the execution judgement, the Court terminated the compulsory execution of repayment of the refundable earnest money from Mr. Yang Shunhong and the Court concluded that Mr. Yang Shunhong owns no executable assets after he pledged his shares of 民勤量子新能源有限公司 (transliterated as Minqin Quantum New Energy Co. Ltd.) ("Minqin Quantum") to Sinofortune Education as collateral. As at the date of this report, all the issued share capital of Minqin Quantum are pledged to Sinofortune Education. In this respect, the Company has sought legal opinion from its PRC legal adviser on the execution judgment.

On 27 March 2018, Sinofortune Education has applied to the court for restoration for the compulsory execution application against Mr. Yang Shunhong for the reinstatement of the case. At the date of this report, the court has not given written notice on this matter. Sinofortune Education is still communicating with the court, in an effort to resume the enforcement of this case.

根據由深圳國際仲裁院於二零一六年六月三日下達的終局裁決，(a)陽順洪先生應於終局裁決日期起十五天內向華億教育退還可退還誠意金人民幣20,000,000元及按照年利率24厘向華億教育賠償由二零一五年八月三十一日至退還可退還誠意金的日期之違約金；(b)陽順洪先生應於終局裁決日期起十五天內承擔由華億教育於仲裁產生的律師費人民幣500,000元及仲裁支出人民幣343,482元；(c)終局裁決乃屬最終裁決及具有法律效力。

由於華億教育並無收到陽順洪先生的可退還誠意金人民幣20,000,000元的還款、違約金或律師費，我們的中國法律顧問已經代表華億教育向中國四川省遂寧市中級人民法院（「法院」）提出將陽順洪先生納入限制高消費名單、失信人員名單及限制離境名單。於二零一七年六月六日，本公司之中國法律顧問收到由法院發出就申請強制執行償還可退還誠意金的執行裁定書。根據執行裁定書，法院就陽順洪先生償還可退還誠意金終止了強制執行，及法院總結陽順洪先生於抵押其於民勤量子新能源有限公司（「民勤量子」）的股份予華億教育作為抵押品後沒有可供執行的財產。於本報告日期，民勤量子的所有已發行股本已抵押予華億教育。在這方面，本公司已就執行裁定書向其中國法律顧問尋求法律意見。

於二零一八年三月二十七日，華億教育向法院遞交《恢復強制執行申請書》，申請恢復本案對陽順洪先生的強制執行，於本報日期，法院仍未就此給予書面通知，華億教育仍在與法院溝通中，以爭取恢復本案強制執行。

# DIRECTORS' REPORT

## 董事會報告

### MAJOR CUSTOMERS AND SUPPLIERS

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

Purchases	
– the largest supplier	174,261,134
– five largest suppliers in aggregate	198,116,788
Sales	
– the largest customer	193,464,440
– five largest customers in aggregate	337,623,700

None of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the company's share capital) had an interest in these major suppliers or customers.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

On 28 June 2018, our Group retrieved 200,000,000 consideration shares held in escrow arrangement and delivered the certificates to Hong Kong branch share registrar, Hong Kong Registrars Limited for cancellation. For more details, please refer to our announcement dated 28 June 2018.

Save as disclosed above, during the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

### COMPLIANCE WITH RULES 5.48 TO 5.67 OF THE GEM LISTING RULES

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company's Directors have complied with such code of conduct and the required standard of dealings.

### PRE-EMPTIVE RIGHTS

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

### 主要客戶及供應商

本集團主要供應商及客戶應佔之採購額及銷售額百分比如下：

採購額	
–最大供應商	174,261,134
–五大供應商合計	198,116,788
銷售額	
–最大客戶	193,464,440
–五大客戶合計	337,623,700

概無董事、彼等之聯繫人或任何股東（就董事所知擁有本公司超過5%之股本）於該等主要供應商或客戶擁有權益。

### 購買、出售或贖回上市證券

於二零一八年六月二十八日，本集團已收回以託管安排方式持有之200,000,000股代價股份，並送交其香港股份過戶登記分處香港證券登記有限公司以作註銷。詳情請參閱本公司日期為二零一八年六月二十八日之公佈。

除上文披露者外，年內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 遵守GEM上市規則第5.48至5.67條

本公司已採納有關董事進行證券交易之操守準則，而有關準則之嚴謹程度不遜於GEM上市規則第5.48至5.67條所載規定交易標準。本公司董事已遵守有關操守準則以及規定交易標準。

### 優先購買權

本公司之組織章程細則或開曼群島法例並無任何有關優先購買權之條文，致使本公司須按比例向現有股東提呈發售新股份。



# DIRECTORS' REPORT

## 董事會報告

### CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance and a detailed corporate governance report is set out on pages 33 to 44 of this annual report.

The compliance officer of the Company is Ms. Lai Yuk Mui whose biographical details are set out on page 14 of this annual report. Ms. Woo Man Yi is the company secretary of the Company. She is an associate member of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators, United Kingdom.

### DIVIDEND POLICY

The Company has adopted a dividend policy, pursuant to which the Company gives priority to distributing dividend in cash and shares its profits with its shareholders. The dividend payout ratio shall be determined or recommended, as appropriate, by the Board at its absolute discretion after taking into account the Company's financial results, future prospects and other factors, and subject to:

- the Articles of Association of the Company;
- the applicable restrictions and requirements under the laws of the Cayman Islands;
- any banking or other funding covenants by which the Company is bound from time to time;
- the investment and operating requirements of the Company; and
- any other factors that have material impact on the Company.

### 企業管治

本公司致力於維持高水準之企業管治，企業管治報告之詳情載於本年報第33至44頁。

本公司監察主任為黎玉梅女士，其履歷詳情載於本年報第14頁。胡敏伊女士為本公司之公司秘書。彼為香港特許秘書公會及英國特許秘書及行政人員公會會員。

### 股息政策

本公司採納了一項股息政策，據此，本公司優先考慮以現金方式分派股息，與股東分享溢利。股息派付之比率將由董事會考慮本公司之財務業績、未來前景及其他因素後全權酌情釐定或建議（視乎情況而定），並受以下各項限制：

- 本公司之組織章程細則；
- 開曼群島法律下的適用限制及要求；
- 本公司不時受其約束的任何銀行或其他融資契諾；
- 本公司的投資及經營需求；及
- 任何其他對本公司構成重大影響的因素。

# DIRECTORS' REPORT

## 董事會報告

### PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best of the Directors' knowledge, as at the date of this annual report, there was a sufficient prescribed public float of the issued shares of the Company under the GEM Listing Rules.

### PERMITTED INDEMNITY PROVISION

At no time during the year and up to date of this report, there was or is, any permitted indemnity provision being in force for the benefit of the Directors of the Company (whether made by the Company or otherwise) or any of its subsidiaries (if made by the Company).

### AUDITORS

The consolidated financial statements of the Group for the year ended 31 December 2018 have been audited by CHENG & CHENG LIMITED. CHENG & CHENG LIMITED will retire at the conclusion of the forthcoming annual general meeting and, being eligible, offer itself for re-appointment at the forthcoming annual general meeting. A resolution for reappointment of CHENG & CHENG LIMITED as auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

**Wang Jiawei**

*Chairman*

Hong Kong, 18 March 2019

### 公眾持股量

根據本公司獲得之公開資料及就董事所深知，於本年報刊發日期，本公司已發行股份之公眾持股量符合GEM上市規則指定水平。

### 獲准許彌償條文

於年內及截至本報告日期止任何時間，概無曾經存在或現存任何以本公司或其任何附屬公司（倘由本公司訂立）之董事為受益人之獲准許彌償條文生效（不論是否由本公司或其他公司訂立）。

### 核數師

本集團於截至二零一八年十二月三十一日止年度之綜合財務報表由鄭鄭會計師事務所有限公司審核。鄭鄭會計師事務所有限公司將於應屆股東週年大會結束時退任，並符合資格於應屆股東週年大會接受重新委任。有關重新委任鄭鄭會計師事務所有限公司為本公司核數師之決議案將於應屆股東週年大會上提呈。

代表董事會

**王嘉偉**

*主席*

香港，二零一九年三月十八日

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Board assumes overall responsibility for the leadership and control of the Group, including providing and setting the Group's directions and strategies in the interests of the Group. It believes in good corporate governance and corporate governance practices that promote investor confidence, development of the Group, and transparency while having the long term interest of the Group and enhancement of shareholders' value as the ultimate objectives. It has adopted the code provisions set out in the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules (the "Corporate Governance Code"). The Company has complied with the applicable code provisions of the Corporate Governance Code, except for the following deviation:

#### Code Provision A.2.1

Code Provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

Mr. Wang Jiawei is the chairman and chief executive officer of the Company. In view of Mr. Wang has extensive experience in project management and securities investments and is responsible for the overall corporate strategies, planning and business development of the Company. Under the supervision by the Board which is comprised of three independent non-executive Directors and two non-executive Directors, which represent more than half of the Board, the interests of the shareholders of the Company will be adequately and fairly represented.

### DIRECTORS' SECURITIES TRANSACTIONS

In respect of the standard of dealings required of directors, the Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard set out in rules 5.48 to 5.67 of the GEM Listing Rules. The directors have complied with the Company's code of conduct regarding directors' securities transactions.

### 企業管治常規

董事會肩負領導及監控本集團之全部責任，包括提供及制定符合本集團利益之發展方向及策略。董事會深信良好企業管治水平及企業管治常規可以提高投資者信心、推動本集團業務發展及增加透明度，同時達致為本集團帶來長遠利益及提升股東價值之最終目標。董事會已採納GEM上市規則附錄十五企業管治守則（「企業管治守則」）所載之守則條文。本公司已遵守企業管治守則之適用守則條文，惟下列偏離者除外：

#### 守則條文第A.2.1條

守則條文第A.2.1條規定主席與行政總裁之角色應有區分，並不應由一人同時兼任。主席與行政總裁之間的職責分工應清楚界定並以書面列載。

王嘉偉先生為本公司主席兼行政總裁。鑑於王先生於項目管理及證券投資方面有豐富經驗，負責本公司之整體企業策略、規劃及業務發展。董事會成員包括佔超過董事會一半議席的三位獨立非執行董事及兩名非執行董事，在其監督下，本公司股東利益應已獲得充份保障並受到公平重視。

### 董事進行證券交易

本公司已就董事之買賣準則規定，採納有關董事進行證券交易之操守準則，有關條款嚴謹程度不遜於GEM上市規則第5.48至5.67條所載規定標準。董事已遵守本公司有關董事進行證券交易之操守準則。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### THE BOARD OF DIRECTORS

Comprising of two executive and five non-executive directors (including three independent non-executive directors), the present board has an appropriate composition of directors. The Company has received from each of the independent non-executive directors an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules and is in the opinion that all independent non-executive directors are independent. The present board is composed of more than one-third of independent non-executive directors.

The present board of directors consists of:

Wang Jiawei (*Chairman and Chief Executive Officer*)  
Lai Yuk Mui (*Executive Director*)  
Liu Runtong (*Non-executive Director*)  
James Beeland Rogers Jr. (*Non-executive Director*)  
Zhang Benzhen (*Independent Non-executive Director*)  
Li Jianxing (*Independent Non-executive Director*)  
Chen Shu Wen (*Independent Non-executive Director*)

The biographical details of the Directors are set out on pages 14 to 18 of this annual report.

Save as disclosed in the section headed “Directors and Senior Management Profile” to this annual report, the Directors have no other financial, business, family or other material/relevant relationships with one another.

The Board is mandated to determine and review strategic objectives, appoint and supervise senior management, approve quarterly, interim and annual reports, and review the principal risks of the Group’s business to ensure that these risks are within manageable limits. It is also mandated to approve any substantial investment, acquisition or disposal by the Company. Major corporate matters that are delegated to the management include the execution of business strategies and initiatives approved by the Board and the preparation of quarterly, interim and annual reports for the Board’s approval.

### 董事會

現行董事會由兩名執行董事及五名非執行董事（包括三名獨立非執行董事）組成，其組成屬恰當。本公司收到每位獨立非執行董事依據GEM上市規則第5.09條發出之年度獨立確認書，並認為全體獨立非執行董事皆為獨立人士。現行董事會由超過三分之一的獨立非執行董事組成。

現行董事會由以下董事組成：

王嘉偉（主席兼行政總裁）  
黎玉梅（執行董事）  
劉潤桐（非執行董事）  
James Beeland Rogers Jr.（非執行董事）  
張本正（獨立非執行董事）  
李建行（獨立非執行董事）  
陳樹文（獨立非執行董事）

董事之履歷詳情載於本年報第14頁至第18頁。

除本年報「董事及高級管理人員履歷」一節所披露者外，董事彼此之間並無任何其他財務、業務、親屬或其他重大／相關關係。

董事會獲授權決定及檢討策略目標、委任及監督高級管理人員、批准季度、中期及年度報告以及檢討本集團業務之主要風險，以確保此等風險屬於可控範圍內。董事會亦獲授權批准本公司任何重大投資、收購或出售事宜。委派管理層負責之主要公司事務包括執行由董事會批准之業務策略及計劃以及編製季度、中期及年度報告，以供董事會批准。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Responsibilities, accountabilities and contributions of the board and management

The Board should assume responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. All Directors should take decisions objectively in the interests of the Company.

The Board reserves for its decision on all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

There were four board meetings during the year. The attendance of Directors at the board meetings was as follows:

### 董事會及管理層之責任、問責性以及貢獻

董事會應負責領導及控制本公司，並共同負責透過指引及監督本公司業務而促進本公司的成功。全體董事應客觀以本公司利益作出決定。

董事會負責決定所有重要事宜，當中涉及政策事宜、策略及預算、內部監控及風險管理、重大交易（特別是或會涉及利益衝突者）、財務資料、委任董事及本公司其他重大營運事宜。有關實行董事會決策、指導及協調本公司日常營運及管理的職責委派予管理層。

年內共舉行四次董事會會議。董事之董事會會議出席率如下：

Members	成員	Attendance number of meetings attended/ Number of meetings during term of service 出席會議次數／任內舉行會議次數
Wang Jiawei	王嘉偉	4/4
Lai Yuk Mui	黎玉梅	4/4
Liu Runtong	劉潤桐	4/4
James Beeland Rogers Jr.	James Beeland Rogers Jr.	3/4
Zhang Benzhen	張本正	4/4
Li Jianxing	李建行	4/4
Chen Shu Wen	陳樹文	4/4

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

There were three general meetings during the year. The attendance of Directors at the general meetings was as follows:

年內共舉行三次股東大會。董事於股東大會之出席率如下：

Members	成員	Attendance number of meetings attended/ Number of meetings during term of service 出席會議次數/ 任內舉行會議次數
Wang Jiawei	王嘉偉	2/3
Lai Yuk Mui	黎玉梅	3/3
Liu Runtong	劉潤桐	0/3
James Beeland Rogers Jr.	James Beeland Rogers Jr.	2/3
Zhang Benzhen	張本正	0/3
Li Jianxing	李建行	2/3
Chen Shu Wen	陳樹文	0/3

### DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

Pursuant to the Corporate Governance Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the board remains informed and relevant.

During the year, Mr. Wang Jiawei, Ms. Lai Yuk Mui and Mr. Liu Runtong have attended training courses conducted by professional parties. The attended directors have provided the Company with their respective training records pursuant to the Corporate Governance Code. All Directors were provided with reading materials on relevant rules and regulatory updates.

### REMUNERATION OF DIRECTORS

The Company has established a Remuneration Committee with specific written terms of reference. The present Remuneration Committee consists of a majority of independent non-executive directors.

### 董事培訓及專業發展

根據企業管治守則，全體董事應參與持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需之情況下向董事會作出貢獻。

年內，王嘉偉先生、黎玉梅女士及劉潤桐先生參加了專業團體開辦的培訓課程。所參與的董事已根據企業管治守則向本公司提供其培訓記錄。全體董事已獲得有關相關規則及監管最新方面的閱讀資料。

### 董事酬金

本公司已成立薪酬委員會，並以書面訂明職權範圍。現行薪酬委員會之大部分成員為獨立非執行董事。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

As at year end date, the present Remuneration Committee consisted of five directors, Professor Zhang Benzheng, Mr. Wang Jiawei, Ms. Lai Yuk Mui, Mr. Li Jianxing and Professor Chen Shu Wen. Three out of the five directors are independent non-executive directors. Professor Zhang Benzheng, being an independent non-executive director, is the chairman of the committee. The Remuneration Committee's role and function includes making recommendations to the Board on the Company's policy and structure for remuneration of directors and senior management and on the establishment of formal and transparent procedures for developing policy on such remuneration. It also has the delegated responsibility to determine the specific remuneration packages of all executive directors and senior management.

The Company's remuneration policies are determined on the basis of the contributions of staff and directors. Long-term incentive schemes for staff and directors include share options and cash bonuses.

The amounts paid to each Director for the year ended 31 December 2018 are set out in Note 11 to the consolidated financial statements.

Pursuant to code provision B.1.5 of the Corporate Governance Code, the annual remuneration of the members of the senior management (other than the Directors) for the year ended 31 December 2018 by band is set out as follows:

於年結日，現行薪酬委員會由張本正教授、王嘉偉先生、黎玉梅女士、李建行先生及陳樹文教授五名董事組成。五名董事中，其中三名為獨立非執行董事。獨立非執行董事張本正教授為委員會主席。薪酬委員會之職責及職能包括就本公司有關董事及高級管理人員的薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議。薪酬委員會亦獲授權決定全體執行董事及高級管理人員之特定薪酬待遇。

本公司之薪酬政策乃按員工及董事所作貢獻為基準釐定。員工及董事之長期獎勵計劃包括購股權及現金花紅。

截至二零一八年十二月三十一日止年度向各董事支付之款項，載於綜合財務報表附註11。

根據企業管治守則第B.1.5條，截至二零一八年十二月三十一日止年度高級管理人員（董事除外）的年度薪酬按範圍載列於下文：

Remuneration band (in HK\$)	薪金範圍 (港元)	Number of individuals 人數
Nil to 1,000,000	零至1,000,000	2

The Remuneration Committee held one meeting during the year and the attendance of its members was as follows:

薪酬委員會於年內曾舉行一次會議，其成員之出席率如下：

Members	成員	Attendance number of meetings attended/ Number of meetings during term of service 出席會議次數/ 任內舉行會議次數
Zhang Benzheng	張本正	1/1
Wang Jiawei	王嘉偉	1/1
Lai Yuk Mui	黎玉梅	1/1
Li Jianxing	李建行	1/1
Chen Shu Wen	陳樹文	1/1

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

During the year, the Remuneration Committee's work includes conducting a review over the Company's policy and structure for remuneration. There was no Director's service contract requiring approval during the year.

### NOMINATION OF DIRECTORS

The Company has established a nomination committee ("Nomination Committee") with specific written terms of reference. As at year end date, Nomination Committee consisted of four Directors, Professor Zhang Benzhen, Mr. Wang Jiawei, Mr. Li Jianxing and Professor Chen Shu Wen. Three out of the four Directors are independent non-executive Directors. Professor Zhang Benzhen, being an independent non-executive Director, is the chairman of the committee. Thus the present Committee consists a majority of independent non-executive Directors. The Nomination Committee's role and function includes, but is not limited to, reviewing the structure, size, composition and diversity (including but not limited to skills, knowledge and experience, gender, age, cultural and educational background, or professional experience) of the Board at least annually and make recommendations on any proposed changes; draw up, review and update, as appropriate, the diversity policy for the Board's approval having due regard to the requirements of the GEM Listing Rules, review and update the objectives that the Board has set for implementing such policy, and monitor the progress made; identifying individuals suitably qualified to become Board members and select or making recommendations to the Board on the selection of individuals nominated for directorships based on the board diversity policy; and assessing the independence of independent non-executive Directors.

The Nomination Committee held one meeting during the year and the attendance of its members was as follows:

年內，薪酬委員會之工作包括檢討本公司之薪酬政策及架構。年內，本集團並無需要批准董事服務合約。

### 董事提名

本公司已成立提名委員會（「提名委員會」），並書面訂明職權範圍。於年結日，提名委員會由張本正教授、王嘉偉先生、李建行先生及陳樹文教授四名董事組成。四名董事中，其中三名為獨立非執行董事。獨立非執行董事張本正教授為委員會主席。因此，現行提名委員會之大部分成員為獨立非執行董事。提名委員會之職責及職能包括（但不限於）每年至少一次檢討董事會之架構、人數、組成及多元化（包括但不限於技能、知識及經驗、性別、年齡、文化及教育背景或專業經驗方面），並就任何建議變動提出建議；因應GEM上市規則的規定，按情況制定、檢討及更新多元化政策供董事會批准，並檢討及更新董事會為落實該政策而制定的目標，以及監察達成目標的進度；根據董事會多元化政策物色具備合適資格可擔任董事的人士，並挑選提名有關部門人士出任董事或就此向董事會提供意見；以及評核獨立非執行董事之獨立性。

提名委員會於年內曾舉行一次會議，其成員之出席率如下：

Members	成員	Attendance number of meetings attended/ Number of meetings during term of service 出席會議次數/ 任內舉行會議次數
Zhang Benzhen	張本正	1/1
Wang Jiawei	王嘉偉	1/1
Li Jianxing	李建行	1/1
Chen Shu Wen	陳樹文	1/1



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

On the nomination process, the Nomination Committee reviews the suggested candidates for directorship having regard to the candidates' reputation and the specific skills or expertise that these candidates can contribute to the Company in the light of the structure, size, composition and diversity (including but not limited to skills, knowledge and experience, gender, age, cultural and educational background, or professional experience) of the board of directors. Only candidates who have integrity and can provide specific contributions to the Company thereby enhancing the value of the Company are considered for nomination to the board of directors by the Nomination Committee.

During the year, the Nomination Committee's work includes reviewing the structure, size, independence, composition and diversity (including but not limited to skills, knowledge and experience, gender, age, cultural and educational background, or professional experience) of the Board and made recommendations thereon. Drawing up, reviewing and updating, as appropriate, the diversity policy for the Board's approval having due regard to the requirements of the GEM Listing Rules, reviewing and updating the objectives that the Board has set for implementing such policy, and monitor the progress made.

### Board diversity

The Company has adopted a board diversity policy setting out the approach to achieve diversity on the Board with the aims of enhancing Board effectiveness and corporate governance as well as achieving sustainable and balanced development.

Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service and any other factors that the Board may consider relevant and applicable from time to time.

Selection of candidates will be based on the Company's nomination policy and will take into account the board diversity policy. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. Having due regard to the benefits of diversity on the Board and also the needs of the Board without focusing on a single diversity aspect.

於提名過程中，提名委員會基於董事會架構、人數、組成及多元化（包括但不限於技能、知識及經驗、性別、年齡、文化及教育背景或專業經驗方面），考慮候選人之聲譽以及可提供予本公司之特別技能或專業知識，審閱該候選人擔任董事職務之能力。正直廉潔且能為本公司作出特別貢獻從而提升本公司價值之候選人，方能獲提名委員會考慮提名加入董事會。

年內，提名委員會之工作包括檢討董事會之架構、人數、獨立性、組成及多元化（包括但不限於技能、知識及經驗、性別、年齡、文化及教育背景或專業經驗）並就此提出建議。本公司已根據GEM上市規則規定擬定、審閱及更新（如適用）多元化政策供董事會批准，審閱及更新董事會就實施該政策制定的目標並監督其進展。

### 董事會成員多元化

本公司已採納一項董事會成員多元化政策，當中載有達致董事會成員多元化之方針，目的為提升董事會效率及企業管治水平，以及實現可持續及均衡發展。

董事會成員多元化乃從多個方面加以考慮，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期以及董事會可能認為不時相關及適用的任何其他因素。

挑選候選人將根據本公司的提名政策進行並將考慮董事會成員多元化政策。最終決定將取決於提交董事會的經挑選候選人的能力及貢獻，當中已考慮成員多元化對董事會的裨益以及董事會的需求，而非專注於單一方面的多元化。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Nomination Committee will monitor and review the implementation of the board diversity policy, as appropriate, to ensure the effectiveness of the board diversity policy. The Nomination Committee will discuss any revisions to the board diversity policy that may be required and make recommendation to the Board for approval.

A copy of the board diversity policy has been published on the Company's website for public information. Currently, the Board comprises seven members and the Board composition and diversity are as follows:

Capacity:	Executive Directors, non-executive Directors and independent non-executive Directors
Gender:	Male and female
Age:	32-79
Nationality:	Chinese and American
Length of service:	4-10 years
Board expertise:	Finance, law, accounting, investment, engineering, economic, insurance, investment consulting analysis, academic

提名委員會將監察及審閱董事會成員多元化政策的實施情況(如適用),以確保董事會成員多元化政策的有效性。提名委員會將討論可能須對董事會成員多元化政策作出的任何修訂並向董事會提出推薦建議以供批准。

董事會成員多元化政策已登載於本公司網站以供公開查閱。目前,董事會由七名成員組成,董事會組成及多元化詳情如下:

身份:	執行董事、非執行董事及獨立非執行董事
性別:	男及女
年齡:	32至79歲
國籍:	中國及美國
服務年限:	4至10年
董事會成員專長:	財務、法律、會計、投資、工程、經濟、保險、投資諮詢分析、學術

### AUDIT COMMITTEE

The Company has established an Audit Committee with specific written terms of reference. As at 31 December 2018, the Audit Committee consisted of three independent non-executive directors, Mr. Li Jianxing, Professor Zhang Benzhen and Mr. Chen Shu Wen. Mr. Li Jianxing, being an independent non-executive director, is the chairman of the Committee. The Audit Committee's role and function includes making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor; review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; develop and implement policy on the engagement of an external auditor to supply non-audit services; monitor the integrity of financial statements, annual reports and accounts, half-yearly and quarterly reports of the Company, and review significant financial reporting judgments contained in them; review the Company's financial controls, internal control and risk management systems; and review the Group's financial and accounting policies, procedures and practices.

### 審核委員會

本公司已成立審核委員會,並書面訂明職權範圍。於二零一八年十二月三十一日,審核委員會由李建行先生、張本正教授及陳樹文先生三名獨立非執行董事組成。其中獨立非執行董事李建行先生為委員會主席。審核委員會之職責及職能包括就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款;按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效;就委聘外聘核數師提供非核數服務制定政策,並予以執行;監察本公司的財務報表、年度報告及賬目、半年度及季度報告的完整性,並審閱報表及報告所載有關財務申報的重大判斷;檢討本公司的財務監控、內部監控及風險管理制度;以及檢討本集團的財務及會計政策、程序及實務。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Audit Committee has reviewed the consolidated financial statements of the Group for the year ended 31 December 2018 pursuant to the relevant provisions contained in the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 of the GEM Listing Rules and was of the opinion that such statements had complied with applicable accounting standards and that adequate disclosures had been made in respect thereof.

The Audit Committee held five meetings during the year and the attendance of its members was as follows:

審核委員會已根據GEM上市規則附錄十五所載企業管治守則及企業管治報告之有關條文，審閱本集團截至二零一八年十二月三十一日止年度之綜合財務報表，並認為該等報表符合適用會計準則，並已就此作出足夠披露。

審核委員會於年內共舉行五次會議，其成員之出席率如下：

Members	成員	Attendance number of meetings attended/ Number of meetings during term of service 出席會議次數／任內舉行會議次數
Li Jianxing	李建行	5/5
Zhang Benzhen	張本正	5/5
Chen Shu Wen	陳樹文	4/5

The directors' responsibilities for preparing the accounts and the reporting responsibilities of the auditors are set out on pages 68 to 76.

董事編製賬目之責任及核數師之申報責任載於第68頁至76頁。

The accounts for the year ended 31 December 2018 were audited by CHENG & CHENG LIMITED whose term of office will expire at the conclusion of the forthcoming annual general meeting of the Company. The Audit Committee has recommended to the Board that CHENG & CHENG LIMITED be reappointed as the auditors of the Company at the forthcoming annual general meeting of the Company.

截至二零一八年十二月三十一日止年度之賬目已經由鄭鄭會計師事務所有限公司審核，彼之任期將於本公司之應屆股東週年大會結束時屆滿。審核委員會已向董事會建議，於本公司應屆股東週年大會上續聘鄭鄭會計師事務所有限公司為本公司之核數師。

### CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions set out in the Code Provision D.3.1. The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the GEM Listing Rules, and the Company's compliance with the Corporate Governance Code and disclosure in this Corporate Governance Report.

### 企業管治職能

董事會負責履行守則條文第D.3.1條所載職能。董事會已檢討本公司企業管治政策及常規、董事及高級管理人員的培訓及持續專業發展、本公司遵守法律及監管規定的政策及常規、遵守GEM上市規則的情況，以及本公司遵守企業管治守則及於本企業管治報告作出披露的情況。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### AUDITORS' REMUNERATION

For the year ended 31 December 2018, the remuneration paid to the auditors, CHENG & CHENG LIMITED in respect of audit services and non-audit services amounted to approximately HK\$510,000 and HK\$70,000 respectively.

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the risk management and internal control systems of the Group and for reviewing its effectiveness. The Board requires management to establish and maintain sound and effective system of internal controls to safeguard the shareholders' investment and the Group's assets. The Board should conduct a review of risk management and internal control system of the Group at least annually, covering the material financial, operational and compliance controls.

#### Risk management

The Group has adopted a three-tier risk management approach to identify, assess and manage different types of risks. At the first line of defense, business units are responsible for identifying, assessing and monitoring risk associated with each business or deal. The management, as the second line of defense, defines rule sets and models, provides technical support, develops new system and oversees portfolio management. It ensures risks are within acceptable range and that the first line of defense is effective. As the final line of defense, the internal control consultants assist the Audit Committee to review the first and second lines of defenses. With the assistance of the internal control consultants, a risk register with risk rating and risk owners were compiled by taking into account for continuous risk assessment purpose. Risk owners are required to take mitigating actions to address the identified risks and such actions are integrated in the day-to-day activities and their effectiveness is closely monitored. During the year, the risk register has been tabled for discussion and assessed the ratings by key personnel and management, by considering the likelihood and impact of each identified risk. A written risk assessment report with the identified key risks, evaluation of related risk and relevant mitigating actions have been reported to the Audit Committee and reviewed by the Board. The written report facilitates the Board in considering the changes in the nature and extent of significant risks, the Group's ability in responding to changes in its business and the external environment, as well as management's ongoing monitoring of risks and of the internal control systems.

### 核數師酬金

截至二零一八年十二月三十一日止年度，已支付予核數師鄭鄭會計師事務所有限公司之核數服務及非核數服務酬金分別為約510,000港元及70,000港元。

### 風險管理及內部監控

董事會負責本集團之風險管理及內部監控系統以及檢討其有效性。董事會要求管理層設立及維持穩健高效的內部監控系統，以保護股東投資及本集團資產。董事會須至少每年對本集團的風險管理及內部監控系統（涵蓋重大財務、經營及合規控制）進行檢討。

#### 風險管理

本集團採納三級風險管理方法以識別、評估及管理各類風險。在第一道防線，業務單位負責識別、評估及監察與每項業務或交易有關的風險。作為第二道防線，管理層界定規則組合及模型、提供技術支持、制定新制度及監督組合管理，並確保風險在可接受範圍內及第一道防線行之有效。作為最後一道防線，內部控制顧問協助審核委員會檢討第一道及第二道防線。在內部控制顧問的協助下，考慮到持續風險評估，已編撰包括風險評級及風險責任人的風險登記簿。風險責任人必須採取緩和行動應對已識別風險，且有關行動須融入日常活動中，而其有效性將被密切監控。於年內，風險登記簿已送交主要人員及管理層討論及評估評級（經考慮各項已識別風險的可能性及影響）。包括已識別主要風險、相關風險評估及相關緩和行動的書面風險評估報告已上報審核委員會並經董事會審閱。書面報告有助董事會考慮重大風險性質及程度的變動，本集團應對其業務及外部環境變化的能力，以及管理層持續監督風險及內部監控系統。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Risk management and internal controls

The Group emphasises the importance of a sound internal control system which is also indispensable for mitigating the Group's key risk exposures. The Group's system of internal control is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage and eliminate risks of failure in operational systems and fulfillment of the business objectives. The internal control system is reviewed on an ongoing basis by the Board in order to make it practical and effective in providing reasonable assurance in relation to protection of material assets and shareholders' interests. The Group is committed to the identification, evaluating and management of risks associated with its business activities through ongoing assessment of a risk register, by considering the likelihood and impact of each identified risk. The Group has implemented an effective control system which includes a defined management structure with limits of authority, a sound management system and periodic review of the Group's performance by the Audit Committee and the Board. The Board has conducted review of the effectiveness of the risk management and internal control systems, by considering written reports prepared by internal control consultants to the Audit Committee.

### Review the effectiveness of the risk management and internal control systems

Through the Audit Committee, the Board has conducted annual review of the effectiveness of the Group's risk management and internal control systems for the year ended 31 December 2018, covering the material financial, operational and compliance controls, which are considered effective and adequate.

Audit Committee has annually reviewed the adequacy of resources, qualifications and experience, training and budget of the accounting, internal audit and financial reporting functions.

### INSIDE INFORMATION

The Company assesses the likely impact of any unexpected and significant event that may impact the price of the shares of the Company or their trading volume and decides whether the relevant information is considered inside information and needs to be disclosed as soon as reasonably practicable pursuant to Rules 17.10 and 17.11 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO. Executive Directors have responsibility for approving certain announcements and/or circulars to be issued by the Company under powers delegated by the Board from time to time.

### 風險管理及內部監控

本集團著重設立穩健內部監控系統的重要性，該系統對降低本集團所承受主要風險而言亦為不可或缺的部分。本集團的內部監控系統旨在合理（但並非絕對）確保避免賬目出現重大虛報或虧損，管理及消除營運系統失效的風險以及達成業務目標。董事會持續檢討內部監控系統，確保該系統能切實可行及有效地為保障重要資產及股東權益提供合理保證。本集團透過持續評估風險登記簿，評價每項已識別風險的可能性及影響，致力於識別、評估及管理與其業務活動有關之風險。本集團已實施一套行之有效的監控系統，包括清晰界定權限的管理結構、穩健的管理系統，以及由審核委員會及董事會定期對本集團業績進行檢討。經考慮內部控制顧問為審核委員會編製的書面報告，董事會已對風險管理及內部監控系統的有效性進行審閱。

### 審閱風險管理及內部監控系統的有效性

董事會透過審核委員會對截至二零一八年十二月三十一日止年度本集團的風險管理及內部監控系統進行年度有效性評估（涵蓋重大財務、經營及合規控制），並認為該系統行之有效及適當。

審核委員會每年審閱資源的充足性、資格及經驗、培訓及會計預算、內部審核及財務報告職能。

### 內幕消息

本公司評估任何不可預期及重大事件的可能影響，該等事件或會影響本公司的股價或其成交量，並決定相關資料根據GEM上市規則第17.10及17.11條以及證券及期貨條例第XIVA部的內部消息條文是否可被視為內幕消息及需要在合理可行情況下盡快披露。執行董事有責任批准本公司根據董事會不時委派的權力將予發佈的若干公佈及／或通函。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Company has put in place on handling and dissemination of inside information in a timely manner in such a way so as not to place any person in a privileged dealing position and to allow time for the market to price the listed securities of the Company with the latest available information. The Company has appropriate internal control and reporting systems to identify and assess potential inside information. Dissemination of inside information of the Company shall be conducted by publishing the relevant information on the websites of the Stock Exchange and the Company, according to the requirements of the GEM Listing Rules.

### COMPANY SECRETARY

The Company Secretary of the Company is Ms. Woo Man Yi. The Company Secretary assists the Board by ensuring good information flow within the Board and that Board policy and procedures are followed. She has taken no less than 15 hours of relevant professional trainings to update her skills and knowledge in 2018.

### SHAREHOLDERS' RIGHTS

#### Convening an extraordinary general meeting

Pursuant to Article 58 of the Articles and Associations of the Company, any one or more shareholders 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, 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 months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the 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.

Shareholders may put forward proposals at general meeting of the Company by sending the same to the Company at the principal office of the Company in Hong Kong ten days before general meeting.

#### Procedures for sending enquiries to the Board

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Board of Directors/Company Secretary at the Company's head office. For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the Company's head office and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

本公司可及時處理及發佈內幕消息，並不會導致任何人士在本公司上市證券交易上處於佔優地位，亦讓市場在得悉最新可得資料的情況下，有充足時間定出本公司上市證券之價格。本公司設有適當的內部監控及匯報制度，以識別及評估潛在的內幕消息。根據GEM上市規則規定，本公司發佈內幕消息，會透過聯交所及本公司網站刊登相關消息。

### 公司秘書

本公司的公司秘書為胡敏伊女士。公司秘書確保董事會成員之間資訊交流良好及遵循董事會政策及程序，從而支援董事會。彼於二零一八年已接受不少於15個小時相關專業培訓以更新其技能及知識。

### 股東權利

#### 召開股東特別大會

根據本公司組織章程細則第58條，任何一名或以上於遞呈要求日期持有不少於本公司繳足股本（賦有於本公司股東大會上投票權）十分之一股東於任何時候有權透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中任何業務之交易；且該大會應於遞呈該要求後兩個月內舉行。倘遞呈後二十一日內，董事會未有召開該大會，則遞呈要求人士可自發以同樣方式作出此舉，而遞呈要求人士因董事會未有召開大會而產生的所有合理開支應由本公司向要求人作出償付。

股東可於本公司股東大會上提呈動議，有關動議須於股東大會十日前提送交本公司之香港主要辦事處。

#### 向董事會提問的程序

就向董事會提問而言，股東可向董事會／公司秘書發出書面提問，並送交本公司總辦事處。為免生疑問，股東必須提交及寄發正式簽署的書面呈請、通知或聲明或提問（視情況而定）的正本至本公司總辦事處，並提供彼等的全名、聯絡資料及身份證明，致使有關呈請、通知或聲明或提問生效。股東資料或須根據法例規定予以披露。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### THE SCOPE, MATERIALITY AND REPORTING PERIOD OF THIS REPORT

This is the Environmental, Social and Governance report (the “ESG Report”) of Sinofortune Financial Holdings Limited and its subsidiaries (collectively the “Group”). The ESG Report is issued in accordance with Appendix 20 “Environmental, Social and Governance Reporting Guide” (the “ESG Guidelines”) and its “comply or explain” provisions of the GEM Listing Rules issued by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Unless otherwise stated, the ESG Report covers the overall performance, risks, strategies, measures and commitment in four areas, namely, quality of workplace environment, environmental protection, operating practice and community involvement of the Group’s business operations in Hong Kong and the PRC for the year ended 31 December 2018 (the “Reporting Period”).

During the Reporting Period, the Group was principally engaged in the: (i) provision of the precious metals spot trading and brokerage services in the PRC, (ii) provision of securities and futures contracts trading services in Hong Kong, (iii) trading and principal investments in the PRC and Hong Kong, (iv) trading of electronic student cards and school safety products and provision of electronic student card platform in the PRC, (v) provision of stock information and research services through the internet network in the PRC, and (vi) sales of motor vehicles and provision of agency services in the PRC. Such businesses were mainly operated in Mainland China. Apart from certain aforementioned operations, the principal office in Hong Kong was also responsible for the compliance with relevant rules and regulations of the GEM of the Stock Exchange and Securities and Futures Commission (“SFC”).

Upon materiality assessment, the ESG Report shall include operations of the Group’s major subsidiaries in the PRC and Hong Kong office. All information and data disclosed herein are from internal documents and statistics.

For information about the Group’s corporate governance structure and other relevant information, please refer to the Corporate Governance Report on pages 33 to 44 of the annual report.

### 本報告的適用範圍、重要性及報告期

此報告為概述華億金控集團有限公司及其附屬公司（統稱「本集團」）在環境、社會及管治範疇上的表現所編撰之報告（「ESG報告」）。本ESG報告乃應香港聯合交易所有限公司（「聯交所」）GEM上市規則附錄20所載的「環境、社會及管治報告指引」（「ESG指引」）及其「不遵守就解釋」條文而發表。

除另有說明者外，本ESG報告涵蓋本集團在香港及中國的業務運作於截至二零一八年十二月三十一日止年度的報告期間（「報告期間」），在工作環境質量、環境保護、營運常規及社區參與等四個方面之整體表現、風險、策略、措施及承諾。

報告期間，本集團主要從事：(i)在中國提供貴金屬現貨交易及經紀服務；(ii)在香港提供證券及期貨合約買賣服務；(iii)在中國及香港買賣及自營投資；(iv)在中國銷售電子學生證及校園安全產品及提供電子學生證平台；(v)透過互聯網在中國提供股票資訊及研究服務；以及(vi)在中國銷售汽車及提供代理服務。該等業務主要運營地區為中國內地。香港主要辦事處除經營部份上述業務外，亦負責本公司在聯交所GEM上市及證券及期貨事務監察委員會（「證監會」）的相關合規事宜。

因此，在進行重要性測試後，本集團決定在本ESG報告涵蓋本集團在中國內地的上述業務各級主要子公司、以及香港辦事處。所有資料來自本公司的正式文件或統計報告。

有關本集團企業管治架構及其他相關資料，請參閱本年報第33頁至第44頁《企業管治報告》。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### MATERIALITY ASSESSMENT

The management and employees of the Group have participated in preparing this report, assisted the Group in reviewing its environmental, social, operating practices and governance issues and assessed the importance of these issues to the businesses and stakeholders of the Group, thereby making relevant disclosures.

### MISSION AND VISION

We are an integrated financial service, student safety products and electronic student card platform provider and parallel imported motor vehicles supplier in Hong Kong and the PRC, striving to create a comprehensive platform of financing, brokerage, financial information and wealth planning services; whilst carrying out the exploration of the parallel imported motor vehicles market in PRC so as to broaden the source of income of the Group.

With the lack of investment information products and far-from-sophisticated market in the PRC, medium and small investors have voracious demand for such products. We are dedicated to minimizing information asymmetry and promoting investor education through provision of useful information service; improving market environment with introduction of market competition in terms of products and services, with a view to safeguarding medium and small investors' interests and becoming a quality integrated financial service provider.

As a responsible enterprise, we also highly value communication with investors and shareholders, clients, employees, business partners and suppliers, community and other stakeholders while proactively developing its business and improving its profitability for the purpose of balancing their respective interests and fostering a sustainable development.

### 重要性評估

本集團的管理層及僱員參與編製本報告，並協助本集團檢討其環境、社會、營運慣例及管治層面的議題，並評估該等議題對本集團業務及持份者的重要性，從而作出相關披露。

### 本集團的使命及願景

作為以香港和中國大陸為主要市場的綜合金融服務、學生安全產品及電子學生證平台供應商及平行進口汽車供應商，我們致力在香港及中國大陸市場打造一個集融資服務、交易服務、金融資訊服務、理財規劃服務於一體的綜合金融服務平台。另外，為擴闊本集團的收入來源，我們亦致力開拓平行進口汽車於中國之市場。

針對中國大陸市場投資資訊產品短缺及市場尚未完善，中小投資者對資訊產品需求迫切，我們在為中小投資者提供切實有效的資訊服務的同時，力求減低當前市場上資訊不對稱性，普及投資者教育；以市場行為通過產品競爭及服務競爭，改善市場環境，以保護中小投資者利益為基礎，力求成為一間優質的綜合性金融服務供應商。

本集團作為一家負責任的企業，在積極發展業務，提升盈利能力之餘，亦非常重視與投資者及股東、客戶及租戶、員工、合作夥伴及供應商、以及社會等不同持份者的溝通，積極平衡各方利益，促進企業可持續發展。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### COMMITMENTS TO STAKEHOLDERS

We review the communication strategies of the Group from time to time with the hope of communicating with stakeholders in an effective, proactive and timely manner. With respect to different stakeholders, we are committed to:

- Investors and shareholders:
- Complying with relevant regulations (e.g. GEM Listing Rules and Securities and Futures Ordinance etc.)
  - Disclosing latest information in due course
  - Reinforcing corporate governance and risk control
  - Focusing on improving operating efficiency and financial growth, creating stable returns
- Employees:
- Providing safe workplace
  - Respecting all employees and ensuring fair treatment
  - Supporting career growth and providing internal training
- Clients:
- Assuming product and service responsibility
  - Identifying client needs and improving product and service quality
  - Respecting clients' privacy and protecting their interests

### 對持份者的承諾

我們不時檢討本集團的溝通策略，希望以有效的方式，積極和適時地與持份者溝通。對不同的持份者，我們亦致力：

- 投資者及股東：
- 遵守相關法規（GEM上市規則及證監會守則等）
  - 及時公佈企業最新資訊
  - 加強企業管治及風險控制
  - 專注提升經營效率及業績增長，創造穩健回報
- 員工：
- 提供安全工作環境
  - 尊重所有員工，確保公平待遇
  - 支持員工職業發展，提供內部培訓
- 客戶：
- 履行產品及服務責任
  - 了解客戶需要，持續改善產品及服務質素
  - 尊重客戶私隱，保障客戶利益

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Business partners and suppliers:	<ul style="list-style-type: none"><li>• Maintaining good internal control and eradicating corruption</li><li>• Forging partnership to grow together</li><li>• Setting up stringent procurement system to contain risk</li></ul>	合作夥伴及供應商：	<ul style="list-style-type: none"><li>• 維持良好內部監控，杜絕貪污行為</li><li>• 建立合作關係，共同成長</li><li>• 制定嚴謹的採購制度，控制風險</li></ul>
Community:	<ul style="list-style-type: none"><li>• Giving back to society and promoting self-reliance</li><li>• Raising awareness of environmental protection and helping the needy, nurturing virtue and values</li><li>• Devoting to developing new products for convenience of society</li></ul>	社會：	<ul style="list-style-type: none"><li>• 回饋社會，助人自助</li><li>• 增強員工環保及助人意識，建立正確價值觀</li><li>• 致力研發產品為社會帶來便利</li></ul>

### STAKEHOLDER OPINION

We welcome opinions on the Group's approaches on the environmental, social, and governance aspects upon reading the ESG Report. Please share with us via:

Address: 16/F, CMA Building, 64-66 Connaught Road Central, Hong Kong

Phone: (852) 2297 9900

Fax: (852) 2865 3888

Email: info@sinofortune.hk

### 持份者的意見回饋

如參閱本ESG報告後，對本集團的環境、社會及管治方針與表現有任何意見，歡迎透過下列方式與本集團分享：

郵寄地址：香港中環干諾道中64-66號  
廠商會大廈16樓

電話：(852) 2297 9900

傳真：(852) 2865 3888

電郵：info@sinofortune.hk

### ENVIRONMENTAL PROTECTION

The Group is aware of the increasing emphasis of the public and investors on environmental protection and corporate social responsibility. Therefore, we have been active in reviewing our environmental policies and minimize the pollution and environmental damage arising from our daily business operation by striving to improve the environmental management in the business process through a series of measures and complying with the current applicable regulations and standards concerning environmental protection.

### 環保

本集團意識到公眾以及投資者對環保和企業社會責任日趨重視，因此我們一直積極審視自身的環保政策，致力透過一系列措施提升業務過程中的環境管理，並遵守現行適用的環保相關法例和標準，旨在將我們日常業務運作產生的污染及環境破壞減至最輕。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

During the Reporting Period, there was no incident of non-compliance with relevant environmental laws and regulations relating to exhaust gas and greenhouse gas emissions, discharges of pollutants into water and land and generation of hazardous or non-hazardous wastes that have a significant impact on the Group. The Group also confirmed that, during the Reporting Period, it was not subject to any penalty imposed by relevant government authorities arising from non-compliance with the aforesaid laws and regulations in the course of our operation.

### EMISSIONS

The Group was primarily engaged in financial services where no industrial production process was involved during the Reporting Period; therefore, no direct emission of exhaust and greenhouse gas, discharges of pollutants into water and land and generation of hazardous waste and non-hazardous waste were recorded. The Group complies with relevant regulations promulgated by the government and applicable to the Group, including the Air Pollution Control Ordinance (空氣污染管制條例), Waste Disposal Ordinance (廢物處置條例), the Environmental Protection Law of the People's Republic of China (中華人民共和國環境保護法), Law of the People's Republic of China on Prevention and Control of Pollution From Environmental Noise (中華人民共和國環境噪聲污染防治法), Law of the People's Republic of China on Appraising of Environment Impacts (中華人民共和國環境影響評價法), Regulations of Environment Protection in Construction Projects (建設項目環境保護管理條例), Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Wastes (中華人民共和國固體廢物污染環境防治法) and Decision of the State Council on Several Issues Concerning Environmental Protection (國務院關於環境保護若干問題的決定), as well as the Air Pollution Control Ordinance (空氣污染管制條例).

We incorporate environmental consideration in our daily office operation, including more effective use of resources to reduce waste. We hope that our internal environmental protection policies and measures can reduce the negative impact of our business operation on environment and indirect carbon emission.

報告期間，本集團並無就任何有關廢氣及溫室氣體排放、水及土地的排污、以及產生有害或無害廢棄物、且對本集團有重大影響的環保法律法規之違規事件。本集團亦確認於報告期間，我們業務過程中未有出現違反上述法律及法規而遭受相關政府機關處罰的情況。

### 排放物

本集團主要從事金融服務，業務過程中不涉及任何直接生產工序，故於報告期間未有錄得直接的廢氣及溫室氣體排放、水及土地的排污、有害及無害廢棄物的產生等。本集團遵循《空氣污染管制條例》、《廢物處置條例》、《中華人民共和國環境保護法》、《中華人民共和國環境噪聲污染防治法》、《中華人民共和國環境影響評價法》、《建設項目環境保護管理條例》、《中華人民共和國固體廢物污染環境防治法》及《國務院關於環境保護若干問題的決定》、《空氣污染管制條例》等政府所頒佈且適用於本集團之相關條例。

於日常辦公室運作過程，我們加入環保考慮，包括更有效使用資源、減少浪費等。我們希望藉著執行內部環保政策及措施，以減少我們業務運作過程中對環境的負面影響及間接碳排放。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### *Air Pollution – Exhaust Gas and Greenhouse Gas Emissions as well as dust pollution*

In the course of daily operations, save for the greenhouse gas emissions generated when vehicles consume fuel, the Group does not generate any other direct greenhouse gas and exhaust gas emissions arising from the operation of machinery, or dust pollution. The Group's indirect emission of greenhouse gas was mainly from the consumption of electricity power and fuel of offices and vehicles. The Group considers that such greenhouse gas emission level is normal and reasonable.

Despite this, we are still working to reduce our carbon emissions by keeping record of consumption level for each business, closely monitoring emission level and regularly maintaining and repairing machinery, equipment and vehicles, in order to prevent them from generating excess emissions of exhaust caused by broken parts and other reasons, and to facilitate the reduction of fuel consumption.

### *Hazardous and Non-hazardous Waste Treatment*

The major wastes we generate in the course of our operation include paper, plastic, general office electronic equipment and kitchen refuse. In addition to requiring our employees to properly treat such office wastes and encouraging them to sort such office wastes before treatment, we also arrange staff to uniformly treat them. Meanwhile, we understand that electronic solid waste often contains lead, mercury, cadmium, chromium and other chemicals and metals and inevitably releases hazardous chemicals when they are treated. Therefore, we reduce the generation of electronic solid waste by way of donating computer and other used electronic supplies to charitable bodies.

### *Wastewater Discharge*

The Group only generates the general domestic wastewater instead of any industrial wastewater in the course of operation. The water supply and discharge of the Group are solely controlled by the office building management office and it is not feasible for such management office to provide water withdrawal and discharge data or sub-meter for the Group. Therefore, we are not able to make statistics of water supply and discharge of the Group. However, we believe that domestic wastewater discharge level of the Group is normal and reasonable.

### *空氣污染－廢氣及溫室氣體排放、揚塵*

於日常營運過程中，除了車輛消耗燃油時所產生之溫室氣體排放外，本集團並無產生其他來自機器運作的直接溫室氣體及廢氣排放，或造成粉塵污染。本集團溫室氣體的間接排放主要來自辦公場所、車輛之用電及燃油排放。本集團認為有關溫室氣體排放水平屬正常及合理。

儘管如此，我們仍然致力減少我們的碳排放，通過記錄各業務的消耗水平及密切監察排放水平，定期保養及維修機器、設備及車輛，預防它們因零件破損等原因而排放過量廢氣，並有助減少耗油量。

### *有害及無害廢棄物處理*

我們營運過程中主要產生的廢物包括紙張、塑料、一般辦公室電子用品及廚房廢物。就此等辦公室廢物，我們除了要求員工妥善棄置外，以及鼓勵員工在棄置前分類放置外，亦安排人員統一處理。同時，我們明白電子固廢往往含有鉛、水銀、鎘、鉻等化學及金屬原料，棄置時無可避免釋放有害的化學物。因此，我們透過將電腦等舊電子用品捐贈予慈善團體等方式，減少產生電子固廢。

### *污水排放*

本集團營運過程中並無產生任何工業污水，只有一般生活污水。本集團的供水和排水均為辦公大廈管業處自行控制，而本集團要從相關管業處獲取用水和排水數據或分錶並不可行。因此，我們無法就本集團的用水和排水進行統計；然而，我們相信，本集團的生活污水排放量屬正常及合理。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Summary of Emissions Data:

排放物數據摘要：

Type of emission 排放物種類	Unit 單位	Quantity 數量
Carbon dioxide 二氧化碳		
- Scope 1 – Direct emissions – 範圍1 – 直接排放		
- fuel consumption – 汽油消耗		25.8
- Scope 2 – Indirect emissions – 範圍2 – 間接排放		
- electricity consumption – 電力消耗	tonnes of carbon dioxide equivalent 噸二氧化碳當量	43.4
- Scope 3 – Other indirect emissions – 範圍3 – 其他間接排放		
- paper consumption – 紙張消耗		18.0
Exhaust 廢氣		
- Nitrogen oxide – 氮氧化物		8,446.3
- Sulfur dioxide – 二氧化硫	kg 千克	160.7
- Suspended particles – 懸浮粒子		621.9

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Disclosures of the key performance indicators (KPI) of the Group in Aspect A1 of the ESG Guidelines are summarised as follows:

就本集團有關ESG指引中A1層面的關鍵績效指標之披露，現概述如下：

KPI A1.1	The types of emissions and emissions data (if applicable) are set forth in the above data highlights.	關鍵績效指標A1.1	排放物種類及排放物數據（如適用）已載列於以上數據摘要。
KPI A1.2	Emissions of greenhouse gases in total are set forth in the above paragraphs. Greenhouse gases (including sulphur dioxide and carbon monoxide) generated in the course of daily operations did not exceed the highest levels permitted by relevant laws.	關鍵績效指標A1.2	溫室氣體總排放量已載列於上述各段。日常營運過程中產生的溫室氣體（包括二氧化硫及一氧化碳）均沒有超出相關法例許可的最高水平。
KPI A1.3	No hazardous waste is generated in the course of daily operations.	關鍵績效指標A1.3	日常營運過程中並無產生有害廢棄物。
KPI A1.4	The staff or company engaged by the building management office is generally responsible for collecting the wastes generated by the Group and it is not feasible for such building management office to separately provide data collected to individual occupant. Therefore, there is no applicable data for non-hazardous wastes in total.	關鍵績效指標A1.4	本集團產生之廢棄物一般由大廈管業處聘用之人員或公司負責收集，而要求大廈管業處就個別單位另行提供收集數據並不可行，因此並無無害廢棄物總量適用數據。
KPI A1.5	Measures to reduce emissions and results achieved can be referred to the above paragraphs.	關鍵績效指標A1.5	減少排放物的措施及所取得的成效可參考上述各段。
KPI A1.6	Methods of treating waste and measures to reduce emissions are set forth in the paragraph above headed Hazardous and Non-hazardous Waste Treatment.	關鍵績效指標A1.6	處理廢棄物的方法、減低產生量的措施已載列於以上有害及無害廢棄物處理段落。

### USE OF RESOURCES

The Company and its various subsidiaries strictly comply with relevant local laws and regulations on environmental protection, set internal guidelines and measures for this purpose, or work in line with the rules of the office buildings, in order to achieve energy saving and consumption reduction, minimizing negative environmental impact of our business operation.

### 資源使用

本公司及轄下所有業務的各級子公司均嚴格遵守當地的相關環保法律及條例，內部制訂各項環保相關指引及措施，或配合辦公室所在大廈的規則，務求做到節能減耗，降低我們業務運作過程中對環境的負面影響。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### GREEN OFFICE CULTURE

We review the operation of our business regularly. For instance, we take necessary improvement measures for effective use of water, electricity, paper and other office resources, reduce or stop the use of materials that cause wastage of environment. During the Reporting Period, the following measures are implemented in the course of our businesses:

- Use electronic documents and recycle paper to cut paper consumption;
- Use telephone conference system to reduce business trips;
- Lower electricity consumption by making use of natural light and LED lighting system which has energy saving efficiency;
- Limit the use of air-conditioning to lower electricity consumption;
- Remind employees to cherish the use of water

We review the effectiveness of these measures from time to time and make adjustments according to our operation to improve the efficiency of the use of resources.

Summary of resource consumption data:

### 綠色辦公文化

我們定期檢討業務運營過程，如有需要採取改善措施以更有效地利用水、電、紙張等辦公室資源，減少甚至停止使用浪費資源或污染環境之用品。報告期間，本集團於業務過程中，我們一直實施以下措施：

- 多利用電子文件，以及循環使用紙張，減少紙張消耗；
- 利用電話會議系統，減少出差次數；
- 白天更多利用自然採光以及LED等能耗較低的照明系統，減少用電量；
- 實施空調限制開放，減少耗電量；
- 提醒員工珍惜用水

我們不時檢討此等措施的成效，並因應營運情況而有所調整，以達至提升資源使用效率的目的。

資源消耗數據摘要：

Type of resource consumption 資源消耗種類	Unit 單位	Quantity 數量
Electricity 電力	kilowatt hours 千瓦時	59,252
Gasoline – vehicle 汽油 – 汽車	litre 公升	10,931
Paper 紙張	kg 千克	18,025

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Disclosures of the KPIs of the Group in Aspect A2 of the ESG Guidelines are summarised as follows:

就本集團有關ESG指引中A2層面的關鍵績效指標之披露，現概述如下：

KPI A2.1	Direct and/or indirect energy consumption by type and intensity has been set forth in the summary of data above.	關鍵績效指標A2.1	按類型及密度劃分的直接及／或間接能源耗量已載列於以上數據摘要。
KPI A2.2	Most of the offices of the Group are solely controlled by the office building management office in terms of water supply and discharge, it is not feasible for such management office to provide water withdrawal and discharge data or sub-meter for individual occupant, and the Group considers that solely provision of the data on its individual office is not the indicator of actual use of water. Therefore, data relating to total use of water is not included in this report.	關鍵績效指標A2.2	本集團大部份辦公室之供水和排水均由大廈管業處自行控制，而管業處就個別單位提供用水和排水數據或分錶並不可行，且本集團認為只提供本集團個別辦公室的數據未能反映實際用水情況，因此本報告並無總用水量數據。
KPI A2.3	Description of energy use efficiency initiatives has been set forth in the paragraph above.	關鍵績效指標A2.3	能源使用效益計劃之相關描述已載列於以上段落。
KPI A2.4	The Group does not have any issues in acquiring appropriate water sources that is fit for purpose, and believes that the water consumption is at a reasonable level. Water efficiency initiatives have been set forth in the paragraph above.	關鍵績效指標A2.4	本集團就求取適用水源上沒有任何問題，並認為用水量處於合理水平。提升用水效益計劃已載列於以上段落。
KPI A2.5	The use of packaging materials is not involved in the businesses of the Group.	關鍵績效指標A2.5	本集團業務不涉及使用包裝材料。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### ENVIRONMENT AND NATURAL RESOURCES

Despite that the Group's major operations has no significant impact on the environment and natural resources, we, as a responsible corporate, are committed to minimizing such negative impact, and assess environmental risks induced by our operations, in order to formulate relevant measures.

#### *Enhancing Environmental Awareness*

We are deeply convinced that save for strictly requiring our employees to carry out internal environmental measures formulated by the Company, we also need to proactively improve the environmental awareness of our employees so as to effectively improve our environmental protection level. Therefore, the Group reviews its own code of conduct, issues environmental guidelines and notices to its employees and shares green office and other relevant environmental information from time to time. We will also consider participating in more feasible and appropriate activities with a view to assisting our employees in enhancing their recognition over environment and natural resources.

Disclosures of the KPIs of the Group in Aspect A3 of the ESG Guidelines are summarised as follows:

KPI A3.1 Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them have been set forth in the paragraph above.

### 環境及天然資源

縱使本集團的主要業務對環境及天然資源並沒明顯的影響，作為良好企業的責任，本集團致力將業務對環境的負面影響降到最低，就業務的環境風險進行評估，以制定相符的環境措施。

#### *提升環保意識*

我們深信，除了嚴格要求員工執行公司內部所定下的環保措施外，亦要積極提升員工的環保意識，方能有效提升環保水平。因此，本集團不時向檢討內部守則，向員工發放環保指引及提示，以及分享綠色辦公室等相關環保資訊。我們亦會考慮參與更多可行、合適的活動，協助員工增加對環境及天然資源的認知。

就本集團有關ESG指引中A3層面的關鍵績效指標之披露，現概述如下：

關鍵績效指標A3.1 描述業務活動對環境及天然資源的重大影響及已採取處理有關影響的行動已載列於以上段落。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### SOCIETY EMPLOYMENT AND LABOUR PRACTICES EMPLOYMENT

### 社會 僱傭及勞工慣例 僱傭

Summary of employment data:

僱傭數據摘要：

Workforce statistic 僱員統計	Unit 單位	Quantity 數量
Total number of employees 員工總數	person 人	91
By gender 按性別		
– Male – 男性	percentage 百分比	38.5%
– Female – 女性		61.5%
By employment type 按僱傭性質		
– Full-time long-term employees – 全職長期員工	percentage 百分比	50.6%
– Full-time contracted employees – 全職合約員工		45.0%
– Temporary/Part-time employees – 臨時／兼職員工		4.4%
By rank 按職級		
– Administrative and staff – 行政管理人員	percentage 百分比	65.9%
– Other staff – 其他員工		34.1%
By age 按年齡		
– Below 30 – 30歲以下	percentage 百分比	25.2%
– 30-39 – 30-39歲		31.9%
– 40-49 – 40-49歲		20.9%
– 50-59 – 50-59歲		11.0%
– 60 and above – 60歲或以上		11.0%

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Workforce statistic 僱員統計	Unit 單位	Quantity 數量
Average service year 平均服務年期		
- Administrative staff (male) - 行政管理人員 (男性)	year 年	5.5
- Administrative staff (female) - 行政管理人員 (女性)		6.7
- Other staff (male) - 其他員工 (男性)		2.6
- Other staff (female) - 其他員工 (女性)		6.0
New-recruited employees 新聘員工		
- Male - 男性	person 人	2
- Female - 女性		2
Employee turnover 員工流失		
- Male - 男性	person 人	5
- Female - 女性		0

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### *Employment, Remuneration and Benefit Policies*

The Group prepared its internal employment policies and rules pursuant to the Employment Ordinance of Hong Kong, the Labour Law of the People's Republic of China and the Labour Contract Law of the People's Republic of China and other existing laws and regulations. We inform our employees about the Group's employment policies and other information through our employee manuals, other internal documents and communication methods. We want to make sure that our employees understand their rights and responsibilities, safeguarding the rights of both parties.

The Group determines employees' salary, benefits and promotion based upon their job nature, experience, work performance, financial results and market condition. The Group guarantees fair treatment of employees and prevent discrimination based on gender, race, religion, age, marital and family status, disability or any other grounds.

In accordance with the above-mentioned legal requirements and industry standards, we offer employees basic salary, benefits and rights (e.g. MPF, social insurance, directors and officers liability insurance, medical benefits, legal and extra annual leave, sick leave, allowance and severance pay).

### *Equal Opportunity and Diversity Policy*

We value talents, consider employees as our most valuable and core assets, uphold the concept of fairness, impartiality and openness in employment, recruit good talents to provide sufficient talent reserves for our Group's various businesses, so as to strengthen the competitiveness of our businesses.

We prohibit any discrimination of nationality, age, gender, religion, disability, marital status and others, adopt calibre, performance and other qualities as the criteria for recruitment, promotion and salary increment. We encourage internal staff self-recommendation or recruitment of good talents from the society. By a fair and merit-based standardised recruitment principle, good talents suitable for the job positions are selected, thereby providing continuous impetus for corporate long-term development.

### *僱傭、薪酬及福利政策*

本集團根據香港《僱傭條例》、《中華人民共和國勞動法》及《中華人民共和國勞動合同法》等現有法律、法規編製內部僱傭政策及守則，並透過員工手冊及其他內部文件及通訊等向僱員傳達有關本集團僱傭政策等訊息，確保僱員清晰了解其權利及責任，保障雙方權益。

本集團按照員工的工作範疇、資歷、工作表現、業績及市場情況，經過員工評核後釐訂薪酬、福利及晉升，不會因性別、種族背景、宗教、年齡、婚姻及家庭狀況、殘疾或任何其他原因而遭受歧視或遭剝奪任何待遇，確保員工得到公平機會。

我們根據上述法律要求及行業準則，為員工提供包括基本薪酬、以及員工福利及權益，如強制性公積金、社會保險、董事及要員責任保險及醫療福利、法定及額外年假、病假、各種津貼及遣散費等。

### *平等機會及多元政策*

我們重視人才，視員工為最寶貴及核心的資產，始終堅持以公平、公正、公開的平等僱傭原則，招聘優秀人才，為本集團各業務提供足夠的人才儲備，增強業務競爭力。

我們禁止任何國籍、年齡、性別、宗教、身體殘疾、婚姻狀況等歧視，以能力、績效表現等為聘用、晉升、加薪的衡量標準。我們鼓勵內部員工自薦或向社會招聘優秀人才，通過公平、擇優的統一招聘原則，選取適合工作崗位的優秀人才，為企業的長遠發展提供了源源不斷的動力。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### *Dismissal Policy*

The Group complies with the guidance under relevant employment ordinance. If terminating the employment of staff is required, we will follow the standard procedures to handle and make reasonable compensation to the dismissed employees. The relevant provisions on termination of the employment are set out in the employment contracts of every staff.

### *Employee Care*

We attach importance to employees care and communication. Various communication channels between the management and employees have been established to take their communication to the next level and improve operational efficiency. We also organize activities (e.g. staff banquet) to improve the communication among employees.

During the Reporting Period, the Group had not been involved in any incident of non-compliance with laws and regulations relating to employment that had a significant impact on the Group.

## **HEALTH AND SAFETY**

### *Improve Safety Awareness*

The Group is devoted to protecting our employees from safety risks by providing an appropriate workplace. References to industry practices and regulations were made to formulate work safety guidelines which have been strictly enforced.

Employees are constantly reminded of the importance of work health and safety. The Group provides relevant information on crime prevention and emergency response and coordinates with other organizations or property management company of the office building to join regular fire drills.

### *Physical and Mental Health*

We care for our employees, especially for their mental health. We have been encouraging our employees to achieve work-life balance. We hold different activities to promote esprit de corps, relieve stress and create a harmonious working environment. Meanwhile, we provide our employees with information about health and safety, aiming to improve their health consciousness.

During the Reporting Period, there was no significant incident of safety and work-related injury. There was no non-compliance with health and safety laws and regulations that had an impact on the Group relating to providing a safe working environment and protecting employees from occupational hazards.

### *解僱政策*

本集團遵守相關僱傭條例指引，如需解僱員工，我們會按照流程處理，對被解僱之員工作出合理的賠償。解除僱傭關係的相關條文已載列於各員工的僱傭合約中。

### *關懷員工*

我們重視對員工的關懷及溝通，並已設立管理層和員工多元化的溝通管道，促進彼此之間的交流，以提升業務的營運效率。我們亦透過員工聚餐等公司團體活動，加強員工之間的交流。

報告期間，本集團並無牽涉任何有關僱傭、且對本集團有重大影響的違法違規事件。

## **健康及安全**

### *提升安全意識*

本集團致力保障員工安全，提供合適的工作環境。我們按照行業慣例及監管規定，制訂詳細的工作安全指引，並嚴格執行有關措施。

本集團經常提醒員工職業健康及安全的重要性，本集團為僱員提供預防犯罪、安全應急等相關資訊，亦與機構及辦事處大廈的物業管理公司合作，定期參與舉辦的消防演習等，提升員工安全意識。

### *身心健康*

我們關懷員工，重視員工的精神健康，不斷鼓勵僱員在工作與生活之間取得平衡，透過舉行社交活動增強團隊的凝聚力，緩解工作壓力，營造良好的工作氛圍。同時，我們向僱員提供生活健康與安全資訊，加強員工自身的健康意識。

報告期間，本集團沒有發生重大安全事故以及工傷；亦無任何有關安全工作環境及保障僱員避免職業性危害報告期間，本集團未有發現違反健康及安全法律及規例的情況。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### DEVELOPMENT AND TRAINING

Human resources are key assets to corporate success. We believe that the support from employees is the foundation of the Group's core value and competitiveness. Therefore, we offer employees comprehensive on-the-job training and platforms for them to explore their potential and achieve success.

The Group provides professional trainings to improve quality, qualification and skills of the employees for their growth. We encourage our staff to discuss with management and supervisors on their promotion and career objectives, as well as join business-related training programs.

During the Reporting Period, professional, training and development programs arranged by the Group included but not limited to:

- knowledge of financial service
- knowledge of information technology
- trainings on customer service/product knowledge
- regulatory seminars/guidance
- training on anti-corruption

During the Reporting Period, the total time of the training arranged and funded by the Group and participated by the Group's staff amounted to 153 hours.

The Group also encourages the Directors and senior management to participate in the training on the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange and corporate governance, so as to continuously improve the internal control and corporate governance level of the Company, and we also encourage accounting and company secretarial staff to conduct periodic updates on relevant professional knowledge.

### 發展及培訓

我們視員工為企業發展賴以成功最重要的資產，深信只有得到員工的幫助，方能維持本集團的核心價值及競爭力。因此，我們給予員工全面的在職培訓項目，以及讓員工開發潛力和自我提升的平台。

我們利用各類培訓，為員工提供專業訓練，提高員工質素、資格及技能，協助員工成長。我們鼓勵員工就其工作晉升及事業發展目標與管理人員討論，以及參加與業務相關的培訓等。

報告期間，本集團安排的專業培訓及發展計劃包括但不限於：

- 金融服務專業知識
- 資訊科技專業知識
- 客戶服務／產品知識培訓
- 相關法規講座／指引
- 反貪污專業培訓

報告期間，本集團員工參與由本集團安排、資助參與之培訓共計153小時。

本集團亦鼓勵董事及高級管理層參加有關聯交所主板證券上市規則及企業管治的培訓，藉此持續提升本公司的內部監控及企業管治水平，同時亦鼓勵會計及公司秘書人員等定期更新相關的專業知識。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### **LABOUR STANDARDS**

The Group's internal rules and labour system are made in strict adherence to the Employment Ordinance and the Regulation on Labour Security Supervision, the Labour law of the People's Republic of China, Labour Contract Law of the People's Republic of China and Labour Standards Law of the State Council of the People's Republic of China and international standards. All recruitment process and promotion activities are closely monitored under the Group's human resources management scheme to prevent child labour, forced labour, or any discrimination by race, religion, age or disability. The Group will conduct investigations, punishment or dismissal of relevant employees immediately when any non-compliance is being discovered. If necessary, the Group will further improve the labour mechanism against illegal behaviors.

During the Reporting Period, there was no child or forced labour in the Group's operations, nor any discriminating incidents involving race, religion, age or disability.

### **OPERATING PRACTICES**

#### **SUPPLY CHAIN MANAGEMENT**

##### *Procurement Policy*

The Group is principally engaged in finance-related business. By business nature and needs, the Company did not hire major suppliers for provision of products, raw materials and services during the Reporting Period, nor did it take part in any negotiation between its corporate or institutional clients and their suppliers. Generally, we did not enter into any long-term or bulk purchase agreements for stationery, paper, computers and other office stationery and equipment.

One of our subsidiaries purchases motherboards, modules, display modules, batteries, cases and other products from its suppliers. The suppliers are mainly from Chongqing, Chengdu, Shenzhen, Dongguan and other places.

##### *Code of Conduct*

We promote fair and open competition, aiming to develop long-term relationship based on mutual trust. Our suppliers are required to work in a responsible manner, and comply with all laws, international treaties and contractual responsibilities. Therefore, the Company keeps a close eye on procurement made by our staff and forbid any practices that are against business ethics. The Company will closely communicate with its subsidiaries and urge them to handle relationship with suppliers and business partners in avoidance of transfer of interests or exploitation of suppliers.

### **勞工準則**

本集團嚴格遵守《僱傭條例》以及中華人民共和國國務院的《勞動保障監察條例》、《中華人民共和國勞動法》、《中華人民共和國勞動合同法》及《勞動基準法》，並參考國際勞工標準，制訂內部守則指引及勞工制度。所有招聘程序及晉升活動均根據本集團人力資源管理制度嚴格監督，以杜絕所有童工或強迫勞役、以及種族、宗教、年齡或殘疾等各種形式的歧視行為。當發現任何違規行為，本集團會即時作出調查、處分或解僱有關員工。如有需要，本集團會針對違規行為進一步完善勞工機制。

於報告期間，本集團並無童工或強制勞工，亦無任何涉及種族、宗教、年齡、殘疾等歧視事件。

### **營運慣例**

#### **供應鏈管理**

##### **採購政策**

就主營金融相關業務而言，基於業務性質及需要，因此本公司於報告期間沒有聘用主要供應商為我們提供產品、原材料或服務，亦沒有直接參與企業及機構客戶與其供應商的協商。一般而言，我們會採購文具、紙張、電腦等辦公室文儀用品，但未有與任何供應商簽訂長期或大量採購合約。

我們的其中一家子公司會從其供應商採購主板、模組、顯示模組、電池、外殼等產品。該等供應商主要來自重慶、成都、深圳及東莞等地。

##### **行為守則**

我們提倡公平公開競爭，旨在基於互相信任的前提之下發展長期關係。我們的供應商須負責任地行事，遵守所有法例、國際公約及合約責任。因此，我們會監察員工負責之採購活動，並嚴禁員工做出任何違反商業道德的行為。同時，我們密切與子公司溝通，要求各子公司小心處理與供應商及合作夥伴的關係，避免利益輸送或剝削供應商的行為。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### PRODUCT RESPONSIBILITY

Premium products and services can help build a strong corporate reputation. We are dedicated to maintaining high level service and product quality through internal control. Our products and services include:

1. Securities brokerage and margin lending;
2. Stock information and research analysis;
3. Corporate finance solutions;
4. Asset management;
5. School safety products and electronic student cards and provision of electronic student cards platform;
6. Sales of motor vehicles and provision of agency services.

During the Reporting Period, we received no complaints or claims from our customers related to the quality issues of the Group's products.

### Communication with Customers

We strive to provide customers with competitive products and services. We stress the importance of clients' needs and collect their opinions through exclusive account executives, both of which are the foundation for the continuous improvement of our businesses.

### Privacy Policies

Given its business nature, the Group handles a huge amount of personal data or corporate information. The Group attaches high importance to safeguarding clients' interests and privacy, with relevant guidelines and handbook prepared to regulate employees' handling of personal data of clients. We sporadically arrange training to raise the awareness of privacy protection. The Group will maintain and review all client communication channels to obtain client feedback, handle complaints timely and conduct inspection so as to improve client service system.

### 產品責任

優質產品和服務有助企業建立良好信譽，因此，我們積極透過內部監控確保我們維持高服務水平及產品質素。我們的產品及服務包括：

1. 證券經紀與孖展貸款；
2. 股票資料及分析研究；
3. 企業融資方案；
4. 資產管理；
5. 校園安全產品及電子學生證及提供電子學生證平台；
6. 銷售汽車及提供代理服務。

報告期間，我們概無有關於本集團產品品質問題而接獲客戶的任何投訴或任何賠償要求。

### 客戶溝通

我們致力為客戶提供具競爭力的產品和服務。我們重視客戶需求，透過專屬的客戶主任向客戶收集反饋意見，作為業務日臻完善的基礎。

### 私隱政策

由於業務性質，本集團會接觸大量的客戶個人或企業資料。本集團非常重視保障客戶權益及私隱，並已制訂相關指引及手冊，規定員工謹慎處理客戶的個人資料。我們亦不定期安排相關培訓，以提高員工對保障客戶私隱的意識。本集團會維持及審視與客戶的各種溝通渠道，以獲得客戶意見，及時處理客戶投訴，從而對客戶投訴及服務作調查，並完善客戶服務制度。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### **Publicity and Labels**

In terms of the promotion of our products and services, we will strictly comply with Advertisement Law of the People's Republic of China, Interim Measures for the Administration of Internet Advertising and other applicable laws and regulations on advertising and labels. Our publicity should be an accurate reflection of the quality and effectiveness of the Group's products and services. We want to help clients understand what to expect through our publicity and labels.

During the Reporting Period, the Group has complied with all relevant laws and regulations that have significant impacts on the Group relating to health and safety, advertising, labelling and privacy matters relating to our products and services provided.

### **ANTI-CORRUPTION**

The Group strictly complies with applicable anti-corruption laws and moral standards.

The Group is determined to eliminate any corruption. The Board adopts a zero-tolerance policy regarding corruption and fraud. Such standard has been outlined in our operation and employment policies. The Group proactively maintains a good corporate governance and risk control to protect interests of stakeholders.

Employees are advised to comply with the anti-corruption and antifraud guidelines of the ICAC; whilst relevant training and information is regularly provided to raise their awareness. We urge employees to maintain high standard of professional conduct and strict follow the laws of Hong Kong and the PRC.

### **Whistleblowing Policy**

The Group educates all employees on anti-corruption awareness and encourages them to report any corruption or fraud. We promptly conduct inspection and take necessary measures while protecting the identity of the whistleblower. During the Reporting Period, we had not identified any non-compliance in relation to corruption, bribery, extortion, fraud and money laundering, which had a significant impact on the Group.

### **宣傳及標籤**

就進行產品及服務的營銷宣傳，我們會確保有關工作符合《中華人民共和國廣告法》、《互聯網廣告管理暫行辦法》及其他政府有關宣傳及標籤的適用法律法規。該等營銷宣傳須準確反映本集團產品質量及效能、以及服務內容，做到讓客戶「所見即所得」。

報告期間，本集團已遵守所有有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜、且對本集團有重大影響的法律法規。

### **反貪污**

本集團嚴格遵守相關反貪污法律規範和道德準則。

本集團堅決杜絕任何貪腐行為。董事會對反貪污及詐騙行為採取的「零容忍」態度已於我們的相關業務及員工政策中反映。本集團積極維持良好的企業管治及風險管理，維護持份者的利益。

本集團會提醒員工遵守廉政公署的反貪污及反詐騙指引，定期向員工提供有關反貪污的培訓及資訊，增加員工的反貪意識，要求員工擁有良好的專業操守，遵守香港及中國大陸的法規。

### **舉報政策**

我們向所有員工灌輸重要的反貪污意識，鼓勵員工舉報任何貪污或詐騙事件，我們會即時進行調查及採取必要合適行動的同時，亦承諾會保護舉報人身份。報告期間，我們未有發現有關貪污、賄賂、勒索、欺詐及洗黑錢，且對本集團有重大影響的違法事件。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### COMMUNITY

#### COMMUNITY INVESTMENT

The Group is committed to becoming a responsible corporate citizen. We offer appropriate resources to people in need in the community. We hope that our employees will make a contribution to communities through various activities and spread their love.

Apart from the above-mentioned activities, the Group will help different institutions by donations. The Group will try to cooperate with more institutions and give back to society.

### 社區

#### 社區投資

本集團致力成為負責任的企業公民，為社區內有需要的人士提供合適資源。我們希望透過社區活動，讓員工親身為社區貢獻，從而提升員工的關愛意識。

除上述活動外，本集團亦以捐贈形式幫助各類機構。本集團會繼續尋求與不同組織合作，回饋社會。

### CONTENT INDEX OF THE ESG REPORTING GUIDE OF THE STOCK EXCHANGE OF HONG KONG LIMITED

### 香港聯合交易所有限公司《環境、社會及管治報告指引》索引

Subject Areas 主要範疇	Content 內容	Section of the ESG Report 本ESG報告章節
<b>A. Environment</b> 環境		
<b>A1 Emissions</b> 排放物		
General Disclosure 一般披露	Information on the policies; and compliance with relevant laws and regulations that have a significant impact on the issuer relating to exhaust and greenhouse gas emissions, discharges of pollutants into water and land and generation of hazardous and non-hazardous waste.  有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的政策及遵守對發行人有重大影響的相關法律及規例的資料。	Environmental Protection – 1. Emissions  環保－1.排放物
<b>A2 Use of Resources</b> 資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials  有效使用資源（包括能源、水及其他原材料）的政策	Environmental Protection – 2. Use of Resources  環保－2.資源使用
<b>A3 The Environment and Natural Resources</b> 環境及天然資源		
General Disclosure 一般披露	Policies on minimizing the issuer's significant impact on the environment and natural resources.  減低發行人對環境及天然資源造成重大影響的政策	Environmental Protection – 3. The Environment and Natural Resources  環保－3.環境及天然資源

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Subject Areas 主要範疇	Content 內容	Section of the ESG Report 本ESG報告章節
<b>B. Social</b> 社會範疇		
<i>Employment and Labour Practices</i> 僱傭及勞工常規		
<b>B1 Employment</b> 僱傭		
General Disclosure 一般披露	Information on the policies; and compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.  有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的政策；及遵守對發行人有重大影響的相關法律及規例的資料。	Employment and Labour Practices – 1. Employment  僱傭及勞工常規—1.僱傭
<b>B2 Health and Safety</b> 健康與安全		
General Disclosure 一般披露	Information on the policies; and compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.  有關提供安全工作環境及保障僱員避免職業性危害的政策；及遵守對發行人有重大影響的相關法律及規例的資料。	Employment and Labour Practices – 2. Health and Safety  僱傭及勞工常規—2.健康與安全
<b>B3 Development and Training</b> 發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work and description of training activities.  有關提升僱員履行工作職責的知識及技能的政策及描述培訓活動。	Employment and Labour Practices – 3. Development and Training  僱傭及勞工常規—3.發展及培訓

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Subject Areas 主要範疇	Content 內容	Section of the ESG Report 本ESG報告章節
<b>B4 Labour Standards</b> <b>勞工準則</b>		
General Disclosure 一般披露	Information on the policies; and compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.  有關防止童工或強制勞工的政策；及遵守對發行人有重大影響的相關法律及規例的資料。	Employment and Labour Practices – 4. Labour Standards  僱傭及勞工常規－4. 勞工標準
<i>Operating Practices</i> 營運慣例		
<b>B5 Supply Chain Management</b> <b>供應鏈管理</b>		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain.  管理供應鏈的環境及社會風險政策	Operating Practices – Supply Chain Management  營運慣例－供應鏈管理
<b>B6 Product Responsibility</b> <b>產品責任</b>		
General Disclosure 一般披露	Information on the policies; and compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.  有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的政策；及遵守對發行人有重大影響的相關法律及規例的資料。	Operating Practices – Product Responsibility  營運慣例－產品責任

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Subject Areas 主要範疇	Content 內容	Section of the ESG Report 本ESG報告章節
<b>B7 Anti-corruption</b> 反貪污	Information on the policies; and compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Operating Practices – Anti-corruption
General Disclosure 一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的政策；及遵守對發行人有重大影響的相關法律及規例的資料。	營運慣例－反貪污
<i>Community</i> 社區	<b>B8 Community Investment</b> 社區投資	Community – Community Investment
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	社區－社區投資
	有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



**CHENG & CHENG LIMITED**  
CERTIFIED PUBLIC ACCOUNTANTS  
鄭鄭會計師事務所有限公司

10/F., Allied Kajima Building,  
138 Gloucester Road, Wanchai, Hong Kong

### TO THE MEMBERS OF SINOFORTUNE FINANCIAL HOLDINGS LIMITED

*(Incorporated in Cayman Islands with limited liability)*

Report on the Audit of the Consolidated Financial Statements

#### OPINION

We have audited the consolidated financial statements of Sinofortune Financial Holdings Limited and its subsidiaries ("the Group") set out on pages 77 to 227, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, 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 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 these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### 致華億金控集團有限公司全體股東

*(於開曼群島註冊成立之有限公司)*

就審核綜合財務報表作出報告

#### 意見

本核數師已審核列載於第77頁至第227頁華億金控集團有限公司及其附屬公司(「貴集團」)之綜合財務報表,此等綜合財務報表包括於二零一八年十二月三十一日之綜合財務狀況報表與截至該日止年度之綜合損益及其他全面收入報表、綜合股權變動報表及綜合現金流量表,以及綜合財務報表的附註,包括主要會計政策概要。

吾等認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零一八年十二月三十一日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例的披露要求妥為編製。

#### 意見的基礎

吾等根據香港會計師公會頒佈的香港審核準則(「香港審核準則」)進行審核。在該等準則下,吾等的責任在吾等的報告內「核數師就審核綜合財務報表須承擔的責任」一節進一步闡述。根據香港會計師公會的「專業會計師道德守則」(「守則」),吾等獨立於 貴集團,並已遵循守則履行其他道德責任。吾等相信,吾等所獲得的審核憑證能充足及適當地為吾等的審核意見提供基礎。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS

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

### Revenue recognition

(see note 5 of the consolidated financial statements)

### The Key Audit Matter

#### 關鍵審核事項

Revenue recognition is identified as a key audit matter because of its financial significance to the consolidated financial statements and is one of key performance indicators of the Group. Accordingly, there may be risks of material misstatements related to revenue recognition.

收益確認對綜合財務報表構成重大財務影響，且為貴集團的關鍵表現指標之一，故將其視為一項關鍵審核事項。因此，可能存在有關收益確認的重大失實陳述的風險。

### 關鍵審核事項

根據吾等的專業判斷，關鍵審核事項為吾等審核於本期間的綜合財務報表中最重要的事項。該等事項已在我們審核整體綜合財務報表及出具意見時進行處理，而不會就此等事項單獨發表意見。

### 收益確認

(見綜合財務報表附註5)

### How the matter was addressed in our audit

#### 在審核中的處理方法

Our audit procedures in relation to revenue recognition included the following:

吾等有關收益確認的審核程序包括如下：

- Obtaining an understanding of and assessing the design, implementation and operating effectiveness of key internal controls in relating to revenue recognition;
- 了解及評估有關收益確認的關鍵內部控制的設計、實施及運作有效性；
- Inspecting sales agreements, on sample basis, to identify terms and conditions which may affect revenue recognition and assessing the Group's revenue recognition policies;
- 按抽樣基準檢查銷售協議以識別可能影響收益確認的條款及條件，以及評估貴集團的收益確認政策；
- Performing analytical review on revenue and gross margin by motor vehicle products categories to identify significant or unusual fluctuation on revenue;
- 對按汽車產品類別劃分的收益及毛利率進行分析審閱，以識別收益的大幅或不尋常波動；
- Testing on a sample basis, the supporting documentation and the contractual terms of sales transactions;
- 按抽樣基準檢查銷售交易的證明文件及合約條款；

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### Revenue recognition

(see note 5 of the consolidated financial statements)  
(continued)

### The Key Audit Matter

#### 關鍵審核事項

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### 收益確認

(見綜合財務報表附註5)  
(續)

### How the matter was addressed in our audit

#### 在審核中的處理方法

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- Assessing, on a sample basis, whether specific revenue transactions around the reporting date had been recognised in the appropriate period by comparing the transactions selected with relevant underlying documentation, including customers' receipts and goods delivery notes;
- 按抽樣基準通過比較選定交易及相關文件(包括客戶收據及商品交付單), 評估於報告日期前後的特定收益交易是否已於適當期間內確認;
- Sending confirmations to the key customers to confirm the year end trade balances and the yearly sales transaction amounts.
- 向主要客戶發出確認書, 確認年末貿易結餘及年度銷售交易金額。



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### The Key Audit Matter

#### 關鍵審核事項

In addition, during the year ended 31 December 2018, the Group recognised revenue from motor vehicles trading business amounted to HK\$339,978,012, of which HK\$337,492,350 was related to situations where the Group concluded that it acted as a principal and had the primary responsibility for fulfilling the promise to provide the specified goods to customers and HK\$2,485,662 was related to situations where the Group concluded that it acted as an agent in arranging others to provide the specified goods to customers. The Group recognised the revenue at gross amount as a principal and the net amount as an agent.

此外，截至二零一八年十二月三十一日止年度，貴集團確認汽車銷售業務所得收益為339,978,012港元，其中，337,492,350港元與貴集團認為其為主事人，主要責任為履行向客戶提供特定貨物的承諾有關，及2,485,662港元與貴集團認為其為代理安排其他方向客戶提供特定貨物的情況有關。貴集團確認作為主事人時的收益總額和作為代理時的收益淨額。

The Group determined whether itself is acting as a principal or agent required judgement and consideration of all relevant facts and circumstances.

貴集團釐定其本身以主事身份還是代理身份行事時須判斷及考慮所有相關事實及情況。

We focused on this area due to the significant judgement involved in the assessment of management's determination of principal or agent for the purpose of revenue recognition of motor vehicles trading business.

吾等關注該範圍乃由於管理層就汽車銷售業務收益確認釐定主事身份還是代理身份的評估涉及重大判斷。

### How the matter was addressed in our audit

#### 在審核中的處理方法

- Reviewing and discussing with management of the Group a number of sales contracts with customers and purchase contracts with suppliers, on a sample basis, assessing the management's conclusion based on the specific facts and circumstances and the applicable accounting standard;
- 按抽樣基準審核並與貴集團管理層討論與客戶訂立的多個銷售合約，以及與供應商訂立的多個購買合約，評估管理層根據具體事實及情況以及適用會計準則得出的結論；

Evaluating whether the Group's presentation of revenue on a gross basis (as a principal) versus a net basis (as an agent) was in conformity with the applicable accounting standard:

評估貴集團按總額基準之收益（作為主事身份）對比按淨值基準之收益（作為代理）之呈列情況是否與適用會計準則一致；

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### Valuation of inventories

(see note 21 of the consolidated financial statements)

### The Key Audit Matter

#### 關鍵審核事項

We identified the valuation of inventories, which mainly represents motor vehicles, as a key audit matter due to the significant involvement in the management's estimation.

吾等將存貨（主要指汽車）估值視為一項關鍵審核事項，乃由於當中涉及重大管理層估計。

As at 31 December 2018, the carrying amount of inventories of the motor vehicles amounted to HK\$58,070,925 representing 14% of total consolidated assets of the Group.

於二零一八年十二月三十一日，汽車存貨的賬面值為58,070,925港元，佔 貴集團綜合資產總值14%。

### 存貨估值

(見綜合財務報表附註21)

### How the matter was addressed in our audit

#### 在審核中的處理方法

Our procedures in relation to the valuation of inventories included:

吾等有關存貨估值的程序包括：

- Obtaining an understanding of the key controls of the Group in relation to identification of slow-moving inventories and preparation of ageing analysis of inventories;
- 了解 貴集團有關識別滯銷存貨及編製存貨賬齡分析的關鍵控制；
- Perform physical inventory count and identifying physically obsolete inventories, if any;
- 進行實地存貨盤點及識別實際陳舊存貨（如有）；
- Testing the ageing analysis of the inventories, on a sample basis, to the source documents;
- 按抽樣基準對照來源文件測試存貨賬齡分析；
- Discussing with the management and evaluating their assessment on the estimation of the net realizable value of inventories for those slow moving inventories without/with little sales or movement during the year or subsequent to the end of the reporting period; and
- 就於年內或報告期末後並無／具有較少銷售或變動的滯銷存貨而言，與管理層討論及評估彼等對存貨可變現淨值估計的評估；及
- Assessing the reasonableness, on a sample basis, of the estimation of the net realizable value of inventories with reference to the latest price list, the recent selling prices, movements, physical conditions, ageing analysis and subsequent sales of inventories.
- 按抽樣基準參考存貨的最新價格清單、近期售價、變動、實際狀況、賬齡分析及後續銷售評估存貨可變現淨值估計的合理性。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

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

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

### RESPONSIBILITIES OF 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

### 其他資料

貴公司董事需對其他資料負責。其他資料包括年報所載的所有資料，惟綜合財務報表及吾等的核數師報告除外。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對其他資料發表任何形式的鑒證結論。

在吾等審核綜合財務報表時，吾等的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或吾等在審核過程中所了解的情況有重大抵觸，或者似乎有重大錯誤陳述。基於吾等已執行的工作，如果吾等認為其他資料有重大錯誤陳述，吾等需要報告該事實。在這方面，吾等沒有任何報告。

### 董事及治理層就綜合財務報表須承擔的責任

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

於擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案則作別論。

治理層負責監督貴集團的財務報告程序。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

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

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

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

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

### 核數師就審核綜合財務報表承擔的責任

吾等的目標，是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括吾等意見的核數師報告。吾等僅向閣下（作為整體）報告吾等的意見，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按《香港審核準則》進行的審核在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們個別或滙總起來可能影響綜合財務報表使用者所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審核準則》進行審核的過程中，吾等運用了職業判斷，保持了職業懷疑態度。吾等亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對這些風險，以及取得充足和適當的審核憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險比較因錯誤而導致的重大錯誤陳述的風險為高。
- 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露資料的合理性。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所得的審核憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對貴集團持續經營的能力構成重大疑慮。如果吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者對綜合財務報表中的相關披露資料的關注。假若有關的披露資料不足，則吾等須修改吾等的意見。吾等的結論是基於截至核數師報告日止所取得的審核憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露資料，以及綜合財務報表是否公允反映交易和事項。
- 就貴集團內各實體或業務活動的財務資料獲得充足的審核憑證，以就綜合財務報表發表意見。吾等須負責指導、監督及執行貴集團的審核工作。吾等須為吾等的審核意見承擔全部責任。

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

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

吾等與管治層溝通了計劃的審核範圍、時間安排、重大審核發現等事項，包括吾等在審核期間識別出內部控制的任何重大缺陷。

吾等亦向管治層作出聲明，指出吾等已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響吾等獨立性的所有關係及其他事宜，以及相關防範措施（如適用）。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

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.

從與管治層溝通的事項中，吾等釐定對本期間綜合財務報表的審核至關重要的事項，因而構成關鍵審核事項。吾等在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在吾等報告中溝通某事項造成的負面後果超出產生的公眾利益，則吾等決定不應在報告中傳達該事項。

### **CHENG & CHENG LIMITED**

*Certified Public Accountants*

Hong Kong, 18 March 2019

**Cheng Hong Cheung**

**Practising Certificate number P01802**

### **鄭鄭會計師事務所有限公司**

*執業會計師*

香港，二零一九年三月十八日

**鄭康祥**

**執業證書編號P01802**

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收入報表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Note 附註	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Revenue	收益	5	344,830,978	29,186,397
Other income and loss, net	其他收入及虧損淨值	7	(5,475,964)	(35,919,256)
Changes in inventories of finished good	成品存貨之變動		(334,263,177)	(17,821,020)
Written down of inventories	存貨減值	21	(1,558,832)	-
Other direct costs	其他直接成本		(180,837)	(228,682)
Employee benefits expenses	僱員福利開支	10	(20,971,949)	(20,368,421)
Depreciation of property, plant and equipments	物業、機器及設備折舊	15	(2,778,272)	(5,380,884)
Amortisation of intangible assets	無形資產攤銷	16	(34,335)	-
Impairment of refundable earnest money paid for proposed business acquisition in prior year	就過往年度建議業務收購所支付可退還誠意金減值		-	(23,052,000)
Gain on disposal of subsidiaries	出售附屬公司之收益	27	12,360,193	-
Impairment of property, plant and equipments	物業、機器及設備減值	15	-	(966,460)
Impairment loss of interests in associates	於聯營公司權益之減值虧損	19	-	(31,754,373)
Finance costs	融資成本	8	(412,593)	(229,303)
Other operating expenses	其他營運費用	9	(23,530,110)	(12,845,189)
Change in fair value of contingent consideration receivable	應收或然代價之公平值變動		-	(13,441,448)
Share of loss of associates	應佔聯營公司虧損	19	-	(6,028,114)
Loss before income tax	除所得稅前虧損	9	(32,014,898)	(138,848,753)
Income tax income	所得稅收入	13	181,520	2,545,494
Loss for the year	年內虧損		(31,833,378)	(136,303,259)
<b>Other comprehensive (loss)/ income:</b>	<b>其他全面(虧損)/收入:</b>			
<i>Items that may be reclassified to profit or loss</i>	<i>其後可能會重新分類至損益之項目</i>			
Currency translation differences:	貨幣匯兌差額:			
- Group	- 本集團		(13,856,167)	6,300,738
- Associate	- 聯營公司		-	2,837,778
Other comprehensive (loss)/income for the year, net of tax	年內其他全面(虧損)/收入, 已扣稅		(13,856,167)	9,138,516
Total comprehensive loss for the year	年內全面虧損總值		(45,689,545)	(127,164,743)

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收入報表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Note 附註	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
<b>Loss attributable to:</b>	<b>應佔虧損：</b>			
Owners of the Company	本公司擁有人	14	<b>(31,213,014)</b>	(136,497,133)
Non-controlling interests	非控股權益		<b>(620,364)</b>	193,874
			<b>(31,833,378)</b>	(136,303,259)
<b>Total comprehensive loss for the year attribute to:</b>	<b>年內應佔全面虧損總值：</b>			
Owners of the Company	本公司擁有人		<b>(44,326,873)</b>	(127,211,846)
Non-controlling interests	非控股權益		<b>(1,362,672)</b>	47,103
			<b>(45,689,545)</b>	(127,164,743)
<b>Loss per share attributable to owners of the Company for the year</b>	<b>年內本公司擁有人 應佔每股虧損</b>			
Basic loss per share (HK cents)	每股基本虧損 (港仙)	14		
From loss for the year	年內虧損		<b>(0.46)</b>	(2.10)
Diluted loss per share (HK cents)	每股攤薄虧損 (港仙)	14		
From loss for the year	年內虧損		<b>(0.46)</b>	(2.10)



# CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

## 綜合財務狀況報表

As at 31 December 2018 於二零一八年十二月三十一日

			2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
<b>Non-current asset</b>	<b>非流動資產</b>			
Property, plant and equipments	物業、機器及設備	15	30,027,465	34,114,533
Intangible assets	無形資產	16	66,088	104,500
Statutory deposits and other assets	法定按金及其他資產	17	505,001	505,001
Interests in associates	於聯營公司之權益	19	-	-
Contingent consideration receivables	應收或然代價	20	-	-
Rental and other deposits paid	已付租賃及其他按金	25	132,865	803,915
			<b>30,731,419</b>	35,527,949
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	21	59,794,498	124,155,521
Trade receivables	應收貿易款項	22	24,015,171	9,424,160
Loans and receivables	貸款及應收款項	23	6,534,605	597,960
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	24	27,769,776	34,275,830
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	25	101,933,362	24,897,114
Bank balances and cash – trust accounts	銀行結餘及現金 – 信託賬戶	26	8,299,365	9,765,651
Bank balances and cash – general accounts	銀行結餘及現金 – 一般賬戶	26	153,053,508	170,932,310
			<b>381,400,285</b>	374,048,546
<b>Total assets</b>	<b>總資產</b>		<b>412,131,704</b>	409,576,495
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	應付貿易款項	28	8,271,122	7,567,101
Other payables and accruals	其他應付款項及應計款項	29	15,775,576	7,401,511
Contract liabilities	合約負債	30	2,303,236	-
Current income tax payable	即期應繳所得稅		-	59,704
Borrowings	借款	31	4,497,498	54,392,813
			<b>30,847,432</b>	69,421,129
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>350,552,853</b>	304,627,417
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>381,284,272</b>	340,155,366

# CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

## 綜合財務狀況報表

As at 31 December 2018 於二零一八年十二月三十一日

		Note 附註	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred income tax liabilities	遞延所得稅負債	32	3,108,517	3,290,066
			<b>3,108,517</b>	3,290,066
<b>Net assets</b>	<b>資產淨值</b>		<b>378,175,755</b>	336,865,300
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	33	77,489,582	64,989,582
Share premium	股份溢價	33	1,673,298,866	1,614,798,866
Other reserve	其他儲備	34	-	(16,000,000)
Special reserve	特別儲備	34	4,778,740	4,778,740
Statutory reserve	法定儲備	34	3,911,530	3,911,530
Translation reserve	匯兌儲備	34	(22,295,947)	(9,181,374)
Share-based compensation reserve	股份補償儲備	35	30,554,498	30,554,498
Accumulated losses	累計虧損		(1,403,118,917)	(1,371,889,661)
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>		<b>364,618,352</b>	321,962,181
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>13,557,403</b>	14,903,119
<b>Total equity</b>	<b>權益總值</b>		<b>378,175,755</b>	336,865,300

Wang Jiawei

王嘉偉

Director

董事

Lai Yuk Mui

黎玉梅

Director

董事

# CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

## 綜合股權變動報表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests		Total equity	
		Share capital	Share premium	Other reserve	Special reserve	Statutory reserve	Translation reserve	Share-based compensation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	其他儲備	特別儲備	法定儲備	匯兌儲備	股份補償儲備	累計虧損	總額	非控股權益	權益總額
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元	港元	港元	港元	港元
		(Note 33)	(Note 33)	(Note 34)	(Note 34)	(Note 34)	(Note 34)	(Note 35)				
		(附註33)	(附註33)	(附註34)	(附註34)	(附註34)	(附註34)	(附註35)				
Balance as at 1 January 2017	於二零一七年一月一日之結餘	64,989,582	1,614,798,866	-	4,778,740	3,911,530	(18,466,661)	30,383,874	(1,237,573,985)	482,821,946	6,215,475	469,037,421
Loss for the year	年內虧損	-	-	-	-	-	-	-	(136,497,133)	(136,497,133)	193,874	(136,303,259)
Other comprehensive income	其他全面收入	-	-	-	-	-	9,285,287	-	-	9,285,287	(146,771)	9,138,516
Capital contribution from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	-	11,959,200	11,959,200
Equity-settled share option arrangements	以股權結算之購股權安排	-	-	-	-	-	-	877,444	-	877,444	-	877,444
Shares retrieval from escrow arrangement	收回託管安排之股份	-	-	(16,000,000)	-	-	-	-	-	(16,000,000)	-	(16,000,000)
Reversal of share-based contribution reverse upon the lapse of share option	購股權失效時轉撥股份補償儲備	-	-	-	-	-	-	(706,820)	706,820	-	-	-
Deregistration of the subsidiary	註銷附屬公司	-	-	-	-	-	-	-	-	-	(383)	(383)
Transaction with non-controlling interests (Note 37)	非控股權益交易 (附註37)	-	-	-	-	-	-	-	1,474,637	1,474,637	(3,318,276)	(1,843,639)
Balance as at 31 December 2017	於二零一七年十二月三十一日之結餘	64,989,582	1,614,798,866	(16,000,000)	4,778,740	3,911,530	(9,181,374)	30,554,498	(1,371,889,661)	321,962,181	14,903,119	336,865,300
Balance as at 1 January 2018	於二零一八年一月一日之結餘	64,989,582	1,614,798,866	(16,000,000)	4,778,740	3,911,530	(9,181,374)	30,554,498	(1,371,889,661)	321,962,181	14,903,119	336,865,300
Loss for the year	年內虧損	-	-	-	-	-	-	-	(31,213,014)	(31,213,014)	(620,364)	(31,833,378)
Other comprehensive loss	其他全面虧損	-	-	-	-	-	(13,113,859)	-	-	(13,113,859)	(742,308)	(13,856,167)
Cancellation of shares under escrow arrangement	註銷託管安排之股份	(2,000,000)	(14,000,000)	16,000,000	-	-	-	-	-	-	-	-
New issuance during the year	年內新發行	14,500,000	72,500,000	-	-	-	-	-	-	87,000,000	-	87,000,000
Transaction with non-controlling interests (Note 37)	非控股權益交易 (附註37)	-	-	-	-	-	(714)	-	(16,242)	(16,956)	16,956	-
Balance as at 31 December 2018	於二零一八年十二月三十一日之結餘	77,489,582	1,673,298,866	-	4,778,740	3,911,530	(22,295,947)	30,554,498	(1,403,118,917)	364,618,352	13,557,403	378,175,755

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

	Note 附註	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
<b>Cash flows from operating activities</b>	<b>經營活動所得現金流量</b>		
Loss before income tax	除所得稅前虧損	<b>(32,014,898)</b>	(138,848,753)
Adjustments for:	就下列各項調整：		
- Impairment loss on trade debts	- 貿易債務減值虧損	-	275,127
- Depreciation of property, plant and equipment	- 物業、機器及設備折舊	<b>2,778,272</b>	5,380,884
- Loss on disposal of property, plant and equipment	- 出售物業、機器及設備虧損	-	279,964
- Amortisation of intangible assets	- 無形資產攤銷	<b>34,335</b>	-
- Written down of inventories	- 存貨減值	<b>1,558,832</b>	-
- Impairment of property, plant and equipment	- 物業、機器及設備減值	-	966,460
- Impairment of interests in associates	- 於聯營公司權益之減值	-	31,754,373
- Impairment of refundable earnest money paid for proposed business acquisition in prior year	- 就過往年度建議業務收購所支付可退還誠意金減值	-	23,052,000
- Written off of property, plant and equipment	- 物業、機器及設備撇銷	<b>34,451</b>	-
- Change in fair value of contingent consideration receivable	- 應收或然代價之公平值變動	-	13,441,448
- Fair value losses on securities trading	- 證券買賣之公平值虧損	<b>6,468,850</b>	34,756,990
- Share of loss of associates	- 應佔聯營公司損益	-	6,028,114
- Gain on disposal of subsidiaries	- 出售附屬公司之收益	<b>(12,360,193)</b>	-
- Equity-settled share based arrangements	- 以股權結算之購股權安排	-	877,444
- Interest income	- 利息收入	<b>(616,574)</b>	(1,489,699)
- Dividend income	- 股息收入	<b>(27,689)</b>	(867,288)
- Finance costs	- 融資成本	<b>412,593</b>	229,303
<b>Operating cash flows before changes in working capital</b>	<b>營運資金變動前之經營現金流量</b>	<b>(33,732,021)</b>	(24,163,633)
- Statutory deposits and other assets	- 法定按金及其他資產	-	554,935
- Inventories	- 存貨	<b>62,802,191</b>	(121,565,197)
- Trade receivables	- 應收貿易款項	<b>(14,591,011)</b>	4,850,802
- Prepayments, deposits and other receivables	- 預付款項、按金及其他應收款項	<b>(75,854,560)</b>	(19,829,160)
- Amounts due from former Directors	- 應收前任董事款項	-	331,419
- Financial assets at fair value through profit or loss	- 按公平值計入損益之金融資產	-	5,698,080
- Segregated trust bank balances	- 獨立信託賬戶結餘	<b>1,466,286</b>	4,309,752
- Trade payables	- 應付貿易款項	<b>704,021</b>	(7,250,597)
- Other payables and accruals	- 其他應付款項及應計款項	<b>13,695,789</b>	5,232,670
- Contract liabilities	- 合約負債	<b>(3,018,488)</b>	-

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

	Note 附註	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
<b>Cash used in operations</b>	<b>經營動用之現金</b>	<b>(48,527,793)</b>	(151,830,929)
Income tax paid	已付所得稅	(58,879)	-
Interest received	已收利息	378,516	1,489,699
<b>Net cash used in operating activities</b>	<b>經營活動動用之現金淨值</b>	<b>(48,208,156)</b>	(150,341,230)
<b>Cash flows from investing activities</b>	<b>投資活動所得現金流量</b>		
Decrease in deposit for purchase of plant and equipment	減少購買機器及設備之按金	646,386	259,215
Purchases of property, plant and equipment	購買物業、機器及設備	(1,322,781)	(4,629,453)
Purchases of intangible assets	購買無形資產	-	(104,498)
Proceeds from disposal of property, plant & equipment	出售物業、機器及設備所得款項	-	13,122
Proceeds from disposal of subsidiaries	出售附屬公司所得款項	27	-
Gross increase in loans and receivables	貸款及應收款項增加	(6,534,605)	(8,969,400)
Repayment of loans and receivables	貸款及應收款項收款	567,240	41,901,723
Dividend received from securities held for trading	已收持作買賣證券之股息	27,689	867,288
Proceeds from redemption of financial assets at fair value through profit or loss	贖回按公平值計入損益之金融資產所得款項	49,917,120	-
Investment in financial assets at fair value through profit or loss	投資於按公平值計入損益之金融資產	(50,432,856)	(10,763,280)
Interest income	利息收入	238,038	-
<b>Net cash generated from investing activities</b>	<b>投資活動產生之現金淨值</b>	<b>7,716,590</b>	18,574,717
<b>Cash flows used in financing activities</b>	<b>融資活動動用現金流量</b>		
Acquisition of non-controlling interest (Note 37)	向非控股權益收購(附註37)	-	(1,843,639)
Capital contribution from non-controlling interest	非控股權益注資	-	11,959,200
New issuance of shares during the year	年內新發行新股	87,000,000	-
Repayments of bank borrowings	銀行借款之還款	(2,058,514)	(1,998,940)
Repayments of other unsecured loan	其他無抵押貸款之還款	(45,379,200)	-
Interest paid	已付利息	(412,593)	(229,303)
Proceeds from other unsecured loan	其他無抵押貸款所得款項	-	47,836,800
<b>Net cash generated from financing activities</b>	<b>融資活動產生之現金淨值</b>	<b>39,149,693</b>	55,724,118
<b>Net decrease in cash and cash equivalents</b>	<b>現金及現金等值項目減少淨值</b>	<b>(1,341,873)</b>	(76,042,395)
Cash and cash equivalents at beginning of year	年初之現金及現金等值項目	170,932,310	240,921,035
Effect of foreign exchange rate changes	匯率變動之影響	(16,536,929)	6,053,670
<b>Cash and cash equivalents at end of year</b>	<b>年末之現金及現金等值項目</b>	<b>153,053,508</b>	170,932,310

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 1. GENERAL INFORMATION

Sinofortune Financial Holdings Limited (the “Company”) and its subsidiaries (are referred to the “Group”).

#### INFORMATION OF THE GROUP

The Group is principally engaged in (i) provision of the precious metals spot trading and brokerage services in the PRC, (ii) provision of securities and futures contracts trading services in Hong Kong, (iii) trading and principal investments in the PRC and Hong Kong, (iv) trading of electronic student cards and school safety products and provision of electronic student card platform in the PRC, (v) provision of stock information and research services through the internet network in the PRC, and (vi) sale of motor vehicles and the provision of agency services in the PRC.

The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law of the Cayman Islands. The Company’s registered office is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company’s principal place of business is situated at 16th Floor, CMA Building, No. 64-66 Connaught Road Central, Hong Kong.

The Company’s shares are listed on the GEM of the Stock Exchange.

The consolidated financial statements are presented in Hong Kong dollars, while the functional currencies of certain subsidiaries are Renminbi (“RMB”). The functional currency of the Company is Hong Kong dollars. The Group has selected to present the consolidated financial statements in Hong Kong dollars as the management considered it is more beneficial to users of the consolidated financial statements. These consolidated financial statements have been approved and authorized for issue by the Board of Directors on 18 March 2019.

### 1. 一般資料

華億金控集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)。

#### 本集團之資料

本集團主要從事(i)在中國提供貴金屬現貨交易及經紀服務；(ii)在香港提供證券及期貨合約買賣服務；(iii)在中國及香港買賣及自營投資；(iv)在中國銷售電子學生證及校園安全產品及提供電子學生證平台；(v)透過互聯網在中國提供股票資訊及研究服務；及(vi)在中國銷售汽車及提供代理服務。

本公司在開曼群島根據開曼群島公司法註冊成立為獲豁免有限公司。本公司之註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司之主要營業地點位於香港中環干諾道中64-66號廠商會大廈16樓。

本公司股份於聯交所GEM上市。

該等綜合財務報表均以港元呈列，而若干附屬公司的功能貨幣為人民幣(「人民幣」)。本公司功能貨幣為港元。本集團選擇以港元呈列綜合財務報表乃由於管理層認為此對綜合財務報表的使用者而言較為有利。此等綜合財務報表已於二零一九年三月十八日獲董事會批准及授權刊發。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (HKICPA). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of Stock Exchange (“GEM Listing Rules”) and by the applicable disclosure requirements of the Hong Kong Companies Ordinance (“CO”).

The consolidated financial statements for the year ended 31 December 2018 comprise the Company and its subsidiaries (are referred to as the “Group”) and the Group’s interest in associate.

The consolidated financial statements have been prepared under the historical cost convention, except for the recognition of certain financial assets and financial liabilities at fair value through profit or loss.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

### 2. 主要會計政策概要

編製此等綜合財務報表所採納之主要會計政策載列如下。除另有註明者外，此等政策已於所有呈報年度貫徹應用。

#### 2.1 編製基準

綜合財務報表乃根據香港會計師公會（香港會計師公會）頒佈之香港財務報告準則（「香港財務報告準則」）所編製。此外，綜合財務報表包括聯交所GEM證券上市規則（「GEM上市規則」）及香港公司條例（「公司條例」）所規定之適用披露規定。

截至二零一八年十二月三十一日止年度的綜合財務報表包括本公司及其附屬公司（統稱為「本集團」）以及本集團於聯營公司之權益。

綜合財務報表乃按歷史成本常規編製，惟就確認若干按公平值計入損益之金融資產及金融負債除外。

遵照香港財務報告準則編製綜合財務報表須作出若干重要會計評估，亦要求管理層於應用本集團會計政策時作出判斷。有關涉及較高水平判斷之範疇或較為複雜之範圍或對綜合財務報表攸關重要之假設及評估之範圍載於附註4。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.1 Basis of preparation (continued)

##### *Changes in accounting policy and disclosures*

##### (a) *New and amended standards adopted by the Group*

In the current year, the Group has applied a number of new standards and interpretation issued by the Hong Kong Institute of Certified Public Accountants for the first time of which the followings are relevant to the Group's consolidated financial statements:

- HKFRS 9 *Financial Instruments*;
- HKFRS 15 *Revenue from Contracts with Customers*; and
- HK(IFRIC) Interpretation 22 *Foreign Currency Transactions and Advance Consideration*

The Group has not early applied any new standard or interpretation that is not yet mandatorily effective for the current year.

Upon initial application of the above new standards, amendments and interpretations, there is no significant impact to the Group's consolidated financial statements and accordingly no adjustment to the opening balance of retained earnings and reserves at 1 January 2018 and no restatement to the comparative information are required.

### 2. 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

##### *會計政策及披露規定之變動*

##### (a) *本集團採納之新訂及經修訂準則*

於本年度，本集團已首次採用香港會計師公會頒佈的多項新訂準則及詮釋，其中以下各項與本集團之綜合財務報表相關：

- 香港財務報告準則第9號 *金融工具*；
- 香港財務報告準則第15號 *客戶合約收益*；及
- 香港（國際財務報告詮釋委員會）詮釋第22號 *外幣交易及預付代價*

本集團並無提早採用於本年度尚未強制生效的任何新訂準則或詮釋。

於首次應用上述新訂準則、修訂本及詮釋時，對本集團之綜合財務報表概無重大影響，因此不會對保留盈利及儲備於二零一八年一月一日之期初結餘作出調整，亦毋須重列比較資料。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.1 Basis of preparation (continued)

##### **Changes in accounting policy and disclosures** (continued)

##### (a) *New and amended standards adopted by the Group* (continued)

HKFRS 9, Financial instruments

HKFRS 9 replaces HKAS 39, Financial instruments: recognition and measurement. It sets out the requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items.

The Group has applied HKFRS 9 retrospectively to items that existed at 1 January 2018 in accordance with the transition requirements. The Group has recognised the cumulative effect of initial application as an adjustment to the opening equity at 1 January 2018, if any. Therefore, comparative information continues to be reported under HKAS 39.

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

##### (i) Classification of financial assets and financial liabilities

HKFRS 9 categories financial assets into three principal classification categories: measured at amortised cost, at fair value through other comprehensive income (FVOCI) and at fair value through profit or loss (FVTPL). These supersede HKAS 39's categories of held-to-maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at FVTPL. The classification of financial assets under HKFRS 9 is based on the business model under which the financial asset is managed and its contractual cash flow characteristics. Under HKFRS 9, derivatives embedded in contracts where the host is a financial asset in the scope of the standard are not separated from the host. Instead, the hybrid instrument as a whole is assessed for classification.

### 2. 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

##### **會計政策及披露規定之變動** (續)

##### (a) *本集團採納之新訂及經修訂* *準則 (續)*

香港財務報告準則第9號「金融工具」

香港財務報告準則第9號取代香港會計準則第39號「金融工具：確認及計量」。此準則載列金融資產、金融負債及部分非金融項目買賣合約的確認及計量規定。

本集團已根據過渡規定追溯應用香港財務報告準則第9號於二零一八年一月一日存在的項目。本集團已確認首次應用的累計影響為對二零一八年一月一日期初權益的調整(如有)。因此，比較資料繼續按香港會計準則第39號報告。

有關以往會計政策變動及過渡方法的性質及影響之進一步詳情載列如下：

##### (i) 金融資產及金融負債之分類

香港財務報告準則第9號將金融資產分類為三個主要類別：按攤銷成本計量、按公平值計入其他全面收入(「按公平值計入其他全面收入」)及按公平值計入損益(「按公平值計入損益」)。該等分類取代香港會計準則第39號的持有至到期投資、貸款及應收款項、可供出售金融資產及按公平值計入損益計量之金融資產之分類。根據香港財務報告準則第9號，金融資產按管理金融資產的業務模式及其合約現金流量特性分類。根據香港財務報告準則第9號，合約內嵌衍生工具(倘主體為該準則範圍內之金融資產)不會與主體分開處理。相反，混合工具將按整體作分類評估。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.1 Basis of preparation (continued)

##### Changes in accounting policy and disclosures (continued)

(a) New and amended standards adopted by the Group (continued)

HKFRS 9, Financial instruments (continued)

(i) Classification of financial assets and financial liabilities (continued)

Details about the Group's accounting policies for its financial assets and financial liabilities are disclosed in note 2.9 to the consolidated financial statements.

The following table shows a reconciliation from how the Group's financial assets existed as of 1 January 2018 were classified and measured under HKAS 39 to how they are classified and measured under HKFRS 9:

	Old classification under HKAS 39 根據香港會計準則第39號之舊分類	New classification under HKFRS 9 根據香港財務報告準則第9號之新分類	Carrying amount under HKAS 39 根據香港會計準則第39號之賬面值 HK\$ 港元	Reclassification 重新分類 HK\$ 港元	Remeasurement 重新計量 HK\$ 港元	Carrying amount under HKFRS 9 根據香港財務報告準則第9號之賬面值 HK\$ 港元
Trade receivables 應收貿易款項	Trade receivables 應收貿易款項	Amortised cost 攤銷成本	9,424,160	-	-	9,424,160
Loans and receivables 貸款及應收款項	Loans receivables 應收貸款	Amortised cost 攤銷成本	597,960	-	-	597,960
Investments in listed equity securities - held for trading (Note) 於上市股本證券之投資 - 持作買賣(附註)	FVTPL 按公平值計入損益	FVTPL 按公平值計入損益	23,512,550	-	-	23,512,550
Investment funds (Note) 投資基金(附註)	FVTPL 按公平值計入損益	FVTPL 按公平值計入損益	10,763,280	-	-	10,763,280

Note:

Investment in listed equity securities – held for trading and investment funds were classified for financial assets at FVTPL under HKAS 39, these assets continue to be measured as FVTPL under HKFRS 9.

附註:

根據香港會計準則第39號，於上市股本證券之投資-持作買賣及投資基金獲分類為按公平值計入損益之金融資產，根據香港財務報告準則第9號，該等資產繼續按公平值計入損益計量。

### 2. 主要會計政策概要(續)

#### 2.1 編製基準(續)

##### 會計政策及披露規定之變動(續)

(a) 本集團採納之新訂及經修訂準則(續)

香港財務報告準則第9號「金融工具」(續)

(i) 金融資產及金融負債之分類(續)

有關本集團關於其金融資產及金融負債的會計政策詳情於綜合財務報表附註2.9披露。

下表列示本集團於二零一八年一月一日存在之金融資產根據香港會計準則第39號分類及計量之方法調節至根據香港財務報告準則第9號分類及計量之方法：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.1 Basis of preparation (continued)

#### *Changes in accounting policy and disclosures (continued)*

(a) *New and amended standards adopted by the Group (continued)*

HKFRS 9, Financial instruments (continued)

(i) Classification of financial assets and financial liabilities (continued)

The measurement categories for all financial liabilities remain the same. The carrying amounts for all financial liabilities at 1 January 2018 have not been impacted by the initial application of HKFRS 9.

The Group did not designate or de-designate any financial asset or financial liability at FVTPL at 1 January 2018.

(ii) Credit losses

HKFRS 9 replaces the “incurred loss” model in HKAS 39 with the “expected credit loss” (ECL) model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECLs earlier than under the “incurred loss” accounting model in HKAS 39.

## 2. 主要會計政策概要 (續)

### 2.1 編製基準 (續)

#### *會計政策及披露規定之變動 (續)*

(a) *本集團採納之新訂及經修訂準則 (續)*

香港財務報告準則第9號「金融工具」(續)

(i) 金融資產及金融負債之分類 (續)

所有金融負債之計量類別保持不變。所有金融負債於二零一八年一月一日之賬面值並無因首次應用香港財務報告準則第9號而受影響。

於二零一八年一月一日，本集團並無指定或解除指定任何公平值計入損益之金融資產或金融負債。

(ii) 信貸虧損

香港財務報告準則第9號以「預期信貸虧損」(預期信貸虧損)模式取代了香港會計準則第39號的「已產生虧損」模式。預期信貸虧損模式要求持續計量金融資產相關的信貸風險，因此確認預期信貸虧損的時間較根據香港會計準則第39號之「已產生虧損」會計模式確認之時間為早。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.1 Basis of preparation (continued)

##### *Changes in accounting policy and disclosures (continued)*

(a) *New and amended standards adopted by the Group (continued)*

HKFRS 9, Financial instruments (continued)

(ii) Credit losses (continued)

The Group applies the new ECL model to the following items:

- financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables and loans and receivables); and

For further details on the Group's accounting policy for accounting for credit losses, see note 2.11.

The Group has concluded that there has been no material impact on the financial assets measured at amortised cost as at 1 January 2018 and 31 December 2018 upon the initial application of the new impairment requirements after considering all trade receivables and loan and receivables were either repaid in 2019 or the counterparty did not have any historical default payment record.

### 2. 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

##### *會計政策及披露規定之變動 (續)*

(a) 本集團採納之新訂及經修訂準則 (續)

香港財務報告準則第9號「金融工具」(續)

(ii) 信貸虧損 (續)

本集團將新預期信貸虧損模式應用於以下項目：

- 按攤銷成本計量之金融資產(包括現金及現金等值項目、應收貿易款項及其他應收款項及貸款及應收款項);及

有關本集團信貸虧損會計之會計政策的進一步詳情，見附註2.11。

本集團經考慮所有應收貿易款項及貸款及應收款項不是已於二零一九年已還款就是對手方沒有出現逾期付款的記錄後已得出結論，首次應用新的減值規定後對於二零一八年一月一日及二零一八年十二月三十一日按攤銷成本計量的金融資產並無重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.1 Basis of preparation (continued)

##### Changes in accounting policy and disclosures (continued)

(a) *New and amended standards adopted by the Group (continued)*

HKFRS 9, Financial instruments (continued)

##### (iii) Transition

Changes in accounting policies resulting from the adoption of HKFRS 9 have been applied retrospectively, except as described below:

- Information relating to comparative periods has not been restated. Differences in the carrying amounts of financial assets resulting from the adoption of HKFRS 9 are recognised in retained earnings and reserves as at 1 January 2018, if any. Accordingly, the information presented for 2017 continues to be reported under HKAS 39 and thus may not be comparable with the current period.

The following assessments have been made on the basis of the facts and circumstances that existed at 1 January 2018 (the date of initial application of HKFRS 9 by the Group).

- the determination of the business model within which a financial asset held.
- if, at the date of initial application, the assessment of whether there has been a significant increase in credit risk since initial recognition would have involved undue cost or effort, a lifetime ECL has been recognised for that financial asset.

### 2. 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

##### 會計政策及披露規定之變動 (續)

(a) 本集團採納之新訂及經修訂準則 (續)

香港財務報告準則第9號「金融工具」(續)

##### (iii) 過渡

採納香港財務報告準則第9號導致的會計政策變動已進行追溯應用，惟以下所述者除外：

- 有關比較期間的資料並無重列。採納香港財務報告準則第9號導致的金融資產賬面值差額乃於二零一八年一月一日的保留盈利及儲備確認(如有)。因此，就二零一七年呈列的資料繼續根據香港會計準則第39號呈報，因而並不能與當前期間比較。

以下評估乃根據於二零一八年一月一日(本集團首次應用香港財務報告準則第9號的日期)存在的事實及情況評估。

- 釐定所持金融資產所屬業務模式；
- 倘於初步應用日期，評定初步確認以來信貸風險是否大幅增加將涉及過高成本或投入，則就該金融資產確認全期預期信貸虧損。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.1 Basis of preparation (continued)

##### *Changes in accounting policy and disclosures (continued)*

##### (a) *New and amended standards adopted by the Group (continued)*

##### HKFRS 15, Revenue from contracts with customers

HKFRS 15 establishes a comprehensive framework for recognising revenue from contracts with customers. HKFRS 15 replaces HKAS 18, Revenue, which covered revenue arising from sale of goods and rendering of services, and HKAS 11, Construction contracts, which specified the accounting for construction contracts.

HKFRS 15 has introduced additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. Please see note 2.23 for details of old and new accounting policies.

Based on the specific transitional provisions set out in HKFRS 15, the Group had decided to use the cumulative effect transition method and had recognised the cumulative effect of initial application of HKFRS 15 as an adjustment to the opening balance of equity as at the date of initial application (i.e. 1 January 2018), if any. Accordingly, comparative information has not been restated and continues to be presented under HKAS 11 and HKAS 18. Also, the Group has applied the HKFRS 15 requirements only to contracts that were not completed before 1 January 2018.

### 2. 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

##### *會計政策及披露規定之變動 (續)*

##### (a) 本集團採納之新訂及經修訂準則 (續)

##### 香港財務報告準則第15號

##### 「客戶合約收益」

香港財務報告準則第15號建立了一個確認客戶合約收益之全面框架。香港財務報告準則第15號取代香港會計準則第18號「收益」(涵蓋銷售貨品及提供服務產生之收益)及香港會計準則第11號「建築合約」(訂明建築合約之會計處理方法)。

香港財務報告準則第15號已引入額外定性及定量披露規定，旨在讓財務報表使用者了解客戶合約所產生收益及現金流量之性質、金額、時間及不確定性。有關新舊會計政策之詳情，請參閱附註2.23。

根據香港財務報告準則第15號所載具體過渡條文，本集團決定採用累計影響過渡法，並已確認於初步應用日期(即二零一八年一月一日)初步應用香港財務報告準則第15號作為對期初權益結餘調整的累計影響(如有)。因此，可比資料尚未重述，並繼續根據香港會計準則第11號及香港會計準則第18號呈列。此外，本集團已將香港財務報告準則第15號規定僅應用於二零一八年一月一日前未完成的合約。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.1 Basis of preparation (continued)

#### *Changes in accounting policy and disclosures (continued)*

#### (a) *New and amended standards adopted by the Group (continued)*

#### HKFRS 15, Revenue from contracts with customers (continued)

##### (i) Timing of revenue recognition

Under HKAS 11 and HKAS 18, revenue arising from construction contracts and provision of services was recognised over time whereas revenue from sale of goods was generally recognised at a point in time when the risks and rewards of ownership of the goods had passed to the customers. Under HKFRS 15, revenue is recognised when the customer obtains control of the promised good or service in the contract. This may be at a single point in time or over time.

Previously, revenue arising from provision of services was recognised when the services are rendered, and revenue from sale of goods was generally recognised at a point in time when the risks and rewards of ownership of the goods had passed to the customers.

## 2. 主要會計政策概要 (續)

### 2.1 編製基準 (續)

#### *會計政策及披露規定之變動 (續)*

#### (a) *本集團採納之新訂及經修訂準則 (續)*

#### 香港財務報告準則第15號「客戶合約收益」(續)

##### (i) 收益確認之時點

根據香港會計準則第11號及香港會計準則第18號，建築合約及提供服務產生之收益按時間段確認，而銷售貨品之收益通常於貨品所有權之風險及回報轉移予客戶之時間點確認。根據香港財務報告準則第15號，收益乃於客戶取得合約所承諾貨品或服務之控制權時確認。收益可能按某一時間點或時間段確認。

之前，提供服務所得收益是當提供服務時確認，而銷售商品所得收益通常於商品的所有權風險及回報已轉移至客戶時的時間點予以確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.1 Basis of preparation (continued)

##### *Changes in accounting policy and disclosures (continued)*

##### (a) *New and amended standards adopted by the Group (continued)*

##### HKFRS 15, Revenue from contracts with customers (continued)

##### (i) Timing of revenue recognition (continued)

Under HKFRS 15, revenue is recognised when the customer obtains control of the promised good or service in the contract. This may be at a single point in time or over time. HKFRS 15 identifies the following three situations in which control of the promised good or service is regarded as being transferred over time:

- When the customer simultaneously receives and consumes the benefits provided by the entity's performance, as the entity performs;
- When the entity's performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced;
- When the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

### 2. 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

##### *會計政策及披露規定之變動 (續)*

##### (a) 本集團採納之新訂及經修訂準則 (續)

##### 香港財務報告準則第15號「客戶合約收益」(續)

##### (i) 收益確認之時點 (續)

根據香港財務報告準則第15號，收益於客戶獲得合約中承諾的商品或服務的控制權時予以確認。此可能於某一時間點確認或隨著時間予以確認。香港財務報告準則第15號確認如屬以下三種情況所承諾商品或服務的控制權被視為隨著時間而轉移：

- 客戶於實體履約時同時取得及消耗實體履約所提供之利益；
- 實體履約產生或增加客戶產生或增加資產時控制的資產（如在建工程）；
- 實體履約並不產生對實體有替代用途的資產，且實體對迄今完成的履約付款擁有可強制執行的權利。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.1 Basis of preparation (continued)

#### Changes in accounting policy and disclosures (continued)

##### (a) New and amended standards adopted by the Group (continued)

##### HKFRS 15, Revenue from contracts with customers (continued)

##### (i) Timing of revenue recognition (continued)

Under HKFRS 15, if all the above-mentioned 3 criteria are not met, the entity recognises revenue for the sale of that good or service at a single point in time, being when control has passed. Transfer of risks and rewards of ownership is only one of the indicators that is considered in determining when the transfer of control occurs.

The adoption of HKFRS 15 does not have a significant impact on the Group's revenue recognition policy.

As mentioned in note 5, the Group is engaged in the following operations:

1. Sales of motor vehicle which the Group acts as principal
2. Trading of electronic student cards and school safety products
3. Provision of stock information
4. Provision of electronic student cards platform

## 2. 主要會計政策概要 (續)

### 2.1 編製基準 (續)

#### 會計政策及披露規定之變動 (續)

##### (a) 本集團採納之新訂及經修訂準則 (續)

##### 香港財務報告準則第15號「客戶合約收益」(續)

##### (i) 收益確認之時點 (續)

根據香港財務報告準則第15號，倘不符合上述三項標準，則實體於控制權轉移時的單一時間點確認銷售有關商品或服務所得收益。所有權風險及回報的轉移僅為釐定發生控制權轉移時間的考慮指標之一。

採用香港財務報告準則第15號對本集團的收益確認政策並無重大影響。

如附註5所述，本集團從事以下業務營運：

1. 本集團擔任主事身份之汽車銷售
2. 銷售電子學生證及校園安全產品
3. 提供股票資訊
4. 提供電子學生證平台

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.1 Basis of preparation (continued)

##### *Changes in accounting policy and disclosures (continued)*

##### (a) *New and amended standards adopted by the Group (continued)*

##### HKFRS 15, Revenue from contracts with customers (continued)

##### (i) Timing of revenue recognition (continued)

5. Provision of securities and futures brokerage services
6. Agency fee income from motor vehicles and accessories sourcing

In respect of (1) and (2), the application of HKFRS 15 has not had any material impact on the consolidated financial statements – revenue continues to be recognised at a particular point of time upon when goods are delivered to customers and customers have accepted the goods.

In respect of (3) to (4), the service income from the provision of stock information, and the service income from the provision of the electronic student cards platform are recognised over time because the customers simultaneously receive and consume the benefits provided by the Group's performance as the Group performed.

In respect of (5), as the commission income from the provision of securities and futures brokerage service are recognised when the securities dealing services are rendered to the customers at particular point of time, the adoption of HKFRS 15 has not had a significant impact on such revenue recognition.

### 2. 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

##### *會計政策及披露規定之變動 (續)*

##### (a) 本集團採納之新訂及經修訂準則 (續)

##### 香港財務報告準則第15號「客戶合約收益」(續)

##### (i) 收益確認之時點 (續)

5. 提供證券及期貨經紀服務
6. 汽車及配件代購所得代理費用收入

就(1)及(2)項而言，採用香港財務報告準則第15號對綜合財務報表並無任何重大影響 – 收益繼續於貨品交付予客戶及客戶接納貨品時的特定時點下確認。

就(3)至(4)項而言，提供股票資訊所得之服務收入以及提供電子學生證平台所得服務收入隨時間確認，原因是本集團履約時客戶同時取得及消耗本集團履約行為提供的利益。

就(5)項而言，由於提供證券及期貨經紀服務所得佣金收入於在特定時間點向客戶提供證券交易服務時予以確認，故採用香港財務報告準則第15號對有關收益確認並無重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.1 Basis of preparation (continued)

#### Changes in accounting policy and disclosures (continued)

(a) *New and amended standards adopted by the Group (continued)*

HKFRS 15, Revenue from contracts with customers (continued)

#### (i) Timing of revenue recognition (continued)

In respect of (6), the adoption of HKFRS 15 does not have significant impact on the Group's consolidated financial statements because the Group, as an agent, arranges the motor vehicles delivery to the customers and the Group continues to recognise revenue on a net basis and at a point in time that the customers receive the motor vehicles.

#### (ii) Significant financing component

HKFRS 15 requires an entity to adjust the transaction price for the time value of money when a contract contains a significant financing component, regardless of whether the payments from customers are received significantly in advance of revenue recognition or significantly deferred.

As the Group did not expect the period between the transfer of the promised goods or services to the customers and the payments from the customers exceeds one year, this change in accounting policy had no effect on retained earnings as at 1 January 2018.

#### (iii) Presentation of contract liabilities

Prior to the adoption of HKFRS 15, the Group classified deposits received from customers in connection with the Group's sales of goods as other payables and accruals in the consolidated statements of financial position. Upon adoption of HKFRS 15, reclassifications have been made from other payables and accruals to contract liabilities for the outstanding balance of deposits received from customers.

## 2. 主要會計政策概要 (續)

### 2.1 編製基準 (續)

#### 會計政策及披露規定之變動 (續)

(a) 本集團採納之新訂及經修訂準則 (續)

香港財務報告準則第15號「客戶合約收益」(續)

#### (i) 收益確認之時點 (續)

就(6)項而言，採用香港財務報告準則第15號對本集團的綜合財務報表並無重大影響，原因是本集團作為代理安排向客戶交付汽車，本集團繼續以淨額確認代理收益及於客戶接獲汽車的時間點予以確認。

#### (ii) 重大融資部分

香港財務報告準則第15號規定實體須於合約包含重大融資部分時就貨幣時間價值調整交易價格，而不論是否大幅提前於收益確認前或大幅延後收到客戶之付款。

由於本集團預期自向客戶轉讓所承諾貨物或服務至客戶付款之期間不會超過一年，故該會計政策變動對二零一八年一月一日之保留盈利並無影響。

#### (iii) 合約負債之呈列

於採用香港財務報告準則第15號前，本集團將就本集團銷售貨物自客戶收取的按金於綜合財務狀況報表分類為其他應付款項及應計款項。採用香港財務報告準則第15號後，已就自客戶收取的未結算按金結餘由其他應付款項及應計款項重新分類為合約負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.1 Basis of preparation (continued)

##### Changes in accounting policy and disclosures (continued)

(a) *New and amended standards adopted by the Group (continued)*

HKFRS 15, Revenue from contracts with customers (continued)

(iii) Presentation of contract liabilities (continued)

The deposits received of HK\$5,321,724 that was previously classified as other payables and accruals has been reclassified to contract liabilities as at 1 January 2018.

The application of HKFRS 15 has resulted in the following presentation changes:

Old presentation	Carrying amount as at 1 January 2018	Carrying amount as at 31 December 2018	New presentation under HKFRS 15 根據香港 財務報告 準則第15號 新呈列
舊呈列	於二零一八年 一月一日的 賬面值 HK\$ 港元	於二零一八年 十二月三十一日的 賬面值 HK\$ 港元	
Other payables and accruals 其他應付款項及應計款項	5,321,724	2,303,236	Contract liabilities 合約負債

### 2. 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

##### 會計政策及披露規定之變動 (續)

(a) 本集團採納之新訂及經修訂準則 (續)

香港財務報告準則第15號「客戶合約收益」(續)

(iii) 合約負債之呈列 (續)

於二零一八年一月一日，之前分類為其他應付款項及應計款項的已收取按金5,321,724港元已重新分類至合約負債。

應用香港財務報告準則第15號已導致以下呈列發生變動：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.1 Basis of preparation (continued)

#### Changes in accounting policy and disclosures (continued)

(a) *New and amended standards adopted by the Group (continued)*

HKFRS 15, Revenue from contracts with customers (continued)

(iv) Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 December 2018 as a result of the adoption of HKFRS 15 on 1 January 2018

The following tables summaries the estimated impact of adoption of HKFRS 15 on the Group's consolidated financial statements for the year ended 31 December 2018, by comparing the amounts reported under HKFRS 15 in these consolidated financial statements with estimates of the hypothetical amounts that would have been recognised under HKAS 18 if those superseded standards had continued to apply to 2018 instead of HKFRS 15. These tables show only those line items impacted by the adoption of HKFRS 15:

## 2. 主要會計政策概要 (續)

### 2.1 編製基準 (續)

#### 會計政策及披露規定之變動 (續)

(a) 本集團採納之新訂及經修訂準則 (續)

香港財務報告準則第15號「客戶合約收益」(續)

(iv) 披露於二零一八年一月一日採用香港財務報告準則第15號對所呈報截至二零一八年十二月三十一日止年度的款項的估計影響

下表通過比較根據香港財務報告準則第15號於該等綜合財務報表列報的金額與假設被取代準則香港會計準則第18號而非香港財務報告準則第15號繼續適用於二零一八年的情況下確認的估計假設金額，概述採用香港財務報告準則第15號對本集團截至二零一八年十二月三十一日止年度的綜合財務報表的估計影響。該等表格僅列示受採納香港財務報告準則第15號影響之項目：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.1 Basis of preparation (continued)

##### Changes in accounting policy and disclosures (continued)

(a) *New and amended standards adopted by the Group (continued)*

HKFRS 15, Revenue from contracts with customers (continued)

(iv) Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 December 2018 as a result of the adoption of HKFRS 15 on 1 January 2018 (continued)

### 2. 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

##### 會計政策及披露規定之變動 (續)

(a) 本集團採納之新訂及經修訂準則 (續)

香港財務報告準則第15號「客戶合約收益」(續)

(iv) 披露於二零一八年一月一日採用香港財務報告準則第15號對所呈報截至二零一八年十二月三十一日止年度的款項的估計影響 (續)

		Amounts reported in accordance with HKFRS 15 根據香港財務報告 準則第15號 列報的金額	Hypothetical amounts under HKAS 18 根據香港會計準則 第18號 列報的假設金額	Difference  差異
		(A)	(B)	(A) - (B)
		HK\$	HK\$	HK\$
		港元	港元	港元
<b>Line items in the consolidated statement of financial position as at 31 December 2018 impacted by the adoption of HKFRS 15:</b>	<b>採用香港財務報告準則第15號對二零一八年十二月三十一日綜合財務狀況表項目的影響:</b>			
Other payables and accruals	其他應付款項及應計款項	15,775,576	18,078,812	(2,303,236)
Contract liabilities	合約負債	2,303,236	-	2,303,236
<b>Line items in reconciliation of profit before taxation to cash generated from operations for the year ended 31 December 2018 impacted by the adoption of HKFRS 15:</b>	<b>採用香港財務報告準則第15號對截至二零一八年十二月三十一日止年度除稅前溢利與經營產生的現金對賬項目的影響</b>			
Increase in other payables and accruals	其他應付款項及應計款項增加	13,695,789	10,677,301	3,018,488
Decrease in contract liabilities	合約負債減少	(3,018,488)	-	(3,018,488)

Apart from the above-mentioned reclassification of accounts, there is no significant differences arising from the change in the accounting policies.

除上述重新分類賬外，會計政策變動並無產生重大差異。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.1 Basis of preparation (continued)

#### *Changes in accounting policy and disclosures (continued)*

(a) *New and amended standards adopted by the Group (continued)*

HK(IFRIC) 22, Foreign currency transactions and advance consideration

This interpretation provides guidance on determining “the date of the transaction” for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) arising from a transaction in which an entity receives or pays advance consideration in a foreign currency.

The Interpretation clarifies that “the date of the transaction” is the date on initial recognition of the non-monetary asset or liability arising from the payment or receipt of advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the date of the transaction for each payment or receipt should be determined in this way. The adoption of HK(IFRIC) 22 does not have any material impact on the financial position and the financial result of the Group.

## 2. 主要會計政策概要 (續)

### 2.1 編製基準 (續)

#### *會計政策及披露規定之變動 (續)*

(a) *本集團採納之新訂及經修訂準則 (續)*

香港(國際財務報告詮釋委員會)詮釋第22號外幣交易及預付代價

該詮釋就釐定「交易日期」提供指引，旨在釐定實體於交易中外幣收取或支付預付代價時，初步確認有關資產、開支或收入(或其中部分)所使用之匯率。

該詮釋澄清「交易日期」為初步確認因支付或收取預付代價而產生的非貨幣資產或負債之日。倘確認有關項目前存在多筆預付或預收款，實體應按該方式釐定每筆付款或收款的交易日期。採納香港(國際財務報告詮釋委員會)第22號對本集團之財務狀況及財務業績並無任何重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.1 Basis of preparation (continued)

##### Changes in accounting policy and disclosures (continued)

##### (b) New and amended Standards issued but not yet adopted

The Group has not applied any of the following new Hong Kong Financial Reporting Standards (“HKFRSs”), amendments to HKFRSs and new interpretations (“new and revised HKFRSs”) that have been issued but are not yet mandatorily effective:

HKFRS 16	Leases <sup>1</sup>
HKFRS 17	Insurance Contracts <sup>5</sup>
Amendments to HKFRS 9	Prepayment Features with Negative Compensation <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>2</sup>
Amendments to HKFRSs	Annual Improvements to HKFRS Standards 2015-2017 Cycle <sup>3</sup>
Amendments to HKFRS 3	(Revised) Business Combinations <sup>4</sup>
HK(IFRIC) Interpretation 23	Uncertainty over Income Tax Treatments <sup>1</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2019
- <sup>2</sup> Effective date not yet determined
- <sup>3</sup> For those amendments that will become effective for annual periods beginning on or after 1 January 2019
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2020
- <sup>5</sup> Effective for annual periods beginning on or after 1 January 2021

### 2. 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

##### 會計政策及披露規定之變動 (續)

##### (b) 已頒佈但尚未採納的新訂及經修訂準則

本集團並無應用以下任何已頒佈但尚未強制生效的新訂香港財務報告準則(「香港財務報告準則」)、香港財務報告準則修訂本及新訂詮釋(「新訂及經修訂香港財務報告準則」):

香港財務報告準則第16號	租賃 <sup>1</sup>
香港財務報告準則第17號	保險合約 <sup>5</sup>
香港財務報告準則第9號 (修訂本)	提早還款特性及負補償 <sup>1</sup>
香港財務報告準則第10號 (修訂本)及香港會計準則第28號 (修訂本)	投資者與其聯營公司或合營企業間之資產出售或注資 <sup>2</sup>
香港財務報告準則 (修訂本)	香港財務報告準則二零一五年至二零一七年週期之年度改進 <sup>3</sup>
香港財務報告準則 (修訂) 企業合併 <sup>4</sup>	
香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理的不確定性 <sup>1</sup>

- <sup>1</sup> 自二零一九年一月一日或之後開始的年度期間生效
- <sup>2</sup> 生效日期待定
- <sup>3</sup> 將於自二零一九年一月一日或之後開始的年度期間生效的該等修訂本
- <sup>4</sup> 將於二零二零年一月一日或之後開始的年度期間生效
- <sup>5</sup> 自二零二一年一月一日或之後開始的年度期間生效



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.1 Basis of preparation (continued)

#### *Changes in accounting policy and disclosures (continued)*

(b) *New and amended Standards issued but not yet adopted (continued)*

#### HKFRS 16 Leases

HKFRS 16 will supersede the current lease guidance including HKAS 17 Leases and the related interpretations when it becomes effective.

With regards to operating leases from lessee's prospective, HKFRS 16 requires a right-of-use asset and a corresponding liability to be recognised for all leases by lessees except for short-term leases and leases of low value assets.

Specifically, the right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any re-measurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments. Furthermore, the classification of cash flows will also be affected as operating lease payments under HKAS 17 are presented as operating cash flows; whereas, under the HKFRS 16 model, the lease payments will be split into a principal and an interest portion which will be presented as financing and financing cash flows respectively.

## 2. 主要會計政策概要 (續)

### 2.1 編製基準 (續)

#### *會計政策及披露規定之變動 (續)*

(b) *已頒佈但尚未採納的新訂及經修訂準則 (續)*

#### 香港財務報告準則第16號

#### 「租賃」

香港財務報告準則第16號將於其生效時取代當前的租賃指引，包括香港會計準則第17號租賃及相關詮釋。

就承租人的經營租賃而言，香港財務報告準則第16號規定承租人須就所有租賃確認使用權資產及相應負債，惟短期租賃及租賃低價值資產除外。

具體而言，使用權資產初步按成本計量，其後按成本（受若干例外情況所限）減累計折舊及減值虧損（就租賃負債重新計量作出調整）計量。租賃負債初步按於該日尚未支付的租賃付款現值計量。其後，租賃負債就利息及租賃付款作出調整。此外，現金流量的分類亦將受到影響，原因為香港會計準則第17號下的經營租賃付款呈列為經營現金流量，而根據香港財務報告準則第16號模式，租賃付款將拆分為本金及利息部分，均呈列為融資現金流量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.1 Basis of preparation (continued)

##### *Changes in accounting policy and disclosures (continued)*

- (b) *New and amended Standards issued but not yet adopted (continued)*  
HKFRS 16 Leases (continued)

With regards to lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, HKFRS 16 requires extensive disclosures in the financial statements.

The standard will affect primarily the accounting for the Group's operating leases. As at the reporting date, the Group has non-cancellable operating lease commitments of HK\$5,620,854, the majority of which is payable between 1 and 5 years after the reporting date. Some of these amounts may therefore need to be recognised as lease liabilities, with corresponding right-of-use assets, once HKFRS 16 is adopted.

### 2. 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

##### *會計政策及披露規定之變動 (續)*

- (b) *已頒佈但尚未採納的新訂及經修訂準則 (續)*  
香港財務報告準則第16號「租賃」(續)

就出租人會計處理而言，香港財務報告準則第16號大致保留香港會計準則第17號內出租人的會計要求並繼續要求出租人將其租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號要求於財務報表內作出全面披露。

該準則將主要影響本集團經營租賃的會計處理。於報告日期，本集團擁有不可撤銷經營租賃承擔5,620,854港元，其中大部分應於報告日期後一至五年內支付。因此，一旦香港財務報告準則第16號獲採納，該等款項中部分需確認為與相關使用權資產有關的租賃負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.1 Basis of preparation (continued)

#### *Changes in accounting policy and disclosures (continued)*

- (b) *New and amended Standards issued but not yet adopted (continued)*  
HKFRS 16 Leases (continued)

However, the Group has not yet assessed the amount of adjustments.

There are no other standards that are not yet effective and that would be expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

### 2.2 Subsidiaries

#### (a) Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

## 2. 主要會計政策概要 (續)

### 2.1 編製基準 (續)

#### *會計政策及披露規定之變動 (續)*

- (b) 已頒佈但尚未採納的新訂及經修訂準則 (續)  
香港財務報告準則第16號「租賃」 (續)  
然而，本集團尚未評估調整款項。

並無其他尚未生效且預期將會對實體即期或未來報告期間以及可預見未來交易產生重大影響的準則。

### 2.2 附屬公司

#### (a) 綜合入賬

附屬公司指本集團可對其行使控制權的實體（包括結構實體）。當本集團承受或享有參與投資實體所得之可變回報，且有能力透過其對實體之權力影響該等回報時，則本集團控制該實體。附屬公司自控制權轉移予本集團當日起全面綜合入賬，並由控制權終止當日起停止綜合入賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.2 Subsidiaries (continued)

##### (a) Consolidation (continued)

Intra-group transactions, balances and unrealized gains on transactions between Group Companies are eliminated. Unrealized losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform to the Group's accounting policies.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of financial position respectively.

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

### 2. 主要會計政策概要 (續)

#### 2.2 附屬公司 (續)

##### (a) 綜合入賬 (續)

集團內公司間之交易、集團公司間交易的結餘及未變現收益得予以對銷。未變現虧損亦予以對銷。附屬公司之申報金額已作必要調整，以符合本集團的會計政策。

於附屬公司業績及權益的非控股權益分別於綜合損益及其他全面收入報表、股權變動報表及財務狀況報表內單獨列示。

本集團將與非控股權益的交易（並不導致喪失控制權）視作與本集團權益擁有人的交易。所有權權益變動導致控股權益與非控股權益賬面值之間的調整以反映彼等於附屬公司的相關權益。非控股權益調整數額與任何已付或已收代價之間的任何差額於本公司擁有人應佔權益中的獨立儲備內確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.2 Subsidiaries (continued)

#### (b) Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

### 2.3 Associates

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition. Upon the acquisition of the ownership interest in an associate, any difference between the cost of the associate and the Group's share of the net fair value of the associate's identifiable assets and liabilities is accounted for as goodwill.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

## 2. 主要會計政策概要 (續)

### 2.2 附屬公司 (續)

#### (b) 獨立財務報表

於附屬公司之投資乃以成本減去減值之方法計算。成本亦包括投資直接應佔成本。附屬公司之業績乃由本公司按股息及應收款項入賬。

倘投資附屬公司所產生之股息超過附屬公司於派息期間之全面總收入，或獨立財務報表內之投資賬面值超過綜合財務報表內被投資者之淨資產（包括商譽）賬面值，則在收取有關投資所得股息時即須對此等投資進行減值測試。

### 2.3 聯營公司

聯營公司指所有本集團對其有重大影響力但無控制權之實體，通常擁有其附帶20%至50%投票權之股權。於聯營公司之投資以權益會計法入賬。根據權益會計法，投資初步按成本確認，於收購日期後，賬面值將予增加或減少以確認投資者應佔被投資方之利潤或虧損。本集團於聯營公司之投資包括收購時已識別之商譽。於收購聯營公司之所有權權益時，聯營公司成本與本集團應佔聯營公司可識別資產及負債之公平值淨值之間的任何差額乃入賬列作商譽。

倘於聯營公司之所有權權益減少但重大影響力獲保留，則僅有應佔先前於其他全面收入內確認之金額之若干比例會重新劃分為利潤或虧損（如適用）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.3 Associates (continued)

The Group's share of post-acquisition profits or losses is recognised in the consolidated statement of profit or loss and other comprehensive income, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statements of changes in equity. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to "share of profit of associates" accounted for equity method in the consolidated statement of profit or loss and other comprehensive income.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealized losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Gain or losses on dilution of equity interest in associates are recognised in the consolidated statement of profit or loss and other comprehensive income.

### 2. 主要會計政策概要 (續)

#### 2.3 聯營公司 (續)

本集團應佔收購後利潤或虧損於綜合損益及其他全面收入報表確認，而應佔之其他全面收入之收購後變動則確認於其他全面收入並相應對投資賬面值作出調整。此外，當於聯營公司之股權直接確認變動時，本集團於綜合股權變動表確認其應佔之任何變動（倘適用）。倘本集團應佔一間聯營公司之虧損等於或超過其在該聯營公司之權益，包括任何其他無抵押應收款項，本集團不會確認進一步虧損，除非本集團已代表聯營公司承擔法定或推斷責任或作出付款。

本集團於各報告日期釐定是否有任何客觀證據顯示於聯營公司之投資出現減值。倘出現減值，本集團會將減值金額作為聯營公司之可收回金額與其賬面值之差額計算，並於綜合損益及其他全面收入報表內以權益法入賬「應佔聯營公司利潤」之金額。

本集團與其聯營公司之間之上游及下游交易所產生之利潤及虧損，只會限於無關投資者佔聯營公司權益範圍在本集團之財務報表內確認。除非該項交易有證據顯示所轉讓資產已減值，否則未變現虧損予以對銷。聯營公司之會計政策在有需要時已作改動，以確保與本集團所採用者一致。

攤薄聯營公司股權的盈利或虧損於綜合損益及其他全面收入表確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the senior executive management that makes strategic decisions.

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

### 2.5 Foreign currency translation

#### (a) Functional and presentation currency

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

## 2. 主要會計政策概要 (續)

### 2.4 分部報告

經營分部報告方式與向主要經營決策者之內部報告方式一致。主要經營決策者負責分配資源及評估經營分部表現，已確認為作出戰略決策之高級執行管理層。

個別重要的經營分部不會合計以供財務報告之用，但如該等經營分部的產品和服務性質、生產工序性質、客戶類別或階層、分銷產品或提供服務的方法以至監管環境的本質等經濟特性均屬類似，則作別論。個別不重要的經營分部如果符合以上大部分條件，則可以合計為一個報告分部。

### 2.5 外幣換算

#### (a) 功能及呈報貨幣

本集團每個實體於財務報表所列項目，均以有關實體經營業務所在主要經濟環境所用貨幣（「功能貨幣」）計量。綜合財務報表以本公司之功能貨幣及本集團之呈報貨幣港元（港元）列值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.5 Foreign currency translation (continued)

##### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit or loss and other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available-for-sale, are included in other comprehensive income.

##### (c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each statement of profit or loss are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rates on the dates of the transactions);
- all resulting currency translation differences are recognised in other comprehensive income.

### 2. 主要會計政策概要 (續)

#### 2.5 外幣換算 (續)

##### (b) 交易及結餘

外幣交易按交易日期或於項目經重新計量時之估值日期之現行匯率換算為功能貨幣。結算該等交易及按年末匯率換算以外幣計值貨幣資產及負債所產生之匯兌盈虧，均於綜合損益及其他全面收入報表確認。

非貨幣金融資產及負債（例如按公平值計入損益之權益）之換算差額，乃列作公平值盈虧之一部分於損益確認。非貨幣金融資產（例如分類為可供出售之權益）之換算差額，則計入其他全面收入。

##### (c) 集團旗下公司

本集團旗下所有功能貨幣與呈報貨幣不同之實體（該等實體概無擁有嚴重通脹經濟體系之貨幣）之業績及財務狀況，按以下方式換算為呈報貨幣：

- 各財務狀況報表所呈列資產及負債，按財務狀況報表結算日之收市匯率換算；
- 各損益表之收入及支出按平均匯率換算（除非該平均數並非交易當日適用匯率累計影響之合理約數，在此情況下，收入及開支按交易當日匯率換算）；
- 所有產生之貨幣換算差額於其他全面收入確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.5 Foreign currency translation (continued)

#### (c) Group companies (continued)

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

### 2.6 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated statement of profit or loss and other comprehensive income during the financial period in which they are incurred.

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Plant and machinery	10 years
Land and Buildings	25 years
Leasehold improvements	3 to 5 years, or over the term of leases if shorter
Office equipment and furniture	3 to 5 years
Computer equipment	3 years
Motor vehicles	3 to 10 years

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

## 2. 主要會計政策概要 (續)

### 2.5 外幣換算 (續)

#### (c) 集團旗下公司 (續)

收購外國實體所產生商譽及公平值調整當作外國實體之資產及負債處理，並按收市匯率換算。所產生之外幣換算差額於其他全面收入確認。

### 2.6 物業、機器及設備

物業、機器及設備按歷史成本減折舊列賬。歷史成本包括直接源自收購有關項目之開支。其後成本僅於與有關項目之日後經濟利益可能流入本集團且該項目之成本能可靠計量時，方計入資產賬面值或確認為獨立資產（視適用情況而定）。被更換部分之賬面值將終止確認。所有其他維修及保養於產生之財政期間在綜合損益及其他全面收入報表扣除。

物業、機器及設備之折舊乃以直線法計算，按其估計可使用年期，將其成本分配至其剩餘價值，可使用年期如下：

機器及設備	10年
土地及樓宇	25年
租賃物業裝修	3至5年，或按租約，以較短者為準
辦公室設備及傢私	3至5年
電腦設備	3年
汽車	3至10年

資產之剩餘價值及可使用年期於各報告期間結束時檢討，並在適當時作出調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.6 Property, plant and equipment (continued)

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the statement of profit or loss.

#### 2.7 Intangible assets

##### (a) Goodwill

Goodwill arises on the acquisition of subsidiaries represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identified net assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

### 2. 主要會計政策概要 (續)

#### 2.6 物業、機器及設備 (續)

倘資產之賬面值高於其估計可收回價值，其賬面值即時減值至可收回金額。

出售盈虧按所得款項與賬面值之比較釐定，並於損益表內確認。

#### 2.7 無形資產

##### (a) 商譽

商譽於收購附屬公司時產生，即所轉讓代價、被收購方的任何非控股權益金額及任何先前於被收購方的權益於收購日期的公平值高於已收購可識別資產淨值的公平值時的差額。

就減值測試而言，業務合併所得的商譽將分配至每個預期可受惠於合併協同效益的現金產生單位（「現金產生單位」）或現金產生單位群組。每個獲分配商譽的單位或群組為該實體內可就內部管理而監察商譽的最低層面。商譽於營運分類層面監控。

商譽會每年審閱是否需要減值，若有事件或情況轉變顯示可能出現減值，則會增加審閱次數。包含商譽的現金產生單位之賬面值與可收回金額（即使用價值或公平值減出售成本，取較高者）作比較。若出現減值即時確認為開支，其後不會撥回。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.7 Intangible assets (continued)

#### (b) Trading rights

The Group's intangible assets represent eligibility rights to trade on or through the Stock Exchange and on the Hong Kong Future Exchange Limited. The trading rights are carried at cost less accumulated amortisation and accumulated impairment losses.

#### (c) Software

The software has a finite useful life and is carried at cost less accumulated amortisation and impairment. Amortisation is calculated using the straight-line method to allocate the cost of software over its estimated useful life from 5 to 10 years.

#### (d) Contractual customer relationships

Contractual customer relationships acquired in a business combination are recognised at fair value at the acquisition date.

The expected useful life of the contractual customer relationships determined to be 8 years. The contractual customer relationships have a finite useful life are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the said expected useful life of the customer relationships.

## 2. 主要會計政策概要 (續)

### 2.7 無形資產 (續)

#### (b) 買賣權

本集團之無形資產指於或透過聯交所及香港期貨交易所有限公司買賣之合資格權利。買賣權利乃按成本減累計攤銷及累計減值虧損列賬。

#### (c) 軟件

軟件有限定可使用年期，並按成本減累計攤銷及減值列賬。攤銷採用直線法計算，在軟件估計可使用年期為5年至10年內分配軟件成本。

#### (d) 合約客戶關係

於業務合併時取得之合約客戶關係按照於收購日期之公平值確認。

合約客戶關係的預期可使用年期釐定為8年。具有有限定可使用年期的合約客戶關係按成本減累計攤銷列賬。上述客戶關係的預期可使用年期採用直線法計算攤銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.8 Impairment of non-financial assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

#### 2.9 Financial assets

##### Classification

(A) Policy applicable from 1 January 2018

Investments in debt and equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss (FVTPL) for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 24. These investments are subsequently accounted for as follows, depending on their classification.

### 2. 主要會計政策概要 (續)

#### 2.8 非金融資產減值

具有無限使用年期之無形資產或毋須攤銷，但須每年作出減值測試，或倘發生事件或情況轉變而顯示可能減值，測試次數會更頻密。倘發生任何顯示未能收回資產賬面值之事項或情況變化，本集團將對其他資產進行減值測試。減值虧損按資產賬面值超越其可收回款額之數額確認。可收回金額為資產公平值減出售成本後之價值與其使用價值兩者之間之較高者。評估資產減值時，本集團可按個別可識別現金流量（很大程度上獨立於其他資產或資產組別產生的現金流入）之最低水平劃分資產類別（現金產生單位）。出現減值之非金融資產（商譽除外）於各報告期末審閱，確定是否可能撥回減值。

#### 2.9 金融資產

##### 分類

(A) 自二零一八年一月一日起適用的政策

於債務及股本證券之投資於本集團承諾購買／出售投資之日確認／終止確認。該等投資初步按公平值加直接應佔交易成本列賬，惟按公平值計入損益（按公平值計入損益）計量之該等投資除外，其交易成本直接於損益確認。有關本集團如何釐定金融工具公平值之解釋，見附註24。該等投資其後按下列方式入賬，視乎其分類而定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.9 Financial assets (continued)

#### Classification (continued)

(A) Policy applicable from 1 January 2018 (continued)

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in note 2.23(g).

Under HKFRS 9, a financial asset such as receivables shall be subsequently measured at amortised cost if both of the following conditions are met: (a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from the financial asset is calculated using the effective interest method.

## 2. 主要會計政策概要 (續)

### 2.9 金融資產 (續)

#### 分類 (續)

(A) 自二零一八年一月一日起適用的政策 (續)

於股本證券之投資均分類為按公平值計入損益，除非該股本投資並非以交易為目的持有，且於初始確認投資時本集團選擇指定該投資為按公平值計入其他全面收入（不得劃轉），以致公平值其後變動於其他全面收入確認。該選擇乃按個別工具基準作出，惟僅可於該投資從發行人角度而言符合權益定義時作出。倘作出該選擇，其他全面收入中累計的金額維持於公平值儲備（不得劃轉）中，直至出售投資為止。出售時，於公平值儲備（不得劃轉）中累計的金額轉至保留溢利。該金額並不透過損益劃轉。股本證券投資產生的股息，（不論其是否分類為按公平值計入損益或按公平值計入其他全面收入），均根據附註2.23(g)所載政策於損益中確認為其他收入。

根據香港財務報告準則第9號，倘同時滿足以下兩種情況，則應收款項等金融資產其後應按攤銷成本計量：(a) 金融資產乃於目的為持有金融資產以收取合約現金流量的業務模式範圍內持有；及 (b) 金融資產之合約條款於指定日期產生之現金流量僅為支付本金及未償還本金之利息。金融資產所得利息收入採用實際利率法計算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.9 Financial assets (continued)

##### Classification (continued)

(B) Policy applicable prior to 1 January 2018

Investments in securities held for trading were classified as financial assets measured at FVTPL. Any attributable transaction costs were recognised in profit or loss as incurred. At the end of each reporting period the fair value was remeasured, with any resultant gain or loss being recognised in profit or loss.

For investments classified as available-for-sale financial assets, at the end of each reporting period the fair value was remeasured, with any resultant gain or loss being recognised in other comprehensive income and accumulated separately in equity in the fair value reserve (recycling). Dividend income from equity investments and interest income from debt securities calculated using the effective interest method were recognised in profit or loss in accordance with the policies set out in notes 2.23(f) and 2.23(g), respectively. Foreign exchange gains and losses arising from debt securities were also recognised in profit or loss. When the investments were derecognised or impaired (see note 2.11(i) – policy applicable prior to 1 January 2018), the cumulative gain or loss recognised in equity was reclassified to profit or loss.

Gains or losses arising from changes in the fair value of the “financial assets at fair value through profit or loss” category are presented in the consolidated statement of profit or loss within “Other income and net losses” in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the statement of profit or loss as part of other income when the Group’s right to receive payments is established.

### 2. 主要會計政策概要 (續)

#### 2.9 金融資產 (續)

##### 分類 (續)

(B) 於二零一八年一月一日前適用的政策

於持作買賣證券之投資分類為按公平值計入損益計量之金融資產。任何應佔交易成本於產生時在損益中確認。公平值於各報告期末重新計量，由此產生之任何收益或虧損乃於損益中確認。

投資分類為可供出售金融資產，公平值於各報告期末重新計量，由此產生之任何收益或虧損乃於其他全面收入確認並在公平值儲備（可劃轉）之權益中獨立累計。股本投資之股息收入及使用實際利率法計算之債務證券利息收入分別根據附註2.23(f)及2.23(g)所載政策於損益中確認。債務證券產生之外匯收益及虧損亦於損益確認。於投資終止確認或減值（見附註2.11(i) – 於二零一八年一月一日前適用的政策）時，於權益確認之累計收益或虧損重新分類至損益。

來自「按公平值計入損益的金融資產」類別的公平值變動所產生的盈虧，列入產生期間綜合損益表內的「其他收入及虧損淨值」中。來自按公平值計入損益的金融資產的股息收入，當本集團確定收取有關款項的權利時，於損益表內確認為其他收入之一部分。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is a legally enforceable right to offset the recognised amount and there is an intention to settle on a net basis or realise the assets and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

### 2.11 Credit losses and impairment of assets *Credit losses from financial instruments*

(A) Policy applicable from 1 January 2018

The Group recognises a loss allowance for expected credit losses (ECLs) on the financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables and loans and receivables).

Financial assets measured at fair value, including the investment fund, equity securities measured at FVTPL, are not subject to the ECL assessment.

#### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

## 2. 主要會計政策概要 (續)

### 2.10 抵銷金融工具

金融資產及負債於有法定強制權以抵銷已確認金額及於擬按淨值基準結算或同時將資產變現及償付負債時予以抵銷，而有關淨額於財務狀況報表內呈報。法定可執行權利不得依賴未來事件而定，而在一般業務過程中以及倘公司或對手方一旦出現違約、無償債能力或破產時亦須具有約束力。

### 2.11 信貸虧損及資產減值 *金融工具之信貸虧損*

(A) 自二零一八年一月一日起適用的政策

本集團就按攤銷成本計量之金融資產（包括現金及現金等值項目、應收貿易款項及其他應收款項以及貸款及應收款項）之預期信貸虧損（預期信貸虧損）確認虧損撥備。

按公平值計量之金融資產（包括投資基金、按公平值計入損益之股本證券）毋須進行預期信貸虧損評估。

#### 預期信貸虧損計量

預期信貸虧損乃信貸虧損的或然率加權估計。信貸虧損按所有預期現金差額（即根據合約應付本集團的現金流量與本集團預期將收取的現金流量之間的差額）的現值計量。

估計預期信貸虧損時考慮的最長期限為本集團面臨信貸風險的最長合約期限。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.11 Credit losses and impairment of assets (continued)

##### *Credit losses from financial instruments (continued)*

(A) Policy applicable from 1 January 2018 (continued)

##### Measurement of ECLs (continued)

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

### 2. 主要會計政策概要 (續)

#### 2.11 信貸虧損及資產減值 (續)

##### *金融工具之信貸虧損 (續)*

(A) 自二零一八年一月一日起適用的政策 (續)

##### 預期信貸虧損計量 (續)

於計量預期信貸虧損時，本集團計及毋須付出過多成本或努力即可獲得之合理及可靠資料。該等資料包括有關過往事件、目前狀況及日後經濟狀況預測之資料。

預期信貸虧損乃按以下其中一項基準計量：

- 12個月預期信貸虧損：該等預期為因報告日期後12個月內可能發生之違約事件而導致之虧損；及
- 全期預期信貸虧損：該等預期為預期信貸虧損模型適用的項目之預期可用年期內可能發生之違約事件而導致之虧損。

應收貿易款項的虧損撥備一直按相等於全期預期信貸虧損之金額計量。該等金融資產之預期信貸虧損乃基於本集團之過往信貸虧損經驗採用撥備矩陣進行估計，並因債務人特定因素、報告日期對當前及預測整體經濟狀況的評估而作出調整。

對於所有其他金融工具，本集團確認相等於12個月預期信貸虧損的虧損撥備，惟自初始確認以來金融工具的信貸風險顯著增加，且在該情況下虧損撥備按相等於全期預期信貸虧損之金額計量則除外。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.11 Credit losses and impairment of assets (continued)

##### **Credit losses from financial instruments (continued)**

(A) Policy applicable from 1 January 2018 (continued)

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument (including a loan commitment) has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 30 days past due. 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 since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

### 2. 主要會計政策概要 (續)

#### 2.11 信貸虧損及資產減值 (續)

##### **金融工具之信貸虧損 (續)**

(A) 自二零一八年一月一日起適用的政策 (續)

信貸風險顯著增加

本集團評估金融工具(包括一項貸款承擔)的信貸風險自初始確認起是否已顯著增加時,乃將於報告日期評估金融工具出現的違約風險與初始確認日期評估的有關風險作出比較。作出此重新評估時,本集團認為違約於下列情況出現:(i)借貨人不大可能在本集團無追索權採取行動(如變現抵押)(如持有)的情況下向本集團悉數支付其信貸負債;或(ii)金融資產逾期30天。本集團認為定量及定性資料(包括過往經驗及毋須付出過多成本或努力即可獲得之前瞻性資料)屬合理而可靠。

尤其是,於評估信貸風險自初始確認起是否已顯著增加時,乃計及以下資料:

- 未能於合約到期日支付本金或利息;
- 金融工具之外在或內在信貸評級(如有)實際或預期明顯轉壞;
- 債務人的經營業績實際或預期明顯轉壞;及
- 技術、市場、經濟或法律環境對債務人向本集團履行其責任的能力造成重大不利影響之現有或預測變動。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.11 Credit losses and impairment of assets (continued)

##### **Credit losses from financial instruments** (continued)

(A) Policy applicable from 1 January 2018 (continued)

Significant increases in credit risk (continued)

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling) and should not reduce the carrying amount of the debt securities.

Basis of calculation of interest income

Interest income recognised in accordance with note 2.23(A)(e) 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 the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

### 2. 主要會計政策概要 (續)

#### 2.11 信貸虧損及資產減值 (續)

##### **金融工具之信貸虧損** (續)

(A) 自二零一八年一月一日起適用的政策 (續)

信貸風險顯著增加 (續)

視乎金融工具之性質，信貸風險的顯著增加按個別基準或共同基準作出評估。按共同基準進行評估時，有關金融工具乃按共有的信貸風險特徵（例如逾期狀況及信貸風險評級）分組。

預期信貸虧損於各報告日期重新計量，以反映金融工具自初始確認起的信貸風險變動。任何預期信貸虧損金額之變動於損益中確認為減值收益或虧損。本集團就按虧損撥備賬相應調整賬面值之所有金融工具確認減值收益或虧損，惟按公平值計入其他全面收入（可劃轉）計量之債務證券投資（其虧損撥備於其他全面收入中確認及於公平值儲備累計（可劃轉））則除外及不應減少債務證券投資的賬面值。

計算利息收入之基準

根據附註2.23(A)(e)確認之利息收入乃按金融資產之賬面總值計算，除非金融資產出現信貸減值，則在該情況下利息收入乃按金融資產之攤銷成本（即賬面總值減虧損撥備）計算。

於各報告日期，本集團評估一項金融資產是否出現信貸減值。倘發生一項或多項對金融資產之估計未來現金流量造成不利影響之事件，則該金融資產為信貸減值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.11 Credit losses and impairment of assets (continued)

##### **Credit losses from financial instruments (continued)**

(A) Policy applicable from 1 January 2018 (continued)

Basis of calculation of interest income (continued)

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset, lease receivable or contract asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

### 2. 主要會計政策概要 (續)

#### 2.11 信貸虧損及資產減值 (續)

##### **金融工具之信貸虧損 (續)**

(A) 自二零一八年一月一日起適用的政策 (續)

計算利息收入之基準 (續)

一項金融資產出現信貸減值之證據包括以下可觀察事件：

- 債務人面臨重大財務困難；
- 違反合約，例如違約或未能支付利息或本金；
- 借貸人很有可能破產或進行其他財務重組；
- 技術、市場、經濟或法律環境有重大變動而對債務人構成不利影響；或
- 發行人面臨財務困難導致證券不存在活躍市場。

撇銷政策

倘日後實際上不可收回，則會撇銷金融資產、租賃應收款項或合約資產（部分或全部）之總賬面值。該情況一般出現於本集團確定債務人並無可產生足夠現金流量的資產或收入來源以償還須撇銷金額之時。

隨後收回先前撇銷之資產於回收期間在損益中確認為減值撥回。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.11 Credit losses and impairment of assets (continued)

##### **Credit losses from financial instruments (continued)**

(B) Policy applicable prior to 1 January 2018

Prior to 1 January 2018, an “incurred loss” model was used to measure impairment losses on financial assets not classified as at FVTPL (e.g. trade and other receivables, available-for sale investments and held-to-maturity debt securities). Under the “incurred loss” model, an impairment loss was recognised only when there was objective evidence of impairment. Objective evidence of impairment included:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

### 2. 主要會計政策概要 (續)

#### 2.11 信貸虧損及資產減值 (續)

##### **金融工具之信貸虧損 (續)**

(B) 於二零一八年一月一日前適用的政策

於二零一八年一月一日前，「已產生虧損」模式乃用於計量並非分類為按公平值計入損益之金融資產（如應收貿易款項及其他應收款項、可供出售投資及持有至到期債務證券）之減值虧損。根據「已產生虧損」模式，減值虧損僅於出現減值的客觀證據時確認。減值的客觀證據包括：

- 債務人面臨重大財務困難；
- 違反合約，例如違約或未能支付利息或本金；
- 借貸人很有可能破產或進行其他財務重組；
- 技術、市場、經濟或法律環境有重大變動而對債務人構成不利影響；及
- 權益工具投資之公平值大幅或長時間低於其成本。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.11 Credit losses and impairment of assets (continued)

##### **Credit losses from financial instruments (continued)**

(B) Policy applicable prior to 1 January 2018 (continued)

If any such evidence existed, an impairment loss was determined and recognised as follows:

- For trade and other receivables and other financial assets carried at amortised cost, impairment loss was measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate, where the effect of discounting was material. This assessment was made collectively where these financial assets shared similar risk characteristics, such as similar past due status, and had not been individually assessed as impaired. Future cash flows for financial assets which were assessed for impairment collectively were based on historical loss experience for assets with credit risk characteristics similar to the collective group.
- If in a subsequent period the amount of an impairment loss decreased and the decrease could be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss was reversed through profit or loss. A reversal of an impairment loss was only recognised to the extent that it did not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

### 2. 主要會計政策概要 (續)

#### 2.11 信貸虧損及資產減值 (續)

##### **金融工具之信貸虧損 (續)**

(B) 於二零一八年一月一日前適用的政策 (續)

倘存在任何有關證據，則按下列方式釐定及確認減值虧損：

- 就按攤銷成本列賬的應收貿易款項及其他應收款項以及其他金融資產而言，減值虧損乃按資產賬面值與該金融資產按原實際利率貼現（倘貼現之影響屬重大）之估計未來現金流量現值之間的差額計量。倘該等金融資產具有類似的風險特徵，如類似的逾期情況及並未單獨被評估為減值，則進行集體評估。集體評估減值之金融資產的未來現金流量乃以信貸風險特徵與該集體組別類似之資產的過往虧損經驗為依據。
- 倘於其後期間，減值虧損金額減少，而該減少與確認減值虧損後發生的事件具有客觀關連，則透過損益撥回減值虧損。減值虧損撥回僅於並無導致資產賬面值超出過往年度在並無確認減值虧損的情況下所釐定的賬面值的情況下方予以確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.11 Credit losses and impairment of assets (continued)

##### *Credit losses from financial instruments (continued)*

(B) Policy applicable prior to 1 January 2018 (continued)

- When the recovery of a trade debtor or other financial assets carried at amortised cost was considered doubtful but not remote, associated impairment losses were recorded using an allowance account. When the Group was satisfied that recovery was remote, the amount considered irrecoverable was written off against the gross carrying amount of those assets directly. Subsequent recoveries of amounts previously charged to the allowance account were reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly were recognised in profit or loss.

#### 2.12 Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined using the first-in first-out (FIFO) method for the commodities finished goods and the weighted average method for the student cards and school safety products and specific identification basis for the motor vehicles. The cost of finished goods is arrived at based on purchase cost. It excludes borrowing costs. Net realizable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

#### 2.13 Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Trade and other receivables are stated at amortised cost using the effective interest method, less allowance for credit losses.

### 2. 主要會計政策概要 (續)

#### 2.11 信貸虧損及資產減值 (續)

##### *金融工具之信貸虧損 (續)*

(B) 於二零一八年一月一日前適用的政策 (續)

- 倘按攤銷成本列賬的貿易賬款或其他金融資產的可收回性被視為可疑而並非微乎其微，應以撥備賬記錄相關減值虧損。倘本集團確認能收回的機會微乎其微，則視為不可撤回金額會從該等資產的總賬面值中直接撇銷。倘之前計入撥備賬的款項在其後收回，則相關的撥備會被撥回。撥備賬的其他變動及之前直接撇銷而其後收回的款項，均在損益中確認。

#### 2.12 存貨

存貨以成本與可變現淨值兩者中之較低者列賬。成本以商品成品之先進先出法（先進先出法）及學生證及校園安全產品之加權平均法以及汽車的特定識別基準釐定。成品成本按採購成本計算。其不包括借貸成本。可變現淨值則以日常業務過程中估計售價減適用的變動銷售開支計算。

#### 2.13 應收貿易款項及其他應收款項

應收款項於本集團有無條件權利收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。倘收益於本集團有無條件權利收取代價前已確認，則數額按合約資產呈列。

應收貿易款項及其他應收款項以實際利率法減信貸虧損撥備按攤銷成本列賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.14 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less.

#### 2.15 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### 2.16 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### 2.17 Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

#### *Policy applicable prior to 1 January 2018*

In the comparative period, the amounts received before the related work was performed were presented as "Received in advance from customers in respect of trading of motor vehicles" under "Other payables and accruals". These balances have been reclassified on 1 January 2018 as shown in note 29.

### 2. 主要會計政策概要 (續)

#### 2.14 現金及現金等值項目

現金及現金等值項目包括手頭現金、銀行活期存款及原於三個月內到期之其他短期高流動性投資。

#### 2.15 股本

普通股分類為權益。

發行新股份或購股權直接應佔之增量成本，扣除稅項後於權益列作所得款項扣減。

#### 2.16 應付貿易款項

應付貿易款項為在日常經營活動中從供應商購買商品或服務而應支付之責任。如應付貿易款項之支付日期在一年或以內（如仍在正常經營週期中，則可較長時間），其被分類為流動負債，否則，呈列為非流動負債。

應付貿易款項初步以公平值確認，其後利用實際利率法按攤銷成本計量。

#### 2.17 合約負債

客戶支付代價於本集團確認相關收益前，確認為合約負債。倘本集團有無條件權利在本集團確認相關收益前收取代價，則合約負債亦會獲確認。在有關情況下，相應應收款項亦將予以確認。

#### *於二零一八年一月一日之前適用的政策*

於可比期間，進行相關工作前收取的款項呈列為「其他應付款項及應計款項」項下「有關汽車貿易之客戶預收款」。如附註29所示，該等結餘已於二零一八年一月一日重新分類。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.18 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of profit or loss and other comprehensive income over the period of the borrowings using the effective interest method.

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

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

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

### 2. 主要會計政策概要 (續)

#### 2.18 借款

借款初步按公平值扣除已產生交易成本確認，其後按攤銷成本列賬；所得款項（扣除交易成本）與贖回價值間之任何差額利用實際利率法於借款期間之綜合損益及其他全面收入報表確認。

除非本集團有權無條件將債務結算日期遞延至報告期結束後至少十二個月，否則借款將被劃分為流動負債。

與收購、建造或生產合資格資產（即須一段頗長時間方能達至其預定用途或出售之資產）直接相關之一般及特定借貸成本，作為該等資產之成本，直至該等資產大致達至其預定用途或出售時為止。

所有其他借貸成本於其產生期間在損益中確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.19 Financial guarantee contracts

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees contracts are recognised as a financial liability at the time the guarantee is issued, and are initially recognised at fair value, which is determined by reference to fees charged in an arm’s length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

#### (A) Policy applicable from 1 January 2018

The liability is initially measured at fair value and subsequently at the higher of:

- The amounts determined in accordance with the expected credit loss model under HKFRS 9 Financial Instruments; and
- The amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of HKFRS15 Revenue from Contracts with Customers.

## 2. 主要會計政策概要 (續)

### 2.19 財務擔保合約

財務擔保乃在債務工具根據其條款到期時特定債務人無法還款之情況下要求發行人(即擔保人)向擔保受益人(即「持有人」)支付特定金額以補償持有人所受損失之合約。

財務擔保合約於發出擔保時確認為金融負債，並按公平值初步確認，公平值乃參考於公平交易中就類似服務所收取的費用(如可獲得有關資料)，或經比較貸方於作出擔保時收取的實際利率與貸方於並無作出擔保時應收取的估計利率(如有關資料可作出可靠估計)後參考利率差額釐定。倘因作出擔保而已收或應收代價，則有關代價將根據本集團適用於該資產類別之政策確認。倘並無已收或應收代價，則即時開支於損益內確認。

#### (A) 自二零一八年一月一日起適用的政策

負債初步按公平值計量並且後續按以下兩者之較高者計量：

- 按香港財務報告準則第9號金融工具項下的預期信貸虧損模型釐定的金額；及
- 初步確認的金額減去(如適用)按香港財務報告準則第15號客戶合約收益原則確認的累計收入。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.19 Financial guarantee contracts (continued)

##### (A) Policy applicable from 1 January 2018 (continued)

The fair value of financial guarantee is determined based on the present value of the differences in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

##### (B) Policy applicable prior to 1 January 2018

A provision would be recognised initially measured at their fair values and, if not designated as at fair value through profit and loss, are subsequently measured at the higher of:

- the amount of the obligation under the contract, as determined in accordance with HKAS 37 Provisions, Contingent Liabilities and Contingent Assets; and
- the amount initially recognised less, where appropriate, cumulative amortization recognised in accordance with HKAS 18 Revenue.

When it became probable that (i) the holder of the guarantee would call upon the Group under the guarantee and (ii) the amount of the claim on the Group was expected to exceed the amount carried in “trade and other payables” in respect of the guarantee.

### 2. 主要會計政策概要 (續)

#### 2.19 財務擔保合約 (續)

##### (A) 自二零一八年一月一日起適用的政策 (續)

財務擔保的公平值乃根據債務工具下規定的合同支付金額與無需擔保情況下須作出的付款金額之間的，或與為承擔義務而應付予第三方的預計金額之間的現金流量差異的現值釐定。

##### (B) 於二零一八年一月一日前適用的政策

撥備將按初始公平值計量並予以確認，及倘未獲指定為按公平值計入損益，則其後以下列較高者計量：

- 根據香港會計準則第37號撥備、或然負債及或然資產釐定之合約項下責任款額；及
- 初步確認之款額減（如適用）根據香港會計準則第18號收益確認之累計攤銷。

當開始變得有可能(i)擔保持有人要求本集團按擔保兌現，及(ii)對本集團申索的金額預期超逾「應付貿易款項及其他應付款項」就擔保入賬的金額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.20 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated statement of profit or loss and other comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity respectively.

#### *Current income tax*

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

#### *Deferred income tax*

##### *Inside basis differences*

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

## 2. 主要會計政策概要 (續)

### 2.20 即期及遞延所得稅

期內稅項開支包括即期及遞延稅項。稅項於綜合損益及其他全面收入報表確認，惟倘稅項與在其他全面收入確認或直接計入權益之項目有關則除外，在此情況下，稅項亦分別於其他全面收入或直接於權益確認。

#### *即期所得稅*

即期所得稅開支乃按報告期末本公司附屬公司及聯營公司經營及產生應課稅收入之國家已頒佈或已實際頒佈之稅法計算。管理層定期評估適用稅項法規有待詮釋情況下稅務申報情況，並在適當情況下按預期將支付稅務機關之款項計提撥備。

#### *遞延所得稅*

##### *內在差異*

遞延所得稅乃採用負債法，就資產及負債稅基與其於綜合財務報表之賬面值間產生之暫時差額作出確認。然而，倘遞延稅項負債由初步確認商譽而產生，則不會確認遞延稅項負債，倘於初步確認於進行交易時不會影響會計或應課稅利潤或虧損之交易（業務合併除外）之資產或負債時產生遞延所得稅，則不予列賬。遞延所得稅按於報告期間已頒佈或已實際頒佈之稅率（及法例）釐定，預期於變現相關遞延所得稅資產或清償遞延所得稅負債時適用。

遞延所得稅資產僅於日後很可能獲得足夠應課稅利潤用以抵銷暫時差額時確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.20 Current and deferred income tax (continued)

##### *Deferred income tax (continued)*

##### *Outside basis differences*

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates. Only when there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from the associate's undistributed profits is not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries and associates only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilized.

##### *Offsetting*

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

### 2. 主要會計政策概要 (續)

#### 2.20 即期及遞延所得稅 (續)

##### *遞延所得稅 (續)*

##### *外在差異*

遞延所得稅負債就於附屬公司及聯營公司之投資所產生暫時差額計提撥備，惟遞延所得稅負債除外，在此情況下，本集團可控制撥回暫時差額之時間及暫時差額將不大可能於可預見將來撥回則除外。一般而言，本集團無法控制聯營公司之暫時差額撥回。僅當簽訂協議賦予本集團能力控制於可預見將來撥回暫時差額時，方不會就該聯營公司之未分派利潤所產生應課稅暫時差額確認遞延稅項負債。

僅當暫時差額有可能於未來撥回且能夠利用暫時差額抵扣足夠的應課稅利潤時，方會就遞延所得稅資產確認有關於附屬公司及聯營公司之投資所產生之可扣減暫時差額。

##### *抵銷*

當享有可依法執行的權利將即期所得稅資產與即期所得稅負債抵銷，以及當遞延所得稅資產及負債涉及同一稅務機關對應課稅實體或有意按淨額基準結清結餘的不同應課稅實體徵收所得稅，則可將遞延所得稅資產與負債互相抵銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.21 Employee benefits

#### (a) Pension obligations

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the consolidated statement of profit or loss and other comprehensive income as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully within the employees when contributed into the MPF Scheme, except for the Group’s employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme. During the reporting period, the total amount of forfeited contributions, which arose upon employees leaving the MPF Scheme and available to reduce the contribution payable in future years was nil (2017: Nil).

Retirement benefits to employees in the PRC are provided through a defined contribution plan. The Group is required to participate in a central pension scheme operated by the local municipal government. The Group is required to contribute certain percentage of its payroll costs to the central pension scheme. The contributions are charged to the consolidated statement of profit or loss and other comprehensive income as they become payable in accordance with the rules of the central pension scheme. The Group has no legal or constructive obligations to pay further contributions after payment of the fixed contribution.

## 2. 主要會計政策概要 (續)

### 2.21 僱員福利

#### (a) 退休金供款

本集團根據強制性公積金計劃條例為合資格參與定額供款強制性公積金退休福利計劃(「強積金計劃」)之僱員，設立強積金計劃。供款乃按僱員基本薪金若干百分比作出，並於根據強積金計劃規則須作出供款時在綜合損益及其他全面收入報表扣除。強積金計劃資產與本集團資產分開處理，由獨立管理基金持有。本集團僱主供款於向強積金計劃供款時全數撥歸僱員所有，惟根據強積金計劃規則，僱員於供款全數撥歸僱員所有前離職，則本集團僱主之自願供款將撥還本集團。於報告期間，因僱員終止參與強積金計劃而被沒收之供款總額為零港元(二零一七年：無)，該款額可用作減低未來年度應付之供款。

於中國之僱員之退休福利透過定額供款計劃提供。本集團須參與由地方市政府營運之中央退休金計劃。本集團須按僱員薪金之若干百分比向中央退休金計劃供款。供款將於根據中央退休金計劃之規則應付時自綜合損益及其他全面收入報表扣除。本集團並無法律或推定責任於支付定額供款後進一步供款。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.21 Employee benefits (continued)

##### (b) Share-based compensation

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated statement of profit or loss, with a corresponding adjustment to equity.

### 2. 主要會計政策概要 (續)

#### 2.21 僱員福利 (續)

##### (b) 股份補償

本集團設有以股本結算並以股份支付之補償計劃。根據該計劃，有關實體獲得僱員所提供之服務以作為本集團權益工具（購股權）之代價。以授出購股權作為代價而獲得之僱員服務之公平值確認為開支。支銷總額乃參考所授出購股權之公平值釐定：

- 包括任何市場表現條件（例如一個實體之股價）；
- 不包括任何服務及非市場表現之歸屬條件（例如盈利能力、銷售增長指標及於一段特定時間內是否仍然為該實體之僱員）之影響；及
- 包括任何非歸屬條件之影響（例如僱員儲蓄之規定）。

於作出有關預期歸屬購股權數目之假設時，會計入非市場性質表現及服務條件。開支總額於歸屬期間確認，而歸屬期間為滿足所有特定歸屬條件之期間。

於各報告期末，本集團會基於非市場表現及服務條件修訂其估計預期可歸屬之購股權數目。本公司於綜合損益表確認修訂原有估計之影響（如有），並就權益作出相應調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.21 Employee benefits (continued)

#### (b) Share-based compensation (continued)

In addition, in some circumstances, employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital.

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the parent entity accounts.

#### (c) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

## 2. 主要會計政策概要 (續)

### 2.21 僱員福利 (續)

#### (b) 股份補償 (續)

此外，在某些情況下，僱員可能在授出日期之前提供服務，因此授出日期的公平值就確認服務開始期間與授出日期之期間內的開支作出估計。

於購股權獲行使時，本公司會發行新股份。已收所得款項扣除任何直接應佔交易成本後，撥入股本。

本公司向本集團附屬公司僱員授出涉及權益工具之購股權，乃視為資本投入。獲得之僱員服務之公平值乃參考授出日之公平值計量，並於歸屬期內確認為對附屬公司投資之增加，並於母公司實體賬目之權益中計入相應數額。

#### (c) 離職福利

倘本集團於僱員正常退休日期前終止僱傭關係或僱員接受自願遣散以換取該等福利，本集團可給予離職福利。本集團會按以下日期較早者確認離職福利：(a)當本集團無可能撤回提供該等福利；及(b)當實體確認重組成本（香港會計準則第37號範圍內）並涉及支付離職福利。倘提出一項要約以鼓勵自願遣散，則離職福利將按預期接受要約之僱員數目計量。在報告期末後超過12個月支付的福利則貼現至其現值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.22 Provisions and contingent liabilities

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of economic benefits will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

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

#### 2.23 Revenue recognition

##### (A) Policy applicable from 1 January 2018

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts returns and value added taxes. The Group recognises revenue when control over a product or service is transferred to the customer.

### 2. 主要會計政策概要 (續)

#### 2.22 撥備及或然負債

倘本集團因過往發生之事件須承擔現有法定或推定責任而極有可能須動用經濟利益解除責任，則在能夠可靠估算責任金額之情況下確認撥備。未來經營虧損不會被確認為撥備。倘貨幣時間價值屬重大，則按預期解除責任所需開支之現值呈列撥備。

倘本集團承擔若干類似責任，於釐定解除責任是否需要流出資源時，將考慮整類責任。即使同類責任當中任何一個項目導致資源流出之可能性甚低，亦會確認撥備。

倘須流出經濟利益或無法可靠估計有關金額，則有關責任披露為或然負債，除非流出經濟利益的可能性極微。僅當出現或未出現一項或多項未來事件時確認存在潛在責任，該潛在責任亦披露為或然負債，除非流出經濟利益的可能性極微。

#### 2.23 收益確認

##### (A) 於二零一八年一月一日後適用的政策

收益按已收取或應收取代價之公平值計量確認，即所提供商品之應收款項，經扣除退貨折扣及增值稅後列賬。本集團於產品或服務的控制權轉移至客戶時確認收益。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.23 Revenue recognition (continued)

##### (A) Policy applicable from 1 January 2018 (continued)

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

- (a) Commission income from securities and futures brokerage is recognised on a trade date basis.
- (b) Consultancy fee income from provision of stock information and network maintenance are recognised when the relevant services have been rendered, which is recognised over time because the customers simultaneously receives and consumes the benefits provided by the services performed by the Group.
- (c) Fee earned from the provision of electronic student cards platform over a period of time are accrued over the contracted period because the customers simultaneously receives and consumes the benefits provided by the services performed by the Group.

### 2. 主要會計政策概要 (續)

#### 2.23 收益確認 (續)

##### (A) 於二零一八年一月一日後適用的政策 (續)

倘合約包含融資部分，為客戶提供重大融資利益超過12個月，則按以與客戶進行之單獨融資交易所反映貼現率貼現之應收款項的現值計量收益，利息收入則按實際利率法獨立累計。本集團運用香港財務報告準則第15號第63段之實際權宜方法，當融資期限為12個月或以內時，則不會就重大融資部分之任何影響調整代價。

有關本集團收益及其他收入確認政策的進一步詳情如下：

- (a) 證券及期貨經紀佣金收入按交易日基準確認。
- (b) 提供股票資訊及網絡維修所得諮詢費用收入乃於提供相關服務時予以確認，且其乃隨著時間予以確認，原因是客戶同時取得及消耗本集團提供服務所提供的利益。
- (c) 在一定期間內透過提供電子學生證平台賺取的費用在該合約期內累計，原因為客戶同時取得及消耗由本集團提供的服務所帶來的利益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.23 Revenue recognition (continued)

##### (A) Policy applicable from 1 January 2018 (continued)

- (d) Realized fair value gains or losses on securities trading are recorded on a trade date basis whilst unrealized fair value gains or losses are recorded on change in fair value on the reporting period.
- (e) Interest income is recognised using the effective interest method.
- (f) Dividend income is recognised when the right to receive payment is established.
- (g) Revenue from sales of motor vehicles (in situations where the Group is acting as the principal) and electronic student cards and school safety products is recognised at a point of time when the customer obtains control of the promised good or service in the contract.
- (h) Agency incomes from trading of motor vehicles and accessories sourcing is recognised on a net basis and at a point in time, when the control of the motor vehicles (with accessories, if any) had been transferred to the customers.

### 2. 主要會計政策概要 (續)

#### 2.23 收益確認 (續)

##### (A) 於二零一八年一月一日後適用的政策 (續)

- (d) 證券買賣之已變現公平值收益或虧損按交易日期基準記錄，而未變現公平值收益或虧損則按報告期間之公平值變動記錄。
- (e) 利息收入乃使用實際利率法確認。
- (f) 股息收入在收取有關股息之權利被確立時予以確認。
- (g) 銷售汽車（當本集團以主事身份作銷售的情況下）以及電子學生證及校園安全產品所得收益於客戶取得合約中承諾貨品或服務的控制權時確認。
- (h) 汽車貿易及配件代購代理費收入於汽車（連配件，如有）控制權轉移予客戶之時間點按淨額基準予以確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.23 Revenue recognition (continued)

##### (B) Policy applicable prior 1 January 2018

The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below:

- (a) Commission income from securities and futures brokerage is recognised on a trade date basis.
- (b) Commission income from precious metal brokerage is recognised on a trade date basis.
- (c) Service income are recognised when the relevant services have been rendered.
- (d) Realized gains or losses on spot trading on precious metal contracts are recorded on a trade date basis whilst unrealized fair value gains or losses are recognised by translating the contract amounts at the prices ruling at the end of each reporting period.
- (e) Realized fair value gains or losses on securities trading are recorded on a trade date basis whilst unrealized fair value gains or losses are recorded on change in fair value on the reporting period.

### 2. 主要會計政策概要 (續)

#### 2.23 收益確認 (續)

##### (B) 於二零一八年一月一日前適用的政策

當收益數額能可靠計量、未來經濟利益有可能流入實體時，而本集團每項活動均符指定標準時，本集團會如下文所述確認收益：

- (a) 證券及期貨經紀佣金收入按交易日基準確認。
- (b) 貴金屬經紀佣金收入按交易日基準確認。
- (c) 服務收入於相關服務獲提供時確認。
- (d) 貴金屬現貨合約交易之變現損益按交易日期基準入賬，而未變現之公平值損益透過按各報告期末之價格換算合約金額予以確認。
- (e) 證券買賣之已變現公平值收益或虧損按交易日期基準記錄，而未變現公平值收益或虧損則按報告期間之公平值變動記錄。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.23 Revenue recognition (continued)

##### (B) Policy applicable prior 1 January 2018 (continued)

- (f) Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans and receivables is recognised using the original effective interest rate.
- (g) Dividend income is recognised when the right to receive payment is established.
- (h) Revenue from sales of motor vehicles and electronic student cards and school safety products is recognised upon transfer of significant risk and rewards of ownership, which generally coincides with the time when the goods are delivered and the title has passed to the customers.
- (i) Agency income from trading of motor vehicles sourcing is recognised on a net basis, when the agency services have been rendered.

### 2. 主要會計政策概要 (續)

#### 2.23 收益確認 (續)

##### (B) 於二零一八年一月一日前適用的政策 (續)

- (f) 利息收入乃使用實際利率法確認。於貸款及應收款項減值時，本集團會將賬面值減至其可收回款額，即按有關工具原有實際利率貼現之估計日後現金流量，並繼續將貼現額撥作利息收入。減值貸款之利息收入及應收款項按原本實際利率確認。
- (g) 股息收入在收取有關股息之權利被確立時予以確認。
- (h) 銷售汽車及電子學生證和校園安全產品之收益乃於商品擁有權之大部分風險及回報轉移時（通常與商品付運予客戶及所有權轉讓之時間一致）確認。
- (i) 汽車貿易代理費收入於提供代理服務時按淨額基準確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.24 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated statement of profit or loss and other comprehensive income on a straight-line basis over the period of the lease.

#### 2.25 Related parties

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

- (a) A person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;
- (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;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

### 2. 主要會計政策概要 (續)

#### 2.24 租約

凡擁有權之絕大部分風險及回報由出租人保留之租約，均列為經營租約。根據經營租約支付之租金（在扣除自出租人收取之任何優惠後），按直線法於租賃期內在綜合損益及其他全面收入報表支銷。

#### 2.25 有關連人士

以下人士被認為與本集團有關連，倘：

- (a) 該人士為符合以下條件的人士或該人士的近親
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響；或
  - (iii) 為本集團或本集團母公司的主要管理人員；
- (b) 倘下列任何條件均適用，實體與本集團相關：
  - (i) 該實體與本集團屬同一集團的成員公司；
  - (ii) 一實體為另一實體的聯營公司或合資企業（或該實體為另一實體的母公司、附屬公司或同系附屬公司）；
  - (iii) 該實體與本集團均為同一第三方的合資企業；
  - (iv) 一實體為第三方實體的合資企業，而另一實體為該第三方實體的聯營公司；

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.25 Related parties (continued)

- (b) An entity is related to the Group if any of the following conditions applies: (continued)
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a); and
- (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 entity.

#### 2.26 Principal versus agent

##### (A) Policy applicable from 1 January 2018

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

### 2. 主要會計政策概要 (續)

#### 2.25 有關連人士 (續)

- (b) 倘下列任何條件均適用實體與本集團相關: (續)
- (v) 該實體為本集團或與本集團有關聯的實體就僱員利益設立的離職福利計劃;
- (vi) 該實體受(a)所識別人士控制或共同控制; 及
- (vii) 於(a)(i)所識別人士對該實體有重大影響力或屬該實體(或該實體的母公司)主要管理人員。
- (viii) 該實體或本集團任何成員公司向本集團或本集團之母公司提供主要管理層人員服務。

某人士的近親家庭成員為在與該實體交易時預期會影響該名人士或受到該名人士影響的家庭成員。

#### 2.26 主事人對代理

##### (A) 自二零一八年一月一日起適用的政策

倘於商品或服務交至客戶前由本集團控制特定商品或服務, 則本集團為主事人。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.26 Principal versus agent (continued)

#### (A) Policy applicable from 1 January 2018 (continued)

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer.

When an entity that is a principal satisfies a performance obligation, the entity recognises revenue in the gross amount of consideration to which it expects to be entitled in exchange for the specified good or service transferred. When an entity that is an agent satisfies a performance obligation, the entity recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party. An entity's fee or commission might be the net amount of consideration that the entity retains after paying the other party the consideration received in exchange for the goods or services to be provided by that party.

Indicators that an entity controls the specified good or service before it is transferred to the customer (and is therefore a principal) include, but are not limited to, the following:

- (a) the entity is primarily responsible for fulfilling the promise to provide the specified good or service. This typically includes responsibility for the acceptability of the specified good or service. If the entity is primarily responsible for fulfilling the promise to provide the specified good or service, this may indicate that the other party involved in providing the specified good or service is acting on the entity's behalf.

## 2. 主要會計政策概要 (續)

### 2.26 主事人對代理 (續)

#### (A) 自二零一八年一月一日起適用的政策 (續)

倘本集團的履約責任為安排另一方提供特定商品或服務，則本集團為代理。在此情況下，於另一方提供的特定商品或服務交至客戶前本集團並不控制有關商品或服務。

當實體為主事人且履行一項履約責任時，實體確認其預期為轉讓特定貨物或服務而享有的代價總額收益。當實體為代理且履行一項履約責任時，實體確認其預期為安排另一方提供特定貨物或服務而享有的任何手續費或佣金收入。實體的手續費或佣金可能為實體於就另一方所提供貨物或服務而向該另一方支付代價後所保留的代價淨額。

表明實體於特定貨物或服務轉移至客戶前控制有關貨物或服務（因此為主事身份）的跡象包括但不限於以下各項：

- (a) 實體主要負責履行提供特定貨物或服務的承諾。這一般包括負責接納特定貨物或服務。倘實體主要負責履行提供特定貨物或服務的承諾，這可能表明涉及提供特定貨物或服務的另一方乃代該實體行事。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.26 Principal versus agent (continued)

##### (A) Policy applicable from 1 January 2018 (continued)

- (b) the entity has inventory risk before the specified good or service has been transferred to a customer or after transfer of control to the customer (for example, if the customer has a right of return).
- (c) the entity has discretion in establishing the price for the specified good or service. Establishing the price that the customer pays for the specified good or service may indicate that the entity has the ability to direct the use of that good or service and obtain substantially all of the remaining benefits. However, an agent may have some flexibility in setting prices in order to generate additional revenue from its service of arranging for goods or services to be provided by other parties to customers.

### 2. 主要會計政策概要 (續)

#### 2.26 主事人對代理 (續)

##### (A) 自二零一八年一月一日起適用的政策 (續)

- (b) 實體於特定貨物或服務轉移予客戶前或於控制權轉移予客戶(例如客戶有權退貨)後有存貨風險。
- (c) 實體就制定特定貨物或服務價格有酌情決定權。制定客戶就特定貨物或服務支付的價格可能表明實體能直接使用該貨物或服務並獲得絕大部分剩餘裨益。然而，代理一定程度上可靈活定價，從而就其安排其他方向客戶提供貨物或服務的服務獲得額外收益。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.26 Principal versus agent (continued)

##### (B) Policy applicable prior to 1 January 2018

Under the requirements stated in HKAS 18 “Revenue” determining whether the Group is acting as a principal or an agent requires judgment and consideration of all relevant facts and circumstances.

An entity is acting as a principal when it has exposure to the significant risks and rewards associated with the sale of goods or the rendering of services. Features that indicate that an entity is acting as a principal include:

- (a) the entity has the primary responsibility for providing the goods or services to the customer or for fulfilling the order, for example by being responsible for the acceptability of the products or services ordered or purchased by the customer;
- (b) the entity has inventory risk before or after the customer order, during shipping or on return;
- (c) the entity has latitude in establishing prices, either directly or indirectly, for example by providing additional goods or services; and
- (d) the entity bears the customer’s credit risk for the amount receivable from the customer.

An entity is acting as an agent when it does not have exposure to the significant risks and rewards associated with the sale of goods or the rendering of services. One feature indicating that an entity is acting as an agent is that the amount the entity earns is predetermined, being either a fixed fee per transaction or a stated percentage of the amount billed to the customer.

### 2. 主要會計政策概要 (續)

#### 2.26 主事人對代理 (續)

##### (B) 於二零一八年一月一日前適用的政策

根據香港會計準則第18號「收益」規定，釐定本集團為主事人還是代理要求作出判斷並計及所有相關事實及情況。

當實體面臨銷售貨物或提供服務相關的重大風險及回報時，實體為主事人。表明實體為主事人的特徵包括：

- (a) 實體的主要責任為向客戶提供貨物或服務或完成訂單，例如負責接受客戶所定或所購買的產品或服務；
- (b) 於客戶下單之前或之後、於運送期間或就退貨，實體有存貨風險；
- (c) 實體可自主直接或間接定價，如通過提供額外貨物或成本；及
- (d) 實體就應收客戶款項承擔客戶信貸風險。

當實體並無銷售貨物或提供服務相關重大風險及回報時，實體為代理。表明實體為代理的一個特徵為實體所賺金額為事先釐定，即每宗交易為固定費用或向客戶開具賬單中金額的特定百分比。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, price risk, fair value interest rate risk, and cash flow interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance.

#### (a) Market risk

##### (i) Foreign exchange risk

Transactional currency exposures arise from the sales or purchase by operating units in currency other than the unit's functional currency. The Group's exposure to foreign currency risk is minimal as almost all of the Group's revenue and costs of the operating units are denominated in the HK\$ and RMB, the respective functional currency of the Group entities, with most of the Group's monetary assets, liabilities are principally denominated in the respective functional currencies of HK\$ and RMB. The Group manages the foreign exchange exposure arising from its normal course of business activities and investments in foreign operations by funding its local operations and investments through cash flows generated from business transactions locally. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arise.

### 3. 財務風險管理

#### 3.1 財務風險因素

本集團之經營活動面對各種財務風險，即有：市場風險（包括外匯風險、價格風險、公平值利率風險及現金流量利率風險）、信貸風險及流動資金風險。本集團之整體風險管理計劃專注於金融市場不可預測之特性，務求將對本集團財務表現帶來之潛在負面影響降至最低。

#### (a) 市場風險

##### (i) 外匯風險

交易貨幣風險來自營運單位使用單位功能貨幣以外貨幣進行之銷售或採購。由於本集團大部分收益及營運單位成本以本集團實體之各自功能貨幣港元及人民幣計值，且本集團之大部份貨幣資產及負債主要以各自功能貨幣港元及人民幣計值，因此本集團面對之外匯風險不大。本集團透過當地業務交易產生之現金流為其當地營運及投資提供資金，以管理於日常業務過程及於海外業務之投資中產生之匯兌風險。本集團目前並無外幣對沖政策。然而，管理層密切監察外幣風險及將於有需要時考慮對沖重大外匯風險。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Financial risk factors (continued)

##### (a) Market risk (continued)

###### (ii) Price risk

The Group is exposed to equity price risk arising from trading of listed equity securities which are listed on the Stock Exchange of Hong Kong and the market price changed on the unlisted investment funds classified as financial assets at fair value through profit or loss. To manage its price risk arising from these investments, the Group diversifies its portfolio. The sensitivity analysis has been determined based in the exposure to related price risk of these investments.

At the end of the reporting period, if the quoted market prices of the trading securities had been 5% higher or lower while all other variables were held constant, the Group's net loss for the year would decrease or increase by approximately HK\$712,000 (2017: HK\$985,000) as a result of changes in fair value of securities held for trading.

###### (iii) Cash flow and fair value interest rate risk

During the years ended 31 December 2017 and 2018, the Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank deposits and borrowings which carry prevailing market interest rates. The directors considered that the Group's income and operating cash flows are substantially independent of changes in market interest rates.

### 3. 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (a) 市場風險 (續)

###### (ii) 價格風險

本集團之股本價格風險乃來自於香港聯交所上市之上市證券買賣及分類為按公平值計入損益的金融資產的非上市投資基金的市價變動。為管理該等投資產生之價格風險，本集團持有不同風險範圍之投資組合。敏感度分析乃基於該等投資所承擔之相關價格風險釐定。

於報告期末，倘買賣證券之市場報價上升或下降5%而其他所有變量維持不變，本集團之年內淨虧損將因買賣證券之公平值變動而減少或增加約712,000港元（二零一七年：985,000港元）。

###### (iii) 現金流量及公平值利率風險

截至二零一七年及二零一八年十二月三十一日止年度，由於按現行市場利率計息的銀行存款及借貸之現行市場利率波動，本集團面對現金流量利率風險。董事認為本集團之收入及經營現金流量大致獨立於市場利率變動。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Financial risk factors (continued)

##### (a) Market risk (continued)

##### (iii) Cash flow and fair value interest rate risk (continued)

As at 31 December 2018 and 2017, the Group's cash flow interest rate risk relates primarily to its variable bank deposits and borrowings. The Group currently does not use any derivative contracts to hedge its exposure to interest rate risk. However, management will consider hedging significant interest rate exposure should the need arise.

As at 31 December 2018 and 2017, if interest rates on the bank borrowings had been decreased/increased by 50 basis points with all other variables held constant, the Group's post-tax loss for the years ended 31 December 2018 and 2017 would decrease/increase by approximately HK\$19,000 and HK\$27,000 respectively.

As at 31 December 2018 and 2017, if interest rates on the bank deposits had been decreased/increased by 50 basis points with all other variables held constant, the Group's post-tax loss for the years ended 31 December 2018 and 2017 would increase and decrease by approximately HK\$725,278 and HK\$792,912 respectively.

As at 31 December 2018 and 2017, the Group is exposed to the fair value interest rate risk relating to the loans and receivables. However, the Directors consider the repayable term of the loans and receivables is within one year, therefore, the fair value interest rate risk is immaterial.

### 3. 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (a) 市場風險 (續)

##### (iii) 現金流量及公平值利率風險 (續)

於二零一八年及二零一七年十二月三十一日，本集團之現金流量利率風險主要與其銀行存款及借貸之浮動利率有關。本集團目前並無使用任何衍生合約對沖其面對之利率風險。然而，如有需要，管理層將考慮對沖重大利率風險。

於二零一八年及二零一七年十二月三十一日，在所有其他變數維持不變之情況下，倘銀行借貸利率下降／上升50個基點，本集團截至二零一八年及二零一七年十二月三十一日止年度之除稅後虧損會分別下降／上升約19,000港元及27,000港元。

於二零一八年及二零一七年十二月三十一日，在所有其他變數維持不變之情況下，倘銀行存款利率下降／上升50個基點，本集團截至二零一八年及二零一七年十二月三十一日止年度之除稅後虧損會分別上升和下降約725,278港元及792,912港元。

於二零一八年及二零一七年十二月三十一日，本集團承受貸款及應收款項相關的公平值利率風險。然而，董事認為貸款及應收款項之償付期於一年內到期，因此，公平值利率風險並不重大。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Financial risk factors (continued)

##### (b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group.

The Group reviews the recoverability of its financial assets periodically to ensure that potential credit risk of the counterparty is managed at an early stage and sufficient provision is made for possible defaults. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's financial assets relate mainly to cash and cash equivalents, trade and other receivables, loans and receivables. It arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Debtors with balances that are more than 1 month past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

### 3. 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (b) 信貸風險

信貸風險指交易對手將違反其合約責任，引致本集團財務虧損的風險。

本集團定期檢討其金融資產之可收回金額，以確保可及早對交易對方之潛在信貸風險作出管理，並對潛在欠款作充足撥備。此外，本集團持續監察應收結餘之情況，而本集團之壞賬風險並不重大。

本集團金融資產之信貸風險主要關於現金及現金等值項目、應收貿易款項及其他應收款及貸款及應收款項之信貸風險。其乃因交易對方違約而產生，風險上限相等於該等工具之賬面值。管理層已制定信貸政策及該等信貸風險按持續經營基準監控。

就應收貿易款項及其他應收款而言，本集團會就所有要求超過某一金額的信用額度的客戶進行個別信用評估。該等評估集中於客戶過去到期付款的記錄及目前付款的能力，並考慮到有關特定客戶及客戶經營業務所在之經濟環境的資料。逾期超過1個月之應收賬款結餘之債務人須清償所有未了結結餘後方可獲授其他信貸。在一般情況下，本集團不會自客戶獲得抵押品。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Financial risk factors (continued)

##### (b) Credit risk (continued)

At the end of the reporting period, the Group has certain concentrations of credit risk as approximately 61% (2017: 48%) and 99% (2017: 93%) of the Group's trade receivables were due from the Group's largest trade debtor and the five largest trade debtors respectively within the Brokerage and securities margin financing services segment, sales of motor vehicles and provision of agency services segment and trading of electronic student cards and school safety product and provision of electronic student card platform segment. However, the directors of the Company consider the credit risk is limited since the Group has held certain listed equity securities of margin clients as collateral over these receivables from the brokerage and securities margin financing services segment. For the sales of motor vehicles and provision of agency services segment and trading of electronic student cards and school safety product and provision of electronic student card platform segment, the customer's past history of making payments are good and no default record. Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 22 to the consolidated financial statements.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix approach. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

Expected loss rates are based on actual loss experience over the past one to two years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

### 3. 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

於報告期末，本集團有若干集中信貸風險，因本集團最大貿易債務人及五大貿易債務人分別佔本集團約61% (二零一七年：48%)及99% (二零一七年：93%)之應收貿易款項，該等應收款項主要源自因經紀及證券保證金融資服務分部，銷售汽車及提供代理服務分部以及銷售電子學生證及校園安全產品及提供電子學生證平台分部。然而，本公司董事認為信貸風險有限，因為本集團持有保證金客戶的若干上市股本證券作為該等應收經紀及證券保證金融資服務分部款項的抵押品。就銷售汽車及提供代理服務分部以及買賣電子學生證及校園安全產品以及提供電子學生證平台分部，客戶過去付款歷史良好，並無違約記錄。有關本集團應收貿易款項產生信貸風險之進一步量化數據，於綜合財務報表附註22披露。

本集團按相等於全期預期信貸虧損之金額計量應收貿易款項之虧損撥備，有關金額乃採用撥備矩陣方法計算。由於本集團的過往信貸虧損經驗並無表明不同客戶分部的虧損模式大為不同，故基於逾期狀態的虧損撥備不會於本集團不同客戶基礎之間進一步區分。

預期虧損率乃基於過去一至兩年的實際虧損經驗計算得出。該等比率為反映過往數據收集期間的經濟狀況、目前狀況及本集團對應收款項之預期存續期的經濟條件之看法，而加以調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Financial risk factors (continued)

##### (b) Credit risk (continued)

Comparative information under HKAS 39

The Group assessed that there is no significant loss allowance recognised in accordance with HKFRS 9 as at 31 December 2018 and 1 January 2018. Please refer to note 2.1(a)(ii) and note 22 for the expected credit loss assessment as at 1 January 2018 and 31 December 2018 respectively.

Prior to 1 January 2018, an impairment loss was recognised only when there was objective evidence of impairment (see note 2.11(i) – policy applicable prior to 1 January 2018). At 31 December 2017, no trade receivables were determined to be impaired. The aging analysis of trade debtors that were not considered to be impaired was as follows:

		2017 二零一七年 HK\$ 港元
Neither past due nor impaired	既未逾期亦未減值	7,592,190
1-30 days past due	逾期1至30天	1,831,970

Receivables that were neither past due nor impaired related to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired related to the government subsidy on the sales of the imported motor vehicles management believed that no impairment allowance was necessary in respect of these balances as there should not be any significant change in credit quality and the balances were still considered fully recoverable.

既未逾期亦未減值之應收款項與多名並無近期違約歷史的客戶有關。

已逾期但未減值之應收款項與銷售進口汽車相關政府補貼有關。管理層認為毋須就該等結餘作出減值撥備，原因是其信貸質素應該不會發生重大變動且有關結餘仍被視為可悉數收回。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Financial risk factors (continued)

##### (c) Liquidity risk

Ultimate responsibility for liquidity risk management rests with the board of directors. The Group manages liquidity risk by maintaining adequate reserves and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

At 31 December 2018, the Group had borrowings with carrying amounts of approximately HK\$4,497,000 (2017: HK\$54,393,000) (Note 31).

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

		On demand or within 1 year 按要求或 少於1年 HK\$ 港元	Between 1 and 2 years 1至2年 HK\$ 港元	Between 2 and 5 years 2至5年 HK\$ 港元	Over 5 years 5年以上 HK\$ 港元	Total undiscounted cash flow 未貼現現金 流量總額 HK\$ 港元	Total carrying amount 總賬面值 HK\$ 港元
<b>2018</b>	<b>二零一八年</b>						
Trade payables	應付貿易款項	8,271,122	-	-	-	8,271,122	8,271,122
Other payables and accruals	其他應付款項及 應計款項	15,775,576	-	-	-	15,775,576	15,775,576
Bank borrowings (Note)	銀行借款 (附註)	4,657,557	-	-	-	4,657,557	4,497,498
<b>2017</b>	<b>二零一七年</b>						
Trade payables	應付貿易款項	7,567,101	-	-	-	7,567,101	7,567,101
Other payables and accruals	其他應付款項及 應計款項	7,401,511	-	-	-	7,401,511	7,401,511
Bank borrowings (Note)	銀行借款 (附註)	6,872,170	-	-	-	6,872,170	6,556,013
Other borrowings	其他借款	51,663,744	-	-	-	51,663,744	47,836,800

### 3. 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (c) 流動資金風險

董事會須為流動資金風險管理負上最終責任。本集團維持充足儲備及儲備借款融資、不斷監察預測及實際現金流量，以及配對金融資產及負債之到期日，藉以管理流動資金風險。

於二零一八年十二月三十一日，本集團借款之賬面值約為4,497,000港元（二零一七年：54,393,000港元）（附註31）。

本集團金融負債於報告期間時根據合約未貼現付款之到期日如下：



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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Financial risk factors (continued)

##### (c) Liquidity risk (continued)

Note:

Bank loans HK\$4,497,498 (2017: HK\$6,556,013) with a repayment on demand clause are included in the "on demand or within 1 year" time band in the above maturity analysis. At 31 December 2018, the aggregate undiscounted amounts of principal of the bank loans and interest thereon amounted to HK\$4,657,557 (2017: HK\$6,872,170). Taking into account the Group's financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such bank loans will be repaid over a period of 2 (2017: 3) years in accordance with the scheduled repayment dates set out in the loan agreements.

#### 3.2 Capital management

Certain of the Group's subsidiaries are regulated by the SFC and are required to comply with certain minimum capital requirements according to the rules of the SFC. In addition, the Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Group monitors its capital structure on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by adjusted capital. Net debt is calculated as total debt (including current and non-current liabilities but excluding current or deferred income tax liabilities as shown in the consolidated statement of financial position) less cash and cash equivalents. Adjusted capital comprises all components of equity (including share capital and premium, reserves, accumulated losses and non-controlling interests as shown in the consolidated statement of financial position).

### 3. 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (c) 流動資金風險 (續)

附註:

包含按要求償還條款之銀行借貸4,497,498港元(二零一七年: 6,556,013港元)在上述到期日分析計入「按要求或少於1年」之時間範圍內。於二零一八年十二月三十一日,銀行貸款本金未貼現金額及其利息合共為4,657,557港元(二零一七年: 6,872,170港元)。計及本集團之財務狀況後,董事相信銀行不大可能行使其要求即時還款之酌情權。董事相信,該等銀行借貸將根據貸款協議所載議定還款日期,於2年(二零一七年: 3年)期間內償還。

#### 3.2 資本管理

本集團若干附屬公司受證監會規管,並須根據證監會規則遵守若干最低資本需求規定。此外,本集團管理資金之目標為保障本集團持續經營之能力,以為股東提供回報及為其他權益持有人帶來利益,並維持最佳資金結構以減少資金成本。

為維持或調整資本結構,本集團或會調整向股東派付股息之金額、向股東退還資金或發行新股份。

本集團按債務對經調整股本比率監察其股本。此比率按債務淨額除經調整股本計算。債務淨額按總債務(包括流動及非流動負債但不包括綜合財務狀況報表所示之即期或遞延所得稅負債)減現金及現金等值項目計算。經調整股本包括所有權益部分(包括綜合財務狀況報表所列之股本及溢價、儲備、累計虧損及非控股權益)。

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For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.2 Capital management (continued)

During 2018, the Group's strategy was to maintain the debt-to-adjusted capital ratio within 50%, which was unchanged from 2017. The debt-to-adjusted capital ratios as at 31 December 2018 and 2017 were as follows:

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Total debt	總債務	30,847,432	69,421,129
Less: Bank balances and cash, including bank trust accounts (Note 26)	減：銀行結餘及現金， 包括銀行信託賬戶 (附註26)	(161,352,873)	(180,697,961)
Net debt	債務淨值	130,505,441	(111,276,832)
Total equity	權益總值	378,175,755	336,865,300
Adjusted capital	經調整股本	378,175,755	336,865,300
Debt-to-adjusted capital ratio	債務對經調整股本比率	N/A不適用	N/A不適用

#### 3.3 Fair value estimation

The table below analyzes financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).

### 3. 財務風險管理 (續)

#### 3.2 資本管理 (續)

本集團在二零一八年繼續奉行二零一七年的策略，目標為將債務對經調整股本比率維持在50%內。於二零一八年及二零一七年十二月三十一日之債務對經調整股本比率如下：

#### 3.3 公平值之估計

下表按估值方法分析以公平值計量之金融工具。各等級之定義如下：

- 相同資產或負債於活躍市場之報價（未經調整）（第一級）。
- 資產或負債可直接（價格）或間接（來自價格）觀察之輸入數值（不包括第一級之報價）（第二級）。

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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.3 Fair value estimation (continued)

- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

### 3. 財務風險管理 (續)

#### 3.3 公平值之估計 (續)

- 資產或負債並非根據可觀察之市場數據之輸入數值(無法觀察之輸入數值)(第三級)。

		Total 總計 HK\$ 港元	Level 1 第一級 HK\$ 港元	Level 2 第二級 HK\$ 港元	Level 3 第三級 HK\$ 港元
<b>At 31 December 2018</b>	<b>於二零一八年 十二月三十一日</b>				
Financial assets at fair value through profit or loss (Note 24)	按公平值計入損益之金融資產(附註24)				
- securities held for trading	- 持作買賣證券	17,043,700	17,043,700	-	-
- mandatorily required to be classified as at fair value through profit or loss	- 強制規定須分類為按公平值計入損益	10,726,076	-	20	10,726,056
<b>At 31 December 2017</b>	<b>於二零一七年 十二月三十一日</b>				
Financial assets at fair value through profit or loss (Note 24)	按公平值計入損益之金融資產(附註24)				
- securities held for trading	- 持作買賣證券	23,512,550	23,512,550	-	-
- Designated as at fair value through profit or loss	- 指定按公平值計入損益	10,763,280	-	10,763,280	-

As at 31 December 2018 and 2017, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

於二零一八年及二零一七年十二月三十一日，第一級及第二級之間並無任何公平值計量轉移，且第三級亦無任何轉入或轉出。

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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.3 Fair value estimation (continued)

##### Information about Level 3 fair value measurements

### 3. 財務風險管理 (續)

#### 3.3 公平值之估計 (續)

##### 有關第三級公允價值計量之資料

	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍
Loan receivable with equity convertible term 具有可轉換權益的應收貸款	Discounted cash flow 貼現現金流量	Floating interest rate 浮動利率	4.35%

The fair value of the loan receivable with the term of convertible equity at the end of reporting period was determined based on the discounted cash flow of the expected cash flow estimated by the management of the Group as at 31 December 2018. The investment was subsequently refunded to the Group on 7 January 2019.

於報告期末具有可轉換權益之應收貸款之公平值乃根據本集團管理層於二零一八年十二月三十一日估計的預期現金流量之貼現現金流量釐定。該投資其後於二零一九年一月七日退還予本集團。

The movements during the period in the balance of these Level 3 fair value measurements are as follows:

期內於該等第三級公平值計量之結餘變動如下：

		HK\$ 港元
Loan receivable with equity convertible term At 1 January 2018	具有可轉換權益的應收貸款 於二零一八年一月一日	-
Payment for purchases	購買付款	10,726,056
At 31 December 2018	於二零一八年十二月三十一日	10,726,056

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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.4 Financial instruments by category

### 3. 財務風險管理 (續)

#### 3.4 金融工具分類

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Financial assets classified as loans and receivables as per consolidated statement of financial position	根據綜合財務狀況報表分類為貸款及應收款項之金融資產		
Statutory deposits and other assets	法定按金及其他資產	505,001	505,001
Trade receivables	應收貿易款項	24,015,171	9,424,160
Deposits and other receivables	按金及其他應收款項	3,653,882	21,012,266
Loans and receivables	貸款及應收款項	6,534,605	597,960
Bank balances and cash including restricted cash	銀行結餘及現金 (包括受限制現金)	161,352,873	180,697,961
		<b>196,061,532</b>	212,237,348
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	<b>27,769,776</b>	34,275,830
		<b>223,831,308</b>	246,513,178
Financial liabilities at amortised cost as per consolidated statements of financial position	綜合財務狀況報表按攤銷成本列賬之金融負債		
Trade payables	應付貿易款項	8,271,122	7,567,101
Other payables and accruals	其他應付款項及應計款項	15,775,576	7,401,511
Borrowings	借款	4,497,498	54,392,813
		<b>28,544,196</b>	69,361,425

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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### 4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

*(a) Estimated useful lives of intangible assets other than goodwill*

The Group is required to estimate the useful lives of intangible assets, in order to ascertain the amount of amortisation charges for each reporting period.

*(b) Impairment of intangible assets other than goodwill*

The Group periodically reviews internal or external resources to identify indications that the intangible assets other than goodwill have suffered any impairment in accordance with accounting policy stated in note 2.8. If the recoverable amount of an intangible asset is estimated to be less than its carrying amount, the carrying amount of the intangible asset is reduced to its recoverable amount. The assessment of the recoverable amount requires the use of estimates and assumptions.

### 4. 重大會計估計及判斷

本集團持續按過往經驗及其他因素作出估計及判斷，包括於若干情況下相信屬合理之日後事項估計。

#### 4.1 重大會計估計及假設

本集團就未來作出估計及假設。有關會計估計實際上將甚少與相關實際業績相符。對下一個財政年度之資產及負債賬面值造成重大調整之重大風險估計及假設之討論如下。

*(a) 除商譽外無形資產之估計可使用年期*

本集團須估計無形資產之可使用年期，以確定各報告期間之攤銷費用金額。

*(b) 除商譽外無形資產減值*

本集團根據附註2.8所述之會計政策定期審閱內部或外部資源，以確定除商譽外無形資產是否有任何減值跡象。倘無形資產之可收回價值估計低於其賬面值，無形資產之賬面值會減至其可收回價值。評估可收回價值須作出估計及假設。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

#### 4.1 Critical accounting estimates and assumptions (continued)

##### (c) Credit risk of trade and other receivables and loans and receivables

###### *Provision for expected credit losses of trade receivables*

The Group uses a provision of matrix approach to calculate ECLs for trade receivables. The determination of default rates takes into account historical data and forward looking information which involves a significant degree of management judgement.

The provision of ECLs is sensitive to changes in circumstances and of forecast general economic conditions. If the financial condition of the customers or the forecast economic conditions were to deteriorate, actual loss allowance would be higher than estimated.

##### (d) Impairment of interests in associates

Determining whether interests in associates are impaired requires an estimation of the recoverable amounts of the interests in associates. The Group recognised the impairment of interests in associate based on an assessments of future economic benefits of the investment that will flow to the Group in prior years. The associate ceased its business due to the policy review by the PRC government, and such review has not yet completed up to present. Where the policy will be completed and the expectation is different from the originate estimate, such difference will impact the interests in associate in the period in which such estimates has been changed.

### 4. 重大會計估計及判斷 (續)

#### 4.1 重大會計估計及假設 (續)

##### (c) 應收貿易款項及其他應收款項以及貸款及應收款項之信貸風險

###### *應收貿易款項之預期信貸虧損撥備*

本集團採用撥備矩陣方法計算應收貿易款項之預期信貸虧損。釐定違約比率時計及過往數據及前瞻性資料，並涉及管理層的重大判斷。

預期信貸虧損撥備對各種情況及預測整體經濟狀況之變動敏感。倘客戶財務狀況或預測經濟狀況惡化，則實際虧損撥備將高於所估計者。

##### (d) 於聯營公司之權益減值

在釐定於聯營公司之權益是否有所減值時，須對於聯營公司之權益之可收回金額作出估計。本集團於之前年度根據對將流入本集團的投資所得未來經濟利益的評估確認為於聯營公司之權益減值。由於中國政府進行的政策審核，且有關審核至今尚未完成，故聯營公司暫停業務。倘政策將完成，且所預期者與原先估計者不同，則有關差異將影響有關估計改變期間於聯營公司的權益。

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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

#### 4.1 Critical accounting estimates and assumptions (continued)

##### (e) *Estimated useful lives and impairment of property, plant and equipment*

The Group has significant property, plant and equipment. The Group is required to estimate the useful lives of property, plant and equipment in order to ascertain the amount of depreciation charges for each reporting period.

The useful lives are estimated at the time of purchase of these assets after considering business developments and the Group's strategies. The Group performs annual reviews to assess the appropriateness of the estimated useful lives. Such review takes into account any unexpected adverse changes in circumstances or events, including declines in projected operating results, negative industry and economic trends. The Group extends or shortens the useful lives and/or makes impairment provisions according to the results of the review.

### 4. 重大會計估計及判斷 (續)

#### 4.1 重大會計估計及假設 (續)

##### (e) *物業、機器及設備之估計可使用年期及減值*

本集團擁有重大之物業、機器及設備。本集團須估計物業、機器及設備之可使用年期，以確定各報告期間之折舊費用金額。

該等資產之可使用年期乃於購入時經考慮業務發展及本集團策略後作出估計。本集團會每年進行檢討以評估有關估計可使用年期是否適當。有關檢討應考慮在有關情況下或事件中的任何不可預見逆轉，包括預測經營業績下降、行業及經濟趨勢逆轉。本集團根據檢討結果延長或縮短可使用年期及／或計提減值撥備。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

#### 4.1 Critical accounting estimates and assumptions

(continued)

##### (f) Income taxes

The Group is subject to income taxes in certain overseas jurisdictions and Hong Kong. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination are made.

##### (g) Share-based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option or appreciation right, volatility and dividend yield and making assumptions about them. The Group use a binomial model for new share options scheme to measure the fair value of equity-settled transactions with employees at the grant date. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 35.

### 4. 重大會計估計及判斷 (續)

#### 4.1 重大會計估計及假設 (續)

##### (f) 所得稅

本集團須繳納若干海外司法權區及香港之所得稅。釐定所得稅撥備時需要作出重大判斷。日常業務過程中有若干難以確定最終稅項之交易及計算方法。本集團按照會否出現額外應繳稅項之估計為基準而確認預期稅務事宜所產生之負債。倘該等事宜之最終稅務結果與起初記賬之金額不同，有關差額將會影響作出有關決定期內之所得稅及遞延所得稅撥備。

##### (g) 以股份為基礎的付款

估計以股份為基礎付款交易之公平值須釐定最為合適的估值模型，估值模型視乎授出條款及條件而定。該估計亦要求釐定加入估值模型的最合適輸入值，包括購股權預計年期或升值權、波幅及股息率，並就以上各項作出假設。本集團就新購股權計劃採用二項式模式，計量於授出日期與僱員進行的權益結算交易之公平值。估計以股份為基礎付款交易公平值所用假設及模型於附註35披露。

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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

#### 4.2 Critical judgments in applying the company's accounting policies

##### *Determining the basis on impairment made on the interests in associates*

The Group has made substantial investments in associates. The Group conducts impairment reviews of these assets whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

During 2018, after reviewing the business environment and past performance of the investments, management considers that no reversal of impairment for the PRC associates (2017: HK\$31,754,373) (Note 19) due to the continuing suspension of business of those associates in the foreseeable future.

As the commodities trading policies review conducted by the government of Qianhai, there was a suspension on the business operation of Qianhai First China, an associate of the Group, in prior year. The review was still not completed as at the end of the current reporting period and therefore the business operation of Qianhai First China has not yet resumed up to present. Due to the uncertainty in the timing of the new industry policies introduced, the management of the Group considers that it is appropriate not to reverse any impairment recognised in prior years.

### 4. 重大會計估計及判斷 (續)

#### 4.2 應用本公司會計政策時作出之重大判斷

##### *釐定於聯營公司權益之減值基礎*

本集團已於聯營公司作出重大投資。不論何種情況或變動顯示其賬面值可能無法收回，本集團均對該等資產進行減值審閱。

於二零一八年，經審閱有關投資的業務環境及過往表現，管理層考慮不就中國聯營公司作出減值撥回（二零一七年：31,754,373港元）（附註19），原因是該等聯營公司的業務於可見之未來仍持續停止。

由於前海政府實行的商品交易審查政策，前海首華（本集團的一間聯營公司）的業務營運於過往年度終止。該審查於當前報告期末仍未完成，因此前海首華的業務營運至今尚未恢復。由於出台新行業政策的時間尚不確定，本集團管理層認為不撥回以往年度確認之減值乃屬恰當。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

##### 4.2 Critical judgments in applying the company's accounting policies (continued)

##### **Determining the basis on impairment refundable earnest money paid for proposed business acquisition in previous year**

The Group has paid the refundable earnest money of RMB20,000,000 (equivalent to HK\$23,052,000) for the proposed acquisition for the entire registered capital of Minqin Quantum in January 2015. The Group has received the collateral which is entire shares of Minqin Quantum from the vendor. The proposed acquisition terminated in May 2015 and the Group filed an arbitration application (the "Arbitration") to South China International Economic and Trade Arbitration Commission ("SCIA") for the repayment of the overdue receivables.

Although the Final Judgment ordered the vendors to repay the refundable earnest money to the Group, the vendor did not return the said deposits to the Group. On 6 June 2017, the People's Republic of China (the "PRC") legal advisor of the Company received the execution judgment (the "Execution Judgment") issued by Intermediate People's Court (the "Court") of Suining District, Sichuan Province dated 25 April 2017. According to the execution judgment, the Court terminated the compulsory execution of repayment of the said deposits from the vendor and the Court concluded that the vendor owns no executable assets after he pledged his shares of the Minqin Quantum to the Group. The Group continued to communicate with its PRC lawyer to follow up the claims from the Court during the current year but the status was not changed. The management had made an impairment of refundable earnest money paid the proposed acquisition of Minqin Quantum in year 2017. Based on the facts and circumstances described above, the management considers the recoverability of refundable earnest money paid for the aforesaid acquisition is remote.

#### 4. 重大會計估計及判斷 (續)

##### 4.2 應用本公司會計政策時作出之重大判斷 (續)

##### **釐定過往年度就建議收購事項支付可退還誠意金減值基礎**

本集團已就於二零一五年一月建議收購民勤量子的全部註冊資本支付可退還誠意金人民幣20,000,000元(相當於23,052,000港元)。本集團已收到賣方的抵押品,即民勤量子的全部股份。建議收購事項於二零一五年五月終止及本集團向深圳華南國際經濟貿易仲裁委員會(「深圳國際仲裁院」)遞交仲裁申請(「仲裁」),要求償還逾期應收款項。

儘管終局裁決判令賣方向本集團償還可退還誠意金,賣方並未向本集團退還上述按金。於二零一七年六月六日,本公司的中華人民共和國(「中國」)法律顧問接獲四川省遂寧市中級人民法院(「法院」)日期為二零一七年四月二十五日的執行裁定書(「執行裁定書」)。根據執行裁定書,法院終止強制執行賣方償還上述按金,且法院總結賣方將其於民勤量子的股份質押予本集團後,不再擁有可執行資產。於本年度本集團繼續與其中國律師溝通以跟進法院的有關索償情況,但情況仍無變化。管理層已就二零一七年建議收購民勤量子支付的退還誠意金作出減值。根據上述的事實及情況,管理層認為收回就上述收購事項所支付可退還誠意金的可能性微乎其微。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

#### 4.2 Critical judgments in applying the company's accounting policies (continued)

##### Revenue recognition in respect of motor vehicles trading business

The Group assesses its business relationship with suppliers and customers in respect of the trading of motor vehicles business and determines that the Group acts as a principal in some arrangements and acts as agent in other arrangements. The factors taken into account by management in assessing whether the Group acts as the principal or agent include:

- (i) Whether the Group had the primary responsibility for fulfilling the promise to provide the specified good or service.
- (ii) Whether the Group has inventory risk before the specified good or service has been transferred to a customer and whether the Group is exposed to significant inventory risk. The Group considered that it has minimal inventory risk in respect of situations where the Group concluded that it itself is just an agent in arranging goods to be delivered to the customers. In those situations, basically, the Group only places purchase orders to suppliers after it has received sales orders from customers. On the other hand, where the Group concludes that it itself is a principal, it is mainly relating to situations where the Group has significant inventory risk regarding trading of the motor vehicles which the Group did not receive any sale orders from customers before purchasing the motor vehicles from the suppliers.
- (iii) Whether the Group has discretion in establishing the price for the specified good or service and whether the Group is exposed to significant price risk. The Group basically agreed the price of the motor vehicles with the customers before purchasing the motor vehicles from the suppliers in situations where the Group concludes that it itself is an agent while the Group has discretion in establishing the price for the motor vehicles with the customers or exposure to significant price risk for the sales transactions where the Group concludes that it is a principal.

### 4. 重大會計估計及判斷 (續)

#### 4.2 應用本公司會計政策時作出之重大判斷 (續)

##### 汽車銷售業務之收益確認

本集團評估其與汽車銷售業務供應商及客戶之間的業務關係，並確定本集團於部分安排中擔任主事身份，而於其他安排中擔任代理身份。管理層評定本集團為主事身份還是代理身份時考慮的因素包括：

- (i) 本集團主要責任是否為履行提供特定貨物或服務的承諾。
- (ii) 本集團向客戶轉讓特定貨物或服務前是否有存貨風險及本集團是否面臨重大存貨風險。本集團認為，在本集團得出結論於安排向客戶交付貨物時其僅為代理的情況下其面臨最小存貨風險。在該等情況下，一般而言本集團僅於接獲客戶銷售訂單後方向供應商下達採購訂單。另一方面，在本集團得出結論本集團為主事人，此主要與本集團就銷售汽車面臨重大存貨風險的情況有關，在此情況下，本集團在自供應商採購汽車前並無接獲客戶的任何銷售訂單。
- (iii) 本集團釐定特定貨物或服務價格時是否有酌情決定權及本集團是否面臨重大價格風險。在本集團得出結論本集團為代理的情況下，本集團一般於向供應商採購汽車前與客戶協定汽車價格，而在本集團得出結論本集團為主事人的情況下，本集團就向客戶制定汽車價格擁有酌情決定權，或銷售交易面臨重大價格風險。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

##### 4.2 Critical judgments in applying the company's accounting policies (continued)

##### *Revenue recognition in respect of motor vehicles trading business (continued)*

- (iv) Whether the pre-agreed sales contracts are legally binding for the customers even under the circumstances that only insignificant deposits received from the customers before the Group settling the entire purchase amounts taking into account the fact that HKFRS 15 has specifically removed the factor about whether the entity is exposed to credit risk for the amount receivable from the customer.

##### *Motor vehicles purchased for the transactions in agency nature*

In arrangement entered during the year, the Group arranged the purchase of the motor vehicles on behalf of its customers under as agency arrangement. The motor vehicles had arrived at the public warehouses. However, due to the delay in custom declaration, the motor vehicles are still kept in the public warehouse as 31 December 2018 and up to the date when the consolidated financial statement are authorised for issue. In the opinion of the Company's directors (after consulting its PRC lawyer and taking into accounts), the possibility for the customers to walk away from the contracts and request for the compensation is low. Therefore the purchase amounts of the motor vehicles for these agency arrangement of HK\$23,004,479 had been classified as a prepayment and no provision of the compensation needed to be made due to the delay.

#### 4. 重大會計估計及判斷 (續)

##### 4.2 應用本公司會計政策時作出之重大判斷 (續)

##### *汽車銷售業務之收益確認 (續)*

- (iv) 經考慮到香港財務報告準則第15號中特別將企業所承受源自客戶的應收款項之信貸風險因素移除，即使本集團在結算全部購買款項前僅自客戶收取不重大按金，事先協定的銷售合約對客戶是否仍具法律約束力。

##### *就代理性質交易採購的汽車*

在年內訂立的安排中，本集團根據代理安排代其客戶安排採購汽車。汽車已到達公共倉庫。然而，由於報關延誤，於二零一八年十二月三十一日及直至授權刊發綜合財務報表日期，汽車仍在公共倉庫。本公司董事（經諮詢其中國律師及考慮其意見後）認為，客戶終止合同並索取補償的可能性較低。因此，就該等代理安排作出的汽車採購額23,004,479港元已分類為預付款項，無需計提延誤補償撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 5. REVENUE

#### Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

### 5. 收益

#### 收益細分

按主要產品或服務線劃分的客戶合約收益細分如下：

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>	<b>香港財務報告準則第15號範圍內的客戶合約收益</b>		
Disaggregated by major products or service lines	按主要產品或服務線細分		
– Commission income from securities and futures brokerage services	– 證券及期貨經紀佣金收入服務	661,470	724,089
– Trading of electronic student cards and school safety products	– 銷售電子學生證及校園安全產品	126,913	176,621
– Provision of electronic student card platform	– 提供電子學生證平台	3,301,471	5,105,830
– Service income from provision of stock information	– 提供股票資訊之服務收入	226,972	839,364
– Sales of motor vehicle where the Group acts as principal	– 本集團擔任主事身份之汽車銷售	337,492,350	19,202,360
– Agency fee income from trading of motor vehicles and accessories sourcing	– 汽車貿易之代理費收入及配件代購	2,485,662	2,403,970
		<b>344,294,838</b>	28,452,234
<b>Revenue from other sources</b>	<b>來自其他來源之收益</b>		
– Interest income from clients	– 來自客戶之利息收入	536,140	734,163
Revenue	收益	<b>344,830,978</b>	29,186,397
Proceeds from trading of securities	出售證券之所得款項	–	2,214,371
Turnover	營業額	<b>344,830,978</b>	31,400,768
Disaggregated by timing of revenue recognition within the scope of HKFRS 15	香港財務報告準則第15號範圍內按收益確認時間細分		
– Over time	– 按時間段	3,528,443	5,945,194
– At a point in time	– 按時間點	340,766,395	22,507,040
		<b>344,294,838</b>	28,452,234

Disaggregation of revenue from contracts with customers by geographic markets is disclosed in note 6.

按地區市場劃分之客戶合約收益細分於附註6披露。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 6. SEGMENT INFORMATION

The chief operating decision-maker has been identified as the executive directors (the “Executive Directors”) of the Company. The Executive Directors review the Group’s internal reporting in order to assess performance and allocate resources. Operating segments were determined based on these reports.

In current year, the Group was organized into six operating divisions and each of the operating divisions represented an operating and reportable segment: (1) provision of brokerage and securities margin financing services; (2) precious metals spot trading and brokerage; (3) trading of electronic student cards and school safety products and provision of electronic student card platform; (4) trading and principal investments; (5) provision of stock information and research services; and (6) sales of motor vehicles and provision of agency services.

The segment information of the reportable segments for the year ended 31 December 2018 is as follows:

### 6. 分部資料

主要營運決策者已確認為本公司之執行董事（「執行董事」）。執行董事審閱本集團之內部報告，以評核表現及分配資源。根據該等報告釐定營運分部。

於本年度，本集團分為六個營運部門，各營運部門代表一個營運及可呈報分部：(1)提供經紀及證券保證金融資服務；(2)貴金屬現貨交易及經紀；(3)銷售電子學生證及校園安全產品及提供電子學生證平台；(4)買賣及自營投資；(5)提供股票資訊及研究服務；及(6)銷售汽車及提供代理服務。

截至二零一八年十二月三十一日止年度之可報告分部之分部資料如下：

		Brokerage and securities margin financing services	Precious metals spot trading and brokerage	Trading of electronic student cards and school safety products and provision of electronic student card platform	Trading and principal investments	Provision of stock information and research services	Sales of motor vehicles and provision of agency services	Total
		經紀及證券保證金融資服務 HK\$ 港元	貴金屬現貨交易及經紀服務 HK\$ 港元	學生證及校園安全產品及提供電子學生證平台 HK\$ 港元	買賣及自營投資 HK\$ 港元	提供股票資訊及研究服務 HK\$ 港元	銷售汽車及提供代理服務 HK\$ 港元	總計 HK\$ 港元
Disaggregated by timing of revenue recognition within the scope of HKFRS 15	香港財務報告準則第15號範圍內按收益確認時間細分							
Over time	按時間段	-	-	3,301,471	-	226,972	-	3,528,443
At a point in time	按時間點	661,470	-	126,913	-	-	339,978,012	340,766,395
		661,470	-	3,428,384	-	226,972	339,978,012	344,294,838
Segment revenue from external customers	外界客戶分部收入	1,197,610	-	3,428,384	-	226,972	339,978,012	344,830,978
Other income and loss, net by segment	按分部計的其他收入及虧損淨值	64,334	30,917	14,551	(6,440,602)	111,869	486,955	(5,731,976) <sup>1</sup>
Segment results	分部業績	(3,681,127)	(230,530)	(1,799,857)	(13,323,725)	(5,969,203)	(6,684,411)	(31,688,853)
Net unallocated expenses	未分配開支淨值							(12,529,657)
Other income and loss, net	其他收入及虧損淨值							228,800 <sup>1</sup>
Gains on disposal of subsidiaries	出售附屬公司之收益							12,360,193
Finance costs	融資成本							(412,593)
Interest income	利息收入							27,212 <sup>1</sup>
Loss before income tax	除所得稅前虧損							(32,014,898)
Income tax income	所得稅收入							181,520
Loss for the year	年內虧損							(31,833,378)

<sup>1</sup> Equivalent to the total balances stated in note 7

<sup>1</sup> 與附註7之總額相符

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 6. SEGMENT INFORMATION (continued)

The segment information of the reportable segments for the year ended 31 December 2017 is as follows:

### 6. 分部資料 (續)

截至二零一七年十二月三十一日止年度之可報告分部之分部資料如下：

	經紀及證券保證金融資服務	貴金屬現貨交易及經紀服務	Trading of electronic student cards and school safety products and provision of electronic student card platform	Trading and principal investments	Provision of stock information and research services	Sales of motor vehicles and provision of agency services	Total
	經紀及證券保證金融資服務	貴金屬現貨交易及經紀服務	學生證及校園安全產品及提供電子學生證平台	買賣及自營投資	提供股票資訊及研究服務	銷售汽車及提供代理服務	總計
	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Disaggregated by timing of revenue recognition within the scope of HKFRS 15	香港財務報告準則第15號 範圍內按收益確認時間細分						
Over time	按時間段	-	5,105,830	-	839,364	-	5,945,194
At a point in time	按時間點	724,089	176,621	-	-	21,606,330	22,507,040
		724,089	5,282,451	-	839,364	21,606,330	28,452,234
Segment revenue from external customers	外界客戶分部收入	1,458,252	5,282,451	-	839,364	21,606,330	29,186,397
Other income and loss, net by segment	按分部計的其他收入及虧損淨值	93,289	32,228	(37,254,892)	612,905	76,549	(36,514,055) <sup>1</sup>
Segment results	分部業績	(3,310,926)	(494,309)	(16,231,861)	(28,005,672)	2,853,774	(89,915,642)
Net unallocated expenses	未分配開支淨值						(11,516,120)
Other income and loss, net	其他收入及虧損淨值						205,991 <sup>1</sup>
Finance costs	融資成本						(229,303)
Interest income	利息收入						388,808 <sup>1</sup>
Share of loss of associates	應佔聯營公司虧損						(6,028,114)
Impairment loss of interests in associates	於聯營公司權益之減值虧損						(31,754,373)
Loss before income tax	除所得稅前虧損						(138,848,753)
Income tax income	所得稅收入						2,545,494
Loss for the year	年內虧損						(136,303,259)

<sup>1</sup> Equivalent to the total balances stated in note 7

<sup>1</sup> 與附註7之總額相符

The measure used for reporting segment profits or losses is adjusted losses before interest and taxes. To arrive at adjusted losses, the Group's losses are further adjusted for items not specifically attributed to individual segments, such as gains on disposal of subsidiaries, share of losses of associates, impairment loss on interests in associates and head office or corporate administration costs.

用於報告分部盈利或虧損之方法為扣除利息及稅項前經調整虧損。為達到經調整虧損，本集團之虧損乃對並未指定屬於個別分類之項目作出進一步調整，如出售附屬公司之收益、分佔聯營公司虧損、於聯營公司權益減值虧損以及總辦事處或公司行政開支。



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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 6. SEGMENT INFORMATION (continued)

Other segment information for the year ended 31 December 2018 is as follows:

### 6. 分部資料 (續)

截至二零一八年十二月三十一日止年度之其他分部資料如下：

		Brokerage and securities margin financing services	Precious metals spot trading and brokerage	Trading of electronic student cards and school safety products and provision of electronic student card platform	Trading and principal investments	Provision of stock information and research services	Sales of motor vehicles and provision of agency services	Unallocated	Total
		經紀及證券保證金融資服務 HK\$ 港元	貴金屬現貨交易及經紀服務 HK\$ 港元	電子學生證及校園安全產品及提供電子學生證平台 銷售 HK\$ 港元	買賣及自營投資 HK\$ 港元	提供股票資訊及研究服務 HK\$ 港元	銷售汽車及提供代理服務 HK\$ 港元	未分配 HK\$ 港元	總計 HK\$ 港元
Addition to property, plant and equipment	物業、機器及設備添置	6,450	-	47,076	-	7,931	1,016,714	244,610	1,322,781
Depreciation and amortisation	折舊及攤銷	1,620	43,690	164,394	16,688	428,481	439,291	1,718,443	2,812,607
Written down of inventories	存貨減值	-	-	1,558,832	-	-	-	-	1,558,832
Fair value losses on securities trading	證券買賣之公平值虧損	-	-	-	6,468,850	-	-	-	6,468,850
Gain on disposal of subsidiaries	出售附屬公司之收益	-	-	-	-	-	-	12,360,193	12,360,193

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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 6. SEGMENT INFORMATION (continued)

Other segment information for the year ended 31 December 2017 is as follows:

### 6. 分部資料 (續)

截至二零一七年十二月三十一日止年度之其他分部資料如下：

		Brokerage and securities margin financing services	Precious metals spot trading and brokerage	Trading of electronic student cards and school safety products and provision of electronic student card platform	Trading and principal investments	Provision of stock information and research services	Sales of motor vehicles and provision of agency services	Unallocated	Total
		經紀及證券保證金融資服務 HK\$ 港元	貴金屬現貨交易及經紀服務 HK\$ 港元	電子學生證及校園安全產品及提供電子學生證平台 銷售 HK\$ 港元	買賣及自營投資 HK\$ 港元	提供股票資訊及研究服務 HK\$ 港元	銷售汽車及提供代理服務 HK\$ 港元	未分配 HK\$ 港元	總計 HK\$ 港元
Addition to property, plant and equipment	物業、機器及設備添置	-	-	116,056	-	3,439,454	932,389	141,554	4,629,453
Depreciation and amortisation	折舊及攤銷	-	121,985	2,999,917	49,992	530,049	3,157	1,675,784	5,380,884
Impairment of property, plant and equipment	物業、機器及設備減值	-	-	996,460	-	-	-	-	966,460
Change in fair value of contingent consideration receivable	應收或然代價之公平值變動	-	-	13,441,448	-	-	-	-	13,441,448
Fair value losses on securities trading	證券買賣之公平值虧損	-	-	-	34,756,990	-	-	-	34,756,990
Impairment of refundable earnest money paid for proposed business acquisition in prior year	就過往年度建議業務收購所支付可退還誠意金減值	-	-	-	-	23,052,000	-	-	23,052,000
Impairment loss of interests in associates	於聯營公司權益之減值虧損	-	-	-	-	-	-	31,754,373	31,754,373
Share of loss of associates	應佔聯營公司虧損	-	-	-	-	-	-	6,028,114	6,028,114

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 6. SEGMENT INFORMATION (continued)

The segment assets and liabilities as at 31 December 2018 and 2017 are as follows:

### 6. 分部資料 (續)

於二零一八年及二零一七年十二月三十一日的分部資產及負債如下：

Segment assets 分部資產		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Brokerage and securities margin financing services	經紀及證券保證金融資服務	30,660,935	34,832,881
Precious metals spot trading and brokerage	貴金屬現貨交易及經紀服務	18,363,164	19,591,506
Trading of electronic student cards and school safety products and provision of electronic student card platform	銷售電子學生證及校園安全產品及提供電子學生證平台	7,790,384	9,632,932
Trading and principal investments	買賣及自營投資	17,177,710	53,328,020
Provision of stock information and research services	提供股票資訊及研究服務	54,076,132	42,404,137
Sales of motor vehicles and provision of agency services	銷售汽車及提供代理服務	182,185,908	175,851,667
		310,254,233	335,641,143
Unallocated	未分配	101,877,471	73,935,352
Consolidated assets	綜合資產	412,131,704	409,576,495
Segment liabilities 分部負債		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Brokerage and securities margin financing services	經紀及證券保證金融資服務	8,430,923	7,750,081
Precious metals spot trading and brokerage	貴金屬現貨交易及經紀服務	319,792	337,086
Trading of electronic student cards and school safety products and provision of electronic student card platform	銷售電子學生證及校園安全產品及提供電子學生證平台	564,294	195,515
Trading and principal investments	買賣及自營投資	-	36,760
Provision of stock information and research services	提供股票資訊及研究服務	240,344	232,582
Sales of motor vehicles and provision of agency services	銷售汽車及提供代理服務	15,937,754	53,370,110
		25,493,107	61,922,134
Unallocated	未分配	8,462,842	10,789,061
Consolidated liabilities	綜合負債	33,955,949	72,711,195

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 6. SEGMENT INFORMATION (continued)

Segment assets consist primarily of property, plant and equipment, intangible assets, statutory deposits and other assets, inventories, trade, and other receivables, deposits, loan receivables, financial assets at fair value through profit or loss and bank balances and cash.

Segment liabilities consists primarily of trade payables, other payables and accruals, contract liabilities, current income tax payables and deferred income tax liabilities.

The Group mainly operates in Hong Kong and the PRC. Revenue from external customers are allocated based on the geographic areas in which the customers is located.

### 6. 分部資料 (續)

分部資產主要包括物業、機器及設備、無形資產、法定按金及其他資產、存貨、應收貿易款項及其他應收款項、按金、應收貸款、按公平值計入損益之金融資產以及銀行結餘及現金。

分部負債主要包括應付貿易款項、其他應付款項及應計費用、合約負債、應付即期所得稅及遞延所得稅負債。

本集團主要於香港及中國經營。來自外界客戶之收入按客戶所在地區劃分。

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
<b>Revenue</b>	<b>收益</b>		
Hong Kong	香港	1,197,610	1,458,252
The PRC	中國	343,633,368	27,728,145
		<b>344,830,978</b>	29,186,397
<b>Other income and loss, net</b>	<b>其他收入及虧損淨值</b>		
Hong Kong	香港	(6,122,319)	(36,674,217)
The PRC	中國	646,355	754,961
		<b>(5,475,964)</b>	(35,919,256)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 6. SEGMENT INFORMATION (continued)

The geographical location of specified non-current assets is based on the physical location of assets, in the case of property, plant and equipment, the location of the operation to which they are allocated, in the case of intangible assets, statutory deposits, deposit paid and other assets, and location of operations, in the case of interests in associates.

### 6. 分部資料 (續)

對於物業、機器及設備，特定非流動資產之地理位置乃基於資產的實際位置而定，對於無形資產、法定按金、已付按金及其他資產，其地理位置乃基於其所處營運地而定，對於於聯營公司之權益，則基於營運地而定。

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
<b>Specified non-current assets</b>	<b>特定非流動資產</b>		
Hong Kong	香港	28,361,217	29,846,907
The PRC	中國	2,370,202	5,681,042
		<b>30,731,419</b>	<b>35,527,949</b>

#### Information about major customers

During the current year, two of the Group's customers located in the PRC accounted for 56.1% and 30.4% of the Group's revenue in amount of HK\$193,464,440 and HK\$104,909,686 respectively, which were from segment of sales of motor vehicles and provision of agency services.

During 2017, two of the Group's customers, located in the PRC accounted for 15.4% and 59.8% of the Group's revenue in the amount of HK\$4,517,263 and HK\$17,459,632 respectively, which were from segment of trading of electronic student cards and school safety products and provision of electronic student card platform and sales of motor vehicles and provision of agency services respectively.

#### 主要客戶之資料

在本年內，本集團兩名來自中國的客戶分別佔本集團收益56.1%及30.4%，金額分別為193,464,440港元及104,909,686港元，乃來自銷售汽車及提供代理服務之分部。

於二零一七年，本集團兩名來自中國的客戶佔本集團收益15.4%及59.8%，金額分別為4,517,263港元及17,459,632港元，乃分別來自銷售電子學生證及校園安全產品以及提供電子學生證平台及銷售汽車及提供代理服務。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 7. OTHER INCOME AND LOSS, NET

### 7. 其他收入及虧損淨值

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
<b>Other income</b>	<b>其他收入</b>		
CCASS fee income	中央結算系統費用收入	18,792	17,703
Handling fee income	手續費收入	-	52,906
Interest income on bank deposits	銀行存款利息收入	377,655	558,149
Other interest income <sup>1</sup>	其他利息收入 <sup>1</sup>	238,919	197,387
Dividend income from securities held for trading	持作買賣證券的股息收入	27,689	867,288
Sundry income	雜項收入	141,954	684,380
		<b>805,009</b>	2,377,813
<b>Other gain or loss, net</b>	<b>其他收益或虧損淨值</b>		
Financial assets at fair value through profit or loss (Note 24)	按公平值計入損益之金融資產(附註24)		
- Unrealised fair value losses on securities trading	- 未變現證券買賣之公平值虧損	(6,468,850)	(34,756,990)
- Realized losses on trading of securities	- 出售證券之已變現虧損	-	(3,478,154)
- Exchange gain	- 匯兌收益	222,328	218,039
- Loss on disposal of property, plant and equipment	- 出售物業、機器及設備所得虧損	-	(279,964)
- Written off of property, plant and equipment	- 物業、機器及設備撇銷	(34,451)	-
		<b>(6,280,973)</b>	(38,297,069)
		<b>(5,475,964)</b>	(35,919,256)

<sup>1</sup> The other interest income of the Group are arising from the loan receivables from third parties and the interest income from the financial assets at fair value through profit or loss.

<sup>1</sup> 本集團的其他利息收入來自應收第三方貸款及按公平值計入損益之金融資產所得利息收入。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 8. FINANCE COSTS

### 8. 融資成本

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Interest expenses on bank borrowings	銀行借款之利息開支	171,590	229,303
Interest expenses on unsecured borrowings – related party (Note 38(ii))	無抵押借貸之利息開支 – 有關連人士 (附註38(ii))	241,003	–
		<b>412,593</b>	229,303

### 9. LOSS BEFORE INCOME TAX

### 9. 除所得稅前虧損

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Loss before income tax has been arrived at after charging (crediting):	除所得稅前虧損， 已扣除 (計入) 下列各項：		
Auditors' remuneration	核數師酬金		
– audit services	– 審核服務	510,000	470,000
– other services	– 其他服務	70,000	150,000
Foreign exchange difference, net	匯兌差額淨值	(222,328)	(218,039)
Operating lease rentals in respect of rented premises	租賃物業之經營租約租金	2,387,261	1,770,705
Legal and professional fee	法律及專業費用	1,559,058	976,291
Declaration services fee	報關服務費用	1,423,382	–
Exhibition and marketing fee	展覽及市場推廣費用	2,206,062	–
Transportation, accessories and storage	運輸、配件及倉儲費	3,805,870	–

### 10. EMPLOYEE BENEFITS EXPENSES

### 10. 僱員福利開支

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Wages and salaries	工資及薪金	19,507,080	18,826,907
Share options granted to Directors and employees	授予董事及僱員之購股權	–	877,444
Pension costs – defined contribution schemes	退休金成本 – 一定額供款計劃	1,464,869	664,070
Employee benefits expenses including Director's remuneration	僱員福利開支， 包括董事酬金	<b>20,971,949</b>	20,368,421

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Year ended 31 December 2018

### 11. 董事及主要行政人員酬金

截至二零一八年十二月三十一日止年度

Name of Director	Fees	Salaries, allowances, and benefits in kind	Employer's contributions to pension scheme	Total	
董事姓名	袍金	薪金、津貼及實物利益	退休金計劃之僱主供款	總計	
	HK\$	HK\$	HK\$	HK\$	
	港元	港元	港元	港元	
<b>Executive Directors</b>					
<b>執行董事</b>					
Mr. Wang Jiawei (Chairman and Chief Executive Officer)	王嘉偉先生 (主席兼行政總裁)	-	1,800,000	18,000	1,818,000
Ms. Lai Yuk Mui	黎玉梅女士	-	600,000	18,000	618,000
<b>Non-executive Director</b>					
<b>非執行董事</b>					
Mr. Liu Runtong	劉潤桐先生	-	-	-	-
Mr. James Beeland Rogers Jr.	James Beeland Rogers Jr.先生	-	-	-	-
<b>Independent non-executive Directors</b>					
<b>獨立非執行董事</b>					
Professor Zhang Benzheng	張本正教授	130,000	-	-	130,000
Mr. Li Jianxing	李建行先生	125,000	-	-	125,000
Professor Chen Shu Wen	陳樹文教授	120,000	-	-	120,000
		375,000	2,400,000	36,000	2,811,000



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

Year ended 31 December 2017

Name of Director	Notes	Fees	Salaries, allowances, and benefits in kind (Note (i))	Employer's contributions to pension scheme	Total
董事姓名	附註	袍金	薪金、津貼及實物利益 (附註(i))	退休金計劃之僱主供款	總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
<b>Executive Directors 執行董事</b>					
Mr. Wang Jiawei (Chairman and Chief Executive Officer)	王嘉偉先生 (主席兼行政總裁)	-	1,800,000	18,000	1,818,000
Ms. Lai Yuk Mui	黎玉梅女士	-	600,000	18,000	618,000
<b>Non-executive Director 非執行董事</b>					
Mr. Liu Runtong	劉潤桐先生	-	-	-	-
Mr. James Beeland Rogers Jr.	James Beeland Rogers Jr.先生 (i)	-	877,444	-	877,444
<b>Independent non-executive Directors 獨立非執行董事</b>					
Professor Zhang Benzhen	張本正教授	130,000	-	-	130,000
Mr. Li Jianxing	李建行先生	125,000	-	-	125,000
Professor Chen Shu Wen	陳樹文教授	120,000	-	-	120,000
		375,000	3,277,444	36,000	3,688,444

Note:

(i) Benefits in kind include share options. During the year ended 31 December 2017, the entitled portion out of the total 20,000,000 share options with an aggregate fair value of HK\$877,444 were granted by the Group to the Director of the Company under the Company's share option scheme.

"Salaries, allowance and benefits in kind" paid to or for the executive directors are generally emoluments paid in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

During the year, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office (2017: Nil). None of the directors waived or agreed to waive any remuneration during the year (2017: Nil).

### 11. 董事及主要行政人員酬金 (續)

截至二零一七年十二月三十一日止年度

Name of Director	Notes	Fees	Salaries, allowances, and benefits in kind (Note (i))	Employer's contributions to pension scheme	Total
董事姓名	附註	袍金	薪金、津貼及實物利益 (附註(i))	退休金計劃之僱主供款	總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
<b>Executive Directors 執行董事</b>					
Mr. Wang Jiawei (Chairman and Chief Executive Officer)	王嘉偉先生 (主席兼行政總裁)	-	1,800,000	18,000	1,818,000
Ms. Lai Yuk Mui	黎玉梅女士	-	600,000	18,000	618,000
<b>Non-executive Director 非執行董事</b>					
Mr. Liu Runtong	劉潤桐先生	-	-	-	-
Mr. James Beeland Rogers Jr.	James Beeland Rogers Jr.先生 (i)	-	877,444	-	877,444
<b>Independent non-executive Directors 獨立非執行董事</b>					
Professor Zhang Benzhen	張本正教授	130,000	-	-	130,000
Mr. Li Jianxing	李建行先生	125,000	-	-	125,000
Professor Chen Shu Wen	陳樹文教授	120,000	-	-	120,000
		375,000	3,277,444	36,000	3,688,444

附註：

(i) 實物利益包括購股權。截至二零一七年十二月三十一日止年度，本集團根據本公司之購股權計劃而授予本公司董事全部20,000,000份購股權中原有的部份，該部份購股權之公平值為877,444港元。

已付執行董事或執行人員之「薪金、津貼及實物利益」一般為就與該等人士管理本公司及其附屬公司相關的其他服務所支付的酬金。

年內，本集團並無向董事支付任何酬金作為吸引加盟或於加盟本集團時之獎勵或作為離職補償（二零一七年：無）。年內，並無董事放棄或同意放棄任何酬金（二零一七年：無）。

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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 12. FIVE HIGHEST PAID INDIVIDUALS

The five individuals whose emoluments were the highest in the Group for the year include two (2017: three) directors of whose remuneration are set out in note 11.

During the year, no emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2017: Nil).

The aggregate of the emoluments in respect of the other three (2017: two) individuals are as follows:

### 12. 五名最高薪人士

年內本集團五名最高薪人士包括兩名(二零一七年:三名)董事,彼等之酬金載於附註11。

年內,本集團並無向五名最高薪人士支付任何酬金作為吸引加盟或於加盟本集團時之獎勵或作為離職補償(二零一七年:無)。

其他三位(二零一七年:兩位)人士的酬金總額如下:

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Salaries and other emoluments	薪金及其他酬金	5,805,000	5,160,000
Retirement scheme contributions	退休計劃供款	52,500	36,000
		<b>5,857,500</b>	<b>5,196,000</b>

The emoluments of the three (2017: two) individuals with the highest emoluments are within the following bands:

三位(二零一七年:兩位)最高薪人士之酬金位於下列範圍:

HK\$	港元	2018 二零一八年 Number of individual 人數	2017 二零一七年 Number of individual 人數
Nil to 1,000,000	零至1,000,000	1	-
1,000,001 to 1,500,000	1,000,001至1,500,000	-	-
1,500,001 to 2,000,000	1,500,001至2,000,000	-	-
2,000,001 to 2,500,000	2,000,001至2,500,000	1	1
2,500,001 to 3,000,000	2,500,001至3,000,000	1	1

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 13. INCOME TAX INCOME

Hong Kong Profits Tax has been provided at the rate of 16.5% (2017: 16.5%) on the estimated assessable profit arising in or derived from Hong Kong for the year. No provision for Hong Kong Profits Tax has been made in the financial statements as the group companies that are subject to Hong Kong Profits Tax had incurred a tax loss for the year (2017: Nil). PRC Enterprise Income tax has been provided at the rate of 25% (2017: 15% to 25%) on the assessable profits of the PRC subsidiaries arising in or derived from PRC for the year.

In accordance with the “Catalogue of Encouraged Industries in Western Region” approved by the State Council, as one of the subsidiaries engaged in an encouraged business in Chongqing, it enjoyed the reduced PRC Enterprise Income tax rate of 15% in last year. However, this preferential tax rate was not applicable in current year due to the change in PRC government policy.

### 13. 所得稅收入

香港利得稅就本年度於香港產生或源自香港之估計應課稅利潤按稅率16.5% (二零一七年: 16.5%) 計算。因受香港利得稅影響的集團公司年內錄得稅務虧損，故並無於財務報表就香港利得稅作出撥備 (二零一七年: 無)。中國企業所得稅乃就中國附屬公司年內產生自或源自中國的應課稅溢利按25% (二零一七年: 15%至25%) 的稅率計提。

根據由國務院批准之《西部地區鼓勵產業目錄》，其中一家附屬公司於重慶市從事了該市之鼓勵類業務，故於去年享有中國企業所得稅優惠稅率15%。但是，這一優惠稅率由於中國政府政策的改變，在本年度已不適用。

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Current income tax:	即期所得稅:		
Current tax on profits for the year	年內溢利即期稅項		
– PRC Enterprise Income tax	– 中國企業所得稅	29	58,965
<b>Total current tax</b>	<b>即期稅項總額</b>	<b>29</b>	<b>58,965</b>
Deferred tax income (Note 32):	遞延所得稅 (附註32):		
Current year	本年度	(181,549)	(2,604,459)
<b>Income tax income</b>	<b>所得稅收入</b>	<b>(181,520)</b>	<b>(2,545,494)</b>

Under the current general provision of the PRC enterprise income tax law and published tax circulars, deferred taxation has been provided for in the consolidated financial statements in respect of the withholding tax that would be payable on unremitted earnings of a PRC associate of the Group at the rate of 10%. As the management made a full impairment on the interests in PRC associate in last year, the deferred tax liabilities attributable to withholding tax on unremitted earnings of the PRC associate made previously had been fully reversed in last year accordingly.

根據中國企業所得稅法之現行一般條文及已刊發之稅務通函，已於綜合財務報表中就本集團之中國聯營公司之未匯出盈利須按10厘之利率繳納之預扣稅作出遞延稅項撥備。由於管理層已於去年度就於中國聯營公司的權益作出全面減值，故之前就中國聯營公司的未匯出盈利所計提預扣稅應佔的遞延稅項負債已於去年悉數撥回。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 13. INCOME TAX INCOME (continued)

No deferred tax liabilities have been recognised in respect of the unremitted earnings of PRC subsidiaries because the Group is in a position to control the dividend policies of these subsidiaries and it is probable that such differences will not be reversed in the foreseeable future. As at 31 December 2018 and 2017, the unrecognised temporary differences in respect of the unremitted earnings of the PRC subsidiaries attributable to the Group are RMB54,026,789 and RMB57,679,623 respectively.

The tax on the Group's loss before income tax differs from the theoretical amount that would arise using the tax rate applicable to losses of the consolidated entities as follows:

### 13. 所得稅收入 (續)

由於本集團有權控制該等附屬公司之股息政策，且有關差額或將不會於可見將來撥回，故並無就中國附屬公司之未匯出盈利確認遞延稅項負債。於二零一八年及二零一七年十二月三十一日，未確認有關本集團之大陸附屬公司之未匯出盈利之暫時差異分別為人民幣54,026,789元及人民幣57,679,623元。

倘採用適用於綜合實體之虧損之稅率計算，本集團之除所得稅前虧損稅項將與理論金額不同：

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Loss before income tax	除所得稅前虧損	<b>(32,014,898)</b>	(138,848,753)
Tax calculated at company's domestic tax rate of 16.5% (2017: 16.5%)	按本公司本地稅率16.5% (二零一七年：16.5%) 計算之稅項	<b>(5,282,458)</b>	(22,910,044)
Tax effects of:	以下項目之稅務影響：		
- Different tax rates of subsidiaries operating in other jurisdictions	- 於其他司法權區經營之附屬公司之不同稅率	<b>(1,245,479)</b>	(3,075,400)
- Income not subject to tax	- 毋須課稅收入	<b>(3,024,260)</b>	(8,214)
- Expenses not deductible for tax purposes	- 就稅項目的不可扣減之開支	<b>436,747</b>	14,394,607
- Others	- 其他	<b>1,115,445</b>	1,427,236
- Unused tax losses not recognised	- 未確認之未動用稅務虧損	<b>2,790,560</b>	9,014,491
- Tax loss not allowable	- 不獲許可之稅項虧損	<b>4,154,904</b>	1,674,328
- Prior year's tax losses utilized in this year	- 年內動用之過往年度稅務虧損	-	(523,051)
- Temporary differences not provided	- 未撥備之暫時差異	<b>872,992</b>	(116,537)
- Reversal of withholding tax	- 回撥預扣稅	-	(2,422,910)
- Under-provision in prior year	- 以往年度少計	<b>29</b>	-
Income tax income	所得稅收入	<b>(181,520)</b>	(2,545,494)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 14. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company are based on the following data:

### 14. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
<b>Loss</b>	<b>虧損</b>		
Loss for the purposes of basic and diluted loss per share	用於計算每股基本及攤薄虧損之虧損	<b>(31,213,014)</b>	(136,497,133)
		2018 二零一八年	2017 二零一七年
<b>Number of shares</b>	<b>股份數目</b>		
Issued ordinary shares at 1 January	於一月一日之已發行普通股	<b>6,498,958,120</b>	6,498,958,120
Effect of cancellation of escrow shares retrieved	註銷託管安排之股份之影響	<b>(101,917,908)</b>	-
Effect of new issues of shares	發行新股之影響	<b>321,780,822</b>	-
Weighted average number of ordinary shares in issue for calculating basic and diluted loss per share (Note)	就計算每股基本及攤薄虧損之已發行普通股加權平均數 (附註)	<b>6,718,821,034</b>	6,498,958,120
		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Loss per share	每股虧損	<b>(0.0046)</b>	(0.0210)
Diluted loss per share	每股攤薄虧損	<b>(0.0046)</b>	(0.0210)

Note:

The computation of diluted loss per share for the years ended 31 December 2018 and 2017 did not assume the exercise of the Company's share options outstanding during the year ended 31 December 2018 and 2017 since their exercise would result in a decrease in loss per share.

附註：

截至二零一八年及二零一七年十二月三十一日止年度的每股攤薄虧損之計算並無假設本公司截至二零一八年及二零一七年十二月三十一日止年度之未行使購股權獲行使，因行使會減少每股虧損。

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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 15. PROPERTY, PLANT AND EQUIPMENTS

### 15. 物業、機器及設備

		Plant and machinery 機器及設備	Land and buildings 土地及樓宇 (Note 1) (附註1)	Leasehold improvements 租賃物業裝修	Office equipment and furniture 辦公室設備及傢俬	Computer equipment 電腦設備	Motor vehicles 汽車	Total 總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
<b>As at 1 January 2017</b>	<b>於二零一七年一月一日</b>							
Cost	成本	861,157	40,327,455	952,626	14,926,695	539,322	5,642,314	63,249,569
Accumulated depreciation	累計折舊	(432,355)	(9,544,164)	(875,379)	(11,263,283)	(477,063)	(4,869,447)	(27,461,691)
Net book amount	賬面淨值	428,802	30,783,291	77,247	3,663,412	62,259	772,867	35,787,878
<b>Year ended 31 December 2017</b>	<b>截至二零一七年十二月三十一日止年度</b>							
Opening net book amount	期初賬面淨值	428,802	30,783,291	77,247	3,663,412	62,259	772,867	35,787,878
Additions	添置	-	-	2,061,341	1,266,507	90,720	1,210,885	4,629,453
Currency translation difference	貨幣匯兌差額	16,509	-	71,410	182,004	-	67,710	337,633
Disposals and written off	出售及撇銷	-	-	-	(293,087)	-	-	(293,087)
Impairment loss (Note 2)	減值虧損(附註2)	(287,574)	-	(2,471)	(676,415)	-	-	(966,460)
Depreciation charge	折舊開支	(157,737)	(1,613,099)	(318,240)	(2,915,796)	(48,440)	(327,572)	(5,380,884)
Closing net book amount	期末賬面淨值	-	29,170,192	1,889,287	1,226,625	104,539	1,723,890	34,114,533
<b>As at 31 December 2017</b>	<b>於二零一七年十二月三十一日</b>							
Cost	成本	927,924	40,327,455	3,122,176	13,806,510	630,042	7,104,235	65,918,342
Accumulated depreciation and impairment	累計折舊及減值	(927,924)	(11,157,263)	(1,232,889)	(12,579,885)	(525,503)	(5,380,345)	(31,803,809)
Net book amount	賬面淨值	-	29,170,192	1,889,287	1,226,625	104,539	1,723,890	34,114,533
<b>Year ended 31 December 2018</b>	<b>截至二零一八年十二月三十一日止年度</b>							
Opening net book amount	期初賬面淨值	-	29,170,192	1,889,287	1,226,625	104,539	1,723,890	34,114,533
Additions	添置	-	-	811,218	495,133	16,430	-	1,322,781
Currency translation difference	貨幣匯兌差額	-	-	(48,000)	(34,624)	-	(67,484)	(150,108)
Disposals and written off	出售及撇銷	-	-	-	(34,451)	-	-	(34,451)
Disposal of subsidiaries	出售附屬公司	-	-	(1,653,481)	(740,441)	-	(53,096)	(2,447,018)
Depreciation charge	折舊開支	-	(1,613,098)	(328,336)	(328,108)	(53,254)	(455,476)	(2,778,272)
Closing net book amount	期末賬面淨值	-	27,557,094	670,688	584,134	67,715	1,147,834	30,027,465
<b>As at 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>							
Cost	成本	880,250	40,327,455	1,746,077	11,916,175	646,472	6,624,259	62,140,690
Accumulated depreciation and impairment	累計折舊及減值	(880,250)	(12,770,361)	(1,075,389)	(11,332,041)	(578,757)	(5,476,425)	(32,113,225)
Net book amount	賬面淨值	-	27,557,094	670,688	584,134	67,715	1,147,834	30,027,465

Note:

- As at 31 December 2018 and 2017, land and buildings in Hong Kong under long lease with a carrying value of HK\$27,557,094 (2017: HK\$29,170,192) was pledged to secure the bank borrowings of the Group (Note 31).
- The impairment loss was related to assets that have become obsolete.

附註:

- 於二零一八年及二零一七年十二月三十一日，根據長期租約於香港持有賬面值為27,557,094港元(二零一七年: 29,170,192港元)之土地及樓宇已用作為取得本集團之銀行借款作抵押(附註31)。
- 減值虧損與資產變得過時有關。

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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 16. INTANGIBLE ASSETS

### 16. 無形資產

		Software 軟件 HK\$ 港元	Trading rights 交易權 HK\$ 港元	Contractual customer relationship 合約客戶關係 HK\$ 港元	Total 總計 HK\$ 港元
<b>As at 1 January 2017</b>	<b>於二零一七年一月一日</b>				
Cost	成本	26,528,746	3,224,000	201,996,340	231,749,086
Accumulated amortisation and impairment	累計攤銷及減值	(26,528,746)	(3,223,998)	(201,996,340)	(231,749,084)
Net book amount	賬面淨值	-	2	-	2
<b>Year ended 31 December 2017</b>	<b>截至二零一七年十二月三十一日止年度</b>				
Opening net book amount	期初賬面淨值	-	2	-	2
Addition	添置	100,713	-	-	100,713
Currency transaction difference	貨幣換算差額	3,785	-	-	3,785
Closing net book amount	期末賬面淨值	104,498	2	-	104,500
<b>As at 31 December 2017</b>	<b>於二零一七年十二月三十一日</b>				
Cost	成本	26,633,244	3,224,000	201,996,340	231,853,584
Accumulated amortisation and impairment	累計攤銷及減值	(26,528,746)	(3,223,998)	(201,996,340)	(231,749,084)
Net book amount	賬面淨值	104,498	2	-	104,500
<b>Year ended 31 December 2018</b>	<b>截至二零一八年十二月三十一日止年度</b>				
Opening net book amount	期初賬面淨值	104,498	2	-	104,500
Currency transaction difference	貨幣換算差額	(4,077)	-	-	(4,077)
Amortisation charges	攤銷支出	(34,335)	-	-	(34,335)
Closing net book amount	期末賬面淨值	66,086	2	-	66,088
<b>As at 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>				
Cost	成本	22,385,577	3,224,000	201,996,340	227,605,917
Accumulated amortisation and impairment	累計攤銷及減值	(22,319,491)	(3,223,998)	(201,996,340)	(227,539,829)
Net book amount	賬面淨值	66,086	2	-	66,088

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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 16. INTANGIBLE ASSETS (continued)

The amortisation charge for the year is presented in the consolidated statement of profit or loss and other comprehensive income separately.

Notes:

- (i) As at 31 December 2018 and 2017, the software mainly represents 天星通定位服務平臺軟件V2.0 (Registration No.: 2013SR144807), 天星通家校互動服務平臺軟件V2.0 (Registration No.: 2013SR144929), 天星通定位服務網站軟件V2.0 (Registration No.: 2013SR145090) and 2.4G 有源RFID激勵標籤嵌入式軟件 (Registration No.: 2014SR037656) with the estimated useful life of 10 years.
- (ii) The contractual relationships with customers were acquired through the acquisition of 深圳市天星通科技有限公司 (transliterated as Shenzhen Star Technology Co., Ltd) in year 2014. The management of the Group reviewed the expected useful life of the contractual customer relationships and determined that the useful life assessment is 8 years. The contractual customer relationships are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the said expected useful life of the customer relationships.
- (iii) For the purpose of impairment testing of the contractual relationships with customers and the software, those intangible assets have been allocated to a CGU representing the operating activities of 深圳市天星通科技有限公司 (transliterated as Shenzhen Star Technology Co., Ltd). An impairment test of these intangible assets was carried out by management based on value-in-use calculation and with reference to business valuation conducted by an independent professional valuer in prior year.

During the year ended 31 December 2018, the Group continued to deal with the technical problems for adopting the Beidu navigating chips in its products, and the technical problems were still unsolved. Based on the impairment test performed, no reversal of impairment is made due to unsatisfactory performance of the business in current year.

- (iv) The trading rights as at 31 December 2018 represent two (2017: two) trading rights on the Stock Exchange and one (2017: one) trading right on the Hong Kong Futures Exchange Limited ("HKFE").

### 16. 無形資產 (續)

本年度攤銷開支於綜合損益及其他全面收入報表內單獨呈列。

附註：

- (i) 於二零一八年及二零一七年十二月三十一日，軟件主要指天星通定位服務平臺軟件V2.0 (註冊編號：2013SR144807)、天星通家校互動服務平臺軟件V2.0 (註冊編號：2013SR144929)、天星通定位服務網站軟件V2.0 (註冊編號：2013SR145090)及2.4G有源RFID激勵標籤嵌入式軟件 (註冊編號：2014SR037656)，估計可使用年期為十年。
- (ii) 與客戶之間的合約關係透過於二零一四年度收購深圳市天星通科技有限公司獲得。本集團管理層審閱合約客戶關係的預期使用年期，並決定使用年期評估為八年。合約客戶關係相應按成本減累計攤銷列賬。攤銷乃使用直線法按客戶關係的上述預期使用年期計算。
- (iii) 就合約客戶關係及軟件之減值測試而言，該等無形資產已分配至代表深圳市天星通科技有限公司經營活動之現金產生單位。管理層於過往年度已根據使用價值計算並參考由獨立專業估值師進行之業務估值對此無形資產進行減值測試。

於二零一八年十二月三十一日止年度，本集團繼續致力解決於其產品中採用北斗定位系統之芯片之技術問題，但有關技術問題仍未解決。通過進行減值測試，由於本年度的業務表現不理想而作出的減值並無回轉。

- (iv) 於二零一八年十二月三十一日之交易權指兩項 (二零一七年：兩項) 聯交所交易權及一項 (二零一七年：一項) 在香港期貨交易所有限公司 (「期交所」) 之交易權。



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For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 17. STATUTORY DEPOSITS AND OTHER ASSETS

### 17. 法定按金及其他資產

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Hong Kong Securities Clearing Company Limited ("HKSCC")	香港中央結算有限公司 (「香港結算」)		
– Contribution fund deposit	– 保證基金按金	100,000	100,000
– Admission fee deposit	– 收納費按金	100,000	100,000
The Stock Exchange of Hong Kong Limited	香港聯合交易所有限公司		
– Compensation fund deposit	– 賠償基金按金	100,000	100,000
– Fidelity fund deposit	– 互保基金按金	100,000	100,000
– Stamp duty deposit	– 印花稅按金	5,000	5,000
The Securities and Futures Commission of Hong Kong	香港證券及期貨事務 監察委員會		
– Deposits for responsible officers	– 負責人員按金	100,000	100,000
Guangdong Previous Metals Exchange Limited ("PMEC")	廣東省貴金屬交易中心有限公司 (「貴金屬交易中心」)		
– Reserve fund deposit	– 儲備基金按金	1	1
		<b>505,001</b>	<b>505,001</b>

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## 綜合財務報表附註

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### 18. INVESTMENTS IN SUBSIDIARIES

The following is a list of the Company's principal subsidiaries as at 31 December 2018 and 2017:

### 18. 於附屬公司之投資

以下為於二零一八年及二零一七年十二月三十一日之本公司主要附屬公司名單：

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立地點及 法定實體類別	Principal activities and place of operations 主要業務及營運地點	Particulars of issued share capital/registered capital 已發行股本／ 註冊股本詳情	Interest held 持有權益
Sinofortune Financial Holdings (BVI) Limited	British Virgin Islands, Limited liability company	Investment holding	611,700 ordinary shares of US\$1 each	100%
Sinofortune Financial Holdings (BVI) Limited	英屬處女群島，有限公司	投資控股	611,700股每股面值1美元之普通股	100%
Stockmartnet Limited	Hong Kong, Limited liability company	Securities trading in Hong Kong	HK\$3	100%
金融社有限公司	香港，有限公司	於香港從事證券買賣	3港元	100%
Sinofortune Securities Limited	Hong Kong, Limited liability company	Securities and futures brokerage and securities margin financing services in Hong Kong	HK\$67,000,000	100%
華億證券有限公司	香港，有限公司	於香港從事證券及期貨經紀以及證券保證金融資服務	67,000,000港元	100%
Sinofortune Processing Services Limited	Hong Kong, Limited liability company	Provision of a trading platform in Hong Kong	HK\$2	100%
Sinofortune Processing Services Limited	香港，有限公司	於香港提供交易平台	2港元	100%
IFN-GT Financial Holdings Limited	British Virgin Islands, Limited liability company	Investment holding	1 ordinary share of US\$1 each	100%
IFN-GT Financial Holdings Limited	英屬處女群島，有限公司	投資控股	1股每股面值1美元之普通股	100%
Sinofortune Global Wealth Management Limited	Hong Kong, Limited liability company	Provision of wealth management services in Hong Kong	HK\$6,000,000	100%
華億環球理財有限公司	香港，有限公司	於香港提供財富管理服務	6,000,000港元	100%
Sinofortune Property Limited	Hong Kong, Limited liability company	Property holding	HK\$1	100%
華億地產有限公司	香港，有限公司	持有物業	1港元	100%
Aceview International Limited	British Virgin Islands, Limited liability company	Investment holding	1 ordinary share of US\$1 each	100%
銳景國際有限公司	英屬處女群島，有限公司	投資控股	1股每股面值1美元之普通股	100%

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 18. INVESTMENTS IN SUBSIDIARIES (continued)

### 18. 於附屬公司之投資 (續)

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立/成立地點及 法定實體類別	Principal activities and place of operations 主要業務及營運地點	Particulars of issued share capital/registered capital 已發行股本/ 註冊股本詳情	Interest held 持有權益
GoHi Holdings Limited	British Virgin Islands, Limited liability company	Investment holding	35,000 ordinary shares of US\$1 each	100%
GoHi Holdings Limited	英屬處女群島·有限公司	投資控股	35,000股每股面值 1美元之普通股	100%
深圳華億教育投資諮詢有限公司 (formerly known as 首華證券諮詢 (深圳)有限公司) (transliterated as Shenzhen Sinofortune Education Investment Consultancy Co., Ltd) ("Sinofortune Education")	PRC, Foreign wholly-owned enterprise	Provision of education information and consultancy service in PRC (formerly engaged as provision of stock information and research services in the PRC)	Registered capital of RMB40,000,000	100%
深圳華億教育投資諮詢有限公司 (前稱首華證券諮詢(深圳)有限公司) (「華億教育」)	中國·外商獨資企業	於中國提供教育資訊及諮 詢服務(之前從事於中 國提供股票資訊及研究 服務)	註冊資本為 人民幣40,000,000元	100%
深圳畫天影視文化傳播有限公司 (transliterated as Shenzhen Sky Picture Culture Communications Company Limited) ("Sky Picture") (Note 1 and 2)	PRC, Limited liability company	Investment holding and provision of development and design of TV programs and artwork in the PRC	Registered capital of RMB3,000,000	Disposed (2017: 100%)
深圳畫天影視文化傳播有限公司 (「畫天影視」)(附註1及2)	中國·有限公司	於中國投資控股、 開發及設計電視節目及 美術	註冊資本為 人民幣3,000,000元	已出售 (二零一七年: 100%)
深圳首華校安網絡科技有限公司 (transliterated as Shenzhen First China School Safety Network Technology Company Limited)	PRC, Limited liability company	Development and sales of school safety products	Registered capital of RMB7,000,000	100%
深圳首華校安網絡科技有限公司	中國·有限公司	開發及銷售校園安全產品	註冊資本為 人民幣7,000,000元	100%
深圳富盟網絡技術有限公司 (transliterated as Shenzhen Wealth Alliance Networking Company Limited) ("Wealth Alliance") (Note 1 and 2)	PRC, Limited liability company	Development and sales of software for information network equipment, terminal products and calculators in the PRC	Registered capital of RMB52,000,000	Disposed (2017: 100%)
深圳富盟網絡技術有限公司 (「富盟」)(附註1及2)	中國·有限公司	於中國開發及銷售資訊網 絡設備軟件、終端產品 及計算器	註冊資本為 人民幣52,000,000元	已出售 (二零一七年: 100%)

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### 18. INVESTMENTS IN SUBSIDIARIES (continued)

### 18. 於附屬公司之投資 (續)

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立/成立地點及 法定實體類別	Principal activities and place of operations 主要業務及營運地點	Particulars of issued share capital/registered capital 已發行股本/ 註冊股本詳情	Interest held 持有權益
深圳市天星通科技有限公司 (transliterated as Shenzhen Star Technology Co., Ltd)	PRC, Limited liability company	Trading of electronic student cards and provision of electronic student card platform	Registered capital of RMB45,000,000	100%
深圳市天星通科技有限公司	中國·有限公司	銷售電子學生證及 提供電子學生證平台	註冊資本為人民幣 45,000,000元	100%
深圳國銀盛世貴金屬經營有限公司 (transliterated as Shenzhen Guoyin Brilliant Precious Metals Limited) ("Guoyin")	PRC, Limited liability company	Precious metals brokerage and spot trading	Registered capital of RMB20,000,000	80%
深圳國銀盛世貴金屬經營有限公司 (「國銀」)	中國·有限公司	貴金屬經紀及現貨交易	註冊資本為 人民幣20,000,000元	80%
重慶盛渝泓嘉國際貿易有限公司 (transliterated as Chongqing Shengyu Hong Jia International Trading Company Limited) ("Sheng Yu Hong Jia") (Note 3)	PRC, Limited liability company	Sales of motor vehicles and provision of agency services	Registered capital of RMB150,000,000 (of which RMB100,000,000 has been paid up as at 31 December 2017)	93.33% (2017: 90%)
重慶盛渝泓嘉國際貿易有限公司 (「盛渝泓嘉」)(附註3)	中國·有限公司	銷售汽車及提供代理服務	註冊資本為 人民幣150,000,000元 (當中人民幣100,000,000元 於二零一七年 十二月三十一日已繳足)	93.33% (二零一七年: 90%)

Note 1: The equity interests in these subsidiaries are directly or indirectly held by nominees on behalf of the Group and the Group holds 100% effective interest in the subsidiary.

附註1: 由代名人代表本集團直接或間接持有該等附屬公司之股本權益, 及本集團持有該附屬公司100%實際權益。

Note 2: There subsidiaries were disposed of on 1 July 2018.

附註2: 該等附屬公司於二零一八年七月一日出售。

Note 3: The proportion of ownership interests in Sheng Yu Hong Jia held by the Group has been changed from 90% to 93.33% during the year.

附註3: 年內本集團持有盛渝泓嘉的權益比例由90%變為93.33%。

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

上表載列董事認為對本集團業績或資產構成主要影響之附屬公司。董事認為, 詳列其他附屬公司之資料將導致篇幅過於冗長。

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For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 18. INVESTMENTS IN SUBSIDIARIES (continued)

#### Commitments and contingent liabilities in respect of subsidiaries

The Group has the following commitments relating to its subsidiaries:

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Commitment to provide funding if called	於要求時給予資金之承諾	7,941,360	68,167,440

As at 31 December 2018 and 2017, there are no contingent liabilities relating to the Group's interest in the subsidiaries.

#### Material non-controlling interest

The total non-controlling interest as at 31 December 2018 is HK\$13,557,403 (2017: HK\$14,903,119), of which HK\$2,474,194 (2017: HK\$2,654,964) is for Guoyin and HK\$11,083,209 (2017: 12,248,155) is for Sheng Yu Hong Jia. The non-controlling interests in respect of other subsidiary is not material.

#### Summarized financial information on the subsidiaries with material non-controlling interests

The following table lists out the information relating to Guoyin and Sheng Yu Hong Jia, the two subsidiaries of the Group which have a material non-controlling interests (NCI). The summarised financial information presented below represents the amounts before any inter-company elimination.

### 18. 於附屬公司之投資 (續)

#### 有關附屬公司之承擔及或然負債

本集團擁有有關其附屬公司之以下承擔：

	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Commitment to provide funding if called	7,941,360	68,167,440

於二零一八年及二零一七年十二月三十一日，並無有關本集團於附屬公司之權益之或然負債。

#### 重大非控股權益

於二零一八年十二月三十一日非控股權益總值為13,557,403港元（二零一七年：14,903,119港元），其中中國銀應佔2,474,194港元（二零一七年：2,654,964港元）及盛渝泓嘉應佔11,083,209港元（二零一七年：12,248,155港元）。有關其他附屬公司的非控股權益並不重大。

#### 有重大非控股權益之附屬公司之財務資料概要

下表載列本集團兩間擁有重大非控股權益（非控股權益）之附屬公司國銀及盛渝泓嘉之資料。下文呈列之財務資料概要指任何公司間對銷前之款項。

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For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 18. INVESTMENTS IN SUBSIDIARIES (continued)

Material non-controlling interest (continued)

Summarized financial information on the subsidiaries with material non-controlling interests (continued)

Summarized statement of financial position

### 18. 於附屬公司之投資 (續)

重大非控股權益 (續)

有重大非控股權益之附屬公司之財務資料概要 (續)

財務狀況報表摘要

		Sheng Yu Hong Jia 盛渝泓嘉	Guoyin 國銀	Sheng Yu Hong Jia 盛渝泓嘉	Guoyin 國銀
		2018 二零一八年 HK\$ 港元	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元	2017 二零一七年 HK\$ 港元
<b>Current</b>	<b>流動</b>				
Assets	資產	180,638,540	18,363,165	174,002,368	19,524,210
Liabilities	負債	(15,937,754)	(319,792)	(53,370,110)	(337,086)
Total current net assets	流動資產總淨值	164,700,786	18,043,373	120,632,258	19,187,124
<b>Non-current</b>	<b>非流動</b>				
Assets	資產	1,547,368	-	1,849,297	67,296
Liabilities	負債	-	-	-	-
Total non-current net assets	非流動資產總淨值	1,547,368	-	1,849,297	67,296
Net assets	資產淨值	166,248,154	18,043,373	122,481,555	19,254,420
Non-controlling interests	非控股權益	11,083,209	2,474,194	12,248,155	2,654,964

Summarized statement of profit or loss and other comprehensive income

損益及其他全面收入報表摘要

		Sheng Yu Hong Jia 盛渝泓嘉	Guoyin 國銀	Sheng Yu Hong Jia 盛渝泓嘉	Guoyin 國銀
		2018 二零一八年 HK\$ 港元	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Revenue	收益	339,978,012	-	21,606,330	-
(Loss)/Profit before income tax	除所得稅前(虧損)/利潤	(6,925,413)	(230,530)	2,912,736	(494,309)
Income tax expense	所得稅開支	(29)	-	(58,965)	-
<b>(Loss)/Profit for the year</b>	<b>年內(虧損)/利潤</b>	<b>(6,925,442)</b>	<b>(230,530)</b>	<b>2,853,771</b>	<b>(494,309)</b>
Other comprehensive (loss)/income	其他全面(虧損)/收入	(9,670,461)	(989,190)	35,783	(753,128)
Total comprehensive (loss)/income	全面(虧損)/收入總值	(16,595,903)	(1,219,720)	2,889,554	(1,247,437)
Total comprehensive (loss)/income allocated to non-controlling interest	已分配至非控股權益之全面(虧損)/收入總值	(1,181,902)	(180,770)	288,955	(241,852)
Dividend paid to non-controlling interests	向非控股權益派發股息	-	-	-	-

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For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 18. INVESTMENTS IN SUBSIDIARIES (continued)

Material non-controlling interest (continued)

Summarized financial information on the subsidiaries with material non-controlling interests (continued)

Summarized statement of cash flows

### 18. 於附屬公司之投資 (續)

重大非控股權益 (續)

有重大非控股權益之附屬公司之財務資料概要 (續)

現金流量表摘要

		Sheng Yu Hong Jia 盛渝泓嘉	Guoyin 國銀	Sheng Yu Hong Jia 盛渝泓嘉	Guoyin 國銀
		2018 二零一八年 HK\$ 港元	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Net cash generated from/(used in) operating activities	經營活動產生/(動用)之現金淨值	(31,384,480)	404,472	(100,095,933)	9,873,398
Net cash generated from/(used in) investing activities	投資活動產生/(動用)之現金淨值	9,865,266	(10,726,055)	(1,035,593)	4,858
Net cash from financing activities	融資活動產生之現金淨值	11,103,797	-	119,592,000	-
Net (decrease)/increase in cash and cash equivalents	現金及現金等值項目(減少)/增加淨值	(10,415,417)	(10,321,583)	18,460,474	9,878,256
Cash equivalents at beginning of the year	年初之現金等值項目	18,484,050	18,797,546	-	8,285,985
Effect of foreign exchange rate changes	匯率變動之影響	(690,452)	(959,542)	23,576	633,305
Cash equivalents at end of the year	年末之現金等值項目	7,378,181	7,516,421	18,484,050	18,797,546

The information above is the amount before inter-company eliminations.

以上資料為扣除集團公司間沖銷之金額。

### 19. INTERESTS IN ASSOCIATES

### 19. 於聯營公司之權益

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Share of net assets	應佔淨資產	-	-

Started from November 2015, there was a suspension on the business operation of the associate, Qianhai First China due to the commodities trading policies review conducted by the government of Qianhai. Up to present, the review was still not completed as at the end of the current reporting period and therefore the business operation of Qianhai First China had not yet resumed. The management of the Company do not expect the associate can resume its business activities in the foreseeable future. The interests in this associate had been fully impaired in previous year.

自二零一五年十一月起，由於前海政府進行商品交易審查政策審視，聯營公司前海首華的經營業務暫停。該審查於當前報告期末至今仍未完成，因此前海首華之業務經營尚未恢復。本公司管理層預期該聯營公司於可見的將來不會恢復業務活動。於該聯營公司之權益已於以往年度悉數減值。

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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 19. INTERESTS IN ASSOCIATES (continued)

Apart from the above, the accumulated impairment of interests in associates includes the full impairment on the investments in respect of 首華(遼寧)農產品交易中心有限公司 (transliterated as First China (Liaoning) Agricultural Products Trading Centre Company Limited) due to the continuing dormancy of the associate during the year. This associate was indirectly held by one of the subsidiaries in the Group and it had been disposed of during the year through the disposal of such subsidiary.

The associate named 深圳中財贏通信息技術有限公司 (transliterated as Shenzhen Zhongcai Yingtong Information Technology Company Limited) had been suspended by the PRC authority. The interests in this associate had been fully impaired in previous year.

Details of the Group's associates as at 31 December 2018 and 2017 are as follows:

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立/成立地 點及法定實體類別	Principal activities 主要業務	Particulars of issued shares held 所持已發行股份 詳情	Interest held 所持權益
深圳前海首華國際商品 交易中心有限公司 (transliterated as Shenzhen Qianhai First China International Commodities Exchange Centre Limited)	PRC, Limited liability company	Provision of trading platform for precious metal and provision of related consultancy services	Registered capital of RMB38,000,000	38%
深圳前海首華國際商品 交易中心有限公司	中國, 有限公司	提供貴金屬交易平台並提供相 關諮詢服務	註冊資本為 人民幣38,000,000元	38%
首華(遼寧)農產品交易中 心有限公司 (transliterated as First China (Liaoning) Agricultural Products Trading Centre Company Limited) (Note 1)	PRC, Limited liability company	Sale of agricultural products, provision of transportation services and e-commerce services	Registered capital of RMB225,000,000	Disposed (2017: 45%)
首華(遼寧)農產品交易中 心有限公司(附註1)	中國, 有限公司	出售農產品, 提供運輸服務和 電子商務服務	註冊資本為 人民幣225,000,000元	已出售 (二零一七年: 45%)

Note 1: The indirectly held associate had been disposed of on 1 July 2018 through the disposal of the subsidiary held by the Group.

All of the above associates are accounted for using the equity method in the consolidated financial statements.

The above associates are private companies and there is no quoted market value available.

### 19. 於聯營公司之權益(續)

除上述者外, 於聯營公司之權益之累計減值包括有關首華(遼寧)農產品交易中心有限公司之投資之悉數減值, 乃由於本年度該聯營公司持續停業。該聯營公司由本集團一間附屬公司間接持有, 且年內其因出售本集團的有關附屬公司而售出。

聯營公司深圳中財贏通信息技術有限公司已被中國有關機構吊銷營業執照。該聯營公司權益已於以往年度作全數減值。

於二零一八年及二零一七年十二月三十一日, 本集團聯營公司之詳情如下:

附註1: 該間接持有之聯營公司於二零一八年七月一日因出售本集團的附屬公司而售出。

上述所有聯營公司均採用權益法於綜合財務報表內入賬。

以上聯營公司均為私人公司且並沒有市場價值可供參考。



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### 19. INTERESTS IN ASSOCIATES (continued)

#### Commitments in respect of associates

The Group has the following commitments relating to its associates:

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Commitment to provide funding if called	於要求時給予聯營公司資金之承諾	21,555,105	289,412,624

#### Litigation in respect of associates

As at 31 December 2018, Qianhai First China has some unresolved legal cases relating to the contracts dispute with some investors and involving the total claimed amount of RMB2,280,731 (equivalent to HK\$2,587,444). According to the legal opinion obtained from the Group's PRC lawyer, the PRC lawyer opined that from recent judgments, the courts tends to rule in favour of the investors in claims of similar nature, therefore it is likely Qianhai First China may have to compensate these investors accordingly. The Group considers that the associate has sufficient financial ability to compensate the claim from investors, therefore no further provision of liabilities needed to made by the Group.

Save as mentioned above, there are no other contingent liabilities of the associates at 31 December 2018.

#### Individually immaterial Associates

Due to the suspension of the associate's business, the management of the Group consider it to be immaterial associates. The Group has interests in an immaterial associate that is accounted for using the equity method.

### 19. 於聯營公司之權益 (續)

#### 有關聯營公司之承擔

本集團擁有有關其聯營公司之以下承擔：

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Commitment to provide funding if called	於要求時給予聯營公司資金之承諾	21,555,105	289,412,624

#### 與聯營公司有關之訴訟

於二零一八年十二月三十一日，前海首華有若干仍未解決之與若干投資者合約糾紛相關的法律案件，所涉及申索金額合計為人民幣2,280,731元（相當於2,587,444港元）。根據自本集團的中國律師取得之法律意見，中國律師認為，根據最近判決，於類似性質申索中，法院傾向於作出有利於投資者的判決，因此前海首華很可能須相應賠償該等投資者。本集團認為聯營公司具備足夠財政實力可賠償投資者索償，因此本集團無需進一步計提負債撥備。

除上文所述者外，於二零一八年十二月三十一日，聯營公司概無其他或然負債。

#### 個別不重要聯營公司

由於聯營公司之業務暫停，本集團的管理層認為此等聯營公司為不重要聯營公司。本集團於採用權益法入賬的一個不重要聯營公司擁有權益。

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### 19. INTERESTS IN ASSOCIATES (continued)

Commitments in respect of associates (continued)

Aggregate information of associates that are not individually material

### 19. 於聯營公司之權益 (續)

有關聯營公司之承擔 (續)

個別不重要聯營公司之匯總資料

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Aggregate carrying amount after impairment of individually immaterial associates in the consolidated financial statements	個別不重要聯營公司於綜合財務報表減值後之總賬面值	-	-
Aggregate amounts of the operating loss of those associates	該等聯營公司經營業務虧損之總金額	<b>(26,267,677)</b>	(16,027,413)
Aggregate amounts of translation reserve arising from translating of the associate's financial statements	因換算聯營公司之財務報表而產生之匯兌儲備總金額	<b>(2,080,927)</b>	7,805,876
Total comprehensive loss	全面虧損總額	<b>(28,348,604)</b>	(8,221,537)

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### 20. CONTINGENT CONSIDERATION RECEIVABLE

### 20. 應收或然代價

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
At 1 January	於一月一日	-	29,441,448
Change in fair value	公平值變動	-	(13,441,448)
Shares retrieval from escrow arrangement	收回託管安排之股份	-	(16,000,000)
At 31 December	於十二月三十一日	-	-

The contingent consideration receivable is related to the acquisition of Shenzhen Star Technology Co., Limited in year 2014.

應收或然代價乃與於二零一四年收購深圳市天星通科技有限公司有關。

Pursuant to the acquisition agreement, the vendors guaranteed to the Group that the net profit after tax of Shenzhen Star Technology Co., Ltd. (based on its audited accounts) for each of the three financial years ending 31 December 2015, 31 December 2016 and 31 December 2017 shall be as follows: (i) for the year ending 31 December 2015: not less than RMB20,000,000; (ii) for the year ending 31 December 2016: not less than RMB30,000,000; (iii) for the year ending 31 December 2017: not less than RMB40,000,000.

根據收購協議，賣方向本集團保證，深圳市天星通科技有限公司於截至二零一五年十二月三十一日、二零一六年十二月三十一日及二零一七年十二月三十一日止三個財政年度各年之除稅後淨利潤（根據其經審核賬目）如下：(i)截至二零一五年十二月三十一日止年度：不少於人民幣20,000,000元；(ii)截至二零一六年十二月三十一日止年度：不少於人民幣30,000,000元；(iii)截至二零一七年十二月三十一日止年度：不少於人民幣40,000,000元。

Shenzhen Star Technology Co., Limited, failed to achieve any of above-mentioned profit guarantees. As at 31 December 2017, none of the ordinary shares of the Company (i.e.200,000,000 shares of the Company) mentioned above have been released by the escrow agent to the vendors. At the same date, the vendors have confirmed to the Group that they would give up the 200,000,000 shares, all contingent consideration receivable has been derecognised accordingly. On 28 June 2018, all escrow shares had been retrieved and delivered the certificates for the 200,000,000 consideration shares to Hong Kong branch share registrar, Hong Kong Registrars Limited for cancellation.

深圳市天星通科技有限公司未能達致上述任何溢利保證。於二零一七年十二月三十一日，託管代理並無向賣方發放上述本公司普通股（即200,000,000股本公司股份）。同日，賣方已向本集團確認彼等會放棄該200,000,000股股份，因此，所有應收或然代價應被結清。於二零一八年六月二十八日，所有託管股份已予收回並向香港股份過戶登記分處香港證券登記有限公司交付200,000,000股代價股份之股票進行註銷。

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## 綜合財務報表附註

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### 21. INVENTORIES

### 21. 存貨

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Finished goods	成品	<b>59,794,498</b>	124,155,521

The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

確認為開支並計入損益之存貨金額分析如下：

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Amount of inventories sold	已售存貨金額	<b>334,263,177</b>	17,821,020
Written down of inventories	存貨減值	<b>1,558,832</b>	-
		<b>335,822,009</b>	17,821,020

### 22. TRADE RECEIVABLES

### 22. 應收貿易款項

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Amounts receivable arising from securities broking:	證券經紀業務所產生應收款項：		
Margin clients	保證金客戶	<b>3,083,334</b>	2,614,525
Cash clients	現金客戶	<b>4,009,110</b>	4,490,031
Brokers and dealers	經紀及交易商	<b>6</b>	6
Hong Kong Securities Clearing Company Limited (net)	香港中央結算有限公司(淨值)	<b>100,900</b>	487,628
Amounts receivable arising from trading of motor vehicle	源自汽車貿易之應收款項	<b>16,368,896</b>	1,764,580
Other trade receivables	其他應收貿易款項	<b>452,925</b>	67,390
		<b>24,015,171</b>	9,424,160

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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 22. TRADE RECEIVABLES (continued)

Amounts receivable from margin clients are repayable on demand, bearing interest at prevailing market rates and are secured by clients' pledged securities which are listed on the Stock Exchange with a total market value of approximately HK\$17,959,000 as at 31 December 2018 (2017: HK\$22,584,000). No aged analysis is disclosed as, in the opinion of the directors, the aged analysis does not give additional value in view of the nature of the business of securities margin financing. The Group considers that the credit risk arising from the amounts receivable from margin clients is significantly mitigated by the client's pledged securities.

Amount receivable from one of rolling balance cash client with amount of HK\$3,968,304 are repayable on demand and bearing interest at 9% per annum. The Group manages credit risk by continuously monitoring the cash client's securities held by the Group, of which the total market value of approximately HK\$8,242,416 as at 31 December 2018. The Group considers that the credit risk arising from the amount receivable from this cash client is minimal.

The settlement terms of amounts receivable from cash clients and clearing house are one or two trade days after the trade execution date. Except for the amounts receivable from margin clients as mentioned above, these balances are aged within 30 days. Accounts receivable from cash clients and clearing house are neither past due nor impaired.

The trade receivables arising from provision of electronic student card platform are due immediately from date of billing, and the customer historically settled the amounts around 1 month from the date of billing. The Group has not recognised an expected credit loss because the counterparty is a reputable telecommunication company in the People's Republic of China, of which the management considered that the historical settlement pattern of the counterparty and no historical default record.

Amount receivable arising from the trading of motor vehicles includes the receivables from customers and the government subsidy on the sales of the imported motor vehicles with amount of HK\$14,735,245 and HK\$1,633,651 respectively.

### 22. 應收貿易款項 (續)

應收保證金客戶款項須按要求償還，按現行市場利率計息，並以客戶於二零一八年十二月三十一日總市值約17,959,000港元（二零一七年：22,584,000港元）之於聯交所上市證券作抵押。基於證券保證金融資業務之性質，董事認為賬齡分析並無任何額外價值，故未有披露賬齡分析。本集團認為應收保證金客戶款項所產生的信貸風險因客戶的抵押證券而大為減少。

應收其中一名滾存結餘現金客戶款項金額為3,968,304港元須按要求償還及按年利率9厘計息。本集團通過持續監測該現金客戶由本集團持有的證券來管理信貸風險，而這些證券於二零一八年十二月三十一日總市值約8,242,416港元。本集團認為該現金客戶款項所產生的信貸風險極微。

應收現金客戶及中央結算公司款項於進行交易日期後一或兩個交易日內支付。除上述應收保證金客戶款項外，餘款之賬齡為三十日內。應收現金客戶及中央結算公司款項既未逾期亦無減值。

提供電子學生證平台產生之應收貿易款項於發出賬單當日即時到期，且客戶過去自發出賬單日期起一個月左右結算款項。本集團並無確認預期信貸虧損，原因為對手方為中華人民共和國一家知名電訊公司，管理層認為對手方的過去結算模式良好，且並無歷史違約記錄。

銷售汽車產生之應收款項包括應收客戶款項及有關銷售進口汽車之政府補貼，金額分別為14,735,245港元及1,633,651港元。

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### 22. TRADE RECEIVABLES (continued)

The receivables from customers in respect of the trading of motor vehicles are due in 120 days from date of billing while the historical settlement pattern of the government subsidy on the sales of the imported motor vehicles are around 180 days from the date of application.

Considering the receivables from customers arising from trading of motor vehicles are not yet past due at 31 December 2018 and the historical payment record of the customers are good, the management considers no expected credit loss should be provided.

For the government subsidy on the sales of imported motor vehicles, the management takes reference to the historical settlement pattern of the subsidy, they considers it is not necessary to provide the expected credit loss on the subsidy receivables at 31 December 2018.

Further details on the Group's credit policy and credit risk arising from trade receivables are set out in note 3.1(b).

The following is an aged analysis of the trade receivables based on invoice dated at the reporting period:

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
0-30 days	0至30日	6,917,061	1,831,970
31-90 days	31至90日	5,176,173	–
91-180 days	91至180日	4,728,587	–
181-365 days	181至365日	–	–
Over 365 days	365日以上	–	–
		<b>16,821,821</b>	1,831,970

### 22. 應收貿易款項 (續)

應收汽車銷售之客戶貿易款項自發出賬單日期起計120日內到期，而有關銷售進口汽車的政府補貼之過往結算模式通常為自申請日期起約180日。

於二零一八年十二月三十一日，考慮到買賣汽車產生的應收客戶款項尚未逾期及該客戶的歷史付款記錄良好，管理層認為無需計提預期信用損失。

就銷售進口汽車的政府補貼，管理層參考補貼之過往結算模式，認為無需就二零一八年十二月三十一日之應收補貼計提預期信用損失。

有關本集團信貸政策及應收貿易款項所產生信貸風險之進一步詳情載於附註3.1(b)。

應收貿易款項於報告期間按賬單日期之賬齡分析如下：

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## 綜合財務報表附註

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### 22. TRADE RECEIVABLES (continued)

The maximum exposure to credit risk at the end of the reporting period is the carrying amounts of trade receivables. Other than the amounts receivable from margin clients, the Group does not hold any collateral as security in respect of its trade receivables. There is no recent history of default on the trade receivables.

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Hong Kong dollars	港元	7,193,350	7,592,190
RMB	人民幣	16,821,821	1,831,970
		<b>24,015,171</b>	9,424,160

### 23. LOANS AND RECEIVABLES

At initial recognition, the Group determined the fair value of the loans receivable equivalent to their principal amounts. The analysis of the carrying amount of loans receivable as at 31 December 2018 and 2017 are as follows:

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Loans to third party	貸款予第三方	1,134,480	597,960
Loans to associate	貸款予聯營公司	5,400,125	-
		<b>6,534,605</b>	597,960

### 22. 應收貿易款項 (續)

於報告期末，最大信貸風險為應收貿易款項之賬面值。除應收保證金客戶款項外，本集團並無就其貿易款項持有任何抵押品作抵押。此等應收貿易款項並無近期欠款記錄。

本集團應收貿易款項之賬面值按以下貨幣列值：

### 23. 貸款及應收款項

於首次確認時，本集團釐定應收貸款之公平值相當於其本金額。於二零一八年及二零一七年十二月三十一日應收貸款之賬面值分析如下：

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### 23. LOANS AND RECEIVABLES (continued)

During the year ended 31 December 2018, RMB1,000,000 (equivalent to HK\$1,134,480) (2017: RMB500,000 (equivalent to HK\$597,960)) of the Group's loans receivable were arising from one PRC subsidiary of the Company and are denominated in RMB. The loans receivable bore interest at an annual contractual rate of 12% (effective interest rate 12.33%) with the maturity date to 20 July 2019. The Group did not hold any collateral on these loan receivables. The loan receivable was not past due at 31 December 2018 and it is expected to be recovered in coming year.

The Group provided a short term financing of RMB4,760,000 (equivalent to HK\$5,400,125) to Qianhai First China for its' daily maintenance during the year 2018. The loans receivable bore interest at an annual contractual rate of 1.95% (effective interest rate 1.96%), and it had been fully recovered on 19 February 2019.

During the year ended 31 December 2017, RMB500,000 (equivalent to HK\$597,960) of the Group's loans receivable were arising from one PRC subsidiary of the Company and are denominated in RMB. This loan receivable bore interest at annual effective rate of 1.95%. The Group did not hold any collateral on these loan receivables. The loan receivable is expected to be recovered within one year.

As at 31 December 2018 and 2017, no loans and receivables were past due.

The management of the Group assessed that no expected credit loss on these loans receivable are required to be recognised, after taking into account that the loans and receivables are not yet past due and the loan receivables in amount of RMB4,760,000 had been fully repaid in February 2019.

### 23. 貸款及應收款項 (續)

截至二零一八年十二月三十一日止年度，本集團之應收貸款人民幣1,000,000元（相當於1,134,480港元）（二零一七年：人民幣500,000元（相當於597,960港元））乃來自本公司的一間中國附屬公司並以人民幣計值。該應收貸款按合約年利率12厘計息（實際年利率12.33厘），到期日為二零一九年七月二十日。本集團並無就該等應收貸款持有任何抵押品。此應收貸款於二零一八年十二月三十一日仍未到期，該應收貸款預計於來年收回。

本集團於二零一八年內向前海首華提供一筆短期融資人民幣4,760,000元（相等於5,400,125港元）用作其日常維護。該應收貸款按合約年利率1.95厘計息（實際年利率1.96厘），且其已於二零一九年二月十九日全部收回。

截至二零一七年十二月三十一日止年度，本集團應收貸款中人民幣500,000元（相等於597,960港元）乃來自本公司一間中國附屬公司並以人民幣計值。該筆應收貸款按實際年利率1.95厘計息。本集團並無就該等應收貸款持有任何抵押品。應收貸款預期將於一年內收回。

於二零一八年及二零一七年十二月三十一日，所有貸款及應收款項沒有逾期。

本集團管理層判定，經考慮貸款及應收款項尚未逾期且應收貸款人民幣4,760,000元已於二零一九年二月悉數償還後，毋須確認該等應收貸款之預期信貸虧損。



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

### 24. 按公平值計入損益之金融資產

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Listed equity – held for trading	上市股權－持作買賣		
Equity securities – Hong Kong	股本證券－香港	17,043,700	23,512,550
Financial asset mandatorily required to be classified as at fair value through profit and loss	強制規定須分類為按公平值計入損益之金融資產	10,726,076	10,763,280
		<b>27,769,776</b>	<b>34,275,830</b>

The details of the listed equity held for trading are as follows:

持作買賣之上市股權的詳情如下：

Stock code	Company name	No. of share held as at 31 December 2018 於二零一八年十二月三十一日 持股數量	Approximately percentage of shareholding 大約持股百分比	Fair value as at 31 December 2018 於二零一八年十二月三十一日之 公平值 HK\$ 港元	Fair value loss on securities trading for 2018 二零一八年度 持作買賣證券之 公平值虧損 HK\$ 港元
股票代號	公司名稱				
01335	Sheen Tai 順泰控股	75,238,000	3.07%	14,295,220	(6,395,230)
06898	China Aluminum 中國鋁罐	2,454,000	0.26%	2,748,480	(73,620)
Listed shares-held for trading	上市股權－持作買賣			17,043,700	(6,468,850)

The financial asset mandatorily required to be classified as at fair value through profit and loss represents an amount of RMB18 (equivalent to HK\$20) (2017: RMB9,000,000) (equivalent to HK\$10,763,280) invested in a fund known as 財富寶 (transliterated as Cai Fu Bao) which is managed by 南方基金管理股份有限公司 (transliterated as China Southern Asset Management Co., Limited) as at year end. This investment fund provides the unguaranteed expected floating returns of approximately 4% per annum and can be refunded one day after instruction is given to the securities company. The Group withdrew the significant balances from the fund account during the year.

年末，強制規定須分類為按公平值計入損益的金融資產指於南方基金管理股份有限公司管理的投資基金財富寶的投資金額人民幣18元（相當於20港元）（二零一七年：人民幣9,000,000元（相當於10,763,280港元））。該投資基金提供不保證的預期浮動年收益約4厘，並可於向證券公司發出指示後一日內退回。年內本集團提取基金賬戶內之重大結餘。

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

During the year ended 31 December 2018, the Group entered into an agreement with 南瑞生物科技發展(深圳)有限公司(“南瑞生物科技”) in an amount of RMB9,454,600 (equivalent to HK\$10,726,056) regarding the finance on the potential project called 諾貝爾生命科學產業園項目(“the project”) developed by 南瑞生物科技. According to the agreement, the lending amounts would be returned to the Group together with the interest charged at lending rate imposed by The People’s Bank of China after 2-year contracted period if the project is not approved by China government. However, if the project is approved by China government, the lending amounts would be used to convert to the 18.91% equity interests in 南瑞生物科技 and no amounts would be repaid to the Group.

However, during the year ended 31 December 2018, the management expect that it will still take long time for the approval of the 諾貝爾獎生命科學產業園項目 after reassessing the current status of the project based on the latest information available, and both contracted parties had signed the early repayment contract accordingly before the year end date. The whole lending amounts had been refunded to the Group on 7 January 2019.

Financial assets at fair value through profit or loss are presented within “operating activities” in respect of held for trading equity securities and “investing activities” in respect of financial assets mandatorily to be classified as fair value through profit and loss respectively in the consolidated statement of cash flows.

Changes in fair values of financial assets at fair value through profit or loss are recorded in “other income and loss, net” in the consolidated statement of profit or loss and other comprehensive income.

The fair value of all equity securities held in trading is based on their current bid prices in an active market.

The fair value of the financial asset mandatorily classified as at fair value through profit or loss as at 31 December 2018 (i.e. the loan receivable with equity convertible term) was determined based on the discounted cash flow of the expected cash flow estimated by the management of the Group as at 31 December 2018. The investment was subsequently refunded to the Group on 7 January 2019.

### 24. 按公平值計入損益之金融資產 (續)

截至二零一八年十二月三十一日止年度，本集團就南瑞生物科技發展(深圳)有限公司(「南瑞生物科技」)開發的稱為諾貝爾生命科學產業園項目的潛在項目(「該項目」)融資與南瑞生物科技訂立金額為人民幣9,454,600元(相等於10,726,056港元)的協議。根據該協議，倘該項目未經中國政府批准，則於兩年合約期後，借款金額連同按中國人民銀行制定的借款利率計息的利息將退還予本集團。然而，倘該項目經中國政府批准，則借款金額將轉換為南瑞生物科技18.91%的股權，且將不會向本集團償還任何金額。

然而，截至二零一八年十二月三十一日止年度，根據最新獲得的資料，管理層預期在重新評估諾貝爾獎生命科學產業園項目現狀後獲得項目批准仍須經一段較長時間，且訂約各方已於年末日期前簽署提前償還合約。於二零一九年一月七日，借款金額全額已退還予本集團。

按公平值計入損益之金融資產分別於綜合現金流量表內「經營活動」中呈列(如為持作買賣股本證券的金融資產)及「投資活動」內呈列(如為強制分類為按公平值計入損益的金融資產)。

按公平值計入損益之金融資產之公平值變動計入綜合損益及其他全面收入報表之「其他收入及虧損淨值」內。

所有持作買賣股本證券之公平值乃根據彼等於活躍市場上之現時買入價計算。

於二零一八年十二月三十一日，強制分類為按公平值計入損益的金融資產(即具有可轉換權益之應收貸款)之公平值乃根據本集團管理層於二零一八年十二月三十一日估計的預期現金流量之貼現現金流量釐定。該投資其後於二零一九年一月七日退還予本集團。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### 25. 預付款項、按金及其他應收款項

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Other receivables	其他應收款項	1,682,475	20,434,990
Other deposits and prepayments	其他按金及預付款項	100,383,752	5,266,039
		<b>102,066,227</b>	25,701,029
Represented by:	由下列各項表示：		
Non-current assets	非流動資產	132,865	803,915
Current assets	流動資產	101,933,362	24,897,114
		<b>102,066,227</b>	25,701,029

As at 31 December 2018, the other receivables mainly represents the net amounts of the Input and Output Value Added Tax on the purchase and sales of the imported motor vehicles in amount of RMB211,085 (equivalent to HK\$239,472) (2017: RMB15,674,573 (equivalent to HK\$18,745,536)). Such receivables in relation to the value-added tax would be utilized while selling motor vehicles in subsequent period.

於二零一八年十二月三十一日，其他應收款項主要指買賣進口汽車的進項及銷項增值稅淨額人民幣211,085元（相當於239,472港元）（二零一七年：人民幣15,674,573元（相當於18,745,536港元））。該等有關增值稅的應收款項將於其後期間銷售汽車時動用。

As at 31 December 2018, the other deposit mainly represents the amounts of trade deposit paid for the purchase of motor vehicles which had not yet delivered to the Group, in amount of RMB58,804,245 (equivalent to HK\$66,712,240) and the amounts for the purchase of motor vehicles as explained in note 4.2, in amount of RMB20,277,554 (equivalent to HK\$23,004,479).

於二零一八年十二月三十一日，其他按金主要指就購買仍未送達予本集團之汽車支付的貿易按金人民幣58,804,245元（相當於66,712,240港元）及如附註4.2所述採購汽車款項人民幣20,277,554元（相當於23,004,479港元）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 26. BANK BALANCES AND CASH

#### (a) Cash and cash equivalent

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Cash at bank and on hand	銀行及手頭現金	159,252,327	168,739,802
Short-term pledged bank deposits used for securing banking facilities	用於獲取銀行融資的短期有抵押銀行存款	-	9,875,538
Short-term bank deposits	短期銀行存款	2,100,546	2,082,621
Cash and cash equivalents	現金及現金等值項目	161,352,873	180,697,961

As at 31 December 2018, the Group had bank balances and cash of approximately HK\$65,189,227 (2017: HK\$88,552,762) which are denominated in RMB. The remittance of these funds out of the PRC is subject to the exchange control restrictions imposed by the PRC Government.

The bank balances are deposited with creditworthy banks with no recent history of default.

Bank balances and cash include the following for the purposes of the consolidated statement of cash flows:

於二零一八年十二月三十一日，本集團有以人民幣列值之銀行結餘及現金約65,189,227港元（二零一七年：88,552,762港元）。將該筆款項匯出中國境外受中國政府實施之外匯管制所限。

有關銀行結餘存於信譽良好且無近期拖欠記錄之銀行。

就綜合現金流量表而言，銀行結餘及現金包括以下各項：

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
General accounts and cash	一般賬戶及現金	153,053,508	170,932,310
Segregated trust bank balances	獨立信託賬戶結餘	8,299,365	9,765,651
Cash and cash equivalents	現金及現金等值項目	161,352,873	180,697,961

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 26. BANK BALANCES AND CASH (continued)

#### (b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and noncash changes. Liabilities arising from financing activities are liabilities for which cash flow were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

### 26. 銀行結餘及現金 (續)

#### (b) 融資活動所產生負債之對賬

下表詳細說明本集團融資活動所產生負債之變動，包括現金及非現金變動。融資活動所產生負債指於本集團綜合現金流量表內分類為融資活動所產生之現金流量或未來現金流量之負債。

		Secured bank borrowing	Unsecured borrowing – related party (see note 38(ii)) 無抵押借貸- 有關連人士 (見附註38(ii))	Total liabilities from financing activities 融資活動 所產生 負債總額
		HK\$ 港元	HK\$ 港元	HK\$ 港元
As at 1 January 2018	於二零一八年一月一日	6,556,013	47,836,800	54,392,813
Changes from financing cash flow:	融資現金流量變動：			
Repayment of unsecured borrowing – related party	償還無抵押借貸－有關連人士	–	(45,379,200)	(45,379,200)
Repayments of bank borrowings	銀行借款之還款	(2,058,515)	–	(2,058,515)
Interest paid	已付利息	(171,590)	(241,003)	(412,593)
Total changes from financing cash flows	融資現金流量變動總額	(2,230,105)	(45,620,203)	(47,850,308)
Exchange adjustments	兌換調整	–	(2,457,600)	(2,457,600)
Other changes:	其他變動：			
Interest expenses	利息開支	171,590	241,003	412,593
Total other changes	其他變動總額	171,590	241,003	412,593
As at 31 December 2018	於二零一八年十二月三十一日	4,497,498	–	4,497,498

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 26. BANK BALANCES AND CASH (continued)

#### (b) Reconciliation of liabilities arising from financing activities (continued)

### 26. 銀行結餘及現金 (續)

#### (b) 融資活動所產生負債之對賬 (續)

		Secured bank borrowing	Unsecured borrowing – related party (see note 38(ii)) 無抵押借貸 – 有關連人士 (見附註38(ii))	Total liabilities from financing activities 融資活動 所產生 負債總額
		HK\$ 港元	HK\$ 港元	HK\$ 港元
As at 1 January 2017	於二零一七年一月一日	8,554,953	–	8,554,953
Changes from financing cash flow:	融資現金流量變動：			
Proceeds from new unsecured borrowing – related party	新增無抵押借貸所得款項 – 有關連人士	–	47,836,800	47,836,800
Repayments of bank borrowings	銀行借貸之還款	(1,998,940)	–	(1,998,940)
Interest paid	已付利息	(229,303)	–	(229,303)
Total changes from financing cash flows	融資現金流量變動總額	(2,228,243)	47,836,800	45,608,557
Other changes:	其他變動：			
Interest expenses	利息開支	229,303	–	229,303
Total other changes	其他變動總額	229,303	–	229,303
As at 31 December 2017	於二零一七年十二月三十一日	6,556,013	47,836,800	54,392,813

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 27. DISPOSAL OF SUBSIDIARIES

On 1 July 2018, the Group disposed of 100% equity interest in Sky Picture, Wealth Alliance and the associate, First China (Liaoning) Agricultural Products Trading Centre Company Limited which was held by Wealth Alliance at RMB12,656,750 (equivalent to HK\$14,938,382). Summary of the effect of the disposal is as follows:

### 27. 出售附屬公司

於二零一八年七月一日，本集團按人民幣12,656,750元（相等於14,938,382港元）出售畫天影視，富盟及由富盟持有之聯營公司首華（遼寧）農產品交易中心有限公司100%股本權益。出售事項之影響概述如下：

		2018 二零一八年 HK\$ 港元
Net assets disposal of:	已出售資產淨值：	
Property, plant and equipments	物業、機器及設備	2,447,018
Other receivable	其他應收款項	603,832
Bank balances and cash	銀行結餘及現金	328,023
Other payables and accruals	其他應付款項及應計費用	(1,802,158)
		1,576,715
Exchange loss on translating foreign operation transferred from equity to profit or loss upon disposal	於出售時自權益轉撥至損益之 換算海外業務之匯兌虧損	1,001,474
		2,578,189
Gain on disposal of subsidiaries	出售附屬公司之收益	12,360,193
		14,938,382
Satisfied by:	以下列方式償付：	
Cash consideration received	已收現金代價	14,938,382
Analysis of net inflow of cash and cash equivalents in respect of the disposal of subsidiaries:	有關出售附屬公司之現金及 現金等值項目淨流入分析：	
Cash consideration	現金代價	14,938,382
Cash and bank deposit disposal of	已出售現金及銀行存款	(328,023)
Net cash consideration received	已收現金代價淨額	14,610,359

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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 28. TRADE PAYABLES

### 28. 應付貿易款項

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Amounts payable arising from securities broking:	證券經紀業務所產生應付款項：		
Margin clients	保證金客戶	532,037	716,274
Cash clients	現金客戶	7,733,188	6,844,930
Other trade payables	其他應付貿易款項	5,897	5,897
		<b>8,271,122</b>	7,567,101

Amounts payable to margin clients are repayable on demand. No aged analysis is disclosed as, in the opinion of the directors, the aged analysis does not give additional value in view of the nature of the business of securities margin financing.

應付保證金客戶款項須按要求償還。基於證券保證金融資業務之性質，董事認為賬齡分析並無任何額外價值，故未有披露賬齡分析。

The settlement terms of amounts payable arising from securities broking are one or two trade days after the trade execution date. Except for the amounts payable to margin clients as mentioned above, these balances are aged within 30 days.

證券經紀業務所產生應付款項須於進行交易日期後一或兩個交易日內支付。除上述應付保證金客戶款項外，餘款須於三十日內清償。

The following is an aged analysis of other trade payables at the end of each reporting period:

其他應付貿易款項於各報告期末之賬齡分析如下：

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
0-30 days	0至30日	-	-
31-90 days	31至90日	-	-
91-180 days	91至180日	-	-
181-365 days	181至365日	-	-
Over 365 days	365日以上	5,897	5,897
		<b>5,897</b>	5,897



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 29. OTHER PAYABLES AND ACCRUALS

Included in other payables of the Group as at 31 December 2018 and 2017 were the following amounts:

### 29. 其他應付款項及應計款項

本集團於二零一八年及二零一七年十二月三十一日之其他應付款項包括以下款項：

		31 December 2018 二零一八年 十二月三十一日 HK\$ 港元	1 January 2018 (Note (i)) 二零一八年 一月一日 (附註(i)) HK\$ 港元	31 December 2017 二零一七年 十二月三十一日 HK\$ 港元
Other payables and accruals	其他應付款項及應計款項	<b>2,141,058</b>	2,079,787	2,079,787
Received in advance from customers in respect of trading of motor vehicles (Note (ii))	有關汽車貿易之客戶預收款 (附註(ii))	-	-	5,321,724
Provision of consumption tax and customs duties in respect of purchase of motor vehicles	有關購入汽車之預提消費稅及關稅	<b>13,634,518</b>	-	-
		<b>15,775,576</b>	2,079,787	7,401,511

Note:

- (i) The Group has initially applied HKFRS 15 using the cumulative effect method and adjusted the opening balance at 1 January 2018.
- (ii) Upon the adoption of HKFRS 15, amounts previously included as "Received in advance from customer" in respect of trading of motor vehicles under "Other payables and accruals" were reclassified to contract liabilities (see note 30).

附註：

- (i) 本集團於二零一八年一月一日採用累計影響法首次應用香港財務報告準則第15號，並調整期初結餘。
- (ii) 採用香港財務報告準則第15號後，之前計入「其他應付款項及應計款項」項下有關汽車貿易之「客戶預收款」之款項重新分類為合約負債（請參閱附註30）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 30. CONTRACT LIABILITIES

### 30. 合約負債

	31 December 2018 二零一八年 十二月三十一日 HK\$ 港元	1 January 2018 (Note (i)) 二零一八年 一月一日 (附註(i)) HK\$ 港元	31 December 2017 二零一七年 十二月三十一日 HK\$ 港元
Billing in advance of performance (Note (ii)) 履約之預收賬款(附註(ii))			
- Agency services 代理服務	2,282,952	5,321,724	-
- Trading as principal 主事身份銷售	20,284	-	-
	<b>2,303,236</b>	5,321,724	-

Notes:

- (i) The Group has initially applied HKFRS 15 using the cumulative effect method and adjusted the opening balance at 1 January 2018.
- (ii) Upon the adoption of HKFRS 15, amounts previously included as "Received in advance from customers in respect of trading of motor vehicles" under "Other payables and accruals" (note 29) were reclassified to contract liabilities.

The contract liabilities are expected to be recognised as income within one year.

附註：

- (i) 本集團於二零一八年一月一日採用累計影響法首次應用香港財務報告準則第15號，並調整期初結餘。
- (ii) 採用香港財務報告準則第15號後，之前計入「其他應付款項及應計款項」項下「有關汽車貿易之客戶預收款」(附註29)之款項重新分類為合約負債。

合約負債均預期於一年內確認為收入。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 30. CONTRACT LIABILITIES (continued)

The payment terms have impact on the amount of contract liabilities recognized. When the Group receives a deposit before fulfilling its agency obligations on sourcing and principal obligations on trading of the motor vehicles, this will give rise to contract liabilities at the start of a contract, until the consideration received is recognised as revenue.

#### Movements in contract liabilities

		HK\$ 港元
Balance at 1 January 2018	於二零一八年一月一日之結餘	5,321,724
Decrease in contract liabilities as a result of recognising revenue during the year	因確認年內收入而令合約負債減少	(5,321,724)
Increase in contract liabilities as a result of billing in advance of principal and agency service rendered	因以主事身份及提供代理服務之預收款項而令合約負債增加	2,303,236
Balance at 31 December 2018	於二零一八年十二月三十一日之結餘	2,303,236

### 30. 合約負債 (續)

支付條款對已確認合約負債金額產生影響。倘本集團於履行其有關採購汽車的代理身份責任及銷售汽車的主事身份責任前獲得按金，則此將於合約初期產生合約負債，直至已收代價被確認為收入。

#### 合約負債變動

### 31. BORROWINGS

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Secured borrowing included in current liabilities – bank borrowings	計入流動負債的有抵押借款 – 銀行借款	4,497,498	6,556,013
Unsecured borrowing included in current liabilities – related party (see Note 38(ii))	計入流動負債的無抵押借款 – 有關連人士 (見附註38(ii))	-	47,836,800
		<b>4,497,498</b>	<b>54,392,813</b>

### 31. 借款

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 31. BORROWINGS (continued)

Notes:

- (a) The maturity of borrowings is as follows (note (c)):

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
On demand or within one year	按要求或一年內	2,120,923	49,896,532
In the second year	第二年	2,190,889	2,122,380
In the third to fifth year	第三至第五年	185,686	2,373,901
		<b>4,497,498</b>	<b>54,392,813</b>

At 31 December 2018 and 2017, the bank borrowings of the Group were secured by the charges over the Group's land and buildings (Note 15) and corporate guarantees executed by the Company (Note 38). At 31 December 2018 and 2017, the Group's bank borrowings are denominated in HK\$, bearing floating interest rate of 3.25% (2017: 3%) per annum.

At 31 December 2017, the unsecured borrowing from related party are demonstrated in RMB40,000,000 (equivalent to HK\$47,836,800) bearing interest rate of 8% per annum. This unsecured borrowing had been fully repaid during the year.

The related party is controlled by the father-in-law of Mr. Wang Jiawei, the Company's director and is therefore a deemed connected person of the Company as defined in the GEM Listing Rules.

- (b) The amounts due are based on the scheduled repayment dates set out in the loan agreement.
- (c) The bank borrowings are shown under current liabilities as the loan agreement contains a repayment on demand clause.

### 31. 借款 (續)

附註：

- (a) 借款到期日詳情如下(附註(c))：

於二零一八年及二零一七年十二月三十一日，本集團銀行借款由本集團之土地及樓宇(附註15)作為抵押，並由本公司提供公司擔保(附註38)。於二零一八年及二零一七年十二月三十一日，本集團之銀行借款均以港元列值，並每年以浮息3.25厘(二零一七年：3厘)計息。

於二零一七年十二月三十一日，來自有關連人士之無抵押借款為人民幣40,000,000元(相當於47,836,800港元)，並每年以8厘計息。年內，該無抵押借款已悉數償還。

有關連人士由本公司董事王嘉偉先生之岳父控制，因此根據GEM上市規則被視為本公司之有關連人士。

- (b) 應付金額乃按貸款協議所載預定還款日期計算。
- (c) 由於貸款協議載有須按要求償還條款，故銀行借款於流動負債項下呈列。

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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 32. DEFERRED INCOME TAX LIABILITIES

The movement on the deferred tax liabilities is as follows:

### 32. 遞延所得稅負債

遞延所得稅負債之變動如下：

		Accelerated tax depreciation	Undistributed profits of foreign associate 海外 聯營公司之 未分配溢利	Total
		加快稅項折舊	未分配溢利	合計
		HK\$ 港元	HK\$ 港元	HK\$ 港元
Balance as at 1 January 2017	於二零一七年 一月一日的結餘	3,471,615	2,333,085	5,804,700
Credited to profit or loss	計入損益	(181,549)	(2,422,910)	(2,604,459)
Currency translation difference	貨幣兌換差額	-	89,825	89,825
Balance as at 31 December 2017	於二零一七年 十二月三十一日的 結餘	3,290,066	-	3,290,066
Balance as at 1 January 2018	於二零一八年 一月一日的結餘	3,290,066	-	3,290,066
Credited to profit or loss	計入損益	(181,549)	-	(181,549)
Balance as at 31 December 2018	於二零一八年 十二月三十一日的 結餘	3,108,517	-	3,108,517

The deferred tax liabilities are attributable to accelerated tax depreciation as at 31 December 2018.

於二零一八年十二月三十一日，遞延稅項負債來自加快稅務折舊。

A deferred tax asset has not been recognised in the consolidated financial statements in respect of estimated unused tax losses available for offset against future profits due to the uncertainty of future profit streams.

鑑於未能確定日後利潤來源，故並無於綜合財務報表就可用以抵銷日後利潤之估計未動用稅務虧損確認遞延稅項資產。

As at 31 December 2018, the unrecognised tax losses of the Group amounted to HK\$284,259,718 (2017: HK\$289,329,550). These tax losses have no expiry date except that HK\$46,633,994 will expire from 2019 to 2023 (2017: HK\$54,721,208 expire from 2018 to 2022).

於二零一八年十二月三十一日，本集團之未確認稅項虧損為284,259,718港元（二零一七年：289,329,550港元）。除46,633,994港元將於二零一九年至二零二三年期間屆滿（二零一七年：54,721,208港元於二零一八年至二零二二年期間屆滿）外，該等稅項虧損並無屆滿日期。

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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 33. SHARE CAPITAL AND PREMIUM

### 33. 股本及溢價

		Number of issued shares 已發行股份數目 (in thousands) (千股)	Ordinary shares 普通股 HK\$ 港元	Share premium 股份溢價 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2017, 31 December 2017 and 1 January 2018	於二零一七年一月一日、 二零一七年十二月三十一日及 二零一八年一月一日	6,498,958	64,989,582	1,614,798,866	1,679,788,448
Cancellation of shares under escrow arrangement	註銷託管安排之股份	(200,000)	(2,000,000)	(14,000,000)	(16,000,000)
New issuance during the year	年內新發行	1,450,000	14,500,000	72,500,000	87,000,000
At 31 December 2018	於二零一八年十二月三十一日	7,748,958	77,489,582	1,673,298,866	1,750,788,448

On 28 June 2018, the Company retrieved 200,000,000 consideration shares held in escrow arrangement and delivered the certificates for the 200,000,000 consideration shares to its Hong Kong branch share registrar, Hong Kong Registrars Limited for cancellation.

On 3 September 2018, new shares of 1,450,000,000 was to be subscribed. The issuance completed on 12 October 2018.

The total authorized number of ordinary shares is 10,000,000,000 shares (2017: 10,000,000,000 shares) with a par value of HK\$0.01 per share (2017: HK\$0.01 per share). All issued shares are fully paid.

於二零一八年六月二十八日，本公司收回根據託管安排持有之200,000,000股代價股份，並向其香港股份過戶登記分處香港證券登記有限公司遞交證書以註銷200,000,000股代價股份。

於二零一八年九月三日，1,450,000,000股新股份待認購。發行已於二零一八年十月十二日完成。

法定普通股總數為10,000,000,000股（二零一七年：10,000,000,000股），每股面值為0.01港元（二零一七年：每股0.01港元）。所有已發行股份股款均已繳足。

### 34. RESERVE

#### (i) Special reserve

The special reserve of the Group represents the difference between the nominal amount of the shares issued by the Company and the aggregate of the nominal amount of the issued share capital and share premium of Sinofortune Financial Holdings (BVI) Limited acquired pursuant to the corporate reorganization undertaken in preparation for the listing of the Company's shares on GEM on 11 January 2002.

#### (ii) Statutory reserve

PRC companies are required to appropriate 10% of statutory net profits to statutory reserve, upon distribution of their post-tax profits in accordance with the PRC laws and regulations. A company may discontinue the contribution when aggregate sum of the statutory surplus reserve is more than 50% of its registered capital. The statutory surplus reserves shall only be used make up losses of the companies, to expand the companies' operation, or to increase the capital of the companies.

### 34. 儲備

#### (i) 特別儲備

本集團之特別儲備乃指本公司根據就籌備本公司股份於二零零二年一月十一日在GEM上市所進行企業重組所發行股份之面值與所收購Sinofortune Financial Holdings (BVI) Limited已發行股本面值及股份溢價總額間之差額。

#### (ii) 法定儲備

根據中國法律及法規，中國公司於分派其除稅後溢利時，須向法定儲備劃撥法定淨利潤的10%。當公司法定盈餘儲備的總和超過其註冊資本的50%時，公司可停止劃撥。法定盈餘儲備只可用作彌補公司的虧損、擴大公司的營運或增加公司的資本。

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### 34. RESERVE (continued)

#### (iii) Translation reserve

Exchange translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 2.5.

#### (iv) Other reserve

Other reserve comprises of the effect of the escrow shares retrieval and to be cancelled, in accordance with the arrangement.

### 35. SHARE OPTION SCHEMES

#### (a) The Old Share Option Scheme

The Company operates a share option scheme under which persons working for the interest of the Group are entitled to an opportunity to obtain equity interest in the Company. The number of shares in respect of which options may be granted under the share option scheme and any other share option schemes is not permitted to exceed 30% of the shares of the Company in issue from time to time, without prior approval from the Company's shareholders. The maximum number of shares issued and to be issued upon exercise of options granted and to be granted pursuant to the Old Share Option Scheme and any other share options schemes of the Company to any person (including both exercised and outstanding options) in any 12-month period up to the date of grant of options shall not exceed 1% of the shares of the Company in issue, without prior approval from the Company's shareholders.

The Old Share Option Scheme was adopted pursuant to a resolution passed on 17 December 2001. The purpose of the Old Share Option Scheme is to provide the people and the parties working for the interest of the Group with an opportunity to obtain equity interest in the Company, thus linking their interest with the interest of the Group and thereby providing them with an incentive to work better for the interest of the Group. Under the Old Share Option Scheme, the Board of Directors of the Company may grant options to eligible employees, including Directors of the Company and its subsidiaries, to subscribe for shares in the Company. Additionally, the Company may, from time to time, grant share options to outside third parties for settlement in respect of goods or services provided to the Group.

### 34. 儲備 (續)

#### (iii) 匯兌儲備

匯兌儲備包括因海外業務財務報表換算產生的所有匯兌差額。該儲備乃根據附註2.5所列會計政策處理。

#### (iv) 其他儲備

其他儲備包括根據所載安排收回及將予註銷之託管股份之影響。

### 35. 購股權計劃

#### (a) 舊購股權計劃

本公司設有購股權計劃，向為本集團利益工作之人士提供獲得本公司股權之機會。除非獲得本公司股東事先批准，否則根據購股權計劃及任何其他購股權計劃可予授出之購股權所涉及股份數目，不得超過本公司不時已發行股份30%。除非獲得本公司股東事先批准，否則於授出購股權日期前任何十二個月期間，根據舊購股權計劃及本公司任何其他購股權計劃已經及將會授予任何人士之購股權（包括已行使及尚未行使購股權）獲行使時已經及將會發行之最高股數，不得超過本公司已發行股份1%。

本公司根據於二零零一年十二月十七日通過之決議案，採納舊購股權計劃。舊購股權計劃旨在向為本集團利益工作之人士及各方提供獲得本公司股權之機會，從而將彼等之利益與本集團之利益連結，以鼓勵彼等為本集團之利益付出更大努力。根據舊購股權計劃，本公司董事會可向合資格僱員（包括本公司及其附屬公司董事）授出購股權，以認購本公司股份。此外，本公司可不時向外界第三方授出購股權，以支付該等人士向本集團提供商品或服務之費用。

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For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 35. SHARE OPTION SCHEMES (continued)

#### (a) The Old Share Option Scheme (continued)

HK\$1 is payable on the acceptance of the option per grant. Options may generally be exercised at any time during a period to be notified by the Board to each grantee provided that the period within which the option must be exercised shall not be more than 10 years from the date of grant of the share option.

The exercise price is determined by the Board, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five Trading Days immediately preceding the date of grant; and (iii) the nominal value of a share.

On 13 April 2010, share options to subscribe for an aggregate of 84,000,000 shares of the Company were granted to certain directors and employees of the Company. The fair value of 84,000,000 share options granted under the share option scheme on 13 April 2010 was determined by the Directors to be HK\$23,382,573 with reference to a valuation performed by an independent firm of professional valuers using a binomial model. The inputs into the model included grant date share price of HK\$0.4, exercise price of HK\$0.419 per share, expected volatility of 103.41%, expected option life of 10 years, no expected dividend and estimated risk-free interest rate of 2.833%.

The Old Share Option Scheme adopted by the Company on 17 December 2001 had expired on 16 December 2011. The Company has adopted the New Share Option Scheme on 21 June 2012.

### 35. 購股權計劃 (續)

#### (a) 舊購股權計劃 (續)

接納購股權時須就每次授出之購股權支付1港元。購股權一般可於董事會通知各承授人之期間內任何時間行使，惟購股權之行使期限由授出購股權日期起計不得超過十年。

行使價由董事會釐定，將不低於下列三者之最高價格：(i)本公司股份於授出日期之收市價；(ii)股份於緊接授出日期前五個交易日之平均收市價；及(iii)股份面值。

於二零一零年四月十三日，向本公司若干董事及僱員授出可認購合共84,000,000股本公司股份之購股權。董事參考由獨立專業估值師按二項期權定價模式進行之估值後釐定，於二零一零年四月十三日根據購股權計劃授出之84,000,000份購股權之公平值為23,382,573港元。定價模式之輸入數據包括授出日期之股價為0.4港元、行使價為每股0.419港元、預期波幅為103.41%、預期購股權期限為10年、預期股息為零及估計無風險利率為2.833%。

本公司於二零零一年十二月十七日採納之舊購股權計劃於二零一一年十二月十六日已到期。本公司於二零一二年六月二十一日採納新購股權計劃。



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For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 35. SHARE OPTION SCHEMES (continued)

#### (a) The Old Share Option Scheme (continued)

The following table discloses the movements of the share options granted under the Old Share Option Scheme during the year ended 31 December 2018:

### 35. 購股權計劃 (續)

#### (a) 舊購股權計劃 (續)

下表披露截至二零一八年十二月三十一日止年度根據舊購股權計劃所授出購股權之變動：

Name of grantee	Date of grant	Exercise price	Exercisable period	Number of share options 購股權數目				Outstanding as at 31 December 2018 於二零一八年十二月三十一日尚未行使
				Outstanding as at 1 January 2018 於二零一八年一月一日尚未行使	Reclassification during the year 於年內重新分類	Exercised during the year 年內行使	Lapsed during the year 年內失效	
Lai Yuk Mui (executive director) 黎玉梅女士(執行董事)	13 April 2010 二零一零年四月十三日	HK\$0.419 0.419港元	13/04/2010 – 12/04/2020 二零一零年四月十三日至二零二零年四月十二日	3,186,158	-	-	-	3,186,158
Mr. Liu Runtong (non-executive director) 劉潤桐先生(非執行董事)	13 April 2010 二零一零年四月十三日	HK\$0.419 0.419港元	13/04/2010 – 12/04/2020 二零一零年四月十三日至二零二零年四月十二日	31,861,575	-	-	-	31,861,575
Professor Zhang Benzheng (independent non-executive director) 張本正教授(獨立非執行董事)	13 April 2010 二零一零年四月十三日	HK\$0.419 0.419港元	13/04/2010 – 12/04/2020 二零一零年四月十三日至二零二零年四月十二日	2,124,105	-	-	-	2,124,105
Sub-total for directors 董事小計				37,171,838	-	-	-	37,171,838
3 employees* 三名僱員*	13 April 2010 二零一零年四月十三日	HK\$0.419 0.419港元	13/04/2010 – 12/04/2020 二零一零年四月十三日至二零二零年四月十二日	45,668,257	-	-	-	45,668,257
Sub-total for employees 僱員小計				45,668,257	-	-	-	45,668,257
Total 總計				82,840,095	-	-	-	82,840,095
Weight average exercise price 加權平均行使價				0.419	-	-	-	0.419

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### 35. SHARE OPTION SCHEMES (continued)

#### (a) The Old Share Option Scheme (continued)

The following table discloses the movements of the share options granted under the Old Share Option Scheme during the year ended 31 December 2017:

Name of grantee	Date of grant	Exercise price	Exercisable period	Number of share options 購股權數目				Outstanding as at 31 December 2017 於二零一七年十二月三十一日尚未行使
				Outstanding as at 1 January 2017 於二零一七年一月一日尚未行使	Reclassification during the year 於年內重新分類	Exercised during the year 年內行使	Lapsed during the year 年內失效	
Lai Yuk Mui (executive director) 黎玉梅女士(執行董事)	13 April 2010 二零一零年四月十三日	HK\$0.419 0.419港元	13/04/2010 – 12/04/2020 二零一零年四月十三日至二零二零年四月十二日	3,186,158	-	-	-	3,186,158
Mr. Liu Runtong (non-executive director) 劉潤桐先生(非執行董事)	13 April 2010 二零一零年四月十三日	HK\$0.419 0.419港元	13/04/2010 – 12/04/2020 二零一零年四月十三日至二零二零年四月十二日	31,861,575	-	-	-	31,861,575
Professor Zhang Benzhen (independent non-executive director) 張本正教授(獨立非執行董事)	13 April 2010 二零一零年四月十三日	HK\$0.419 0.419港元	13/04/2010 – 12/04/2020 二零一零年四月十三日至二零二零年四月十二日	2,124,105	-	-	-	2,124,105
Sub-total for directors 董事小計				37,171,838	-	-	-	37,171,838
3 employees* 三名僱員*	13 April 2010 二零一零年四月十三日	HK\$0.419 0.419港元	13/04/2010 – 12/04/2020 二零一零年四月十三日至二零二零年四月十二日	45,668,257	-	-	-	45,668,257
1 employee* 一名僱員*	5 September 2007 二零零七年九月五日	HK\$0.215 0.215港元	05/09/2007 – 04/09/2017 二零零七年九月五日至二零一七年九月四日	4,248,210	-	-	(4,248,210)	-
Sub-total for employees 僱員小計				49,916,467	-	-	(4,248,210)	45,668,257
Total 總計				87,088,305	-	-	(4,248,210)	82,840,095
Weight average exercise price 加權平均行使價				0.409	-	-	-	0.419

### 35. 購股權計劃(續)

#### (a) 舊購股權計劃(續)

下表披露截至二零一七年十二月三十一日止年度根據舊購股權計劃所授出購股權之變動：

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### 35. SHARE OPTION SCHEMES (continued)

#### (a) The Old Share Option Scheme (continued)

As at 31 December 2018, the Company had 82,840,095 (2017: 82,840,095) share options outstanding for the share options granted under the Old Share Option Scheme. The exercise in full of the remaining share options would, under result in the issue of 82,840,095 (2017: 82,840,095) additional ordinary shares of the Company and additional share capital of HK\$828,401 and share premium of HK\$33,881,599 (2017: share capital of HK\$828,401 and share premium of HK\$33,881,599).

#### (b) The New Share Option Scheme

The Company operates a New Share Option scheme under which person working for the interest of the Group are entitled to an opportunity to obtain equity interest in the Company. The number of shares in respect of which options may be granted under the New Share Option Scheme and any other share option schemes is not permitted to exceed 30% of the shares of the Company in issue from time to time, without prior approval from the Company's shareholders. The maximum number of shares issued and to be issued upon exercise of options granted and to be granted pursuant to the New Share Option Scheme and any other share options schemes of the Company to any person (including both exercised and outstanding options) in any 12-month period up to the date of grant of options shall not exceed 1% of the shares of the Company in issue, without prior approval from the Company's shareholders.

### 35. 購股權計劃 (續)

#### (a) 舊購股權計劃 (續)

於二零一八年十二月三十一日，本公司有82,840,095份（二零一七年：82,840,095份）根據舊購股權計劃授出之購股權尚未行使。倘餘下之購股權獲全面行使，將導致額外發行82,840,095股（二零一七年：82,840,095股）本公司普通股，以及產生額外股本828,401港元及股份溢價33,881,599港元（二零一七年：股本828,401港元及股份溢價33,881,599港元）。

#### (b) 新購股權計劃

本公司設有新購股權計劃，向為本集團利益工作之人士提供獲得本公司股權之機會。除非獲得本公司股東事先批准，否則根據新購股權計劃及任何其他購股權計劃可予授出之購股權所涉及股份數目，不得超過本公司不時已發行股份30%。除非獲得本公司股東事先批准，否則於授出購股權日期前任何十二個月期間，根據新購股權計劃及本公司任何其他購股權計劃已經及將會授予任何人士之購股權（包括已行使及尚未行使購股權）獲行使時已經及將會發行之最高股數，不得超過本公司已發行股份1%。

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For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 35. SHARE OPTION SCHEMES (continued)

#### (b) The New Share Option Scheme (continued)

The New Share Option Scheme was adopted pursuant to a resolution passed on 21 June 2012. The purpose of the New Share Option Scheme is to provide the people and the parties working for the interest of the Group with an opportunity to obtain equity interest in the Company, thus linking their interest with the interest of the Group and there by providing them with an incentive to work better for the interest of the Group. Under the New Share Option Scheme, the Board of Directors of the Company may grant options to eligible employees, including Directors of the Company and its subsidiaries, to subscribe for shares in the Company. Additionally, the Company may, from time to time, grant share options to outside third parties for settlement in respect of goods or services provided to the Group.

HK\$1 is payable on the acceptance of the option per grant. Options may generally be exercised at any time during a period to be notified by the Board to each grantee provided that the period within which the option must be exercised shall not be more than 10 years from the date of grant of the share option.

The exercise price is determined by the Board, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five Trading Days immediately preceding the date of grant; and (iii) the nominal value of a share of the Company.

### 35. 購股權計劃 (續)

#### (b) 新購股權計劃 (續)

本公司根據於二零一二年六月二十一日通過之決議案，採納新購股權計劃。新購股權計劃旨在向為本集團利益工作之人士提供獲得本公司股權之機會，從而將彼等之利益與本集團之利益連結，以鼓勵彼等為本集團之利益付出更大努力。根據新購股權計劃，本公司董事會可向合資格僱員（包括本公司及其附屬公司董事）授出購股權，以認購本公司股份。此外，本公司可不時向外界第三方授出購股權，以支付該等人士向本集團提供商品或服務之費用。

接納購股權時須就每次授出之購股權支付1港元。購股權一般可於董事會通知各承授人之期間內任何時間行使，惟購股權之行使期限由授出購股權日期起計不得超過十年。

行使價由董事會釐定，將不低於下列三者之最高價格：(i)本公司股份於授出日期之收市價；(ii)股份於緊接授出日期前五個交易日之平均收市價；及(iii)本公司股份面值。

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For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 35. SHARE OPTION SCHEMES (continued)

#### (b) The New Share Option Scheme (continued)

The following table discloses the movements of the share options granted under the New Share Option Scheme during the year ended 31 December 2018:

### 35. 購股權計劃 (續)

#### (b) 新購股權計劃 (續)

下表披露截至二零一八年十二月三十一日止年度根據新購股權計劃所授出購股權之變動：

Name of grantee	Date of grant	Exercise price	Exercisable period	Number of share options			Outstanding as at 31 December 2018 於二零一八年十二月三十一日尚未行使
				Outstanding as at 1 January 2018 於二零一八年一月一日尚未行使	Granted during the year	Lapsed during the year	
承授人姓名	授出日期	行使價	行使期間	購股權數目			
Mr. James Beeland Rogers Jr. (non-executive Director)	22 September 2014	HK\$0.518	22/09/2014 – 21/09/2024	20,000,000	-	-	20,000,000
James Beeland Rogers Jr.先生 (非執行董事)	二零一四年 九月二十二日	0.518港元	二零一四年九月二十二日至 二零二四年九月二十一日				
Mr. James Beeland Rogers Jr. (non-executive Director)	16 October 2015	HK\$0.238	16/10/2015 – 15/10/2025	20,000,000	-	-	20,000,000
James Beeland Rogers Jr.先生 (非執行董事)	二零一五年 十月十六日	0.238港元	二零一五年十月十六日至 二零二五年十月十五日				
Mr. James Beeland Rogers Jr. (non-executive Director)	9 November 2016	HK\$0.15	09/11/2016 – 08/11/2026	20,000,000	-	-	20,000,000
James Beeland Rogers Jr.先生 (非執行董事)	二零一六年 十一月九日	0.15港元	二零一六年十一月九日至 二零二六年十一月八日				
Total 總計				60,000,000	-	-	60,000,000
Weight average exercise price 加權平均行使價				0.302	-	-	0.302

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### 35. SHARE OPTION SCHEMES (continued)

#### (b) The New Share Option Scheme (continued)

The following table discloses the movements of the share options granted under the New Share Option Scheme during the year ended 31 December 2017:

Name of grantee	Date of grant	Exercise price	Exercisable period	Number of share options			Outstanding as at 31 December 2017 於二零一七年十二月三十一日尚未行使
				Outstanding as at 1 January 2017 於二零一七年一月一日尚未行使	Granted during the year	Lapsed during the year	
Mr. James Beeland Rogers Jr. (non-executive Director)	22 September 2014	HK\$0.518	22/09/2014 – 21/09/2024	20,000,000	-	-	20,000,000
James Beeland Rogers Jr.先生 (非執行董事)	二零一四年九月二十二日	0.518港元	二零一四年九月二十二日至二零二四年九月二十一日				
Mr. James Beeland Rogers Jr. (non-executive Director)	16 October 2015	HK\$0.238	16/10/2015 – 15/10/2025	20,000,000	-	-	20,000,000
James Beeland Rogers Jr.先生 (非執行董事)	二零一五年十月十六日	0.238港元	二零一五年十月十六日至二零二五年十月十五日				
Mr. James Beeland Rogers Jr. (non-executive Director)	9 November 2016	HK\$0.15	09/11/2016 – 08/11/2026	20,000,000	-	-	20,000,000
James Beeland Rogers Jr.先生 (非執行董事)	二零一六年十一月九日	0.15港元	二零一六年十一月九日至二零二六年十一月八日				
Total 總計				60,000,000	-	-	60,000,000
Weight average exercise price 加權平均行使價				0.302	-	-	0.302

As at 31 December 2018, the Company had 60,000,000 (2017: 60,000,000) share options outstanding for the share options granted under the New Share Option Scheme. The exercise in full of the remaining share options would result in the issue of 60,000,000 (2017: 60,000,000) additional ordinary shares of the Company and additional share capital of HK\$600,000 (2017: HK\$600,000) and share premium of HK\$17,520,000 (2017: HK\$17,520,000).

### 35. 購股權計劃 (續)

#### (b) 新購股權計劃 (續)

下表披露截至二零一七年十二月三十一日止年度根據新購股權計劃所授出購股權之變動：

Name of grantee	Date of grant	Exercise price	Exercisable period	Number of share options			Outstanding as at 31 December 2017 於二零一七年十二月三十一日尚未行使
				Outstanding as at 1 January 2017 於二零一七年一月一日尚未行使	Granted during the year	Lapsed during the year	
Mr. James Beeland Rogers Jr. (non-executive Director)	22 September 2014	HK\$0.518	22/09/2014 – 21/09/2024	20,000,000	-	-	20,000,000
James Beeland Rogers Jr.先生 (非執行董事)	二零一四年九月二十二日	0.518港元	二零一四年九月二十二日至二零二四年九月二十一日				
Mr. James Beeland Rogers Jr. (non-executive Director)	16 October 2015	HK\$0.238	16/10/2015 – 15/10/2025	20,000,000	-	-	20,000,000
James Beeland Rogers Jr.先生 (非執行董事)	二零一五年十月十六日	0.238港元	二零一五年十月十六日至二零二五年十月十五日				
Mr. James Beeland Rogers Jr. (non-executive Director)	9 November 2016	HK\$0.15	09/11/2016 – 08/11/2026	20,000,000	-	-	20,000,000
James Beeland Rogers Jr.先生 (非執行董事)	二零一六年十一月九日	0.15港元	二零一六年十一月九日至二零二六年十一月八日				
Total 總計				60,000,000	-	-	60,000,000
Weight average exercise price 加權平均行使價				0.302	-	-	0.302

於二零一八年十二月三十一日，本公司有60,000,000份(二零一七年：60,000,000份)根據新購股權計劃授出之購股權尚未行使。倘餘下之購股權獲全面行使，將導致額外發行60,000,000股(二零一七年：60,000,000股)本公司普通股，以及產生額外股本600,000港元(二零一七年：600,000港元)及股份溢價17,520,000港元(二零一七年：17,520,000港元)。

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### 35. SHARE OPTION SCHEMES (continued)

#### (b) The New Share Option Scheme (continued)

The share options granted to Mr. James Beeland Rogers Jr. may be exercisable at any time during the exercisable period. In the event that the service agreement is terminated before the term ends, they shall be entitled to the said share options on a pro rata basis, and any excess share options granted to but not exercised by them shall lapse.

#### (c) Fair value of share options and assumptions

The fair value of share options granted under the scheme at the date of grant was determined using the Binomial option pricing model with the following inputs:

Date of grant	授出日期	9 November 2016 二零一六年 十一月九日
Fair value at the date of grant	於授出日期之公平值	HK\$0.075
Exercise price per share	每股行使價	HK\$0.15
Expected volatility	預期波幅	83%
Expected dividend yield	預期股息收益率	-
Expected option period (years)	預期購股權期限(年)	10
Risk-free rate	無風險利率	1.01%

The expected volatility is based on the historical volatility of the shares of the Company over the expected option period. Changes in the subjective input assumptions could materially affect the fair value of the share options granted. During the year, no equity-settled share-based payment has been recognised in profit or loss (2017: HK\$877,444).

### 35. 購股權計劃 (續)

#### (b) 新購股權計劃 (續)

授予James Beeland Rogers Jr.先生之購股權可於行使期內任何時間予以行使。倘服務協議於期限結束前被終止，彼等將有權按比例享有上述購股權，而彼等已獲授但沒有行使之任何超額購股權將告失效。

#### (c) 購股權之公平值及假設

於授出日期根據購股權計劃授出之購股權之公平值乃採用二項式期權定價模式按下列輸入數據釐定：

預期購股權期內的預期波幅乃根據本公司股份過往之股價波幅計算。該等主觀輸入假設之變動或會嚴重影響已授出購股權之公平值。年內，並無以股本結算並以股份支付於損益中確認（二零一七年：877,444港元）。

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### 36. OPERATING LEASE COMMITMENTS

#### The Group as lessee

As at 31 December 2018, the Group had future aggregated minimum lease payments under non-cancelable operating leases in respect of rented premises as follows:

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
No later than one year	一年內	2,382,575	2,598,200
Later than one year and no later than five years	一年後及五年內	3,238,279	6,081,780
		5,620,854	8,679,980

Leases in respect of rented office premises are negotiated for an average period of one to five years (2017: one to five years).

### 37. TRANSACTIONS WITH NON-CONTROLLING INTERESTS

The Group completed making the additional capital contribution of RMB50,000,000 (equivalent to HK\$60,362,500) to Sheng Yu Hong Jia on 25 October 2018. Following completion of making the additional capital contribution to Sheng Yu Hong Jia, the Group increased 3.33% interest held in Sheng Yu Hong Jia, the Sheng Yu Hong Jia is owned as to 93.33% by the Group and as to 6.67% by an independent third party joint venture partner. Immediately prior to the additional capital contribution, the carrying amount of the additional 3.33% non-controlling interest in Sheng Yu Hong Jia was RMB14,947 (equivalent to HK\$16,956). The Group recognised a decrease in non-controlling interest and increase in equity attributable of HK\$16,956.

### 36. 經營租約承擔

#### 本集團作為承租人

於二零一八年十二月三十一日，本集團根據不可撤銷經營租約就租用物業應付之未來最低租賃款項總值如下：

	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
No later than one year	2,382,575	2,598,200
Later than one year and no later than five years	3,238,279	6,081,780
	5,620,854	8,679,980

租用辦公室物業之租期平均商定為一至五年（二零一七年：一至五年）。

### 37. 非控股權益交易

本集團已於二零一八年十月二十五日完成向盛渝泓嘉作出人民幣50,000,000元（相等於60,362,500港元）之額外出資。完成向盛渝泓嘉作出之額外出資後，本集團增持盛渝泓嘉3.33%權益，盛渝泓嘉由本集團及一名獨立第三方合營夥伴分別擁有93.33%權益及6.67%權益。緊接額外出資前，於盛渝泓嘉之額外3.33%非控股權益之賬面值為人民幣14,947元（相當於16,956港元）。本集團確認減少非控股權益及增加應佔權益16,956港元。



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### 37. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (continued)

On 10 February 2017, the Group acquired an additional 25% of the registered capital of Shenzhen Guoyin Brilliant Precious Metals Limited for RMB1,640,001 (equivalent to HK\$1,843,639) from non-controlling interests. Immediately prior to the purchase, the carrying amount of the 25% non-controlling interest in Shenzhen Guoyin Brilliant Precious Metals Limited was RMB2,951,756 (equivalent to HK\$3,318,276). The Group recognised a decrease in non-controlling interest of HK\$3,318,276 and increase in equity attributable to owners of the parent of HK\$1,474,637.

The effect on the equity attributable to the Group during the year is summarized as follows:

### 37. 非控股權益交易 (續)

於二零一七年二月十日，本集團向非控股權益以人民幣1,640,001元（相等於1,843,639港元）收購深圳國銀盛世貴金屬經營有限公司之額外25%註冊資本。緊接收購前，於深圳國銀盛世貴金屬經營有限公司之25%非控股權益之賬面值為人民幣2,951,756元（相當於3,318,276港元）。本集團確認非控股權益減少3,318,276港元及母公司擁有人應佔權益增加1,474,637港元。

年內對本集團應佔權益之影響概述如下：

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Carrying amount of non-controlling interests acquired	已收購非控股權益之賬面值	16,956	3,318,276
Consideration paid to non-controlling interests	已付非控股權益代價	-	(1,843,639)
Excess of consideration paid recognised in the transactions with non-controlling interests reserve within equity	於權益中之非控股權益交易儲備確認超過已付代價之金額	16,956	1,474,637

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For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 38. SIGNIFICANT RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these consolidated financial statements, the Group had the following significant related party transactions during the year:

### 38. 重大有關連人士交易

除此綜合財務報表其他章節披露之交易及結餘外，本集團於年內訂立以下重大有關連人士交易：

		Note 附註	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Service income received from Guangdong Brightzone Financial Company Limited ("Guangdong Brightzone")	自廣東博眾證券投資諮詢有限公司（「廣東博眾」）收取之服務收入	(i)	222,418	839,363
Unsecured borrowings from related party	來自有關連人士之無抵押借款	(ii)	-	47,836,800
<hr/>				
			2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Key management compensation	主要管理人員之薪酬			
- Salaries and other short-term employee benefits	- 薪金及其他短期僱員福利		2,775,000	2,775,000
- Share options	- 購股權		-	877,444
- Post-employment benefits	- 離職福利		36,000	36,000
			<b>2,811,000</b>	3,688,444

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### 38. SIGNIFICANT RELATED PARTY TRANSACTIONS

(continued)

Notes:

- (i) Wealth Alliance (a wholly-owned subsidiary of the Company) entered into an agreement with Guangdong Brightzone pursuant to which Guangdong Brightzone has appointed Wealth Alliance for the website operation and sales promotion services. The service income was based on terms agreed between the parties involved. Guangdong Brightzone is owned as to 51.43% by Shenzhen Guangxin and the remaining interests by independent third parties.

Shenzhen Guangxin Investment Company Limited is controlled by Ms. Chen Dongjin. Ms. Chen Dongjin is the spouse of Mr. Wang Wenming (who is a former Director of the Company) and is therefore an associate of a connected person of the Company as defined in the GEM Listing Rules. Accordingly, the transactions between Wealth Alliance and Guangdong Brightzone under the Sales Agency Agreement constitute continuing connected transactions on the part of the Company under the GEM Listing Rules.

- (ii) During the year 2017, one of the Group's subsidiaries entered into a loan agreement with 四川德勝集團鈦鈷有限公司 (transliterated as Sichuan Desheng Group Vanadium & Titanium Co., Ltd.) ("Sichuan Desheng") for borrowing an unsecured loan in amount of RMB40,000,000, bearing interest of 8% per annum and repayable within one year. The amount and interest of RMB204,444 (equivalent to HK\$241,003) was fully repaid during the year 2018.

Sichuan Desheng is controlled by the father-in-law of Mr. Wong Jiawei, the Company's Director and is therefore a deemed connected person of the Company as defined in the GEM Listing Rules. Accordingly, the borrowing transaction constitutes connected transaction on the party of the Company under the GEM Listing Rules.

The Company has given a corporate guarantee to the extent of HK\$30,230,000 (2017: HK\$30,230,000) to a bank in respect of general banking facility granted to two (2017: two) of its subsidiaries. As at 31 December 2018, an amount of HK\$4,497,498 (2017: HK\$6,556,013) of such facility was being utilized by the subsidiaries. In the opinion of the Directors, no material liabilities will arise from the above corporate guarantee which arose in the ordinary course of business and fair value of the corporate guarantee granted by the Company is immaterial.

### 38. 重大有關連人士交易 (續)

附註：

- (i) 富盟(本公司之全資附屬公司)與廣東博眾訂立協議，據此，廣東博眾委託富盟提供網站運營及產品的網絡銷售策劃服務，服務收入乃根據雙方商定的條款釐定。廣東博眾分別由深圳廣信及獨立第三方擁有51.43%及剩餘權益。

深圳市廣信投資有限公司由陳冬瑾女士控制。陳冬瑾女士為本公司前任董事王文明先生之配偶，因此，為本公司有關連人士之聯繫人(定義見GEM上市規則)。因此，根據GEM上市規則，富盟與廣東博眾根據銷售代理協議進行之交易構成本公司之持續關連交易。

- (ii) 於2017年，本集團的一間附屬公司與四川德勝集團鈦鈷有限公司(「四川德勝」)訂立貸款協議，無抵押借款人民幣40,000,000元。該借款按每年8厘計息，於一年內還款。有關款項及利息人民幣204,444元(相等於241,003港元)已於二零一八年內悉數償還。

四川德勝由本公司董事王嘉偉先生之岳父控制，因此根據GEM上市規則被視為本公司之關連人士。因此，根據GEM上市規則，借款交易構成本公司之持續關連交易。

本公司已就授予其中兩家(二零一七年：兩家)附屬公司之一般銀行信貸向銀行作出30,230,000港元(二零一七年：30,230,000港元)之公司擔保。於二零一八年十二月三十一日，該等附屬公司動用之融資金額為4,497,498港元(二零一七年：6,556,013港元)。董事認為，於日常業務中訂立之上述公司擔保不會產生重大負債，且本公司所授出公司擔保之公平值並不重大。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

### 39. 本公司財務狀況報表

		Note 附註	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、機器及設備		294,290	155,025
Investments in subsidiaries	於附屬公司之投資	18	168,317,500	107,955,000
Interests in associates	於聯營公司之權益		–	–
Amounts due from subsidiaries	應收附屬公司款項		58,948,266	54,742,373
			<b>227,560,056</b>	162,852,398
<b>Current assets</b>	<b>流動資產</b>			
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		528,186	213,838
Bank balances and cash	銀行結餘及現金		69,185,398	40,248,949
			<b>69,713,584</b>	40,462,787
<b>Total assets</b>	<b>資產總值</b>		<b>297,273,640</b>	203,315,185
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables and accruals	其他應付款項及應計款項		817,500	903,500
Amounts due to subsidiaries	應付附屬公司款項		13,606,591	13,606,591
			<b>14,424,091</b>	14,510,091
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>55,289,493</b>	25,952,696
<b>Net assets</b>	<b>資產淨值</b>		<b>282,849,549</b>	188,805,094
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本		77,489,582	64,989,582
Share premium	股份溢價		1,673,298,866	1,614,798,866
Other reserve	其他儲備		–	(16,000,000)
Share-based compensation reserve	股份補償儲備		30,554,498	30,554,498
Accumulated losses	累計虧損		(1,498,493,397)	(1,505,537,852)
<b>Total equity</b>	<b>權益總值</b>		<b>282,849,549</b>	188,805,094

Wang Jiawei

王嘉偉

Director

董事

Lai Yuk Mui

黎玉梅

Director

董事

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 40. RESERVE OF THE COMPANY

### 40. 本公司儲備

		Share capital	Share premium	Other reserve	Share-based compensation reserve	Accumulated losses	Total equity
		股本	股份溢價	其他儲備	股份補償儲備	累計虧損	權益總值
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元
Balance as at 1 January 2017	於二零一七年一月一日之結餘	64,989,582	1,614,798,866	-	30,383,874	(1,075,848,867)	634,323,455
Loss for the year	年內虧損	-	-	-	-	(430,395,805)	(430,395,805)
Equity-settled share option arrangements	以股權結算之購股權安排	-	-	-	877,444	-	877,444
Share retrieval from escrow arrangement	收回託管安排之股份	-	-	(16,000,000)	-	-	(16,000,000)
Transfer of share-based compensation reserve upon the lapse of share options	購股權失效時轉撥股份補償儲備	-	-	-	(706,820)	706,820	-
Balance as at 31 December 2017	於二零一七年十二月三十一日之結餘	64,989,582	1,614,798,866	(16,000,000)	30,554,498	(1,505,537,852)	188,805,094
Balance as at 1 January 2018	於二零一八年一月一日之結餘	<b>64,989,582</b>	<b>1,614,798,866</b>	<b>(16,000,000)</b>	<b>30,554,498</b>	<b>(1,505,537,852)</b>	<b>188,805,094</b>
Profit for the year	年內利潤	-	-	-	-	7,044,455	7,044,455
Cancellation of shares under escrow arrangement	註銷託管安排之股份	(2,000,000)	(14,000,000)	16,000,000	-	-	-
New issuance during the year	年內新發行	14,500,000	72,500,000	-	-	-	87,000,000
Balance as at 31 December 2018	於二零一八年十二月三十一日之結餘	<b>77,489,582</b>	<b>1,673,298,866</b>	<b>-</b>	<b>30,554,498</b>	<b>(1,498,493,397)</b>	<b>282,849,549</b>

# FINANCIAL SUMMARY

## 財務概要

A summary of the results and of the assets and liabilities of the Group for the last five financial years as extracted from the published audited consolidated financial statements is set out below:

摘錄自己刊發經審核綜合財務報表之本集團過去五個財政年度業績以及資產與負債概要載列如下：

		Year ended 31 December 截至十二月三十一日止年度				
		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元	2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元	2014 二零一四年 HK\$ 港元
<b>RESULTS</b>	<b>業績</b>					
Revenue	收益	<b>344,830,978</b>	29,186,397	8,896,415	45,714,003	40,616,592
(Loss)/profit before income tax	除所得稅前(虧損)/利潤	<b>(32,014,898)</b>	(138,848,753)	(277,782,737)	(79,676,433)	120,366,125
Income tax income/(expense)	所得稅收入/(開支)	<b>181,520</b>	2,545,494	32,879,188	18,628,673	(3,147,706)
Profit from discontinued operation	已終止經營業務利潤	-	-	-	-	-
(Loss)/profit for the year	年內(虧損)/利潤	<b>(31,833,378)</b>	(136,303,259)	(244,903,549)	(61,047,760)	117,218,419
Attributable to:	應佔:					
Owners of the Company	本公司擁有人	<b>(31,213,014)</b>	(136,497,133)	(244,075,407)	(62,850,046)	114,540,442
Non-controlling interests	非控股權益	<b>(620,364)</b>	193,874	(828,142)	1,802,286	2,677,977
		<b>(31,833,378)</b>	(136,303,259)	(244,903,549)	(61,047,760)	117,218,419

		Year ended 31 December 截至十二月三十一日止年度				
		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元	2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元	2014 二零一四年 HK\$ 港元
<b>ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS</b>	<b>資產、負債及非控股權益</b>					
Total assets	資產總值	<b>412,131,704</b>	409,576,495	500,383,613	802,266,703	900,049,433
Total liabilities	負債總值	<b>(33,955,949)</b>	(72,711,195)	(31,346,192)	(71,550,339)	(98,789,783)
Non-controlling interests	非控股權益	<b>(13,557,403)</b>	(14,903,119)	(6,215,475)	(7,006,907)	(5,267,851)
		<b>364,618,352</b>	321,962,181	462,821,946	723,709,457	795,991,799



華億金控集團有限公司

**SINOFORTUNE FINANCIAL HOLDINGS LIMITED**