

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本公告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。



(於開曼群島註冊成立並於百慕達存續之有限公司)

(股份代號：8215)

截至二零一九年十二月三十一日止年度 全年業績公告

第一信用金融集團有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然宣佈，本公司及其附屬公司截至二零一九年十二月三十一日止年度的經審核全年業績。本公告載有本公司截至二零一九年十二月三十一日止年度年報(「二零一九年年報」)的全文，符合香港聯合交易所有限公司GEM證券上市規則(「GEM上市規則」)有關附帶全年業績初步公告的資料的相關規定。本公司二零一九年年報的印刷本會於適時向本公司股東寄發。

代表董事會
第一信用金融集團有限公司
執行董事
黃啟倫

香港，二零二零年三月二十三日

於本公告日期，董事會由執行董事謝絲女士、黃啟倫先生及賴思好女士，以及獨立非執行董事馮錦文博士、王志維先生、陳通德先生、李龍先生及蔡思聰先生組成。

本公告的資料乃遵照GEM上市規則而刊載，旨在提供有關本公司的資料；本公司的董事願就本公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，本公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，且並無遺漏任何事項，足以令致本公告或其所載任何陳述產生誤導。

本公告將由刊登之日起至少七日在GEM網站(www.hkgem.com)「最新公司公告」網頁刊載。本公告亦會在本公司網站(www.fcfg.com.hk)刊載及保存。

Characteristics of GEM of The Stock Exchange of Hong Kong Limited (“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.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this annual report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this annual report.

This annual report, for which the directors (“Directors”) of First Credit Finance Group Limited (“Company”) 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 (“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 annual 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 annual 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主板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。

香港交易及結算所有限公司及聯交所對本年報的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本年報全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

本年報的資料乃遵照聯交所GEM證券上市規則(「GEM上市規則」)而刊載，旨在提供有關第一信用金融集團有限公司(「本公司」)的資料；本公司的董事(「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，本年報所載資料在各重要方面均屬準確完整，沒有誤導或欺騙成分，且並無遺漏任何其他事項，足以令致本年報或其所載任何陳述產生誤導。

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Corporate Information 公司資料

DIRECTORS

EXECUTIVE DIRECTORS

Mr. Li Sin Hung Maxim (*Chairman*) (deceased on 9 March 2020)
 Ms. Xie Si
 Mr. Wong Kai Lun
 Ms. Lai Szu Yu
 Ms. Cao Huifang (resigned on 30 April 2019)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Fung Kam Man
 Mr. Wang Zhiwei
 Mr. Chan Tung Tak Alain
 Mr. Li Long
 Mr. Choy Sze Chung Jojo

AUTHORISED REPRESENTATIVES

Ms. Cheang Yee Wah Eva
 Mr. Li Sin Hung Maxim (deceased on 9 March 2020)
 Mr. Wong Kai Lun (appointed as an authorised representative on 11 March 2020)

AUDIT COMMITTEE MEMBERS

Mr. Choy Sze Chung Jojo (*Chairman*)
 Dr. Fung Kam Man
 Mr. Wang Zhiwei
 Mr. Chan Tung Tak Alain

NOMINATION COMMITTEE MEMBERS

Mr. Li Sin Hung Maxim (*Chairman*) (deceased on 9 March 2020)
 Mr. Chan Tung Tak Alain (*Chairman*) (appointed as the chairman of nomination committee on 23 March 2020)
 Dr. Fung Kam Man
 Mr. Wang Zhiwei
 Mr. Choy Sze Chung Jojo

REMUNERATION COMMITTEE MEMBERS

Dr. Fung Kam Man (*Chairman*)
 Mr. Li Sin Hung Maxim (deceased on 9 March 2020)
 Mr. Wang Zhiwei
 Mr. Chan Tung Tak Alain
 Mr. Choy Sze Chung Jojo

COMPLIANCE COMMITTEE MEMBERS

Dr. Fung Kam Man (*Chairman*)
 Mr. Wang Zhiwei
 Mr. Chan Tung Tak Alain
 Mr. Choy Sze Chung Jojo
 Ms. Lai Szu Yu

CREDIT COMMITTEE MEMBERS

Mr. Li Sin Hung Maxim (deceased on 9 March 2020)
 Ms. Xie Si
 Mr. Wong Kai Lun
 Ms. Lai Szu Yu
 Ms. Cao Huifang (resigned on 30 April 2019)

董事

執行董事

李錄洪先生(*主席*)(於二零二零年三月九日離世)
 謝絲女士
 黃啟倫先生
 賴思好女士
 曹慧芳女士(於二零一九年四月三十日辭任)

獨立非執行董事

馮錦文博士
 王志維先生
 陳通德先生
 李龍先生
 蔡思聰先生

授權代表

蔣綺華女士
 李錄洪先生(於二零二零年三月九日離世)
 黃啟倫先生(於二零二零年三月十一日獲委任為授權代表)

審核委員會成員

蔡思聰先生(*主席*)
 馮錦文博士
 王志維先生
 陳通德先生

提名委員會成員

李錄洪先生(*主席*)(於二零二零年三月九日離世)
 陳通德先生(*主席*)(於二零二零年三月二十三日獲委任為提名委員會主席)
 馮錦文博士
 王志維先生
 蔡思聰先生

薪酬委員會成員

馮錦文博士(*主席*)
 李錄洪先生(於二零二零年三月九日離世)
 王志維先生
 陳通德先生
 蔡思聰先生

合規委員會成員

馮錦文博士(*主席*)
 王志維先生
 陳通德先生
 蔡思聰先生
 賴思好女士

信貸委員會成員

李錄洪先生(於二零二零年三月九日離世)
 謝絲女士
 黃啟倫先生
 賴思好女士
 曹慧芳女士(於二零一九年四月三十日辭任)

Corporate Information 公司資料 (continued 續)

REDIT REVIEW COMMITTEE MEMBERS

Dr. Fung Kam Man (*Chairman*)
Mr. Wang Zhiwei
Mr. Chan Tung Tak Alain

COMPLIANCE OFFICER

Ms. Lai Szu Yu

COMPANY SECRETARY

Ms. Cheang Yee Wah Eva

AUDITORS

Elite Partners CPA Limited
Certified Public Accountant

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEADQUARTERS, HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

21/F.–22/F., Fung House
19–20 Connaught Road Central
Central, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

The Hong Kong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited

STOCK CODE

8215

WEBSITE OF THE COMPANY

www.fcfg.com.hk

信貸覆核委員會成員

馮錦文博士(主席)
王志維先生
陳通德先生

監察主任

賴思好女士

公司秘書

蔣綺華女士

核數師

開元信德會計師事務所有限公司
執業會計師

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港總部、總辦事處及主要營業地點

香港中環
干諾道中19–20號
馮氏大廈21–22樓

股份過戶登記總處

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

主要往來銀行

香港上海滙豐銀行有限公司
中國銀行(香港)有限公司

股份代號

8215

本公司網站

www.fcfg.com.hk

Management Discussion and Analysis 管理層討論及分析

BUSINESS REVIEW AND PROSPECTS

During the year ended 31 December 2019, the Company and its subsidiaries (collectively referred to as the “**Group**”) continued to focus on conducting money lending business by providing both secured and unsecured loans to customers, including individuals, corporations and foreign domestic workers. The Group’s average loan balance increased from approximately HK\$897.42 million as at 31 December 2018 to approximately HK\$961.89 million as at 31 December 2019. In order to enhance its competitiveness and to maintain its market position within the ever changing industry and economy, the Group has continued to develop its loan portfolio by diversifying its customer base, in particular individual and corporate customers from different market segments. Meanwhile, to ensure the credit quality of loan portfolio from time to time, the Group puts considerable effort in strengthening the credit risk control by reviewing and modifying its current credit assessments and control measures.

The Group had also carried on securities trading business during the year under review which involved the provision of services in relation to securities brokerage and proprietary investments in listed securities through Asia Wealth Securities Limited (“**Asia Wealth Securities**”), a wholly-owned subsidiary of the Company, which held the licence to carry on Type 1 (dealing in securities) regulated activity (“**Type 1 Licence**”) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**SFO**”). After considering the prevailing market situation and the overall performance of its securities brokerage and margin financing business (“**Securities Brokerage Business**”), the Group ceased to carry on the Securities Brokerage Business in mid-August 2019. In early September 2019, Asia Wealth Securities notified the Securities and Futures Commission of Hong Kong (“**SFC**”) of the cessation of the Securities Brokerage Business and requested the SFC to revoke the Type 1 Licence. The Type 1 Licence was revoked by the SFC on 21 October 2019.

The Group will continue to engage in proprietary investment in listed securities. In the future, while maintaining consistent availability of liquidity for money lending business, the Group will closely monitor its cash position and explore potential investment opportunities, including but not limited to investments in bonds, debt instruments, listed equity securities or project-based investments, subject to the prevailing market condition and the position of the Group. In pursuing the investment opportunities, the Group will take into account the potential returns and seek to minimise the possible market risks and liquidity risks.

業務回顧及展望

截至二零一九年十二月三十一日止年度，本公司及其附屬公司（統稱為「**本集團**」）繼續專注於經營放債業務，向客戶（包括個人、公司及外籍家庭傭工）提供有抵押及無抵押貸款。本集團的平均貸款結餘由二零一八年十二月三十一日約897,420,000港元增加至二零一九年十二月三十一日約961,890,000港元。為求在瞬息萬變的行業及經濟中增強競爭力及維持市場地位，本集團繼續透過擴大客戶基礎（尤其是來自不同市場的個人及企業客戶），發展其貸款組合。同時，為不時確保貸款組合的信貸品質，本集團著力檢討及修改現有信貸評估及監控措施，以加強信貸風險監控。

於回顧年度，本集團亦透過本公司的全資附屬公司亞洲創富證券有限公司（「**亞洲創富證券**」）進行證券買賣業務，該公司持有香港法例第571章證券及期貨條例（「**證券及期貨條例**」）下牌照，可進行第1類（證券交易）受規管活動（「**第1類牌照**」），涉及提供有關證券經紀的服務及上市證券全權投資。考慮到現行市況及證券經紀及保證金融資業務（「**證券經紀業務**」）的整體表現後，本集團於二零一九年八月中旬終止進行證券經紀業務。於二零一九年九月上旬，亞洲創富證券知會香港證券及期貨事務監察委員會（「**證監會**」）有關終止證券經紀業務，並請求證監會撤銷第1類牌照。第1類牌照於二零一九年十月二十一日獲證監會撤銷。

本集團將會繼續上市證券的全權投資。本集團未來將繼續維持足夠流動資金供放債業務之用，同時緊密監察其現金狀況，並視乎現行市況及本集團的狀況，探索潛在投資商機，包括但不限於投資債券、債務工具、上市股本證券或以項目為基礎的投資。尋求投資商機時，本集團將考慮潛在回報，亦會盡力減少潛在市場風險及現金流量風險。

Management Discussion and Analysis 管理層討論及分析 (continued 續)

Looking forward, with the ultimate aim to maximise value for shareholders and enhance its position in the competitive industry, the Group will continue to strive for maintaining revenue growth and credit quality on the basis of its experience in money lending business. Meanwhile, the Group will closely monitor its capital base from time to time to ensure sufficient funding is maintained through various means for capturing and supporting different potential opportunities.

FINANCIAL REVIEW

REVENUE

The Group's revenue for the year under review is derived from interest received from the provision of various types of loan products as well as commission received from the provision of securities brokerage services to its customers.

For the year ended 31 December 2019, the revenue generated was approximately HK\$88.88 million, representing a slight decrease of approximately 4.18% over the revenue of approximately HK\$92.76 million recorded for the year ended 31 December 2018. For the year under review, the revenue mainly comprised loan interest income while the revenue derived from the securities trading segment was negligible as a result of reduced trading transactions and the cessation of the Securities Brokerage Business during the year under review.

The slight decrease in revenue was mainly attributable to the decrease in the average interest rate in the money lending business. While the Group's average loan balance slightly increased by approximately 7.18% to approximately HK\$961.89 million for the year under review as compared to approximately HK\$897.42 million for the corresponding period in 2018, the average interest rate in the money lending business recorded a decrease from approximately 10.33% per annum for the year ended 31 December 2018 to approximately 9.24% per annum for the year under review, resulting in an overall decrease in revenue for the year under review.

展望未來，為實現股東價值最大化及提升其於競爭性行業的地位的終極目標，本集團將繼續借助其於放債業務的經驗，致力保持收益增長及信貸質素。同時，本集團亦會不時緊密監察其資本基礎，確保各種途徑的資金維持充裕，以把握及支持不同潛在機遇。

財務回顧

收益

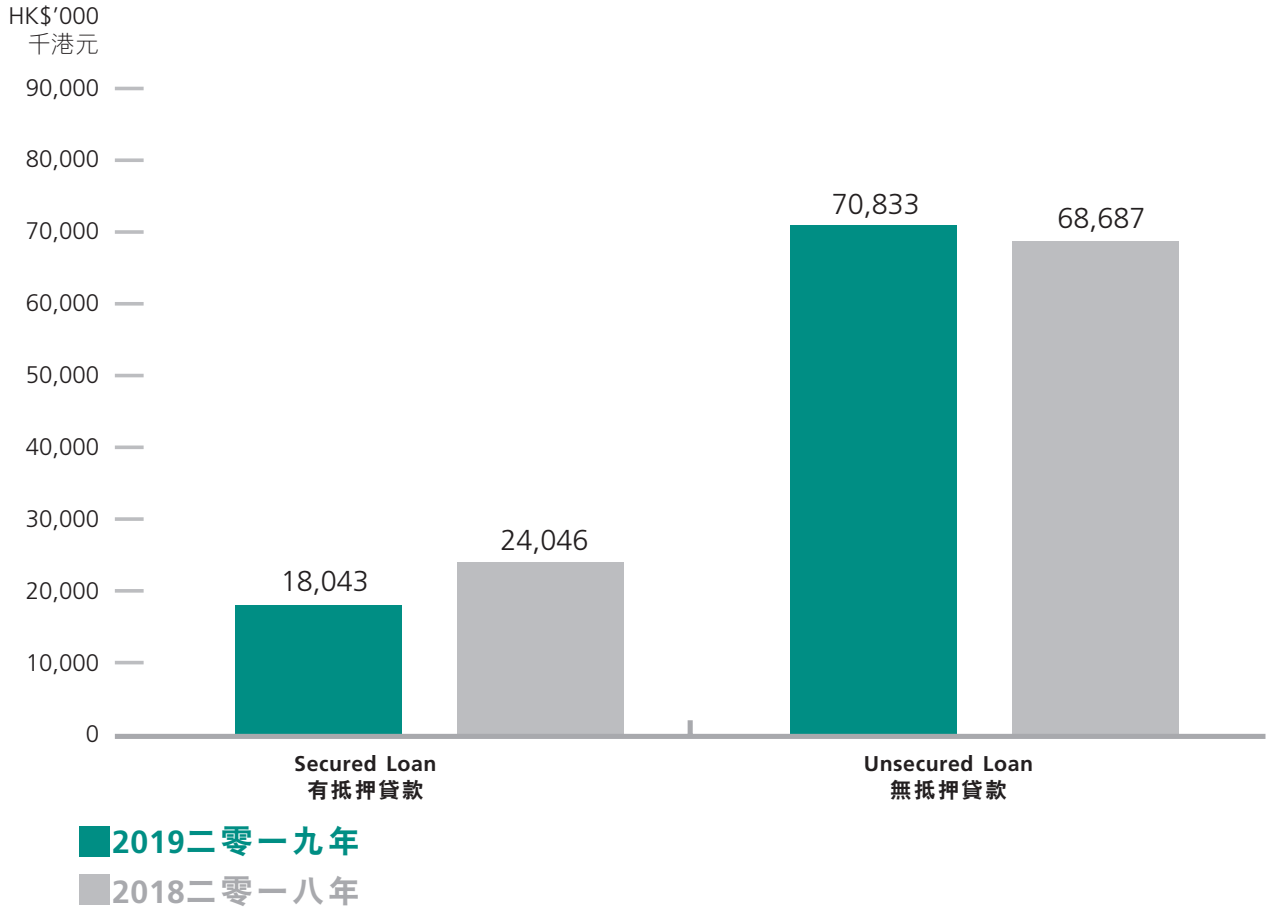
本集團於回顧年度內的收益來自向客戶提供各類貸款產品而收取的利息以及提供證券經紀服務而收取的佣金。

於截至二零一九年十二月三十一日止年度，所帶來的收益約為88,880,000港元，較截至二零一八年十二月三十一日止年度錄得收益約92,760,000港元略減約4.18%。於回顧年度內，收益主要包括貸款利息收入，而由於回顧年度內證券交易減少及證券經紀業務終止，證券交易分部所產生收益極小。

收益略減乃主要由於放債業務的平均利率有所下降所致。本集團於回顧年度的平均貸款結餘較二零一八年同期的約897,420,000港元，略增約7.18%至約961,890,000港元，而放債業務平均利率錄得下跌，由截至二零一八年十二月三十一日止年度約每年10.33%，下跌至回顧年度約每年9.24%，以致回顧年度的整體收益下跌。

COMPARISON OF REVENUE FROM SECURED AND UNSECURED LOANS IN 2018 AND 2019

二零一八年及二零一九年來自 抵押及無抵押貸款的收益之比較



Management Discussion and Analysis 管理層討論及分析 (continued 續)

Revenue breakdown
收益明細

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Unsecured loans	無抵押貸款		
Personal loans	個人貸款	58,805	51,644
Corporate loans	企業貸款	6,615	12,034
Foreign domestic workers loans	外籍家庭傭工貸款	5,413	5,009
Sub-total	小計	70,833	68,687
Secured loans	有抵押貸款		
First property mortgage loans	第一物業按揭貸款	3,257	2,177
Subordinated property mortgage loans	非第一物業按揭貸款	603	1,105
Other secured loans	其他有抵押貸款	14,183	20,764
Sub-total	小計	18,043	24,046
Total	總計	88,876	92,733

NET INTEREST MARGIN

The Group recorded a net interest margin of approximately 8.95% for the year ended 31 December 2019, representing a drop compared to that of approximately 9.89% for the corresponding period in 2018. In respect of unsecured loans, the net interest margin decreased from approximately 9.96% for the year ended 31 December 2018 to approximately 9.34% for the year ended 31 December 2019. Meanwhile, net interest margin in respect of secured loans decreased from approximately 9.70% for the year ended 31 December 2018 to approximately 7.69% for the year ended 31 December 2019.

The decrease in overall net interest margin was primarily due to the Group's pricing strategy under the low interest rate environment of the competitive money lending industry.

淨息差

截至二零一九年十二月三十一日止年度，本集團錄得淨息差約8.95%，相較二零一八年同期約9.89%有所下降。無抵押貸款的淨息差由截至二零一八年十二月三十一日止年度約9.96%減少至截至二零一九年十二月三十一日止年度約9.34%。同時，有抵押貸款的淨息差亦由截至二零一八年十二月三十一日止年度約9.70%減少至截至二零一九年十二月三十一日止年度約7.69%。

整體淨息差減少主要由於本集團在競爭激烈的放債行業的低利率環境下作出的定價策略所致。

Management Discussion and Analysis 管理層討論及分析 (continued 續)

Net interest margin
淨息差

		2019 二零一九年	2018 二零一八年
Unsecured loans	無抵押貸款		
Individuals	個人	8.77%	9.30%
Corporations	企業	8.79%	9.67%
Foreign domestic workers	外籍家庭傭工	43.47%	48.84%
Secured loans	有抵押貸款		
Individuals	個人	10.67%	9.23%
Corporations	企業	6.66%	9.87%
All loans	所有貸款	8.95%	9.89%
Unsecured loans	無抵押貸款	9.34%	9.96%
Secured loans	有抵押貸款	7.69%	9.70%

OTHER INCOME AND OTHER GAINS AND LOSSES

The Group's other income for the year under review included dividend income, other interest income, bank interest income derived from bank deposit and sundry income. The Group's other income recorded a significant decrease of approximately 99.36% from approximately HK\$6.17 million for the year ended 31 December 2018 to approximately HK\$0.04 million for the year ended 31 December 2019. The substantial decrease in other income was mainly due to the absence of the one-off compensation income from a former Director in the year under review which was recognised in other income for the year ended 31 December 2018.

Meanwhile, the Group recorded other losses of approximately HK\$3.95 million for the year ended 31 December 2019 as compared to other gains of approximately HK\$1.19 million for the year ended 31 December 2018. Other losses recorded for the year under review represent the realised loss and fair value loss from investment in listed securities (i.e. financial assets at fair value through profit or loss) and was mainly attributable to the decrease in fair value of the financial assets during the year ended 31 December 2019.

Details of other income and other gains and losses are set out in notes 10 and 11 to the consolidated financial statements respectively.

其他收入及其他收益及虧損

本集團於回顧年度內的其他收入包括股息收入、其他利息收入、銀行存款衍生的銀行利息收入及雜項收入。本集團的其他收入由截至二零一八年十二月三十一日止年度約6,170,000港元大幅下跌約99.36%至截至二零一九年十二月三十一日止年度約40,000港元。其他收入大幅減少乃主要由於在回顧年度內並無於二零一八年十二月三十一日止年度確認的一名前任董事的一次性補償收入所致。

同時，本集團截至二零一九年十二月三十一日止年度錄得其他虧損約3,950,000港元，而截至二零一八年十二月三十一日止年度則錄得其他收益約1,190,000港元。於回顧年度錄得的其他虧損指投資上市證券(即以公平值計入損益的金融資產)的已變現虧損及公平值虧損，主要由於截至二零一九年十二月三十一日止年度的金融資產的公平值減少所致。

其他收入及其他收益及虧損的詳情分別載於綜合財務報表附註10及11。

Management Discussion and Analysis 管理層討論及分析 (continued 續)

ADMINISTRATIVE EXPENSES

The Group's administrative expenses for the year under review mainly comprised employment expenses, occupancy costs for its offices and depreciation and amortisation charges. Employment expenses included directors' emoluments, employees' salaries, bonuses, mandatory and voluntary provident fund contributions, and insurance premium for employees, etc. Occupancy costs included management fees, government rent and rates as well as utilities expenses. Administrative expenses also included repair and maintenance and general insurance premiums, etc.

For the year ended 31 December 2019, the Group's administrative expenses decreased and recorded at approximately HK\$28.06 million as compared to approximately HK\$33.73 million for the year ended 31 December 2018 which was mainly due to decrease of employment expenses for the year under review.

行政開支

本集團於回顧年度內的行政開支主要包括僱員開支、辦公室租用成本以及折舊及攤銷費。僱員開支包括、董事酬金、僱員薪金、花紅、強制性及自願性公積金供款，以及僱員的保險費用等。租用成本包括管理費、地租及差餉以及水電費用。行政開支亦包括維修保養及一般保險費用等。

截至二零一九年十二月三十一日止年度，本集團的行政開支較截至二零一八年十二月三十一日止年度約33,730,000港元減少，並錄得約28,060,000港元，主要由於回顧年度內僱員開支減少所致。

Administrative expenses 行政開支

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Employment expenses	僱員開支	17,424	22,019
Occupancy costs	租用成本	978	6,205
Depreciation and amortisation charges	折舊及攤銷費	7,749	4,491
Repair and maintenance and others	維修保養及其他開支	467	564
Insurance premium	保險費	1,438	448
Total	總計	28,056	33,727

IMPAIRMENT LOSS ON LOANS RECEIVABLE

The Group's impairment losses mainly relate to expected credit loss allowance for loans receivable.

For the year ended 31 December 2019, the Group recorded an impairment loss on loans receivable of approximately HK\$200.58 million as compared to approximately HK\$15.63 million for the corresponding period in 2018. The significant increase in impairment loss on loans receivable is principally due to an increase in loans receivable which have past due for the year ended 31 December 2019. Further details are set out in note 24 to the consolidated financial statements.

應收貸款減值虧損

本集團的減值虧損主要與應收貸款預期信貸虧損撥備有關。

截至二零一九年十二月三十一日止年度，本集團錄得應收貸款減值虧損約200,580,000港元，而二零一八年同期則為約15,630,000港元。應收貸款減值虧損大幅增加主要是由於截至二零一九年十二月三十一日止年度已逾期的應收貸款增加所致。更多詳情載於綜合財務報表附註24。

Management Discussion and Analysis 管理層討論及分析 (continued 續)

Impairment loss on loans receivable
應收貸款減值虧損

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Impairment loss on loans receivable on individual assessment	獨立評估的應收貸款減值虧損	4,328	2,660
Impairment loss on loans receivable on collective assessment	集體評估的應收貸款減值虧損	196,253	12,974
Total	總計	200,581	15,634

TRADING RIGHT WRITTEN OFF

For the year ended 31 December 2019, the Group has written off a trading right of HK\$3.10 million. Such trading right was written off for the year under review as a result of the derecognition of the trading right of Asia Wealth Securities due to the cessation of the Securities Brokerage Business in August 2019.

OTHER OPERATING EXPENSES

The Group's other operating expenses for the year ended 31 December 2019 mainly comprised legal and professional fees, audit fees, other general expenses and advertising and promotion expenses.

As compared to approximately HK\$17.58 million for the year ended 31 December 2018, other operating expenses for the year ended 31 December 2019 substantially decreased to approximately HK\$10.37 million, which was mainly owing to the decrease in legal and professional fees and consultancy services fees as well as the decrease in other general expenses as a result of the cessation of the Securities Brokerage Business for the year under review.

撤銷貿易權

截至二零一九年十二月三十一日止年度，本集團已撤銷貿易權3,100,000港元。於回顧年度內撤銷貿易權乃由於證券經紀業務於二零一九年八月終止，以致亞洲創富證券的貿易權被終止確認所致。

其他經營開支

本集團截至二零一九年十二月三十一日止年度的其他經營開支主要包括法律及專業費用、審計費用、其他一般開支以及廣告及推廣開支。

與截至二零一八年十二月三十一日止年度約17,580,000港元相比，截至二零一九年十二月三十一日止年度的其他經營開支大幅減少至約10,370,000港元。減少乃主要由於回顧年度內的法律及專業費用以及諮詢服務費用減少及因終止證券經紀業務使其他一般開支減少所致。

Other operating expenses
其他經營開支

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Legal and professional fees and consultancy services fees	法律及專業費用以及諮詢服務費用	3,972	8,720
Audit fees	審計費用	805	700
Advertising and promotion expenses	廣告及推廣開支	995	1,552
Other general expenses	其他一般開支	4,601	6,607
Total	總計	10,373	17,579

Management Discussion and Analysis 管理層討論及分析 (continued 續)

FINANCE COSTS

The Group's finance costs for the year ended 31 December 2019 represented interest on lease liabilities after the coming into effect of HKFRS 16 for the year under review. Finance costs decreased substantially from approximately HK\$1.58 million for the year ended 31 December 2018 to approximately HK\$0.19 million for the year ended 31 December 2019 due to the absence of interest expenses on loan for the year under review.

財務費用

本集團截至二零一九年十二月三十一日止年度的財務費用指於回顧年度內香港財務報告準則第16號生效後的租賃負債利息。財務費用由截至二零一八年十二月三十一日止年度約1,580,000港元大幅減少至截至二零一九年十二月三十一日止年度約190,000港元，此乃由於回顧年度內並無貸款利息開支所致。

Finance costs 財務費用

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	187	—
Interest on other loans	其他貸款利息	—	1,583
Total	總計	187	1,583

LOSS FOR THE YEAR

For the year under review, the Group recorded a loss attributable to owners of the Company of approximately HK\$132.89 million when compared to a profit attributable to owners of the Company of approximately HK\$25.93 million for the year ended 31 December 2018. The turnaround from profit to loss was mainly attributable to the significant increase in impairment loss on loans receivable for the year under review as disclosed under the paragraph headed "Impairment Loss on Loans Receivable" in the "Financial Review" section.

年內虧損

於回顧年度，本集團錄得本公司擁有人應佔虧損約132,890,000港元，而截至二零一八年十二月三十一日止年度則錄得本公司擁有人應佔溢利約25,930,000港元。轉盈為虧乃主要由於回顧年度應收貸款減值虧損大幅增加(如「財務回顧」一節之「應收貸款減值虧損」一段所披露)所致。

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 December 2019, the Group had bank and cash balances (excluding trust and segregated accounts) of approximately HK\$17.08 million (31 December 2018: HK\$37.36 million), all of which are denominated in Hong Kong dollars. There is no minimum capital requirement for the Group's principal money lending business. The board of Directors ("Board") considers that the cash level of the Group as at 31 December 2019 was satisfactory in terms of fund utilisation.

The Group adopted a treasury policy with the aims to utilise the surplus and/or idle funds of the Group and to achieve capital appreciation in the long-term. Under the treasury policy, the Group may invest in diversified investment products which the Board thinks fit, including but not limited to government bonds and debt instruments, listed equity securities on the Stock Exchange.

There was no bank borrowing as at 31 December 2018 and 31 December 2019.

As at 31 December 2019, the net current assets of the Group amounted to approximately HK\$668.87 million (31 December 2018: approximately HK\$548.07 million) and the current ratio, being the ratio of current assets to current liabilities, was approximately 76.22 times (31 December 2018: approximately 173.86 times). The setback in current ratio was mainly attributable to an increase in current tax liabilities for the year under review and an increase in lease liabilities due to the adoption of HKFRS 16 for the year ended 31 December 2019.

For the year under review, the Group financed its operations by cash flow from operating activities. Where appropriate, the Group may apply for loans and/or credit facilities from independent third parties and banks and may conduct fund raising activities by issuing equity shares and/or loan notes.

MATERIAL ACQUISITION AND DISPOSAL AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

During the year ended 31 December 2019, there had been no material acquisition or disposal of subsidiaries, associates and joint ventures by the Group. The Group had no specific future plan for material investments or capital assets as at 31 December 2019.

流動資金、財務資源及資本結構

於二零一九年十二月三十一日，本集團的銀行及現金結餘(不包括信託及獨立賬戶)約17,080,000港元(二零一八年十二月三十一日：約37,360,000港元)，全部均以港元計值。本集團主要放債業務並無最低資金規定。就資金運用而言，董事會(「董事會」)認為本集團於二零一九年十二月三十一日的現金水平狀況令人滿意。

本集團已採納庫務政策，目的為運用本集團盈餘及／或閒置資金，長遠而言達致資金增值。根據庫務政策，本集團或會投資於董事會認為合適的多元化投資產品，包括但不限於政府債券、債務工具、聯交所上市股本證券。

於二零一八年十二月三十一日及二零一九年十二月三十一日，並無銀行借款。

於二零一九年十二月三十一日，本集團的流動資產淨值約668,870,000港元(二零一八年十二月三十一日：約548,070,000港元)，而流動比率(即流動資產除以流動負債的比率)約為76.22倍(二零一八年十二月三十一日：約173.86倍)。流動比率回落，主要由於回顧年度內即期稅項負債增加及截至二零一九年十二月三十一日止年度採用香港財務報告準則第16號導致租賃負債增加所致。

於回顧年度，本集團的營運資金來自經營活動所得現金流量。倘合適，本集團或申請來自獨立第三方及銀行的貸款及／或信貸融資，又或透過發行權益股份及／或貸款票據進行集資活動。

重大收購及出售以及重大投資或資本資產的未來計劃

截至二零一九年十二月三十一日止年度，並無重大收購或出售本集團附屬公司、聯營公司及合營企業。本集團於二零一九年十二月三十一日並無重大投資或資本資產的具體未來計劃。

SIGNIFICANT INVESTMENTS HELD

As at 31 December 2019, the Group did not hold any significant investments.

INFORMATION ON EMPLOYEES

As at 31 December 2019, the Group employed a total of 43 staff (31 December 2018: 41 staff). Total remuneration of employees (including directors' emoluments) for the year ended 31 December 2019 was approximately HK\$17.12 million (31 December 2018: approximately HK\$21.74 million). The Company's remuneration policies are formulated on the basis of performance, qualifications and experience of individual employee and with reference to the prevailing market conditions. The remuneration packages of the employees of the Group comprise monthly fixed salaries and discretionary year-end bonus which may be given to employees based on their individual performance as recognition of and reward for their contributions. The employees are also entitled to participate in the share option scheme adopted by the Company for the purpose of providing incentives and rewards to eligible participants, including the employees, who contribute to the success of the Group's operations. Further details of the share option scheme are set out in note 33 to the consolidated financial statements.

The Group adopted a staff training and development policy with the aims to improve and enhance its competitiveness in the financial market as high quality staff training forms the foundation for the provision of superior financial services to the customers. Staff training (including the distribution of training materials) is provided regularly on any updates or information in relation to the money lending industry with reference to the fast-changing market environment, the business objectives of the Group and the relevant requirements of the regulatory bodies.

CHARGES ON THE GROUP'S ASSETS

As at 31 December 2019, none of the Group's assets was pledged as security for liability.

GEARING RATIO

Gearing ratio is calculated as the net debt (being borrowings and lease liabilities less bank and cash balances) divided by the sum of the adjusted capital (being the share capital, retained profits and other reserves) and net debt.

The Group recorded continuous net cash (i.e. negative net debt) of approximately HK\$8.19 million as at 31 December 2019 (31 December 2018: net cash of approximately HK\$34.34 million). Therefore, the gearing ratio remained negative (i.e. approximately -0.95%) as at 31 December 2019 (31 December 2018: approximately -3.58%).

所持重大投資

於二零一九年十二月三十一日，本集團並無持有任何重大投資。

僱員資料

於二零一九年十二月三十一日，本集團共有43名員工(二零一八年十二月三十一日：41名員工)。截至二零一九年十二月三十一日止年度的僱員薪酬總額(包括董事酬金)約為17,120,000港元(二零一八年十二月三十一日：約21,740,000港元)。本公司的薪酬政策乃根據個別僱員的表現、資格及經驗，以及參考當前市況釐定。本集團的僱員薪酬方案涵蓋固定月薪，以及根據個人表現可能向僱員發放的酌情年終花紅，作為對彼等貢獻的認可及獎勵。僱員亦有權參與本公司採納的購股權計劃，以獎勵和激勵為本集團業務邁向成功而貢獻的合資格參與人(包括僱員)。購股權的更多詳情載於綜合財務報表附註33。

本集團已採納員工培訓及發展政策，藉此改善及提升其於金融市場的競爭力，因頂尖的員工培訓為向客戶提供優越金融服務的基石。員工培訓(包括分發培訓材料)會因應瞬息萬變的市場環境、本集團的業務目標及監管機構的相關規定，定期提供有關放債行業的任何最新狀況或資料。

本集團資產的押記

於二零一九年十二月三十一日，概無抵押本集團資產以作為負債的抵押品。

資產負債比率

資產負債比率按債務淨額(即借貸及租賃負債減銀行及現金結餘)除以經調整資本(即股本、保留溢利及其他儲備)與債務淨額的總和計算所得。

本集團於二零一九年十二月三十一日繼續錄得現金淨額(即負債淨額)約8,190,000港元(二零一八年十二月三十一日：現金淨額約為34,340,000港元)。因此，於二零一九年十二月三十一日的資產負債比率維持負數(即約-0.95%)(二零一八年十二月三十一日：約-3.58%)。

FOREIGN EXCHANGE EXPOSURE

For the year ended 31 December 2019, the Group principally engaged in the money leading business and securities related business in Hong Kong. As the revenue and cost of business are principally denominated in Hong Kong dollars, the exposure to the risk of foreign exchange rate fluctuations for the Group is minimal. Hence, no financial instrument for hedging was employed during the year ended 31 December 2019 (2018: Nil).

CONTINGENT LIABILITIES

Details of the Group's contingent liabilities are set out in note 35 to the consolidated financial statements.

SUSPENSION OF TRADING

Trading in the shares of the Company has been suspended since 24 November 2017 pursuant to the direction of the SFC made under Section 8(1) of the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and will remain suspended until further notice.

Announcements were made by the Company on 1 August 2018, 1 November 2018, 1 February 2019, 2 May 2019, 1 August 2019, 1 November 2019 and 31 January 2020 pursuant to Rule 17.26A of the GEM Listing Rules.

As disclosed in the announcement of the Company dated 24 June 2019, the Stock Exchange has withheld exercising its right to delist the Company although trading in its shares remained suspended on 31 July 2019. As such, trading in the shares of the Company will continue to be suspended until further notice.

As disclosed in the announcement of the Company dated 31 January 2020, the Company made written representations to the Commission Secretary of the SFC on 31 October 2019 and 16 January 2020 for the purpose of the Company's trade resumption application. The Company's said trade resumption application is still pending. Since it remains uncertain as to whether the SFC will be satisfied with such further written representations, the Company is not in a position to provide any concrete resumption timeframe at this stage. The Company and its legal representatives will closely follow up with this matter.

匯兌風險

截至二零一九年十二月三十一日止年度，本集團主要於香港從事放債業務及證券相關業務。由於業務收益及成本主要以港元計值，本集團面臨的匯率波動風險微乎其微。因此，本集團於截至二零一九年十二月三十一日止年度並未使用金融工具進行對沖(二零一八年：無)。

或然負債

有關本集團或然負債的詳情載於綜合財務報表附註35。

暫停買賣

本公司股份自二零一七年十一月二十四日起根據證監會按《證券及期貨(在證券市場上市)規則》(香港法例第571V章)第8(1)節所作指示暫停買賣，並將維持暫停買賣，直至另行通知為止。

本公司根據GEM上市規則第17.26A條於二零一八年八月一日、二零一八年十一月一日、二零一九年二月一日、二零一九年五月二日、二零一九年八月一日、二零一九年十一月一日及二零二零年一月三十一日作出公告。

誠如本公司日期為二零一九年六月二十四日的公告所披露，聯交所已暫緩行使其將本公司除牌的權利，惟股份於二零一九年七月三十一日仍然暫停買賣。因此，本公司股份將繼續暫停買賣，直至另行通知為止。

誠如本公司日期為二零二零年一月三十一日的公告所披露，本公司已於二零一九年十月三十一日及二零二零年一月十六日就申請恢復本公司買賣向證監會秘書長提交書面申述。本公司的前述復牌申請有待回覆。由於本公司仍不確定證監會對有關進一步書面申述是否滿意，本公司現階段無法提供任何具體復牌時間表。本公司及其法律代表將密切跟進此事。

Corporate Governance Report 企業管治報告

Pursuant to Rule 18.44(2) of the GEM Listing Rules, the Board is pleased to present this corporate governance report (“**CG Report**”) for the year ended 31 December 2019. This CG Report highlights the key corporate governance practices of the Company.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential for the growth of the Group and for safeguarding the shareholders’ interests. The principles set out in the Corporate Governance Code (“**CG Code**”) contained in Appendix 15 to the GEM Listing Rules have been applied in maintaining an effective Board, sound internal controls, and transparency and accountability to all shareholders.

To the best knowledge of the Board, throughout the year ended 31 December 2019, save for the code provision A.6.5 of the CG Code, the Company had complied with all the code provisions set out in the CG Code and no deviation from the CG Code during the year had been noted by the Company.

Details of the deviations from code provision A.6.5 of the CG Code are set out under the paragraph headed “Directors’ Induction and Continuing Professional Development Programme” in this CG Report.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries of all the Directors, each of the Directors confirmed that he/she had complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company throughout the year ended 31 December 2019. No incident of non-compliance during the year was noted by the Company.

根據GEM上市規則第18.44(2)條，董事會欣然提呈此截至二零一九年十二月三十一日止年度的企業管治報告（「**企業管治報告**」）。本企業管治報告概述本公司的主要企業管治常規。

企業管治常規

本公司致力於維持高水平的企業管治。董事深信完善及合理的企業管治常規對於本集團的發展及保障股東權益至關重要。GEM上市規則附錄十五的企業管治常規守則（「**企業管治守則**」）所載原則經已應用，以維持具效率的董事會、穩固內部監控及對全體股東的透明度和問責。

據董事會所深知，截至二零一九年十二月三十一日止年度全年，除企業管治守則條文第A.6.5條外，本公司已遵守載於企業管治守則之全部守則條文，且本公司年內並無發現偏離企業管治守則的事件。

有關偏離企業管治守則守則條文第A.6.5條的詳情，載於本企業管治報告「董事的就任須知及持續專業發展課程」一段。

董事的證券交易

本公司已採納有關董事進行證券交易的操守守則，其條款不遜於GEM上市規則第5.48條至第5.67條所載的交易必守標準。經向全體董事作特定查詢後，每位董事均確認彼已於截至二零一九年十二月三十一日止年度一直遵守交易必守標準及本公司所採納的有關董事進行證券交易的操守守則。年內本公司並無發現任何違規事件。

BOARD OF DIRECTORS

RESPONSIBILITIES AND DELEGATION OF THE BOARD

The Board has a balance of skill and experience and a balanced composition of executive and non-executive Directors. It is responsible for formulating the Group's long term strategy, determining and approving the Group's significant transactions and supervising the management to ensure thorough implementation of the Group's policies and effective performance of their duties. The Board is also responsible for reviewing the remuneration of the Directors. The Board also communicates with the shareholders of the Company and regulatory bodies and makes recommendation to the shareholders on final dividend and approves the declaration of any interim dividend.

The Board is accountable to the shareholders for the strategic development of the Company with the goal of maximising long-term shareholders' value, while balancing broader stakeholders' interests.

The Company has complied with Rules 5.05(1) and (2), and 5.05A of the GEM Listing Rules that the Board includes at least three independent non-executive Directors, which represents at least one-third of the Board and at least one of the independent non-executive Directors possesses the appropriate professional qualifications or accounting or related financial management expertise.

The Company received an annual confirmation from each of the independent non-executive Directors stating his independence pursuant to Rule 5.09 of the GEM Listing Rules and considers each of them to be independent.

Biographical details of the Directors are set out in the section headed "Biographical Details of Directors and Senior Management" from pages 35 to 38 of the annual report of the Company for the year ended 31 December 2019.

All Directors have access to the advice and services of the company secretary of the Company ("**Company Secretary**"), senior management and the compliance officer who is mainly responsible for ensuring that the Company is in compliance with the GEM Listing Rules and advising the Board on compliance matters. Directors are also provided with access to independent professional advice, where necessary, in carrying out their obligations as Directors, at the expense of the Company.

The Board has delegated the day-to-day management to the executive Directors and senior management of the Company who regularly review the financial results and performance of the Group and make financial and operational decisions for the implementation of strategies and plans approved by the Board.

董事會

董事會的職責及授權

董事會擁有全面之專長及經驗，且執行董事及非執行董事之組合亦均衡合理。董事會負責制定本集團的長期策略、釐定及批准本集團的重大交易，並監督管理層以確保本集團的政策獲徹底落實以及確保彼等均有效地履行職務。董事會亦負責檢討董事薪酬。董事會亦會與本公司股東及監管機構溝通，以及就派發末期股息向股東作出推薦建議，並批准宣派任何中期股息。

董事會須就本公司的策略發展向股東負責，以為股東謀取最大長期價值為目標，同時平衡廣大持份者的利益。

本公司已遵守GEM上市規則第5.05(1)及(2)條以及第5.05A條，即董事會包括最少三名獨立非執行董事，而最少佔董事會成員的三分之一；及最少一名獨立非執行董事具備適當的專業資格，或具備適當的會計或相關的財務管理專長。

本公司亦已接獲各獨立非執行董事根據GEM上市規則第5.09條發出的獨立性年度確認書，且認為彼等均為獨立人士。

董事的履歷載於本公司截至二零一九年十二月三十一日止年度之年報第35頁至第38頁的「董事及高級管理層之履歷」一節。

全體董事均有權獲得本公司之公司秘書（「**公司秘書**」）、高級管理層及監察主任提供的意見及服務，該監察主任主要負責確保本公司符合GEM上市規則的規定及就合規事宜向董事會提供意見。董事亦有權於履行其作為董事的職責時獲提供獨立專業意見（如有需要），費用由本公司承擔。

董事會已授權執行董事及本公司高級管理層負責日常管理職能，而彼等會定期檢討本集團的財務業績及表現，以及就經董事會批准的策略及計劃的實行作出財務及營運決策。

Corporate Governance Report 企業管治報告 (continued 續)

There is no relationship (financial, business, family or otherwise) between members of the Board and between the Chairman and the Chief Executive Officer of the Company.

ROTATION AND RE-ELECTION OF DIRECTORS

Pursuant to the bye-laws of the Company (“**Bye-laws**”), at each annual general meeting (“**AGM**”), one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once every three years. Such retiring Directors shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

In accordance with the Bye-laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the shareholders in general meeting, as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of shareholders of the Company after their appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election.

The executive Directors have entered into service contracts with the Company for a term of three years. The Company has also issued a letter of appointment to each of the independent non-executive Directors for a term of two years. All Directors are subject to retirement, re-election and removal in accordance with the Bye-laws.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

During the year ended 31 December 2019, roles of the Chairman and the Chief Executive Officer of the Company were held separately by two different individuals to ensure a clear division between their responsibilities and independence. The separation ensures a balance of power and authority so that power is not concentrated in any one individual. The responsibility of the Chairman is to manage the Board to ensure its effectiveness in all aspects by providing strategic and business direction while the Chief Executive Officer is responsible for the Company’s day-to-day management and operations as well as to implement objectives, strategies and policies approved and delegated by the Board. During the year under review, the Chairman of the Company was Mr. Li Sin Hung Maxim and the Chief Executive Officer was Mr. Tsang Yan Kwong.

董事會成員之間及本公司主席與行政總裁之間概無任何關係(不論是財政、業務、家庭或其他方面)。

董事輪席退任及重選

根據本公司之細則(「**公司細則**」)，當時三分之一的董事(或若總數並非三之倍數，則為最接近但不少於三分之一的數目)須於每屆股東週年大會(「**股東週年大會**」)上輪席退任，惟每名董事須最少每三年輪值退任一次。有關退任董事均符合資格膺選連任，並在其退任的大會中繼續作為董事。

根據公司細則，董事有權不時及隨時委任任何人士出任董事，以填補董事會的臨時空缺或作為現有董事會的新增成員，惟須經股東於股東大會上授權後，方告作實。任何獲董事會委任以填補臨時空缺的董事，其任期將直至獲委任後的首次本公司股東大會為止，並須於該大會上重選連任，而任何獲董事會委任作為現有董事會新增成員的董事，其任期僅至下屆股東週年大會，屆時將合資格膺選連任。

執行董事與本公司訂立的服務協議均為期三年。本公司亦已向各獨立非執行董事發出委任書，委任期為兩年。全體董事均受公司細則有關退任、重選連任及罷免的條文所限。

主席及行政總裁

截至二零一九年十二月三十一日止年度，本公司主席及行政總裁職位乃由兩名不同個別人士分別擔任，以確保彼此之間職責分明及保持獨立。該區分可確保權力及授權平衡分佈，以使權力不會集中於任何一位個別人士身上。主席的職責為透過提供策略性及業務方向管理董事會，確保其在所有方面的有效性，而行政總裁則負責本公司的日常管理及營運以及執行由董事會批准及指派的目標、策略及政策。於回顧年度，本公司主席為李錄洪先生及行政總裁為曾仁光先生。

Corporate Governance Report 企業管治報告 (continued 續)

As disclosed in the announcement of the Company dated 11 March 2020, Mr. Li Sin Hung Maxim, an executive Director and the Chairman of the Board, passed away on 9 March 2020. The Company will use its best endeavour to identify a suitable candidate for the role of the Chairman as soon as possible.

Furthermore, Mr. Tsang Yan Kwong has resigned as the Chief Executive Officer of the Company with effect from 19 March 2020 and on the same date, Ms. Ho Yuen May May was appointed as the new Chief Executive Officer of the Company in replacement of Mr. Tsang Yan Kwong.

NON-EXECUTIVE DIRECTORS

Under the code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term and subject to re-election. As at the date of this CG Report, the Company had five independent non-executive Directors and each of them entered into a letter of appointment with the Company for a term of two years.

BOARD MEETINGS AND ATTENDANCE

Regular Board meetings are scheduled to be held four times a year on a quarterly basis with notice given to the Directors at least 14 days in advance. For other Board meetings involving discussion and resolution of significant issues in relation to the operation of the Company, notice is given in a reasonable time in advance.

Before each Board meeting, all Directors are provided with a draft agenda and the accompanying board papers at least three days in advance or such other period as agreed in order to allow the Directors to include any other matters in the agenda that are required to be discussed or resolved at the meeting. To enable the Directors to make informed decisions, adequate and appropriate information in relation to the matters of the meeting are also sent to all Directors in a timely manner. According to the GEM Listing Rules, any directors who or whose close associates (or associates for connected transactions) have a material interest in the contract or arrangement or any other proposal to be approved at a board meeting shall abstain from voting on the relevant resolutions and not to be counted in the quorum at the meeting.

The Company Secretary is responsible for keeping all minutes of the Board meetings. Draft minutes are normally circulated to Directors for comments within reasonable time after each meeting and the final version is made available to them for their review and signing.

誠如本公司日期為二零二零年三月十一日之公告所披露，執行董事兼董事會主席李錄洪先生於二零二零年三月九日離世。本公司將竭盡全力盡快物色主席的適當人選。

此外，曾仁光先生已辭任本公司行政總裁，自二零二零年三月十九日起生效。同日，何婉薇女士獲委任為本公司新任行政總裁，取替曾仁光先生。

非執行董事

根據企業管治守則條文第A.4.1條，非執行董事應以特定任期委任並須重選連任。於本企業管治報告日期，本公司有五名獨立非執行董事，彼等各自與本公司訂立為期兩年的委任書。

董事會會議及出席記錄

董事會預定每年按季定期舉行四次董事會會議，並至少提前十四日向董事發出通知。就需討論及議決本公司營運的重大事宜而舉行的其他董事會會議，通知將於合理時間提前發出。

全體董事將於各董事會會議舉行前至少三日或事先協定的其他日期獲發議程草案及隨附董事會文件，以允許董事將任何其他需於會議上討論及議決的事宜納入議程。為使董事作出知情決定，與會議討論事項有關的足夠及適當資料亦會及時發送予全體董事。根據GEM上市規則，任何董事本人或其緊密聯繫人(或關連交易的聯繫人)於即將在董事會會議上審批的合約或安排或任何其他建議中擁有重大利益，該董事須放棄就相關決議案投票，並且不得計入有關會議的法定人數。

公司秘書負責保存所有董事會會議記錄。會議記錄草案一般會於各會議後合理時間內向董事傳閱以供其發表意見，而最終版本則可供董事審閱及簽署。

Corporate Governance Report 企業管治報告 (continued 續)

The attendance record of each Director at the Board meetings and general meetings during the year ended 31 December 2019 is set out in the following table:

於截至二零一九年十二月三十一日止年度，各董事出席董事會會議及股東大會的次數表列如下：

		Number of meetings attended/number of meetings held during the tenure of the relevant Director for the year ended 31 December 2019	
		Board meeting 董事會會議	General meeting 股東大會
Total number of meetings held during the year ended 31 December 2019	於截至二零一九年十二月三十一日止年度內舉行的會議總次數	16	1
Name of Directors	董事姓名		
Executive Directors	執行董事		
Mr. Li Sin Hung Maxim (<i>Chairman</i>)	李錄洪先生(<i>主席</i>)	16/16	1/1
Ms. Xie Si	謝絲女士	1/16	0/1
Mr. Wong Kai Lun	黃啟倫先生	16/16	1/1
Ms. Lai Szu Yu — <i>appointed as an executive Director on 30 April 2019</i>	賴思妤女士 — 於二零一九年四月三十日獲委任為執行董事	9/12	1/1
Ms. Cao Huifang — <i>resigned as an executive Director on 30 April 2019</i>	曹慧芳女士 — 於二零一九年四月三十日辭任執行董事	0/4	0/0
Independent Non-executive Directors	獨立非執行董事		
Dr. Fung Kam Man	馮錦文博士	13/16	1/1
Mr. Wang Zhiwei	王志維先生	13/16	1/1
Mr. Chan Tung Tak Alain	陳通德先生	12/16	1/1
Mr. Li Long	李龍先生	13/16	1/1
Mr. Choy Sze Chung Jojo	蔡思聰先生	13/16	1/1

DIRECTORS' INDUCTION AND CONTINUING PROFESSIONAL DEVELOPMENT PROGRAMME

According to code provision A.6.1 of the CG Code, every newly appointed director of an issuer should receive a comprehensive, formal and tailored induction on appointment. Ms. Lai Szu Yu, an executive Director who was appointed during the year ended 31 December 2019, had received tailored induction package covering topics such as the responsibilities of directors of listed companies as well as the continuing obligations and compliance requirements of listed companies under the GEM Listing Rules.

Code provision A.6.5 of the CG Code requires all directors to participate in continuous professional development to develop and refresh their knowledge and skills. To ensure that all Directors' contribution to the Board remain informed and relevant, during the year ended 31 December 2019, the Directors, namely Mr. Li Sin Hung Maxim, Ms. Xie Si, Mr. Wong Kai Lun, Ms. Lai Szu Yu, Dr. Fung Kam Man, Mr. Wang Zhiwei, Mr. Chan Tung Tak Alain, Mr. Li Long and Mr. Choy Sze Chung Jojo had participated in continuous professional development by attending training courses provided by professional firms or institutions, or reading materials provided by the Company regarding updates on the GEM Listing Rules and relevant regulatory requirements. Due to the short tenure of her directorship during 2019, Ms. Cao Huifang did not attend any directors' training during her tenure as a Director for the period from 1 January 2019 to 30 April 2019. Save for the non-compliance disclosed above, all Directors confirmed that they had complied with the code provision A.6.5 of the CG Code during the year under review.

BOARD COMMITTEES

AUDIT COMMITTEE

The audit committee was established in 2011 with its written terms of reference in compliance with the CG Code. The audit committee currently comprises four independent non-executive Directors, namely Mr. Choy Sze Chung Jojo (chairman of the audit committee), Dr. Fung Kam Man, Mr. Wang Zhiwei and Mr. Chan Tung Tak Alain.

董事的就任須知及持續專業發展課程

根據企業管治守則條文第A.6.1條，每名新委任的董事均應在受委任時獲得全面、正式兼特為其而設的就任須知。執行董事賴思妤女士於截至二零一九年十二月三十一日止年度內獲委任，彼已獲得特為其而設的就任須知方案，內容涵蓋有關上市公司董事的職責以及GEM上市規則下上市公司的持續責任及合規要求的主题。

企業管治守則條文第A.6.5條要求所有董事參與持續專業發展，以發展並更新其知識及技能。為確保所有董事對董事會作出知情及相關的貢獻，於截至二零一九年十二月三十一日止年度，列位董事，即李錄洪先生、謝絲女士、黃啟倫先生、賴思妤女士、馮錦文博士、王志維先生、陳通德先生、李龍先生及蔡思聰先生已藉著出席專業公司或機構提供的培訓課程，或閱讀本公司所提供關於GEM上市規則及相關監管要求的最新資訊的閱讀材料，參與持續專業發展。由於曹慧芳女士於二零一九年的任期較短，彼於二零一九年一月一日至二零一九年四月三十日的董事任期內並未參加任何董事培訓。除上文披露的違規事項外，所有董事已確認彼等已於回顧年度遵守企業管治守則條文第A.6.5條。

董事委員會

審核委員會

審核委員會於二零一一年成立，其書面職權範圍符合企業管治守則。審核委員會目前由四名獨立非執行董事組成，即蔡思聰先生(審核委員會主席)、馮錦文博士、王志維先生及陳通德先生。

Corporate Governance Report 企業管治報告 (continued 續)

The audit committee held 5 meetings during the year ended 31 December 2019. The composition of the audit committee and the attendance record of each member at the audit committee meetings held during the year ended 31 December 2019 are set out below:

截至二零一九年十二月三十一日止年度，審核委員會召開五次會議。審核委員會組成及各成員於截至二零一九年十二月三十一日止年度舉行的審核委員會會議的出席記錄表列如下：

Total number of meetings held during the year ended 31 December 2019	於截至二零一九年十二月三十一日止年度內舉行的會議總次數	5
Name of committee members	委員會成員姓名	
Mr. Choy Sze Chung Jojo (chairman of the audit committee)	蔡思聰先生 (審核委員會主席)	5/5
Dr. Fung Kam Man	馮錦文博士	5/5
Mr. Wang Zhiwei	王志維先生	5/5
Mr. Chan Tung Tak Alain	陳通德先生	5/5

The primary function of the audit committee is to monitor integrity of the Company's financial statements, financial reports and accounts and to review the financial and accounting policies and practices of the Company and its subsidiaries. It also makes recommendations to the Board on the appointment, re-appointment and removal of external auditors and reviews the Company's financial controls, risk management and internal control systems ("RM & IC Systems") on a regular basis.

審核委員會的主要功能為監察本公司財務報表、財務報告及賬目的完整性，並審閱本公司與其附屬公司財務及會計的政策及常規。審核委員會亦就委任、重新委任及撤換外聘核數師向董事會提出建議，並會定期檢討本公司財務監控、風險管理及內部監控體系（「風險管理及內部監控體系」）。

During the year under review, the audit committee has reviewed the Group's quarterly, interim and annual financial results, the Group's financial reporting system, the RM & IC Systems and the effectiveness of the Company's internal audit function. It has discussed with the management on the RM & IC Systems to ensure that the management has performed its duty to have effective systems. The audit committee has also made recommendations to the Board on the re-appointment of the external auditors after reviewing the scope of work offered, taking into account their remuneration and terms of engagement.

於回顧年度內，審核委員會已審閱本集團的季度、中期及全年財務業績，檢討本公司財務申報系統、風險管理及內部監控體系，以及本公司內部審核職能之成效。其已經與管理層討論風險管理及內部監控體系以確保管理層履行其職責建立有效的系統。審核委員會於檢討外聘核數師提供的工作並計及其薪酬及聘任條款後，亦已就重新委任外聘核數師向董事會提出建議。

During the year under review, the Board did not take a different view from the audit committee on the appointment of external auditors.

於回顧年度內，董事會對委任外聘核數師與審核委員會持相同意見。

Corporate Governance Report 企業管治報告 (continued 續)

During the year ended 31 December 2019, the Group has complied with Rule 5.28 of the GEM Listing Rules that the audit committee comprises non-executive Directors only, with a minimum of three members, at least one of whom is an independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise, and that the audit committee is chaired by an independent non-executive Director.

NOMINATION COMMITTEE

The nomination committee was established in 2011 with its written terms of reference in compliance with the CG Code. During the year ended 31 December 2019, the nomination committee comprised one executive Director, namely Mr. Li Sin Hung Maxim (chairman of the nomination committee) and four independent non-executive Directors, namely Dr. Fung Kam Man, Mr. Wang Zhiwei, Mr. Chan Tung Tak Alain and Mr. Choy Sze Chung Jojo.

With effect from 23 March 2020, Mr. Chan Tung Tak Alain was appointed as the chairman of the nomination committee to fill up the vacancy following the passing away of Mr. Li Sin Hung Maxim.

The nomination committee held 3 meetings during the year ended 31 December 2019. The composition of the nomination committee and the attendance record of each member at the nomination committee meetings held during the year ended 31 December 2019 are set out below:

於截至二零一九年十二月三十一日止年度內，本集團已遵守GEM上市規則第5.28條，即審核委員會只有非執行董事，包括最少三名成員，其中最少一名為具備適當的專業資格，或具備適當的會計或相關的財務管理專長的獨立非執行董事，以及審核委員會需由獨立非執行董事擔任主席。

提名委員會

提名委員會於二零一一年成立，其書面職權範圍符合企業管治守則。截至二零一九年十二月三十一日止年度，提名委員會目前由一名執行董事，即李錄洪先生(提名委員會主席)，及四名獨立非執行董事，即馮錦文博士、王志維先生、陳通德先生及蔡思聰先生組成。

陳通德先生獲委任為提名委員會主席以填補李錄洪先生離世後之空缺，自二零二零年三月二十三日起生效。

截至二零一九年十二月三十一日止年度，提名委員會舉行三次會議。提名委員會組成及各成員於截至二零一九年十二月三十一日止年度舉行的提名委員會會議的出席記錄表列如下：

Number of meetings attended/number of meetings held during the tenure of the relevant member for the year ended 31 December 2019
出席會議次數／在相關成員於截至二零一九年十二月三十一日止年度之任期內所舉行的會議次數

Total number of meetings held during the year ended 31 December 2019	於截至二零一九年十二月三十一日止年度內舉行的會議總次數	3
Name of committee members	委員會成員姓名	
Mr. Li Sin Hung Maxim (chairman of the nomination committee)	李錄洪先生 (提名委員會主席)	3/3
Dr. Fung Kam Man	馮錦文博士	3/3
Mr. Wang Zhiwei	王志維先生	3/3
Mr. Chan Tung Tak Alain	陳通德先生	3/3
Mr. Choy Sze Chung Jojo	蔡思聰先生	3/3

Corporate Governance Report 企業管治報告 (continued 續)

The primary function of the nomination committee is to review the structure, size and composition of the Board and make recommendations to the Board on suitable candidates for appointment as Directors, re-appointment or re-designation of Directors, succession planning for Directors and assessment of the independence of the independent non-executive Directors.

The Company adopted a board diversity policy in September 2013 which sets out the approach to achieve diversity on the Board. The board diversity policy was revised in January 2019. The Company considers that diversity of perspectives can be achieved through consideration of a number of measurable objectives including but not limited to gender, age, ethnicity, culture and educational background, skills, professional experience, knowledge, length of service and other factors that the Company deems relevant. Such measurable objectives for diversity have been taken into account in determining appointments to the Board and the continuation of those appointments to achieve the optimum composition of the Board. The nomination committee will discuss and agree on the measurable objectives on an annual basis and will recommend changes to the measurable objectives if it considers necessary to the Board for adoption.

The Company also adopted a nomination policy which came into effect in January 2019. The nomination policy sets out the selection criteria in assessing the suitability of a proposed candidate as Director. Such criteria include but not limited to academic background, qualifications, relevant experiences in the industry, character and integrity of the proposed candidate. Suitable candidate can be nominated by any Director for the nomination committee's consideration. Nomination committee should evaluate the personal profile of the candidate based on the selection criteria as set out in the nomination policy and undertake adequate due diligence in respect of each proposed candidate. After comprehensive assessment, the nomination committee will then make appropriate recommendations to the Board for approval. All appointments of Directors will ultimately be based on merit while taking into account the measurable objectives with regard to the benefits of diversity on the Board.

The nomination committee will review the nomination policy and the board diversity policy on a regular basis, discuss any revision that may be required and recommends any proposed changes to the Board for approval.

During the year under review, the nomination committee assessed and reviewed the structure, size and composition of the Board, as well as the independence of the independent non-executive Directors. The nomination committee considered that an appropriate balance of diversity was maintained on the Board, which comprised members of both gender and of different qualifications and experience. The nomination committee discussed and reviewed the retirement and re-election of Directors and other relevant issues. During the year under review, the nomination committee discussed and reviewed the personal profile, experience and qualifications of Ms. Lai Szu Yu and having made due regard to the board diversity policy and the nomination policy, made recommendations to the Board for her appointment.

提名委員會的主要職能為檢討董事會的架構、人數及組成以及就董事委任的合適人選、董事的重新委任或調任、董事繼任計劃，及評核獨立非執行董事的獨立性向董事會提出建議。

本公司於二零一三年九月採納董事會多元化政策，當中載列達致董事會多元化之途徑。董事會多元化政策於二零一九年一月修訂。本公司認為，在考慮多項可量度目標（包括但不限於性別、年齡、種族、文化及教育背景、技能、專業經驗、知識、服務任期及其他本公司視為相關的其他因素）後，能夠達致多元化觀點。相關的多元化可量度目標已在釐定董事會任命及彼等續聘上一併考慮，令董事會的組成達到最佳化。提名委員會將每年就可量度目標展開討論及達致共識，並向董事會推薦採納可量度目標的變更（如有需要）。

本公司所採納的提名政策於二零一九年一月生效。提名政策列舉甄選準則，用以評核獲提名的候選人是否適合出任董事。有關準則包括但不限於提名候選人的學歷背景、資歷、行業的相關經驗、人格及誠信。由任何董事提名的合適人選，會交由提名委員會考慮。提名委員會應根據提名政策所載的甄選準則，評估該候選人的個人履歷，並對每位提名候選人肩承充足的盡職審查。於進行全面評估後，提名委員會其後將向董事會作出合適推薦，以待審批。所有董事任命最終將以任人唯才為準則，並同時考慮與董事會多元化的裨益有關的可量度目標。

提名委員會將會定期檢討提名政策及董事會多元化政策，討論是否需要作出任何修訂，以及將任何建議改動推薦予董事會批准。

於回顧年度內，提名委員會已評核及檢討董事會的架構、人數及組成以及獨立非執行董事的獨立性。提名委員會認為目前董事會由男女雙方及各具不同資歷與經驗的成員組成，能夠就多元化達致適當的平衡。提名委員會已討論及審閱董事的退任及重選以及其他相關事宜。於回顧年度內，提名委員會曾討論及審閱賴思紓女士之個人資料、經驗及資歷，並在適當考慮董事會多元化政策及提名政策後，向董事會就其委任作出推薦建議。

Corporate Governance Report 企業管治報告 (continued 續)

REMUNERATION COMMITTEE

The remuneration committee was established in 2011 with its written terms of reference in compliance with the CG Code. During the year ended 31 December 2019, the remuneration committee comprised one executive Director, namely Mr. Li Sin Hung Maxim, and four independent non-executive Directors, namely Dr. Fung Kam Man (chairman of the remuneration committee), Mr. Wang Zhiwei, Mr. Chan Tung Tak Alain and Mr. Choy Sze Chung Jojo.

The remuneration committee held 4 meetings during the year ended 31 December 2019. The composition of the remuneration committee and the attendance record of each member at the remuneration committee meetings held during the year ended 31 December 2019 are set out below:

薪酬委員會

薪酬委員會於二零一一年成立，其書面職權範圍符合企業管治守則。截至二零一九年十二月三十一日止年度，薪酬委員會由一名執行董事，即李錄洪先生，及四名獨立非執行董事，即馮錦文博士(薪酬委員會主席)、王志維先生、陳通德先生及蔡思聰先生組成。

截至二零一九年十二月三十一日止年度，薪酬委員會舉行四次會議。薪酬委員會組成及各成員於截至二零一九年十二月三十一日止年度舉行的薪酬委員會會議的出席記錄表列如下：

		Number of meetings attended/number of meetings held during the tenure of the relevant member for the year ended 31 December 2019
		出席會議次數／在相關成員於截至二零一九年十二月三十一日止年度之任期內所舉行的會議次數
Total number of meetings held during the year ended 31 December 2019	於截至二零一九年十二月三十一日止年度內舉行的會議總次數	4
Name of committee members	委員會成員姓名	
Dr. Fung Kam Man (<i>chairman of the remuneration committee</i>)	馮錦文博士 (<i>薪酬委員會主席</i>)	4/4
Mr. Li Sin Hung Maxim	李錄洪先生	4/4
Mr. Wang Zhiwei	王志維先生	4/4
Mr. Chan Tung Tak Alain	陳通德先生	3/4
Mr. Choy Sze Chung Jojo	蔡思聰先生	4/4

The primary duties of the remuneration committee are to make recommendations to the Board on the policy and structure of the remuneration of all Directors and senior management and to determine the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments, and ensure none of the Directors or any of their associates will determine his/her own remuneration.

薪酬委員會的主要職責為就全體董事及高級管理層薪酬的政策及架構，向董事會提出建議，以及釐定個別執行董事和高級管理層的薪酬方案(包括實物福利、退休金權利及賠償金額)，並確保並無董事薪酬由其本人或其聯繫人釐定。

Corporate Governance Report 企業管治報告 (continued 續)

During the year under review, the remuneration committee adopted the approach under code provision B.1.2(c)(i) of the CG Code to determine, with delegated responsibility, the remuneration packages as well as the terms of the service contracts of the executive Directors and senior management of the Company. In addition, it has met to review the remuneration policy and structure and to assess the performance of Directors.

Pursuant to code provision B.1.5 of the CG Code, the annual remuneration of the senior management by band for the year ended 31 December 2019 is set out below:

	Number of Individuals 僱員人數
HK\$1,500,000 to HK\$2,000,000	1

於回顧年度內，薪酬委員會採納企業管治守則之守則條文第B.1.2(c)(i)條下之方針，因應授權責任釐定薪酬方案，以及本公司執行董事及高級管理層服務合約的條款。此外，其已舉行會議檢討薪酬政策及架構以及評估董事之表現。

根據企業管治守則條文第B.1.5條，高級管理層於截至二零一九年十二月三十一日止年度按組別劃分之年度薪酬列載如下：

CREDIT COMMITTEE

The Company had set up a credit committee in 2007 for the purpose of better management of its credit risk and credit operations. The members of the credit committee are responsible for, among other things, approving and overseeing the Group's credit policy and monitoring the Group's loan portfolio. As at 31 December 2019, the credit committee comprised four executive Directors, namely Mr. Li Sin Hung Maxim, Ms. Xie Si, Mr. Wong Kai Lun and Ms. Lai Szu Yu.

信貸委員會

本公司已於二零零七年設立信貸委員會，以更好地管理其信貸風險及信貸運作。信貸委員會成員負責(其中包括)批准及監管本集團的信貸政策，以及監督本集團的貸款組合。於二零一九年十二月三十一日，信貸委員會由四名執行董事組成，即李錫洪先生、謝絲女士、黃啟倫先生及賴思好女士。

Corporate Governance Report 企業管治報告 (continued 續)

The credit committee held 2 meetings during the year ended 31 December 2019. The composition of the credit committee and the attendance record of each member at the credit committee meetings held during the year ended 31 December 2019 are set out below:

截至二零一九年十二月三十一日止年度，信貸委員會舉行兩次會議。信貸委員會組成及各成員於截至二零一九年十二月三十一日止年度舉行的信貸委員會會議的出席記錄表列如下：

Number of meetings attended/number of meetings held during the tenure of the relevant member for the year ended 31 December 2019
出席會議次數／在相關成員於截至二零一九年十二月三十一日止年度之任期內所舉行的會議次數

Total number of meetings held during the year ended 31 December 2019	於截至二零一九年十二月三十一日止年度內舉行的會議總次數	
		2
Name of committee members	委員會成員姓名	
Mr. Li Sin Hung Maxim	李錄洪先生	2/2
Ms. Xie Si	謝絲女士	0/2
Mr. Wong Kai Lun	黃啟倫先生	2/2
Ms. Lai Szu Yu — <i>appointed as a member of the credit committee on 30 April 2019</i>	賴思妤女士 — 於二零一九年四月三十日獲委任為信貸委員會成員	1/1
Ms. Cao Huifang — <i>ceased to be a member of the credit committee on 30 April 2019</i>	曹慧芳女士 — 於二零一九年四月三十日退任信貸委員會成員	0/1

COMPLIANCE COMMITTEE

合規委員會

A compliance committee was established in 2010 serving the corporate governance function of the Company with the aim to ensure the compliance of the Group with relevant laws, rules and regulations applicable to the Group from time to time, in particular the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) (“MLO”) and the SFO. The major duties of the compliance committee include to develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board, to review and monitor the training and continuous professional development of Directors and senior management, to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements, to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors and to review the Company’s compliance with the CG Code and disclosure in the corporate governance report.

合規委員會於二零一零年成立，肩負本公司的企業管治職能，旨在確保本集團遵守不時適用於本集團的相關法例、規則及法規，尤其是放債人條例（香港法例第163章）（「放債人條例」）及證券及期貨條例。合規委員會的主要職責包括設立及審閱本公司有關企業管治方面的政策及常規並向董事會作出建議，審閱及監察董事及高級管理層的培訓及持續專業發展，審閱及監察本公司有關遵守法律及監管規定的政策及常規，設立、審閱及監督適用於僱員及董事的行為守則及合規手冊，以及檢討本公司遵守企業管治守則及企業管治報告之披露規定的合規情況。

Corporate Governance Report 企業管治報告 (continued 續)

The compliance committee currently comprises one executive Director, namely Ms. Lai Szu Yu, and four independent non-executive Directors, namely Dr. Fung Kam Man (chairman of the compliance committee), Mr. Wang Zhiwei, Mr. Chan Tung Tak Alain and Mr. Choy Sze Chung Jojo.

合規委員會目前由一名執行董事，即賴思妤女士，及四名獨立非執行董事，即馮錦文博士（合規委員會主席）、王志維先生、陳通德先生及蔡思聰先生組成。

The compliance committee held 2 meetings during the year ended 31 December 2019. The composition of the compliance committee and the attendance record of each member at the compliance committee meetings held during the year ended 31 December 2019 are set out below:

截至二零一九年十二月三十一日，合規委員會舉行兩次會議。合規委員會組成及各成員於截至二零一九年十二月三十一日止年度舉行的合規委員會會議的出席記錄表列如下：

	Number of meetings attended/number of meetings held during the tenure of the relevant member for the year ended 31 December 2019	
	出席會議次數／在相關成員於截至二零一九年十二月三十一日止年度之任期內所舉行的會議次數	
Total number of meetings held during the year ended 31 December 2019		2
	於截至二零一九年十二月三十一日止年度內舉行的會議總次數	
Name of committee members		委員會成員姓名
Dr. Fung Kam Man <i>(chairman of the compliance committee)</i>		馮錦文博士(合規委員會主席) 2/2
Mr. Wang Zhiwei		王志維先生 2/2
Mr. Chan Tung Tak Alain		陳通德先生 2/2
Mr. Choy Sze Chung Jojo		蔡思聰先生 2/2
Ms. Lai Szu Yu — <i>appointed as a member of the compliance committee on 24 December 2019</i>		賴思妤女士 — 於二零一九年十二月二十四日獲委任為合規委員會成員 0/0

The compliance committee regularly reviews matters regarding the compliance of the Group with the MLO, the SFO and other relevant laws and regulations applicable to the Group. The Company has adopted relevant compliance manuals which govern the Group's compliance matters in relation to the MLO, the SFO, the GEM Listing Rules as well as other relevant regulations.

合規委員會定期審閱有關本集團遵守放債人條例、證券及期貨條例及適用於本集團之其他相關法律及法規的事宜。本公司已採納相關合規手冊，規管本集團有關放債人條例、證券及期貨條例、GEM上市規則以及其他相關法規的合規事宜。

Corporate Governance Report 企業管治報告 (continued 續)

During the year under review, the compliance committee had no material findings on the compliance issues of the Group. Meanwhile, it has recorded the issues identified during the review and made several suggestions to the Board and the management of the Company on issues particularly concerning internal control, corporate social responsibilities and corporate governance. For instance, the compliance committee recommended the Company to take appropriate actions in response to the Economic Substance Act of Bermuda which became effective on 31 December 2018, the Non-Hong Kong Companies (Disclosure of Company Name, Place of Incorporation and Members' Limited Liability) Regulation (Cap. 622M) which took effect from August 2019 and the relevant amendments to the GEM Listing Rules effective from 1 October 2019. The Company has acted and would continue to act on the recommendations of the compliance committee.

CREDIT REVIEW COMMITTEE

A credit review committee was established in 2018 for the purpose of enhancing risk management and internal control of the Group. The major duties of the credit review committee include to conduct periodic reviews on different loan cases and to make submission to the Board regarding the results and findings of the review.

The credit review committee currently comprises three independent non-executive Directors, namely Dr. Fung Kam Man (chairman of the credit review committee), Mr. Wang Zhiwei and Mr. Chan Tung Tak Alain.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the financial statements for each financial year, which should provide a true and fair view of the Company's financial information. In preparing the financial statements, the Directors have consistently selected and applied appropriate accounting policies and standards. The statement of the auditors of the Company about their reporting responsibilities on the financial statements of the Company is set out in the Independent Auditor's Report on pages 72 to 77 of the annual report of the Company for the year ended 31 December 2019.

於回顧年度內，合規委員會並未發現本集團存在重大合規問題。同時，合規委員會已記錄審閱期間所識別的事宜並向董事會及本公司管理層提出若干建議，特別是內部監控、企業社會責任和企業管治事宜。例如，合規委員會建議本公司採取適當的措施，以應對自二零一八年十二月三十一日起生效的《百慕達經濟實質法》、自二零一九年八月起生效的《非香港公司（披露公司名稱、成立為法團所在地及成員的有限法律責任）規例》（第622M章），以及自二零一九年十月一日起生效的GEM上市規則相關修訂。本公司已採取並將繼續按照合規委員會的建議採取行動。

信貸覆核委員會

本公司於二零一八年就改善本集團風險管理及內部監控建立信貸覆核委員會。信貸覆核委員會的主要職責包括就不同貸款個案進行定期覆核及向董事會呈交覆核結果和結論。

信貸覆核委員會目前由三名獨立非執行董事組成，即馮錦文博士（信貸覆核委員會主席）、王志維先生及陳通德先生。

董事就財務報表的財務申報責任

董事負責就各財政年度編製財務報表，以真實及公平地反映本公司的財務資料。於編製財務報表時，董事已貫徹選擇及應用適當的會計政策及準則。本公司核數師有關彼等對本公司財務報表的申報責任的聲明載於本公司截至二零一九年十二月三十一日止年度之年報第72頁至第77頁的獨立核數師報告。

COMPANY SECRETARY

The Company engages an external service provider, Ms. Cheang Yee Wah Eva, as the Company Secretary. She is a Chartered Financial Analysts Charter holder, a member of The Hong Kong Institute of Certified Public Accountants and an associate member of The Hong Kong Institute of Chartered Secretaries. During the year ended 31 December 2019, Ms. Cheang's primary contact person at the Company was Mr. Li Sin Hung Maxim, a then executive Director and Chairman of the Company. During the year under review, the Company Secretary has taken not less than 15 hours of relevant professional training in compliance with Rule 5.15 of the GEM Listing Rules.

AUDITORS' REMUNERATION

During the year under review, the remuneration paid or payable to the external auditors of the Company for the audit and non-audit services provided amounted to HK\$805,000 and HK\$383,000 respectively. The non-audit services represented interim review.

RISK MANAGEMENT AND INTERNAL CONTROL

Risk management and internal control are essential elements of corporate governance. Effective risk management and internal control facilitate the day-to-day operation and business development of the Group while maintaining risk at an optimal level.

SYSTEM FEATURES

The RM & IC Systems of the Company are designed to identify and monitor risks from day-to-day operations and they are embodied by the Board through the relevant board committees, the management, the departments and the internal audit function.

公司秘書

本公司委聘一名外部服務供應商蔣綺華女士為公司秘書。彼為特許金融分析師特許資格認證持有人、香港會計師公會會員及香港特許秘書公會資深會員。截至二零一九年十二月三十一日止年度，蔣女士於本公司的主要聯絡人為當時本公司執行董事兼主席李錫洪先生。於回顧年度內，公司秘書已遵照GEM上市規則第5.15條接受不少於15小時的相關專業培訓。

核數師的薪酬

於回顧年度內，就本公司外聘核數師提供的審計及非審計服務已付或應付的薪酬分別為805,000港元及383,000港元。非審計服務為中期審閱。

風險管理及內部監控

風險管理及內部監控為企業管治之關鍵元素。有效的風險管理及內部監控在維持風險於合適水平的同時，促進本集團之日常營運及業務發展。

系統特徵

本公司之風險管理及內部監控體系旨在識別及監察日常營運的風險且由董事會透過相關董事委員會、管理層、部門及內部審核職能中體現。

Corporate Governance Report 企業管治報告 (continued 續)

The Board recognises its responsibilities to evaluate and determine the nature and extent of the risks the Group is willing to take in achieving the strategic objectives of the Group, and ensures that the Company has established and maintained appropriate and effective RM & IC Systems. The Board is also responsible for overseeing the management in the design, implementation and monitoring of the RM & IC Systems on an ongoing basis. In this regards, the Board conducts evaluation on the effectiveness of the RM & IC Systems established and maintained by the management of the Company at least annually. The review covers all relevant financial, operational and compliance controls and reports on any failure of or deficiency in the RM & IC Systems. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable but not absolute assurance against material misstatement or loss.

The Board has conducted an annual review on the effectiveness of the RM & IC Systems of the Group for the year ended 31 December 2019 and considered these systems effective and adequate.

The Audit Committee The audit committee is responsible for overseeing the Company's financial reporting system and the RM & IC Systems. It also develops a regular platform to discuss the RM & IC Systems with the management to ensure that the management has performed its duty to maintain effective systems. Such discussion includes the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function. The audit committee considers the major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and the management's response to these findings. The audit committee also regularly reviews the findings and opinions of the internal audit function and the management to evaluate the effectiveness of the RM & IC Systems.

Credit Review Committee The credit review committee was established in January 2018 for the purpose of enhancing risk management and internal control of the Group, mainly on the aspects of credit risk. The committee has conducted periodic reviews on issues including credit quality of various cases including cases of newly drawn loans and overdue loans. Reviews on current loan cases are also conducted as a continuous monitoring on credit quality. Results and findings of the review are submitted to the Board for further discussion.

The Internal Audit Function The internal audit function is performed by Dr. Fung Kam Man, an independent non-executive Director. The internal audit function generally carries out the analysis and independent appraisal of the adequacy and effectiveness of the Company's RM & IC Systems.

董事會確認其評估及釐定本集團達成其策略目標時所願意接納的風險之性質及程度的職責，並確保本公司已設立及維持合適及有效的風險管理及內部監控體系。董事會亦有責任持續監督管理層對風險管理及內部監控體系的設計、實施及監察；就此而言，董事會就本公司管理層建立及維持的風險管理及內部監控體系的有效性每年進行最少一次評估。有關檢討涵蓋所有相關財務、營運和合規監控，並匯報風險管理及內部監控體系中的任何缺失或不足。有關系統乃用於管理而非消除不能達致業務目標的風險，並僅可就重大失實陳述或損失作出合理而非絕對的保證。

截至二零一九年十二月三十一日止年度，董事會已就本集團風險管理及內部監控體系的有效性進行年度檢討，並認為該等系統有效及足夠。

審核委員會 審核委員會負責監督本公司之財務申報系統以及風險管理及內部監控體系。其亦設立定期平台以與管理層討論風險管理及內部監控體系，確保管理層履行其職責維持有效系統。有關討論包括資源充足性、員工資歷及經驗、培訓計劃及本公司之會計及財務申報職能的預算。審核委員會考慮由董事會授權或其主動進行之風險管理及內部監控事宜之主要調查結果，以及管理層就該等結果的回應。審核委員會亦對該等結果及內部審核職能及管理層的意見進行定期檢討，以評估風險管理及內部監控體系的有效性。

信貸覆核委員會 信貸覆核委員會於二零一八年一月成立，目的為加強本集團風險管理及內部監控，主要為信貸風險方面。該委員會定期審閱包括新提取貸款個案及逾期個案的信貸質素在內的事宜。目前貸款個案亦進行審閱以持續監察信貸質素。審閱結果及所得會呈交董事會作進一步討論。

內部審核職能 內部審核職能由獨立非執行董事馮錦文博士履行。內部審核職能通常就本公司之風險管理及內部監控體系的充足性及有效性進行分析及獨立評估。

Corporate Governance Report 企業管治報告 (continued 續)

The Management and Departments The management is responsible for designing, implementing and monitoring of the RM & IC Systems. The management implements and takes day-to-day responsibility for the Group's policies and manuals on risk management and internal control. For instance, the loans departments of the Group, as the daily operation units, are responsible for reviewing and reporting potential risks from time to time to the management.

Inside Information Handling and Dissemination The Company has also adopted the disclosure policy and procedures to promote consistent disclosure practices in compliance with the GEM Listing Rules and the SFO. Under the policy, the management shall report to the Board as soon as practicable for any event which may constitute inside information, and the Board shall decide, if required, to make relevant disclosure in a timely manner.

管理層及部門 管理層負責設計、執行及監督風險管理及內部監控體系。管理層就本集團有關風險管理及內部監控的政策及手冊，實施並履行日常職責。舉例而言，作為日常營運單位的本集團貸款部門，負責不時審閱及向管理層匯報潛在風險。

內幕消息處理及發佈 本公司亦已採納披露政策及程序，以促進符合GEM上市規則及證券及期貨條例的一致披露常規。根據政策，管理層須在可行情況下盡快向董事會匯報任何可能構成內幕消息的事項，而董事會須決定(如需要)是否及時作出相關披露。

RISK MANAGEMENT PROCESS

風險管理程序



Risk Identification The loans departments and the major subsidiaries of the Group are required to report on material risks identified in the risk management report (on department or subsidiary level) which is submitted to the management periodically.

Risk Assessment and Measurement The internal processes of risk assessment and measurement involve the participation of management in assessing the risk exposure such as identifying the impact of potential risk. The management reviews and scrutinises the material risks and ensures that appropriate controls and measures are in place or in progress. The management, through consolidating, filtering and prioritising processes, compiles a risk management report (on Company level) to the audit committee and the internal audit function. Following review by the audit committee and the internal audit function, the company risk management report would be submitted to the Board.

Risk Control and Mitigation The management considers the risks and material internal control defects identified and recommends appropriate measures to control and mitigate risks as well as resolve material internal control defects. For instance, the management reviews the risk management report (on Company level) from time to time. Such measures vary according to the type of risks or defects and resources available.

風險識別 本集團之貸款部門及主要附屬公司須匯報其於風險管理報告(於部門或附屬公司層面)所識別的重大風險，其會定期提交予管理層。

風險評估及計量 風險評估及計量之內部程序涉及管理層參與評估所承受的風險，如識別潛在風險的影響。管理層檢討及深入檢視重大風險，並確保維持及採取適當監控及措施。管理層透過整合、過濾及排次的步驟，編寫風險管理報告(於公司層面)，提交予審核委員會及內部審核職能。經審核委員會及內部審核職能檢視後，公司風險管理報告將呈交予董事會。

風險控制和緩解 管理層考慮已識別的風險及識別重大內部監控缺陷並建議採取適當措施以控制及緩解風險以及解決重大內部監控缺陷。例如，管理層不時審閱風險管理報告(於公司層面)。有關措施根據風險或缺失的種類及可供取用的資源而有所不同。

Corporate Governance Report 企業管治報告 (continued 續)

Risk Monitoring The management, in conjunction with the audit committee, regularly monitors the Company's risk exposure and reviews the effectiveness of the RM & IC Systems in terms of risk control and mitigation. For instance, the risk management policy is subject to regular reviews in order to respond to any significant changes to the products, services or relevant laws and regulations that might impact the risk exposure of the Company.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS AND INVESTOR RELATIONS

The Board believes that transparent and timely disclosure of the Group's information will enable shareholders and investors to make the best investment decision and to have better understanding on the Group's business performance and strategies. It is also vital for developing and maintaining continuing relationship with the Company's potential and existing investors.

The Company maintains a website at "www.fcfg.com.hk" as a communication platform with its shareholders and investors, where the Group's business developments and operations, financial information, corporate governance practices and other information are available for public access. Shareholders and investors may also write directly to the Company's principal place of business in Hong Kong at 21/F-22/F, Fung House, Nos. 19-20 Connaught Road Central, Hong Kong or via email to enquiry@firstcredit.com.hk for any inquiries. Inquiries will be dealt with in an informative and timely manner.

The Board considers that general meetings of the Company provide an important channel for the shareholders to exchange views with the Board. The Chairman of the Board and the chairman of each of the audit committee, remuneration committee and nomination committee endeavor to be available at the general meetings to answer any questions raised by the shareholders.

During the year ended 31 December 2019, there was no significant change in the memorandum of continuance and the Bye-laws of the Company.

SHAREHOLDERS' RIGHT

It is the Company's responsibility to ensure that its shareholders' interests are well-protected. To do so, the Company maintains on-going dialogues with its shareholders to communicate with them and encourage their participation in AGM and other general meetings. Registered shareholders are notified by post for the convening of general meetings of the Company. Notice of meeting contains agenda, proposed resolutions and a proxy form. All registered shareholders are entitled to attend annual and special general meetings of the Company, provided that their names have been recorded in the register of members of the Company on the relevant record dates of the meetings.

風險監測 管理層連同審核委員會定期監督本公司之風險承擔及檢討風險管理及內部監控體系於風險控制及緩釋方面的有效性。例如風險管理政策應定期審視，以應對可能影響本公司承受風險之產品、服務或相關法律或法規的任何重大變動。

與股東及投資者保持溝通及投資者關係

董事會相信，透明且及時地披露本集團資料將有助於股東及投資者作出最佳的投資決定及加強其對本集團業務表現及策略的了解。此外，就與本公司的潛在及現有投資者發展及維持持續關係而言，有關披露亦極為重要。

本公司設立了網站「www.fcfg.com.hk」作為與股東及投資者溝通的平台，公眾可透過該網站查閱本集團的業務發展及營運、財務資料、企業管治常規及其他資料。股東及投資者如有任何查詢，亦可直接寄信至本公司於香港的主要營業地點（地址為香港中環干諾道中19-20號馮氏大廈21樓-22樓）或發電郵至「enquiry@firstcredit.com.hk」。本公司將盡快就有關查詢提供詳盡資料。

董事會認為，本公司股東大會提供一個重要渠道供股東與董事會交流意見。董事會主席以及各審核委員會、提名委員會及薪酬委員會的主席將盡可能出席股東大會並回答股東的任何提問。

截至二零一九年十二月三十一日止年度，本公司的存續章程大綱及公司細則概無重大變化。

股東權利

本公司有責任確保股東權益獲得充份保障。為達致該目的，本公司持續與股東保持聯繫，並鼓勵彼等出席股東週年大會及其他股東大會。我們以郵遞方式向登記股東寄發召開本公司股東大會的通告。大會通告包含會議議程、提呈的決議案以及代表委任表格。所有於大會相關記錄日期名列於本公司股東名冊內的登記股東均有權出席本公司股東週年大會及股東特別大會。

Corporate Governance Report 企業管治報告 (continued 續)

Pursuant to the Bye-laws, the Board may, whenever it thinks fit, call for special general meeting. Shareholders holding not less than one-tenth of the paid-up capital of the Company carrying the right to vote at general meetings of the Company as of the date of deposit of the requisition, shall at all times have the right, by written requisition to the Board or the Company Secretary, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If the Board fails to proceed to convene such meeting within 21 days from the date of deposit of the requisition, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

Pursuant to the Companies Act 1981 of Bermuda, (i) shareholders representing not less than one-twentieth of the total voting rights of all shareholders having a right to vote at the general meeting; or (ii) not less than one hundred shareholders, can submit a written requisition stating the resolution which is intended to be moved at a general meeting, or to submit a statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Shareholders may send their enquiries or requests in respect of their rights as mentioned above to the Company's principal place of business in Hong Kong or via email as set out in the paragraph headed "Communications with Shareholders and Investors and Investor Relations" above.

根據公司細則，董事會可於其認為適當的任何時候召開股東特別大會。任何於遞交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的權力）十分之一的股東於任何時候有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指定的任何事項。有關大會應於遞交該要求後兩個月內舉行。倘董事會未能於遞交要求當日起計21日內開展召開該大會的程序，則遞交人士，或代表彼等全體人士總投票權一半以上之任何人士，可自行召開大會，惟任何如此召開的會議不可於前述日期起計滿三個月後舉行。

根據百慕達一九八一年公司法，股東若(i)代表有權於股東大會投票的全體股東總投票權不少於二十分之一；或(ii)人數不少於一百，可寄發請求書，列明擬於股東大會上動議之決議案，或就該次大會上的任何建議決議案或將予處理的事務所提述的事宜，提交不超過一千字的聲明。

誠如上文「與股東及投資者保持溝通及投資者關係」一段所載，股東可將其對上述股東權利之查詢或要求郵寄至本公司於香港的主要營業地點，或以電郵方式作出查詢。

Biographical Details of Directors and Senior Management 董事及高級管理層之履歷

EXECUTIVE DIRECTORS

Ms. Xie Si, aged 31, is an executive Director. She joined the Group and was appointed as a Director in September 2017. Ms. Xie is also a director of a subsidiary of the Company. Ms. Xie graduated from Southwest University of Science and Technology with a bachelor's degree in accountancy. Ms. Xie has over 10 years of experience in banking and financial industry. She has extensive experiences in providing financial services to the customers, including corporate and individual clients.

Mr. Wong Kai Lun, aged 42, is an executive Director. He joined the Group and was appointed as a Director in January 2018. Mr. Wong is also a director of certain subsidiaries of the Company. Mr. Wong has various marketing and managerial experience in the beauty industry in Hong Kong. He is currently a marketing manager of Pure Derma Limited, a company incorporated in Hong Kong with limited liability, which is principally engaged in the medical beauty business.

Ms. Lai Szu Yu, aged 31, is an executive Director and the compliance officer of the Company. She joined the Group and was appointed as a Director in April 2019. Ms. Lai is also a director of a subsidiary of the Company. Ms. Lai graduated from the University of Southern California in 2011 with a degree of bachelor of arts majoring in economics. She has different experience in financial accounting and education. She currently works in a law firm in Hong Kong responsible for administration and accounting matters.

執行董事

謝絲女士，31歲，為執行董事。彼於二零一七年九月加入本集團，並獲委任為董事。謝女士亦為本公司一間附屬公司的董事。謝女士畢業於西南科技大學，獲會計學學士學位。謝女士於銀行及金融行業擁有逾10年經驗。彼於為客戶(包括企業及個人客戶)提供金融服務方面擁有豐富經驗。

黃啟倫先生，42歲，為執行董事。彼於二零一八年一月加入本集團，並獲委任為董事。黃先生亦為本公司若干附屬公司的董事。黃先生擁有香港美容行業各類營銷及管理經驗。彼目前為Pure Derma Limited的營銷經理。該公司為香港註冊成立的有限公司，主要從事醫療美容業務。

賴思妤女士，31歲，為本公司執行董事兼監察主任。彼於二零一九年四月加入本集團，並獲委任為董事。賴女士亦為本公司一間附屬公司的董事。賴女士於二零一一年畢業於南加州大學，獲得文學學士學位，主修經濟。彼於財務會計及教育方面擁有不同經驗。彼目前於香港一家律師事務所工作，負責行政及會計事務。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Fung Kam Man, aged 56, was appointed as an independent non-executive Director in July 2016. Dr. Fung has obtained a bachelor's degree in business administration from the Chinese University of Hong Kong, a degree of Master of Science in Financial Management from the University of London and a degree of Doctor of Philosophy awarded by the University of Nottingham. Dr. Fung has been certified as a Project Management Professional by the Project Management Institute. He is a certified financial planner certified by the Institute of Financial Planners of Hong Kong and a certified financial planner of The Chinese Institute of Certified Financial Planners. Dr. Fung has experience of more than 26 years in the continuing education and vocational training field. Dr. Fung is currently a self-employed higher education development and quality assurance consultant. Dr. Fung was an independent non-executive director of DX.com Holdings Limited (currently known as "Sino Vision Worldwide Holdings Limited") (stock code: 08086), the shares of which are listed on GEM of the Stock Exchange, from 1 August 2016 to 2 November 2017. He acted as the independent non-executive director of Jia Meng Holdings Limited (currently known as "EJE (Hong Kong) Holdings Limited") (stock code: 08101), the shares of which are listed on GEM of the Stock Exchange, from 1 April 2015 to 21 September 2016.

Mr. Wang Zhiwei, aged 52, was appointed as an independent non-executive Director in October 2016. Mr. Wang graduated from Taiyuan Institute of Machinery (currently known as the North University of China) in 1990 with a bachelor's degree in mechanical engineering. Mr. Wang has been qualified as a senior engineer in electronic engineering in the PRC since December 2000. Mr. Wang has over 16 years of experience in holding senior executive positions in various corporations in the People's Republic of China ("PRC") with businesses involving e-commerce, software development, coal and energy development and solar power. Mr. Wang was an independent non-executive director of Interactive Entertainment China Cultural Technology Investments Limited (currently known as "Hang Tai Yue Group Holdings Limited") (stock code: 08081), the shares of which are listed on GEM of the Stock Exchange, from 1 August 2016 to 13 August 2018. From January 2011 to April 2014, Mr. Wang was the vice president of a subsidiary of Jun Yang Financial Holdings Limited (currently known as "Power Financial Group Limited") (stock code: 00397), the shares of which are listed on the Main Board of the Stock Exchange. From May 2014 to June 2016, Mr. Wang also worked as the deputy general manager of China Demeter Investments Limited (currently known as "China Demeter Financial Investments Limited") (stock code: 08120), the shares of which are listed on GEM of the Stock Exchange, and participated in seeking potential investment opportunities in different projects.

獨立非執行董事

馮錦文博士，56歲，於二零一六年七月獲委任為獨立非執行董事。馮博士於香港中文大學獲取工商管理學士學位，於倫敦大學獲取金融管理理學碩士學位，並獲得諾丁漢大學頒授之哲學博士學位。馮博士為獲項目管理專業學會承認的專業項目管理人員。彼亦為香港財務策劃師學會之認可財務策劃師及獲中國註冊理財規劃師協會認證之註冊理財規劃師。馮博士於持續教育及職業培訓範疇擁有逾26年經驗。目前，馮博士為自僱的專上教育發展及質素保證顧問。馮博士於二零一六年八月一日至二零一七年十一月二日為DX.com控股有限公司(現稱為「新維國際控股有限公司」，其股份於聯交所GEM上市，股份代號：08086)的獨立非執行董事。彼於二零一五年四月一日至二零一六年九月二十一日為家夢控股有限公司(現稱為「壹家壹品(香港)控股有限公司」，其股份於聯交所GEM上市，股份代號：08101)的獨立非執行董事。

王志維先生，52歲，於二零一六年十月獲委任為獨立非執行董事。王先生於一九九零年畢業於太原機械學院(現中國中北大學)，並獲機械工程學士學位。王先生自二零零零年十二月起獲授予中國電子工程高級工程師資格。王先生曾於中華人民共和國(「中國」)多個企業擔任高級行政人員職位，擁有逾16年相關經驗，其業務涵蓋電子商務、軟件開發、煤炭及能源發展以及太陽能發電。王先生曾於二零一六年八月一日至二零一八年八月十三日為互娛中國文化科技投資有限公司(現稱為「恒泰裕集團控股有限公司」，其股份於聯交所GEM上市，股份代號：08081)的獨立非執行董事。王先生於二零一一年一月至二零一四年四月，擔任君陽金融控股有限公司(現稱為「權威金融集團有限公司」，其股份於聯交所主板上市，股份代號：00397)之附屬公司之副主席。王先生由二零一四年五月至二零一六年六月擔任中國神農投資有限公司(現稱為「國農金融投資有限公司」，其股份於聯交所GEM上市，股份代號：08120)之副總經理。彼亦參與各種項目發掘潛在投資機會。

Biographical Details of Directors and Senior Management 董事及高級管理層之履歷 (continued 續)

Mr. Chan Tung Tak Alain, aged 65, was appointed as an independent non-executive Director in August 2017. Mr. Chan obtained a bachelor of science degree (with honours) in architecture and a diploma in architecture from the Polytechnic of North London, the United Kingdom in 1979 and 1983 respectively. He held a corporate membership of the Royal Institute of British Architects, the United Kingdom from 1985 to 2014, and had been a registered member of the Architects Registration Board of the United Kingdom from 1984 to 2014, a member of the Royal Architectural Institute of Canada from 1994 to 2014 and a graduate member of the Hong Kong Institute of Architects from 1980 to 2014. Mr. Chan has over 18 years of experience in the architecture sector and had worked as an architect, senior architect or project manager in various architecture firms in London, the United Kingdom, Canada and Hong Kong from 1983 to 1999. Mr. Chan had also been an independent non-executive Director of the Company from April 2010 to June 2013.

Mr. Li Long, aged 62, was appointed as an independent non-executive Director in September 2017. Mr. Li has over 27 years of experience in the trading industry. Mr. Li has held managerial positions in various sizeable corporations in the PRC from 1985 to 2013 and was mainly responsible for business development, marketing and financial management.

Mr. Choy Sze Chung Jojo, aged 60, was appointed as an independent non-executive Director in November 2017. Mr. Choy obtained a master of business administration degree from the University of Wales, Newport in 2004 and a master of business law degree from the Monash University in 2007. Mr. Choy was awarded Fellowship by Canadian Chartered Institute of Business Administration and Honorary Doctorate of Management by Lincoln University in 2019. Mr. Choy is a fellow member of each of the Institute of Financial Accountants, the Institute of Public Accountants, The Hong Kong Institute of Directors and the Institute of Compliance Officers. He is also a member of the Society of Registered Financial Planners. Mr. Choy has extensive experience in the securities industry and has worked as a responsible officer and representative in various securities companies in Hong Kong. He is currently the vice chairman and a responsible officer of National Resources Securities Limited for Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO and also the permanent honorable president and the vice chairman of the Institute of Securities Dealers Limited. Mr. Choy is currently an independent non-executive director of Luye Pharma Group Limited (stock code: 2186), Sparkle Roll Group Limited (stock code: 0970) and Zhaojin Mining Industry Company Limited (stock code: 1818), all being limited companies whose shares are listed on the Main Board of the Stock Exchange. He was an independent non-executive director of Chengdu PUTIAN Telecommunications Cable Company Limited (stock code: 1202), a limited company whose shares are listed on the Main Board of the Stock Exchange, from February 2006 to January 2018. He was also an independent non-executive director of Orient Securities International Holdings Limited (stock code: 8001), a limited company whose shares are listed on GEM of the Stock Exchange, from March 2010 to May 2016.

陳通德先生，65歲，於二零一七年八月獲委任為獨立非執行董事。陳先生分別於一九七九年及一九八三年取得英國北倫敦理工大學建築學(榮譽)理學士學位及建築學文憑。彼於一九八五年至二零一四年為英國皇家建築師學會公司會員，於一九八四年至二零一四年為英國特許註冊建築師，於一九九四年至二零一四年為加拿大皇家建築學會會員以及於一九八零年至二零一四年為香港建築師學會畢業生會員。陳先生於建築領域累積超過18年經驗，並自一九八三年起至一九九九年於倫敦、英國、加拿大及香港多間建築師事務所擔任建築師、高級建築師或項目經理。自二零一零年四月起至二零一三年六月止，陳先生曾任本公司獨立非執行董事。

李龍先生，62歲，於二零一七年九月獲委任為獨立非執行董事。李先生於貿易行業擁有逾27年經驗。李先生自一九八五年至二零一三年曾擔任中國多間大型企業的管理職位，並主要負責業務發展、市場營銷及財務管理。

蔡思聰先生，60歲，於二零一七年十一月獲委任為獨立非執行董事。蔡先生於二零零四年取得紐波特威爾斯大學之工商管理碩士學位，並於二零零七年取得蒙納士大學之商業法律碩士學位。蔡先生於二零一九年獲授加拿大特許管理學院院士及林肯大學管理學榮譽博士。蔡先生為財務會計師公會、公共會計師協會、香港董事學會、法則合規師協會各自的資深會員。彼亦為註冊財務策劃師協會會員。蔡先生於證券業擁有豐富經驗，一直擔任香港多家證券公司的負責人員及代表。彼現時為中潤證券有限公司的副主席，並為證券及期貨條例下第1類(證券交易)、第4類(就證券提供意見)及第9類(提供資產管理)受規管活動的負責人員。彼亦為證券協商會的永遠榮譽會長及副主席。蔡先生現任綠葉製藥集團有限公司(股份代號：2186)、耀萊集團有限公司(股份代號：0970)及招金礦業股份有限公司(股份代號：1818)之獨立非執行董事，該等公司均是在聯交所主板上市的有限公司。彼曾於二零零六年二月至二零一八年一月擔任成都普天電纜股份有限公司(股份代號：1202)的獨立非執行董事，該公司為有限公司，其股份在聯交所主板上市。彼亦曾於二零一零年三月至二零一六年五月擔任東方滙財證券國際控股有限公司(股份代號：8001)的獨立非執行董事，該公司為有限公司，其股份在聯交所GEM上市。

SENIOR MANAGEMENT

Ms. Ho Yuen May May, aged 52, was appointed as the Chief Executive Officer of the Company with effect from 19 March 2020. Ms. Ho joined the Group in 2018 and is responsible for the overall management, business strategy and development of Asia Wealth Securities. Ms. Ho graduated from The Chinese University of Hong Kong in 1990 with a degree of bachelor of social science majoring in journalism and communications. She has more than 9 years of experience in the securities industry with extensive management experience, in particular experience as a responsible officer specialised in Type 1 (dealing in securities) regulated activity under the SFO.

高級管理層

何婉薇女士，52歲，獲委任為本公司行政總裁，自二零二零年三月十九日起生效。何女士於二零一八年加入本集團，負責亞洲創富證券的整體管理、業務策略及發展事宜。何女士於一九九零年在香港中文大學畢業，取得社會科學學士學位（主修新聞與傳播學）。彼於證券行業擁有逾9年的經驗，累積豐富管理經驗，尤其是擔任證券及期貨條例下第1類（證券交易）的受規管活動的負責人員的經驗。

Directors' Report 董事會報告

The Board is pleased to present this directors' report ("Directors' Report") and the audited consolidated financial statements of the Group for the year ended 31 December 2019. All cross-references mentioned in this Directors' Report form part of this Directors' Report.

董事會欣然提呈本集團截至二零一九年十二月三十一日止年度的本董事會報告(「董事會報告」)及經審核綜合財務報表。所有於本董事會報告內提及的相互參照內容均構成本董事會報告的一部分。

PRINCIPAL ACTIVITIES

The Group is principally engaged in money lending business in Hong Kong through the provision of both secured and unsecured loans to its customers, including individuals, corporations and foreign domestic workers. The Group also conducts securities related business which includes proprietary investments in listed securities. The Group has ceased to carry on the Securities Brokerage Business since mid-August 2019.

主要業務

本集團主要在香港進行放債業務，向我們的客戶(包括個人、企業及外籍家庭傭工)提供有抵押及無抵押貸款。本集團亦進行證券相關業務，包括自營上市證券投資。本集團自二零一九年八月中旬起終止進行證券經紀業務。

RESULTS

The Group's results for the year ended 31 December 2019 and the state of affairs of the Company and the Group as at 31 December 2019 are set out in the consolidated financial statements from pages 78 to 83 of this annual report.

業績

本集團截至二零一九年十二月三十一日止年度的業績以及本公司及本集團於二零一九年十二月三十一日的財務狀況載於本年報第78頁至第83頁的綜合財務報表。

DIVIDENDS

The Board did not recommend the payment of any final dividend for the year ended 31 December 2019.

股息

董事會並不建議就截至二零一九年十二月三十一日止年度派付任何末期股息。

The Company has adopted a dividend policy. The dividend policy aims at enhancing transparency of the Company and facilitating the shareholders and investors of the Company to make informed investment decisions relating to the Company. As set out in the dividend policy, the payment and the amount of any dividend depends on a number of factors, including but not limited to the Group's financial performance and liquidity position, the general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group.

本公司已採納一項股息政策。股息政策旨在提高本公司的透明度並促進本公司股東及投資者作出有關本公司的知情投資決定。誠如股息政策所載，股息之派付及金額取決於多項因素，包括但不限於本集團之財務表現及流動資金狀況、整體經濟狀況及其他可能對本集團之業務或財務表現及狀況有影響的內部或外部因素。

BUSINESS REVIEW

A fair review of the business of the Group during the year ended 31 December 2019, an analysis of the Group's performance using financial key performance indicators, and an indication of likely future developments of the Group's business is provided in the section headed "Management Discussion and Analysis" from page 5 to page 15 of this annual report. Description of matters that are material for appreciation of the state of the Group's affairs can be found throughout this annual report.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's business operations and financial conditions may be affected by risks and uncertainties pertaining to the Group's businesses, which mainly include the operational risks, financial risks, market risks and regulatory risks.

Operational risks are those relating to the Group's internal processes, including but not limited to potential misconduct of employees and fraud, which may bring significant adverse impact on the Group's business operations and reputation. Failures of information technology systems will result in interruption of the loan and securities related business operation of the Group and potential leakage of confidential information. Operational risks may also result from emergencies and unexpected events such as natural hazards. In view of such risks, relevant operation policies and procedures have been adopted and are in place to ensure that the daily operation of the Group is in compliance with the relevant requirements of laws and regulations, such as the MLO and the SFO. Internal reporting procedures have been established and when any suspected case of employee misconduct and/or fraud arises, any staff can report directly to the management. The staff handbook has also stipulated that employee misconduct and fraud are prohibited. The Group places considerable value on data security and data privacy. The computer systems are secured with access controls, while maintenance and update are conducted regularly by the information technology services providers. Anti-virus softwares have been installed for all computers in office.

業務回顧

有關截至二零一九年十二月三十一日止年度本集團業務的中肯審閱、運用財務主要表現指標進行的本集團表現分析，及本集團業務未來可能發展方向載於第5頁至第15頁「管理層討論及分析」。對了解本集團事務狀況具關鍵性的事項描述均列載於本年報。

主要風險及不確定因素

本集團之業務營運及財務狀況可能受與本集團業務有關之風險及不確定因素影響，主要包括營運風險、財務風險、市場風險及監管風險。

營運風險指與本集團內部程序有關之風險，包括但不限於潛在僱員行為不當及欺詐，可能對本集團業務營運及聲譽造成嚴重不利影響。資訊科技系統故障可能導致本集團貸款及證券相關業務中斷及可能洩漏機密資訊。營運風險亦可能因天災等緊急情況及意料之外之事件導致。鑑於有關風險，本集團已採納和設有相關營運政策及程序，確保本集團的日常營運遵從有關法律及法規的規定（例如放債人條例及證券及期貨條例）。內部報告程序已獲建立，倘出現任何僱員涉嫌行為失當及／或欺詐的任何案件，僱員可直接向管理層上報。員工手冊亦規定禁止僱員作出失當及欺詐行為。本集團甚為重視資料保安及資料穩私。電腦系統具有存取控制保障，資訊科技服務供應商則定期維護及更新系統。辦公室內所有電腦均已安裝防毒軟件。

Financial risks include interest rate risk, credit risk and liquidity risk in the Group's normal course of business. Interest rate risk relates to the fluctuation of interest rates of the interest-bearing lending and borrowing of the Group. Credit risk relates to the ability or willingness of customers to meet their contractual obligations whereas liquidity risk refers to the Group's ability in maintaining sufficient fund to meet the liquidity requirements. The above financial risks may affect the finance costs incurred, revenue generated as well as impairment loss on loans receivable. Further discussion about the financial risks is set out in note 6 to the consolidated financial statements from page 117 to page 125 of this annual report. For credit risk in respect of the loan portfolio, the Group has developed and adopted a set of loan approval procedures and credit policy. The Group strives to maintain sufficient cash and adequate funding available from its shareholders and committed line(s) of funding from financial institution(s) and other entities. To ensure the Group maintains sufficient capital and credit lines to meet its liquidity requirements, the cash flows projection of the Group is reviewed on a regular basis. For the securities trading business of the Group, the financial resources were regularly reviewed to ensure that the financial reserve of the Group can meet the liquid capital requirement under the relevant rules and regulations.

Market risks relate to the change in macroeconomic conditions and fluctuation of market variables such as gross domestic product, exchange rates, equity prices and property prices in Hong Kong. These risks may generally affect market demands and the repayment abilities of customers, in particular the customers of personal loans, corporate loans and mortgage loans, which may lead to adverse impact on the Group's revenue. The Group will from time to time fine-tune the Group's business strategies, policies and procedures, in particular the loan approval procedures, according to the market situation.

Regulatory risks may arise from potential default of the Group in compliance with the relevant laws and regulations which have a significant impact on the Group's business and any future changes in the relevant laws and regulations. Non-compliance with the relevant laws and regulations may bring various consequences to the Group, including but not limited to the revocation or suspension of the money lenders licence and/or the imposition of penalties on the Group resulting from the offence. The compliance committee of the Company was established with the aim to ensure the strict compliance of the Group with relevant laws, rules and regulations applicable to the Group. The Company has also adopted a compliance manual which governs the Company's compliance matters in relation to the MLO, SFO, the GEM Listing Rules as well as other relevant regulations. More information about the compliance committee of the Company is set out in the paragraph headed "Compliance Committee" in the corporate governance report from page 27 to page 29 of this annual report.

財務風險包括本集團正常業務過程中之利率風險、信貸風險及流動性風險。利率風險涉及本集團計息貸款及借款之利率波動。信貸風險涉及客戶履行合約責任之能力或意願，而流動性風險指本集團維持充足資金以滿足流動性要求之能力。上述財務風險可能影響所產生之財務成本、已產生之收入以及應收貸款之減值虧損。關於財務風險之進一步討論載於本年報綜合財務報表第117頁至第125頁。貸款組合的信貸風險而言，本集團已加強並採納一套貸款審批程序及信貸政策。本集團致力維持充裕的現金，並從股東、金融機構提供之承諾性融資及其他機構取得足夠的資金。為了確保本集團備有充裕資金及信貸額以符合其流動性規定，會定期審視現金流預測。就證券買賣業務而言，本集團會定期檢討財務資源，確保本集團的財務儲備達到相關法例及法規下的流動資金規定。

市場風險涉及宏觀經濟情況及市場可變因素波動，例如香港的本地生產總值、匯率、股本價格及物業價格。該等風險可能全面影響市場需求及客戶的償還能力，尤其是個人貸款、公司貸款及按揭貸款之客戶，可能對本集團之收益導致不利影響。本集團將根據市況，不時微調本集團的策略、政策及程序（特別是貸款審批程序）。

監管風險可能因本集團對遵守有關法律及法規有潛在違規（對本集團業務有重大影響）及有關法律及法規之任何未來變動而產生。不遵守有關法律及法規可能對本集團導致各種後果，包括但不限於撤銷或暫停放債人牌照及／或因該罪行而向本集團施加罰款。本公司已成立合規委員會，旨在確保本集團嚴格遵守對本集團適用之相關法律、規則及法規。本公司亦已採納合規手冊，規管本公司關於放債人條例、證券及期貨條例、GEM上市規則及其他有關法規之合規事宜。關於本公司合規委員會之更多資料載於本年報第27頁至第29頁企業管治報告內「合規委員會」一段。

Directors' Report 董事會報告 (continued 續)

Further discussion on the risk management and internal control of the Company is set out in the section headed "Risk Management and Internal Control" in the corporate governance report from page 30 to page 33 of this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is aware of its rising environmental responsibility to the community and is committed to reducing the negative impacts on the environment caused by the operation of its business and enhancing its influence among different stakeholders. It also strives to maintain an environmental-friendly business mechanism across its operation.

The Group treasures natural resources and encourages efficient use of electricity, water and papers. Environmental-friendly workplace guidelines are provided to employees to facilitate the creation of a green workplace. Employees are encouraged to use both sides of papers, recycled papers, or choosing "2 pages per sheet" printing setting when printing documents. Also, the Group nurtures recycling habit of employees and over 1,500 kg of used papers were recycled during the year under review. The Group also initiates to reduce waste on festive occasions. For instance, it provided "Green Christmas Tips" to staff for reducing packaging waste resulting from Christmas presents.

Further details of the Group's environmental policies and performance are set out in the section headed "Environment" in the environmental, social and governance report from pages 60 to 65 of this annual report.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

The operations of the Group are based in Hong Kong and the Group itself is listed on GEM of the Stock Exchange. In light of this, the Group upholds high corporate governance standards and strives to ensure that its business practice complies with all relevant laws and regulations in the jurisdiction. Reviews on regulatory compliance of its business operation are conducted from time to time. During the year under review and up to the date of this annual report, the Group has been in compliance with the relevant laws and regulations that have a significant impact on its money lending business and securities trading business in Hong Kong which mainly include the MLO as well as the SFO.

關於本公司風險管理及內部監控之進一步討論載於本年報第30頁至第33頁企業管治報告內「風險管理及內部監控」一節。

環境政策及表現

本集團已意識到日益增多的社會環境責任且致力於減少由其業務營運而產生的對環境的負面影響以及加強本集團於不同持份者間的影響，亦致力於其營運中維持環保的業務機制。

本集團珍惜天然資源並鼓勵有效運用電力、水及紙張。本集團向僱員提供環保工作場所的指引以促進創造綠色工作環境。本集團鼓勵僱員打印文件時使用紙張的雙面、循環用紙或選擇「每張2頁」的印刷設置。本集團亦培養僱員循環利用的習慣且於回顧年度內有逾1,500公斤舊紙張得以回收。本集團亦提倡節日減廢。舉例而言，本集團向員工給予「綠色聖誕貼士」，以減少聖誕禮物產生的包裝廢物。

有關本集團環境政策及表現之進一步詳情載於本年報第60頁至第65頁之環境、社會及管治報告內「環境」一節。

遵守相關法律及法規

本集團於香港營運且本集團於聯交所GEM上市。有鑒於此，本集團維持高標準的企業管治及致力於確保其業務實踐遵守司法權區所有相關法律及法規，且不時進行有關業務營運符合監管規定的審閱。於回顧年度內及截至本年報日期，本集團一直遵守對於其香港放債業務及證券買賣業務有重大影響的相關法律及法規，主要包括放債人條例及證券及期貨條例。

The MLO provides for the control and regulation of money lenders and money lending transactions, the licensing of persons carrying on business as money lenders, and provides protection and relief against excessive interest rates and extortionate stipulations in respect of loans. As a licenced money lender in Hong Kong, the Group has to ensure strict compliance with the MLO. The Group's money lending business is subject to licensing requirements. The money lenders licence is granted by the licensing court and is renewable annually subject to satisfaction of all licensing conditions. Any non-compliance with the MLO and/or the licensing conditions may result in revocation or suspension of the money lenders licence, imposition of fines and hindrance for future renewal of the money lenders licence, which may have an adverse impact on the Group's money lending business.

The SFO regulates various securities related activities including dealing in securities. Asia Wealth Securities was licensed for Type 1 (dealing in securities) regulated activity under the SFO until the revocation of its Type 1 Licence by the SFC on 21 October 2019 upon the request of Asia Wealth Securities. During the year under review and while being a licensed corporation under the SFO, Asia Wealth Securities had to ensure, among other matters, that (i) it would not provide any services or carry on any activities beyond the authorised scope of its licence; (ii) any individual who carries on the regulated activities must be duly licenced or authorised to do so; and (iii) it should comply with the relevant approval and notification obligations under the SFO. In the event of any non-compliance with the SFO, the SFC has the power to revoke or suspend the licence of the licenced corporation and order payment of pecuniary penalty, which may have an adverse impact on the Group's securities trading business.

For the year under review and up to the date of this annual report, there has been no material breach or non-compliance with the relevant laws and regulations which have a material impact on the business and operations of the Group.

KEY RELATIONSHIPS

Employees

The fact that employees are crucial assets of the Group is of no doubt. The Group strives to enhance employees' loyalty and sense of belongings to the Group through various policies and practice. It emphasises the importance of labour diversity and equal opportunities in recruitment process. It also provides staff with a caring, safe and healthy working environment. In order to help cater for the continuous development of the employees, professional trainings and self-development sponsorships are provided. The Group values any feedback from employees and hopes to maintain open communication with the latter, which favours a good and long-lasting relationship.

放債人條例規定有關放債人及放債交易的監控和規管條文，發出牌照以進行放債人業務，並為對付過高的貸款利率及敲詐性的貸款規定提供保障及濟助。作為香港持牌放債人，本集團必須恪守放債人條例。本集團的放債業務受牌照規定所限。放債人牌照由牌照法庭頒發以及當局信納所有發牌條件的前提下才會每年續期。任何不遵守放債人條例及／或發牌條件的情況均可能導致放債人牌照被撤銷或暫時吊銷、徵收罰款及妨礙放債人牌照的日後重續，這可能對本集團的放債業務造成不利影響。

證券及期貨條例規管各類證券相關活動，包括證券交易。亞洲創富證券曾獲發牌照，可從事證券及期貨條例項下第1類（證券交易）受規管活動，直至應亞洲創富證券的要求，證監會於二零一九年十月二十一日撤銷第1類牌照。於回顧年度內並作為證券及期貨條例下的持牌法團期間，亞洲創富證券須確保（其中包括）(i)其不會提供超出其牌照授權範圍內的任何服務或進行任何該等活動；(ii)任何從事受規管活動的人士必須妥為獲發牌照或獲授權如是行事；及(iii)其應遵守證券及期貨條例項下有關批准及通知義務。如有任何違反證券及期貨條例的情況，證監會有權撤銷或暫時吊銷該持牌法團的牌照，並命令繳付罰款，這可能會對本集團的證券買賣業務造成不利影響。

於回顧年度內及直至本年報日期，概無發現重大違反或並無遵守相關法律及法規的情況而對本集團業務及營運造成重大影響。

重要關係

僱員

僱員無疑是本集團重要資產。本集團致力於通過多種政策及實踐加強僱員的忠誠度及對本集團的歸屬感，強調勞動力的多樣性及招聘過程的機會平等，亦為員工提供關懷、安全及健康的工作環境。為幫助員工持續發展，我們提供專業訓練及自我進修資助。本集團重視僱員的任何反饋並希望與其維持有利於良好而持久關係的開放交流。

Directors' Report 董事會報告 (continued 續)

Further details about the Group's policies and relationship with its employees are set out in the section headed "Employees" in the environmental, social and governance report from page 58 to 60 of this annual report.

Customers

Customer-oriented principle is adopted across the business operation of the Group. Product mix (e.g. loan portfolio) and service quality are regarded as key to good relationship with customers and are reviewed from time to time with the aim to cater for target customers' fast-changing needs and enhance their satisfactions. The Group also strives to ensure that honest and comprehensive information about its products is provided to customers so that they can make appropriate informed decision. In addition, as a large amount of personal and confidential information is handled and processed by staff in day-to-day operation, guidelines regarding security of customers' personal privacy and avoidance of information leakage are in place.

During the year under review, the Group's major customers came from the money lending business. With a diversified customer base, the Group did not rely on any of its major customers. During the year under review, the revenue generated from the five largest customers of the Group in aggregate accounted for less than 19% of the revenue generated from the money lending business of the Group. The five largest customers were related to the Group's money lending business and comprised four individuals and one corporation, all of which were third parties independent with the Company and its connected persons. All of the five largest customers had outstanding loan balances with the Group as at 31 December 2019.

During the year under review, the credit period of the loans granted to the major customers ranged from 1 year to 3 years, which was negotiated on an arm's length basis with reference to the commercial practice and the Group's credit policy. The management of the Company will closely monitor the loan portfolio, in particular the loans to major customers, periodically and will continue to adopt risk control and management strategies while broadening the customer base.

As far as the Directors are aware, neither the Directors nor their close associates nor any shareholders of the Company (which to the knowledge of the Directors own more than 5% of the Company's issued share capital) had any interest in the five largest customers of the Group during the year under review.

Further details about the Group's policies and relationship with its customers are set out in the section headed "Customers" in the environmental, social and governance report from page 57 to 58 of this annual report.

有關本集團僱員政策及其與僱員關係之更多詳情載於本年報第58頁至第60頁環境、社會及管治報告「僱員」一節。

客戶

本集團於業務營運中採取以客戶為本的宗旨。本集團視產品組合(例如貸款組合)及服務質量為與客戶維持良好關係的關鍵,並不時審閱產品組合及服務質量以希望達到迎合客戶瞬息萬變的需求及提高彼等的滿意度。本集團亦致力確保向客戶提供誠實及全面的產品資料,令彼等作出適當的知情決定。此外,由於日常營運中員工經手並處理大量的個人及機密資料,本集團已設有有關客戶個人隱私安全及避免信息洩露的指引。

於回顧年度,本集團的主要客戶來自放債業務,具有多元化客戶基礎,本集團並無依賴任何主要客戶。於回顧年度內,本集團五大客戶所得收益合共為本集團由放債業務所得收益貢獻不足19%。該五大客戶與本集團的放債業務有關,由四名個別人士及一間企業組成,全為獨立於本公司及其關連人士的第三方。於二零一九年十二月三十一日,所有五大客戶均與本集團具有未償還的貸款結餘。

於回顧年度,授予主要客戶的貸款信貸期介乎一年至三年,乃參考商業常規及本集團的信貸政策按公平基準磋商。本公司管理層將定期密切監察貸款組合,尤其是授予主要客戶的貸款,並將繼續採用風險監控及管理策略,同時擴大客戶基礎。

據董事所知,於回顧年度內概無董事或其緊密聯繫人或就董事所知擁有本公司已發行股本5%以上的任何股東於本集團五大客戶中擁有任何權益。

有關本集團的政策和與客戶關係的更多詳情,載於本年報第57至58頁環境、社會及管治報告內「客戶」一節。

Suppliers

Given that the Group is engaged in the finance industry which is office-based, it does not rely on any major suppliers for its business operation in general. The Group's suppliers are mainly those who provide services supporting the daily office operation of the Group such as cleaning service companies, office consumables suppliers and so on. The Group therefore considers that the risk arising from cooperation with suppliers is minimal. It is unlikely that the relationships with these suppliers will bring significant impact on the business operation of the Group as it is comparatively easy to seek alternative suppliers in the market.

Besides, guidelines were established and adopted to outline criteria to be considered when selecting suppliers and vendors. Factors such as whether the potential suppliers own shared values with the Group in terms of sustainable development will be considered. During the year under review, the Group has worked closely with its suppliers and maintained good relationships with them.

Further details about the Group's policies and relationship with its suppliers are set out in the paragraphs headed "Engagement with Suppliers" in the environmental, social and governance report on page 56 of this annual report.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five years is set out in the section headed "Financial Summary" on page 160 of this annual report. The summary does not form part of the audited consolidated financial statements.

SHARE CAPITAL

Details of movements in the Company's share capital during the year under review are set out in note 30 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

Save for the share option scheme adopted by the Company ("**Share Option Scheme**") as disclosed in note 33 to the consolidated financial statements, no equity-linked agreements were entered into by the Company during the year ended 31 December 2019 or subsisted at the end of the year under review.

ISSUE OF SHARES AND DEBENTURES

During the year under review, the Company has not issued any shares or debentures.

供應商

鑒於本集團所從事的金融業以辦公室作基地，通常其業務營運無須依賴任何主要供應商。本集團的供應商主要為提供可協助本集團辦公室日常營運的服務，比如清潔服務公司、辦公室消耗品供應商等。因此，本集團認為與供應商合作而產生的風險甚微。由於在市場上較易尋找其他替代供應商，故與供應商的關係不會對本集團的業務營運帶來重大影響。

此外，本集團已設立並採納挑選供應商及賣方時供考慮的標準的指引，考慮因素如潛在供應商是否與本集團就持續發展擁有共同價值觀。於回顧年度，本集團與供應商合作緊密且維持良好的關係。

有關本集團的政策和與供應商關係的更多詳情，載於本年報第56頁環境、社會及管治報告內「委聘供應商」一節。

財務摘要

有關本集團於過往五年的業績以及資產及負債的摘要載於本年報第160頁「財務摘要」一節。該摘要並不構成經審核綜合財務報表一部分。

股本

本公司股本於本回顧年度的變動詳情載於綜合財務報表附註30。

股權掛鈎協議

除綜合財務報表附註33所披露本公司採納的購股權計劃（「**購股權計劃**」）外，本公司於截至二零一九年十二月三十一日止年度內並無訂立任何股權掛鈎協議，而且於回顧年末時並無任何該類協議存續。

發行股份及債權證

於回顧年度內，本公司並無發行任何股份或債權證。

PRE-EMPTIVE RIGHTS

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

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the Group's property, plant and equipment during the year under review are set out in note 19 to the consolidated financial statements.

RESERVE

Details of movements in the reserves of the Company and the Group during the year under review are set out in note 31 and 32 to the consolidated financial statements and in the consolidated statement of changes in equity on page 81 of this annual report.

DISTRIBUTABLE RESERVES

As at 31 December 2019, the Company's reserves available for distribution to equity holders comprised the contributed surplus which amounted to approximately HK\$213.46 million.

DONATIONS AND SPONSORSHIPS

During the year under review, the Group made charitable and other donations and sponsorships amounting to approximately HK\$570,000 (2018: approximately HK\$554,000).

DIRECTORS AND SENIOR MANAGEMENT

The Directors of the Company during the year under review were:

EXECUTIVE DIRECTORS

Mr. Li Sin Hung Maxim (*Chairman*) — *deceased on 9 March 2020*
 Ms. Xie Si
 Ms. Cao Huifang — *resigned on 30 April 2019*
 Mr. Wong Kai Lun
 Ms. Lai Szu Yu — *appointed on 30 April 2019*

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Fung Kam Man
 Mr. Wang Zhiwei
 Mr. Chan Tung Tak Alain
 Mr. Li Long
 Mr. Choy Sze Chung Jojo

優先購買權

公司細則或百慕達法律均無有關促使本公司向現有股東按比例發售新股的優先購買權的規定。

物業、廠房及設備

本集團於回顧年度內的物業、廠房及設備變動詳情載於綜合財務報表附註19。

儲備

本公司及本集團於回顧年度內的儲備變動詳情載於綜合財務報表附註31及32以及本年報第81頁的綜合權益變動表。

可供分派儲備

於二零一九年十二月三十一日，本公司可供分派予權益持有人的儲備由繳入盈餘組成，金額約為213,460,000港元。

捐款及贊助

於回顧年度內，本集團作出慈善及其他捐款以及贊助約570,000港元（二零一八年：約554,000港元）。

董事及高級管理層

於回顧年度內本公司董事為：

執行董事

李錄洪先生（主席） — 於二零二零年三月九日離世
 謝絲女士
 曹慧芳女士 — 於二零一九年四月三十日辭任
 黃啟倫先生
 賴思好女士 — 於二零一九年四月三十日獲委任

獨立非執行董事

馮錦文博士
 王志維先生
 陳通德先生
 李龍先生
 蔡思聰先生

SENIOR MANAGEMENT

The senior management of the Company during the year under review was Mr. Tsang Yan Kwong, the then Chief Executive Officer of the Company. Mr. Tsang has resigned as the Chief Executive Officer of the Company with effect from 19 March 2020 upon which Ms. Ho Yuen May May has been appointed as the new Chief Executive Officer of the Company on the same date.

Biographical information of the Directors and senior management of the Company are set out from page 35 to page 38 of this annual report.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules and considers all the independent non-executive Directors to be independent.

DIRECTORS' SERVICE CONTRACTS

Each of the existing executive Directors has entered into a service contract with the Company for a term of three years and each of the existing independent non-executive Directors is appointed for a term of two years, all being subject to retirement, re-election and removal in accordance with the Bye-laws.

No Director being proposed for re-election at the forthcoming AGM has a service contract which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

EMOLUMENT POLICY

A remuneration committee was set up for reviewing the Company's remuneration policy and structure of the remuneration of all Directors and senior management. The Company offers competitive remuneration packages and constantly monitors the packages with reference to the Company's conditions and market situations. The remuneration package generally includes fees or salary, discretionary bonus, allowance and benefits and so on. Emoluments payable to Directors are generally determined based on the Group's operating results, individual performance and experience and comparable market practices. Details of the Directors' emoluments are set out in note 16 to the consolidated financial statements.

The Share Option Scheme was also adopted for the purpose of providing incentives and rewards to eligible participants, including the Directors, who contribute to the success of the Group's operations. Further details of the Share Option Scheme are set out in note 33 to the consolidated financial statements.

高級管理層

於回顧年度內，本公司高級管理層為當時的本公司行政總裁曾仁光先生。曾先生已辭任本公司行政總裁一職，自二零二零年三月十九日起生效，而何婉薇女士於同日獲委任為本公司新行政總裁。

董事及本公司高級管理層履歷載於本年報第35頁至第38頁。

確認獨立性

本公司已收到各獨立非執行董事根據GEM上市規則第5.09條發出有關獨立性的年度確認書，並認為所有獨立非執行董事均為獨立人士。

董事的服務合約

各現時執行董事已與本公司訂立服務合約，為期三年，而各現時獨立非執行董事的任期為兩年，全體董事須遵照公司細則接受退任、重選及罷免。

概無擬於應屆股東週年大會上重選之董事擁有本公司在未有作出補償(法定補償除外)下不得於一年內終止的服務合約。

薪酬政策

本集團已設立薪酬委員會，以審閱本公司的薪酬政策及本集團全體董事及高級管理層的薪酬架構。本公司參考本公司的情況及市場狀況提供具競爭力的市場薪酬方案並持續監察該方案。薪酬方案一般包括袍金或薪金、酌情花紅、津貼及福利等。應付董事的薪酬一般是根據本集團營運業績、個人表現、經驗及相若市場慣例釐定。有關董事薪酬詳情載於綜合財務報表附註16。

本集團亦採納購股權計劃，以提供激勵及獎賞予對本集團營運成就有貢獻的合資格參與者(包括董事)。有關購股權計劃的其他詳情載於綜合財務報表附註33。

FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the five individuals with highest emoluments are set out in note 15 to the consolidated financial statements.

COMPETING INTERESTS

During the year under review, none of the Directors and their respective close associates had any business or interests in business which competes or may compete, either directly or indirectly, with the business of the Group or had any other conflicts of interest with the Group.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Save for the Share Option Scheme, at no time during the year ended 31 December 2019 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Also, no transaction, arrangement or contract of significance to which the Company or any of its subsidiaries was a party, and in which a Director (including any person who at any time during the year under review was a Director) or an entity connected with a Director had material interest (whether directly or indirectly), was subsisted at the end of the year under review or at any time during the year under review.

PERMITTED INDEMNITY PROVISION

Pursuant to the Bye-laws, the Directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty. Such provisions were in force during the year under review and remained in force as at the date of this annual report.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or subsisted during the year under review.

五名最高薪酬人士的酬金

五名最高薪酬人士的酬金詳情載於綜合財務報表附註15。

競爭權益

於回顧年度內，概無董事及彼等各自緊密聯繫人擁有任何會或可能會與本集團的業務造成直接或間接競爭或與本集團有任何利益衝突的業務或業務權益。

董事於交易、安排及合約的權益

除購股權計劃外，於截至二零一九年十二月三十一日止年度內的任何時間，本公司或其任何附屬公司從未作為任何容許董事透過收購本公司或任何其他法團的股份或債權證以獲取利益的安排的訂約方。

此外，於回顧年度末或回顧年度期間內任何時間，董事(包括於回顧年度任何時候為董事的任何人士)或與董事相關的實體並無存續任何與本公司、或其任何附屬公司所訂立或作出的擁有重大權益(不論直接或間接)的交易、安排或重大合約。

獲准許的彌償條文

根據公司細則，董事均可從本公司的資產及溢利獲得彌償保證，彼等就其職務執行其職責時因作出、發生的任何作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害賠償及開支，可就獲保證免受任何損害。有關條文於回顧年度內生效並且於本年報日期仍然生效。

管理合約

回顧年度內概無訂立或存在與本公司全部或任何重大部分業務有關的管理及行政合約。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2019, none of the Directors nor chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules.

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

As at 31 December 2019, the interests or short positions of the persons (other than the Directors or chief executive of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO were as follows:

Long Position:

Name	Nature of interest	Number of ordinary shares held	Approximate percentage of the Company's issued share capital
名稱／姓名	權益性質	所持普通股數目	佔本公司已發行股本的概約百分比
Xiao Guoliang 肖國良	Beneficial owner 實益擁有人	1,070,400,000	29.50%
Ng Kam Lung Volais 吳金龍	Beneficial owner 實益擁有人	1,013,040,000	27.92%

Save as disclosed above, the Directors are not aware of any other person (other than the Directors or the chief executive of the Company) who/which had any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO as at 31 December 2019.

董事及最高行政人員於股份、相關股份及債券中的權益及淡倉

於二零一九年十二月三十一日，本公司董事及最高行政人員概無於本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中擁有記錄於根據證券及期貨條例第352條規定須予存置的登記冊中的任何權益或淡倉，或根據GEM上市規則第5.46條董事買賣責任所規定以其他方式通知本公司及聯交所的權益或淡倉。

主要股東及其他人士於股份及相關股份中的權益及淡倉

於二零一九年十二月三十一日，於本公司股份或相關股份中持有權益並記錄於根據證券及期貨條例第336條須予存置的登記冊中的個人(董事或本公司最高行政人員除外)的權益或淡倉如下：

好倉：

除上文披露者外，於二零一九年十二月三十一日，董事並不知悉任何其他個人(董事或本公司最高行政人員除外)在本公司股份或相關股份中擁有記錄於根據證券及期貨條例第336條規定須予存置的登記冊中的任何權益或淡倉。

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2019, the Company had not entered into any connected transaction or continuing connected transaction which was subject to reporting and annual review requirements under the GEM Listing Rules.

Details of the related party transactions entered into by the Group are set out in note 37 to the consolidated financial statements and those related party transactions did not constitute "connected transaction" or "continuing connected transaction" (as the case may be) under Chapter 20 of the GEM Listing Rules.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance. A report on the principal corporate governance practices adopted by the Company is set out in the corporate governance report from page 16 to page 34 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the latest practicable date prior to the issue of this annual report.

關連交易及持續關連交易

截至二零一九年十二月三十一日止年度，本公司並無訂立任何須遵守GEM上市規則的申報及年度審核規定的關連交易或持續關連交易。

本集團訂立的關連方交易詳情載於綜合財務報表附註37，且該等關連方交易並不構成GEM上市規則第20章項下的「關連交易」或「持續關連交易」(視情況而定)。

購買、出售或贖回上市證券

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

企業管治

本公司致力於維持高水平的企業管治。有關本公司所採納的主要企業管治常規的報告載於本年報第16頁至第34頁企業管治報告。

足夠公眾持股量

於刊發本年報前之最後實際可行日期，根據本公司可從公開途徑取得的資料及據董事所知，本公司已發行股本總量中至少25%乃由公眾持有。

AUDITORS

With effect from 20 December 2018, RSM Hong Kong (“**RSM**”), which had been the auditors of the Group since 2012, resigned as auditors of the Company. Following the resignation of RSM, Elite Partners CPA Limited (“**Elite Partners**”) was appointed as the new auditors of the Group with the recommendation of the audit committee of the Board.

During the year under review, Elite Partners was re-appointed as the auditors of the Company for the year ended 31 December 2019 by the shareholders at the AGM held on 28 June 2019. Elite Partners will retire and, being eligible, offer itself for re-appointment at the forthcoming AGM. A resolution to re-appoint Elite Partners and to authorise the Directors to fix its remuneration will be proposed at the forthcoming AGM.

ON BEHALF OF THE BOARD

Wong Kai Lun
Executive Director

Hong Kong, 23 March 2020

核數師

自二零一二年起出任本集團核數師的羅申美會計師事務所(「**羅申美**」)已辭任本公司核數師一職，自二零一八年十二月二十日起生效。羅申美辭任後，在董事會審核委員會的推薦下，開元信德會計師事務所有限公司(「**開元信德**」)獲委任為本集團新任核數師。

於回顧年度內，開元信德獲股東於二零一九年六月二十八日舉行的股東週年大會上續聘為本公司截至二零一九年十二月三十一日止年度之核數師。開元信德將退任，且合資格並同意於應屆股東週年大會膺選連任。重新委任開元信德及授權董事釐定其酬金的決議案將於應屆股東週年大會上提呈。

代表董事會

執行董事
黃啟倫

香港，二零二零年三月二十三日

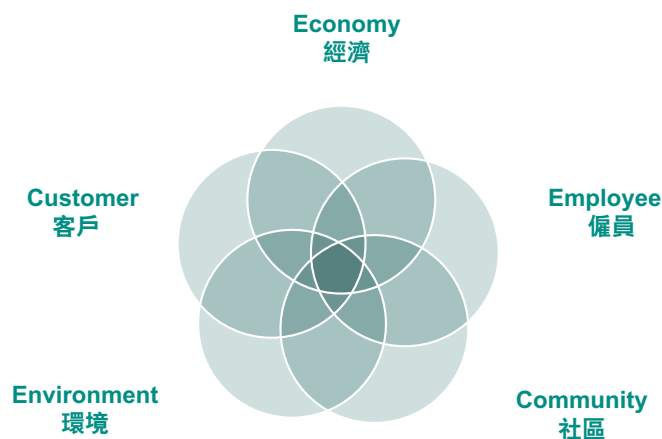
Environmental, Social and Governance Report 環境、社會及管治報告

ABOUT THIS REPORT

Pursuant to the Environmental, Social and Governance Reporting Guide (“ESG Guide”) set out in Appendix 20 to the GEM Listing Rules, the Board is pleased to present this environmental, social and governance report (“ESG Report”) for the year ended 31 December 2019. This ESG Report highlights the initiatives and efforts of the Company and its key subsidiaries (including First Credit Limited and Asia Wealth Securities) in the commitment to sustainable development and corporate social responsibility (“CSR”) in the course of their principal businesses of money lending and securities trading. As the Group has ceased to carry on the Securities Brokerage Business since August 2019, the relevant environmental, social and governance issues and key performance indicators (“KPIs”) reporting under the ESG Guide only account for the relevant operating period during the year under review. For the sake of materiality principle stated in the ESG Guide, aspects and issues that are not relevant or material to the Group are excluded from this ESG Report. The Group has complied with the “comply or explain” provisions set out in the ESG Guide for the year ended 31 December 2019.

MISSION STATEMENT

Engaging in the finance industry in Hong Kong, the Group recognises the rising importance of its CSR and role in sustainable development of the community. CSR is not empty talk. The Group has put considerable efforts in exploring different possibilities to enhance its positive impacts to the community in economic, environmental, social aspects and so on throughout the past year. The following shows the five major areas of concern that the Group emphasises and strives to improve:



In pursuing various objectives, the Group adopts a balanced approach to consider all the above areas of concern on a case-by-case basis.

關於本報告

根據GEM上市規則附錄二十所載的《環境、社會及管治報告指引》(「環境、社會及管治報告指引」)，董事會欣然呈列截至二零一九年十二月三十一日止年度之環境、社會及管治報告(「環境、社會及管治報告」)。本環境、社會及管治報告重點闡述本公司及其主要附屬公司(包括第一信用財務有限公司及亞洲創富證券)致力在彼等放債及證券買賣的主要業務過程中，為可持續發展及履行企業社會責任(「企業社會責任」)所作出的措施及努力。由於本集團自二零一九年八月起終止進行證券經紀業務，故有關環境、社會及管治事宜及環境、社會及管治報告指引下的關鍵績效指標(「關鍵績效指標」)報告僅涉及回顧年度內相關營運期。就環境、社會及管治報告指引所述之重要性原則而言，環境、社會及管治報告不包括與本集團無關或非重大的方面及事宜。截至二零一九年十二月三十一日止年度，本集團已依從環境、社會及管治報告指引所載「不遵守就解釋」條文。

使命宣言

本集團在香港從事金融業，並認同其企業社會責任及於社區可持續發展進程中擔任的角色日益重要。企業社會責任並非空談，過往一年裡本集團已投入相當大的努力開拓各種可能，以加強自身對社區的經濟、環境及社會等層面上的正面影響。下圖顯示本集團強調及致力改善的五大關注範疇：

本集團在致力達成各個目標時，會採納平衡的做法，按個別情況考慮以上所有關注範疇。

GUIDING PRINCIPLES

When designing business practice and making business decisions across its operations, the Group takes the following general principles into account:

- Economy: acts as a socially responsible economic contributor in the community; upholds high corporate governance standards and strives to comply with the relevant ordinances and regulations;
- Customers: provides customer-oriented solutions and quality services to customers; respects and protects customers' personal data privacy and security;
- Employees: promotes equal opportunities and combats any kind of discrimination; provides a safe and healthy working environment to employees; improve employees' knowledge and skills;
- Environment: adopts the Three R's principles (i.e. reduce, reuse and recycle); minimises its carbon footprint and considers cost-environmental-friendly products and services; and
- Community: encourages social commitment in any practicable ways; enhances the positive impacts of the Group to the community.

The above general principles shall be embedded into the Group's operation as they relate to its different stakeholders as well as different business decisions and practices.

指導原則

構思業務常規及作出各營運部門的業務決策時，本集團考慮以下一般原則：

- 經濟：作為對社區負責的經濟貢獻者；恪守高度企業管治標準及致力遵守相關條例及法規；
- 客戶：為客戶提供以客為本的解決方案及品質服務；尊重及保障客戶的個人資料隱私及安全；
- 僱員：推廣平等機會及遏制任何形式的歧視行為；為僱員提供安全並健康的工作環境；提高員工知識及技能；
- 環境：採用三R原則(即減少、重用及回收)；將二氧化碳排放減至最低，考慮使用環保產品及服務；及
- 社區：鼓勵透過任何可行方式的社會承擔；加強本集團對社區產生的正面影響。

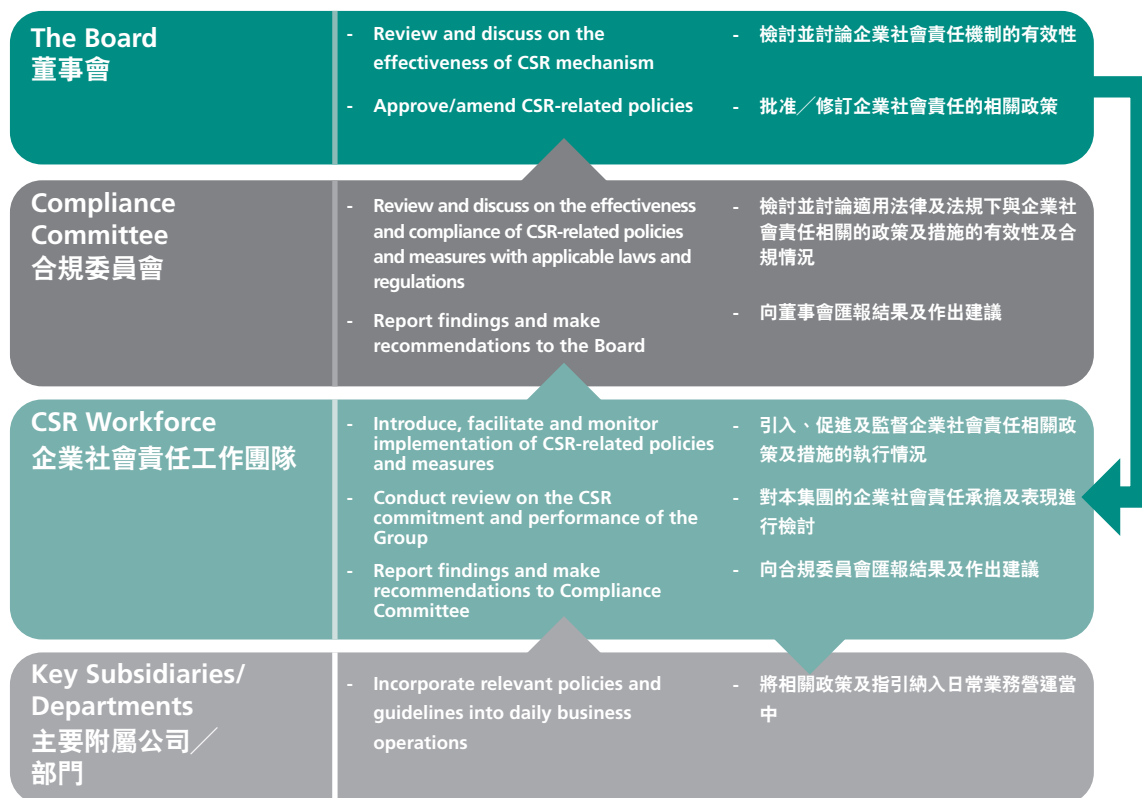
由於上述一般原則與本集團不同持份者以及不同的業務決策及做法息息相關，故將滲入本集團營運之中。

MANAGEMENT APPROACH

管理方式

CSR STRUCTURE OF THE GROUP

本集團之企業社會責任架構



The CSR commitment of the Group involves participation of every employee from every key subsidiaries and departments. Policies and guidelines covering areas such as business operations, compliance, staff working environment and welfare, recruitment and so on are established and incorporated into day to day operations of the Group.

A corporate social responsibility workforce (“**CSR Workforce**”) is established to introduce and facilitate implementation of CSR-related policies and measures. It ensures that employees are well-informed of any introductions of or amendments to the CSR-related policies and measures. It also takes the major role of monitoring and providing assistance to employees where necessary during implementation of the CSR measures.

In addition, the CSR Workforce facilitates an open dialogue with different stakeholders and is responsive to any changes in the regulatory factors and market prevailing situations. Annual review is conducted regarding the CSR commitment and performance of the Group based on the relevant external and internal information gathered.

本集團的企業社會責任承擔離不開各主要附屬公司及部門每名僱員的參與。本集團已建立涵蓋業務營運、合規、員工工作環境及福利、招聘等領域的政策及指引，並納入本集團日常營運當中。

企業社會責任工作團隊(「**企業社會責任工作團隊**」)的建立旨在於引入和促進企業社會責任相關政策及措施的執行，確保員工充分瞭解任何新增或經修訂的企業社會責任相關政策及措施，同時於監察及執行企業社會責任措施過程中向僱員提供所需協助中擔任重要角色。

此外，企業社會責任工作團隊促進不同持份者的公開對話，並回應任何監管因素及市場現況變化。基於相關外部及內部所得資料，每年進行關於本集團企業社會責任承擔及表現的年度審閱。

Environmental, Social and Governance Report 環境、社會及管治報告 (continued 續)

Based on the findings in its annual review, the CSR Workforce makes recommendations and suggestions to the compliance committee of the Group, which conducts review and reports findings and suggestions to the Board correspondingly. The Board then conducts overall review with the aim to enhance CSR mechanism and policies of the Group.

基於其年度審閱之結果，企業社會責任工作團隊向本集團合規委員會作出建議及意見，而合規委員會則相應地進行檢討及向董事會匯報結果及建議。董事會其後進行全面檢討以改善本集團之企業社會責任機制及政策。

ECONOMY

經濟

CORPORATE GOVERNANCE

企業管治

The Group upholds high corporate governance standards and strives to ensure that its business practice complies with the relevant laws and regulations in the jurisdiction. The Group is responsive to regulatory changes and will evaluate the need to amend its existing policies and practice from time to time. Details of the Group's corporate governance structure and practices are set out in the section headed "Corporate Governance Report" from page 16 to page 34 of the annual report of the Company for the year ended 31 December 2019.

本集團恪守高度企業管治標準及致力確保其業務常規遵守司法管轄區內的相關法律及法規。本集團對監管變動反應迅速並將評估是否需要不時修訂現有政策及常規。有關本集團企業管治架構及常規之詳情載於本公司截至二零一九年十二月三十一日止年度之年報第16頁至第34頁「企業管治報告」一節。

ANTI-MONEY LAUNDERING AND COUNTER-TERRORIST FINANCING ("AML AND CTF")

打擊洗錢及恐怖分子資金籌集 ("打擊洗錢及恐怖分子資金籌集")

Engaging in the money lending business, employees have to deal with money transactions in the Group's day to day operation. Potential risks regarding improper or dishonest handling of money by customers or employees cannot be neglected. Guidelines in relation to anti-corruption and fraud and a policy and procedure regarding anti-money laundering and counter-terrorist financing ("AML and CTF Policy") are formulated and stated to the staff. As part of the loan approval process, the Group will carry out appropriate customer due diligence procedures on a risk-based approach to assess the risk of money laundering and terrorist financing. Details of the Group's customer due diligence measures are set out in the Company's AML and CTF Policy.

本集團從事放債業務，日常營運需要僱員處理金錢交易，故不能忽視客戶或僱員處理金錢不當或不實之潛在風險。本集團已定立並向員工述明有關反貪污及欺詐等指引以及有關打擊洗錢及恐怖分子資金籌集的政策及程序（「**打擊洗錢及恐怖分子資金籌集政策**」）。本集團將按以風險為本的方針實施適當的客戶盡職審查程序，作為貸款批核過程中的一部分，以評估洗錢及恐怖分子資金籌集的風險。有關本集團客戶盡職審查措施詳情載於本公司打擊洗錢及恐怖分子資金籌集政策。

Measures regarding monitoring and reporting of suspicious cases are also implemented and maintained throughout the operation of the Group. Any suspicious case of money laundering or terrorist financing which comes to the staff's knowledge would be reported to the money laundering reporting officer ("MLRO") of the Group immediately. Taking the relevant information into account, MLRO will evaluate the suspicious case on a case-by-case basis and will report to the Joint Financial Intelligence Unit of the Hong Kong Government as soon as practicable if he considers it necessary. To ensure that the existing AML and CTF systems are up-to-date, effective and able to efficiently manage the potential money laundering and terrorist financing risks, regular reviews would be conducted.

本集團亦實施有關監控及申報可疑個案的措施，並會在本集團營運中維持。當員工知悉任何洗錢或恐怖分子資金籌集的可疑個案時，將立即向本集團洗錢報告主任（「**洗錢報告主任**」）匯報。洗錢報告主任考慮到有關資料後，將會按逐個案件評估可疑個案，並於彼認為必要時在切實可行的情況下盡快向香港政府聯合財富情報組匯報。為確保現有的打擊洗錢及恐怖分子資金籌集系統為最新、有效並能有效管理潛在洗錢及恐怖分子資金籌集的風險，本集團將會進行定期檢討。

Environmental, Social and Governance Report 環境、社會及管治報告 (continued)

For the year under review, to fulfill the additional licensing condition for money lender licence in relation to the compliance of the Guideline on Compliance of Anti-Money Laundering and Counter-Terrorist Financing Requirements for Licensed Money Lenders (“**AML and CTF Guideline**”) published by the Companies Registry, the AML and CTF systems of the Company were enhanced in accordance with the AML and CTF Guideline. Staff trainings on AML and CTF were also conducted during the year under review to update and familiarise the staff with the latest AML and CTF measures and an overview of the enhanced AML and CTF systems of the Company.

No significant risks relating to improper or dishonest handling of money were identified during the year under review. The Group did not receive any whistleblowing reports from its employees during the year as well. There were also no confirmed incidents or suspected incidents regarding bribery, corruption, fraud, money laundering or terrorist financing against the laws of Hong Kong during the year under review. The Group was not aware of any non-compliance with the relevant laws and regulations which have a significant impact on the Group relating to bribery, extortion, fraud, money laundering or terrorist financing for the year 2019.

ENGAGEMENT WITH SUPPLIERS

Suppliers of the Group are mainly service providers who provide services supporting the daily office operation of the Group such as cleaning service companies and office consumable suppliers.

In order to build up cooperation relationships with different suppliers in a socially responsible manner, guidelines were established and adopted to outline the criteria to be considered when selecting suppliers and vendors with an aim to establish a sustainable relationship with suppliers and to safeguard the welfare of the workers, the community and the environment. The criteria include application of environmentally-friendly principles, protection of workers’ human rights, safety and health by the suppliers and so on.

During 2019, the risk of suppliers bringing significant negative impacts (whether actual or contingent) on the Group’s business is negligible and the Group was not aware of any material non-compliance incidents of suppliers regarding environmental and labour protection.

於回顧年度內，為履行放債人牌照的額外發牌條件以符合公司註冊處發佈的《持牌放債人遵從打擊洗錢及恐怖分子資金籌集規定的指引》(「**打擊洗錢及恐怖分子資金籌集指引**」)，本公司的打擊洗錢及恐怖分子資金籌集系統已根據打擊洗錢及恐怖分子資金籌集指引進行改善。於回顧年度內，本集團亦提供打擊洗錢及恐怖分子資金籌集的員工培訓，以使員工得知及熟悉本公司最新的打擊洗錢及恐怖分子資金籌集措施以及經改善後的打擊洗錢及恐怖分子資金籌集系統的概覽。

於回顧年度內，概無識別有關處理金錢不當或不實的重大風險。年內本集團亦無收到來自僱員的任何舉報。於回顧年度內並無確認已違反或懷疑違反香港法律的有關賄賂、貪污、欺詐、洗錢及恐怖分子資金籌集事件。於二零一九年，本集團並不知悉任何涉及賄賂、敲詐、欺詐、洗錢及恐怖分子資金籌集而違反相關法律及法規且會對本集團產生重大影響的事件。

委聘供應商

本集團供應商主要指為本集團辦公室日常營運提供支援服務的服務供應商，例如清潔服務公司及辦公室消耗品供應商。

為了以對社會負責的方式與不同供應商建立合作關係，已建立及採納指引以概述挑選供應商及賣方時應考慮之標準。此舉旨在與供應商建立可持續關係，並保障員工福利、社區和環境。該準則包括供應商的環保原則及員工人權、安全和健康保障等的應用。

於二零一九年，供應商對本集團業務帶來重大負面影響(不論實際或或然)之風險極微，而本集團並不知悉供應商有任何關於環境及勞工保障之嚴重違規事件。

CUSTOMERS

PRODUCTS AND SERVICES

The Group has always striven to provide diversified financial solutions to customers. Honest and comprehensive information about the products is provided to customers with the aim to help them make appropriate informed decisions. In addition, with its customer-oriented principle, the Group puts emphasis on quality services to raise customers' satisfaction. Members of staff are encouraged to give prompt response and provide best assistance to customers.

To ensure the products and services provided are in compliance with applicable laws, regulations and relevant guidelines, proper approval procedures and relevant risk assessment would be conducted before launching any new products. The money laundering and terrorist financing risks of all existing products would be reviewed regularly as an ongoing monitoring control of the product risk.

As a continuous monitoring of the business relationship with customers and to assist in detecting unusual or suspicious activities, the Group takes a prudent and cautious approach in handling transactions with third parties. In November 2019, enhancement has been made on the processing procedures in respect of loan disbursement to and loan repayment from third parties. Approval and review from AML and CTF compliance officer and MLRO are now required so as to strengthen the monitoring of third-party transactions in relation to the money lending business of the Group.

For the year under review, no material breach or non-compliance with relevant laws and regulations regarding the business and operations of the Group is found. In particular, the Group adhered to the applicable laws regulating its principal businesses of money lending and securities trading i.e. MLO and SFO. In respect of advertising, the Group complied with the additional licensing conditions imposed on money lenders which came into effect on 1 December 2016 and was not aware of any non-compliance with the relevant laws and regulations which have a significant impact on the Group relating to advertising during 2019.

Due to the nature of the Group's businesses of money lending and securities trading, issues relating to health and safety of products and services provided, and compliance of the relevant laws and regulations in those aspects are not of relevance to the Group.

客戶

產品及服務

本集團一直致力向客戶提供多元化財務解決方案。向客戶提供誠實及全面的產品資料，旨在幫助其在知情情況下作出適當決定。此外，基於其以客戶為中心的原則，本集團強調品質服務，以提升客戶的滿意度。我們亦鼓勵員工迅速回應客戶需求及提供最佳的協助。

為確保所提供的產品及服務符合適用法律、法規及相關指引，本集團將於推出任何新產品前進行適當的審核程序及相關風險評估。所有現有產品的洗錢及恐怖份子資金籌集風險將獲定期審閱，作為產品風險的持續監控。

為持續監控與客戶的業務關係及協助偵察不尋常或可疑活動，本集團在處理與第三方的交易時採取小心謹慎的方式。於二零一九年十一月，有關向第三方支付貸款及第三方償還貸款的處理程序已經改善。現須由打擊洗錢及恐怖份子資金籌集的合規主任及洗錢報告主任批准及審核，以加強監控有關本集團放債業務的第三方交易。

於回顧年度，並無發現嚴重違反或不遵守有關本集團業務及經營之相關法律及法規。尤其是本集團已遵守規管其放債及證券買賣主要業務的適用法例，即放債人條例及證券及期貨條例。在宣傳方面，於二零一九年本集團已遵守於二零一六年十二月一日生效施加於放債人的額外發牌條件，且並不知悉任何涉及廣告宣傳而違反相關法律及法規且會對本集團產生重大影響的事件。

由於本集團放債及證券交易業務的性質使然，有關所提供產品及服務的健康及安全以及於彼等方面遵守相關法律及法規的事宜均與本集團無關。

DATA PRIVACY

The Group values security and protection of customers' privacy and personal data. Information provided by customers is handled with due care and in accordance with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) ("PDPO") and other relevant laws and regulations. Guidelines regarding the handling of confidential information are provided to staff to enhance information security in business operations and across departments. Emails are encrypted and passwords are added to attachments when necessary in order to preserve the confidentiality of material information. Statement for collection of personal data is provided to customers before collection of personal data. A data protection officer is appointed by the Group to oversee the Group's compliance with the PDPO.

No issue regarding material non-compliance with the relevant laws and regulations mentioned above was identified or reported during the year under review. In particular, no incidents regarding infringement of customers' privacy or loss of customer data were found. For the year ended 31 December 2019, the Group was not aware of any material non-compliance with the relevant laws and regulations which have a significant impact on the Group relating to privacy matters.

The customers can contact the data protection officer of the Group if they have any complaints or concerns in relation to the Group's compliance with the PDPO and/or any other relevant laws and regulations relating to personal data privacy.

EMPLOYEES

EMPLOYMENT OPPORTUNITIES

The Group emphasises the importance of labour diversity and equal opportunities in recruitment and promotion matters. Candidates with different qualifications and experiences are welcome in order to diversify the labour base. The recruitment policy of the Group sets out a transparent mechanism and practice for recruitment in compliance with the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) and other relevant laws and regulations which have a significant impact on the Group in relation to child and forced labour prevention, recruitment and promotion, equal opportunity and anti-discrimination. It also states clearly that criteria such as age, gender, marital status, nationality, race and religious belief should not be considered in candidates screening process so as to ensure equal treatment to all applicants. Child and forced labour are strictly prohibited in the Group.

During 2019, no complaints were received regarding child or forced labour, unfair treatment or discrimination during the recruitment and promotion process.

資料隱私

本集團重視客戶隱私及個人資料之安全及保護。客戶所提供的資料根據個人資料(私隱)條例(香港法例第486章)(「私隱條例」)及其他法律及法規審慎處理。本集團已向員工提供有關處理保密資料之指引，以改善業務營運及各部門的資訊保安。電郵於必要時會加密處理，且附件設有密碼，以保障重要資料的保密度。收集個人資料前，本集團會向客戶提供收集個人資料聲明。本集團已委任一名資料保障主任，監察本集團遵守私隱條例。

於回顧年度內，並無識別或申報有關嚴重違反上述相關法律及法規的事件。尤其是，並無發現有關侵犯客戶隱私或損失客戶資料之事件。截至二零一九年十二月三十一日止年度，本集團並不知悉任何涉及隱私事宜而嚴重違反相關法律及法規且會對本集團產生重大影響的事件。

倘客戶對本集團遵守私隱條例及／或任何其他有關個人資料隱私的相關法律及法規的事宜有任何投訴或疑問，其可聯絡本集團的資料保障主任。

僱員

僱傭機會

本集團在招聘及晉升事宜上強調勞動力多元化及平等機會的重要性。本集團歡迎具不同資歷和經驗者應徵工作，使勞工基礎更多元化。本集團之招聘政策載列一個有透明度的招聘機制及常規，其符合僱傭條例(香港法例第57章)及其他防止童工及強制勞工、招聘及晉升、平等機會及反歧視的相關法律及法規，而其會對本集團產生重大影響。其亦清晰說明，不得於篩選候選人的過程中考慮年齡、性別、婚姻狀況、國籍、種族及宗教信仰等標準，以確保各求職者得到公平對待。另外本集團嚴禁任何童工和強制勞工。

於二零一九年，概無收到於人事招聘及晉升過程中遇上任何有關童工及強制勞工、不公平對待或歧視的投訴。

Environmental, Social and Governance Report 環境、社會及管治報告 (continued 續)

CARING WORKPLACE

The fact that employees are crucial assets of the Group is of no doubt. A caring workplace helps enhance employees' sense of belonging. Comprehensive guidelines and procedures regarding human resources including but not limited to recruitment, working hours, rest periods as well as compensation are established. Employees who commit misconducts or violate company rules may be dismissed according to the Group's dismissal policy. In addition to maternity leave, paternity leave and condolence leave, employees are entitled to birthday leave, which shows the Group's emphasis on its relationships with employees. Moreover, staff events are held regularly. For the year under review, staff events such as visits to Hong Kong Disneyland were organised for employees' team building, with the aim to unite all employees and create a harmonious working environment. The Group also participated in the Community Chess Dress Casual Day of 2019 and encouraged employees to dress casual for the purpose of charity and promoting a relaxing working environment.

During 2019, the Group was not aware of any material non-compliance with the Employment Ordinance and other relevant laws and regulations which have a significant impact on the Group relating to employee's compensations and dismissal, working hours and rest periods.

SAFE AND HEALTHY WORKING ENVIRONMENT

A business contingency plan is in place to protect the Group from possible threats and risks caused by emergent situation or disaster and to define the recovery process developed to restore the critical business functions of the Group. The Group strives to create a safe working environment as recommended by the Occupational Safety and Health Council in Hong Kong. For instance, computer workstations for employees are designed in the way that will help alleviate health problems like upper limb pains and discomfort resulting from inappropriate postures. Reading materials in relation to occupational safety and health have been circulated to all employees to ensure they are equipped with updated knowledge in this regard. The Group is committed to create a working environment that is free of discrimination and harassment which can reduce employees' work stress. Discrimination is prohibited in any circumstances. Reporting channel is also provided for staff who feels being treated unfairly.

During the year under review, there were no incidents found in relation to occupational health and safety. Given the nature of the Group's money lending and securities related business, there was no significant risk relating to employees' health and safety. The Group was not aware of any non-compliance with the relevant laws and regulations which have a significant impact on the Group relating to the provision of a safe working environment and protection of employees from occupational hazards for the year 2019.

關愛的工作場所

毋庸置疑，僱員乃本集團至關重要的資產。充滿關愛的工作場所有助加強僱員的歸屬感。本集團已建立有關人力資源的全面指引及程序(包括但不限於招聘、工時、休息時間及補償方面)。作出失當行為或違反公司規章的僱員，按照本集團解僱政策可能被解僱。除產假、侍产假及喪假以外，僱員亦有權享有生日假期，藉此強調本集團與僱員的關係。此外，本集團亦定期舉辦員工活動。於回顧年度內，舉辦了遊覽香港迪士尼樂園等員工活動，藉此建立僱員間的團隊精神，以團結全體僱員及創造和諧的工作環境。本集團亦參與二零一九年公益金便服日，以鼓勵員工為慈善穿著便服，並推廣舒適的工作環境。

於二零一九年，本集團並不知悉任何涉及僱員補償及解僱、工時及休息時間而嚴重違反僱傭條例及其他相關法律及法規且會對本集團產生重大影響的事件。

安全及健康的工作環境

本集團已制定一套業務應變計劃，以保護本集團免受因緊急狀況或災難引致的潛在威脅及風險，及制定恢復程序，以復原本集團的重要業務功能。本集團致力建構符合香港職業安全健康局所建議的安全工作環境。例如，僱員的電腦工作桌椅的設計有助舒緩因姿勢不確引致上肢痛症和不適等健康問題。有關職業安全及健康的閱讀材料已分發給所有員工，以確保他們掌握這些方面的最新知識。本集團致力營造零歧視及零騷擾的工作環境，有助減輕員工的工作壓力。嚴禁任何情況下的歧視行為。若員工感受到不公平對待，本集團亦有提供申報渠道。

於回顧年度內，概無發現與職業健康及安全相關的任何事件。基於本集團放債及證券相關業務的性質，員工工作時並無有關健康及安全威脅的重大風險。於二零一九年，本集團並不知悉任何涉及提供安全工作環境及保障僱員不受職業危險而嚴重違反相關法律及法規且其會對本集團產生重大影響的事件。

Environmental, Social and Governance Report 環境、社會及管治報告 (continued 續)

PROFESSIONAL DEVELOPMENT

The Group provides continuous professional trainings to employees to ensure they are equipped with updated knowledge and skills to perform their duties. Staff training is conducted every year to ensure employees are well-informed of the policies and procedures of the Group. Besides, staff trainings in relation to AML and CTF were conducted for the year under review. Details regarding staff trainings of AML and CTF are set out in the sub-paragraph headed “Anti-Money Laundering and Counter-Terrorist Financing” in the section headed “Economy” in this ESG Report. Reading materials in relation to business ethics and anti-corruption have been circulated to all staff, so as to enhance employees’ understanding in anti-bribery and anti-corruption. Self-development sponsorship policy is also in place to encourage continuous learning and development of staff by providing financial supports to nurture talents and explore various potentials of staff.

More details of the staff training of the Group are set out in the sub-paragraph headed “Information on Employees” in the section headed “Management Discussion and Analysis” on page 14 of the annual report of the Company for the year ended 31 December 2019.

In view of the latest AML and CTF Guideline issued by the Companies Registry, matters in relation to AML and CTF have been included in the directors’ training for the year under review, so as to ensure that the Directors are equipped with knowledge of the latest regulatory development of AML and CTF in Hong Kong.

ENVIRONMENT

EMISSIONS CONTROL

The Group understands the importance of environmental protection. The Group is committed to minimising air pollutant and greenhouse gas (“GHG”) emission as it knows that problems of global warming should never be overlooked. The Group therefore implements various measures on emission reduction. Reminder emails are issued regularly to encourage the use of email for communication and circulation of documents where practicable so as to promote paperless culture in a digitalized community. The Group also welcomes video or telephone conference so as to reduce the need of business trips of the staff. The Group encourages its staff to take public transport and requires employees to turn off the electronic appliances that are not in use before they get off from work.

專業發展

本集團為僱員提供持續專業培訓，以確保他們具備最新知識及技能履行職責。員工培訓會每年舉行，以確保僱員充分瞭解本集團政策及程序。此外，有關打擊洗錢及恐怖分子資金籌集的員工培訓亦於回顧年度舉行。有關打擊洗錢及恐怖分子資金籌集的員工培訓之詳情，載於本環境、社會及管治報告「經濟」一節「打擊洗錢及恐怖分子資金籌集」分段內。有關商業道德及反貪污的閱讀材料已分發給所有員工，以加強員工對反賄賂及反貪污的了解。本集團亦已制定自我進修資助政策，透過提供財務支援鼓勵員工持續進修及發展，藉此培育人才及發掘員工的多樣潛能。

本公司員工培訓的更多詳情載於本公司截至二零一九年十二月三十一日止年度之年報第14頁「管理層分析及討論」一節「僱員資料」分段。

有見公司註冊處發出最新的打擊洗錢及恐怖分子資金籌集指引，於回顧年度，有關打擊洗錢及恐怖分子資金籌集的事宜已納入董事培訓之內，以確保董事掌握有關香港打擊洗錢及恐怖分子資金籌集的最新規管發展的知識。

環境

排放控制

本集團深明環保非常重要。本集團認為全球暖化問題不容忽視，因而致力減少空氣污染物及溫室氣體（「溫室氣體」）排放。故此，本集團實施多項措施降低排放。本集團亦定期發出提示電郵，鼓勵在可行情況下使用電郵溝通及傳閱文件，從而於數碼化社會裡推廣無紙文化。本集團亦鼓勵使用視像或電話會議，從而減少僱員公幹需求。本集團鼓勵僱員乘搭公共交通工具，並要求僱員於下班前關閉不使用的電器。

Environmental, Social and Governance Report 環境、社會及管治報告 (continued 續)

According to Appendix 2 to the Reporting Guidance on Environmental KPIs issued by the Hong Kong Exchanges and Clearing Limited, GHG emissions can be divided into three different scopes, namely (1) direct emission, (2) energy indirect emission and (3) other indirect emission. For calculating GHG emissions, SME Carbon Audit Toolkit (“**Toolkit**”) invented by the University by Hong Kong and City University of Hong Kong is designed for the use by small and medium enterprises. Considering the scale of the Group’s business, the emission factors of the Toolkit are considered suitable and are adopted in calculating the GHG emissions of the Group that are disclosed in this ESG Report. Even though the Toolkit was established in 2011, the Group considers that the potential inaccuracies due to time factor will cause only minor influence on the results. Apart from the Toolkit, other external resources extracted from relevant institutions such as China Light and Power Company Limited (“**CLP**”) and Hong Kong Electric Company Limited (“**HK Electric**”) are also adopted in calculating the GHG emissions of the Group. Considering the business nature of the Group, GHG emissions stated in this ESG Report in relation to the respective consumption by the key subsidiaries and offices are calculated in the unit of kilogram of carbon dioxide in equivalent (“**kg Co₂ eq-**”), or in kilogram (“**kg**”).

For the year under review, the Group’s principal businesses were money lending and securities related businesses. In other words, the main operation of the Group is office-based and hence it generally does not lead to significant direct emission of air pollutant and GHG. The only cause of direct emissions in the Group’s operation was from the use of vehicles which run on petrol. The volume of direct emission of air pollutant by types caused by the Group’s use of vehicles during the year under review, together with the comparative figures for the year ended 31 December 2018, are as follows:

根據香港交易及結算所有限公司發出的環境關鍵績效指標匯報指引附錄二，溫室氣體排放可分為三個範疇，即(1)直接排放、(2)能源間接排放及(3)其他間接排放。計算溫室氣體排放量，由香港大學及香港城市大學研發的中小企業碳審計工具箱(「**工具箱**」)主要設計予中小企業使用。考慮到本集團業務規模，本集團視工具箱的排放係數為合適及被採納以計算本集團於本環境、社會及管治報告中披露的溫室氣體排放。雖然工具箱於二零一一年建立，惟本集團認為由於時間因素導致的潛在誤差將對結果產生影響輕微。除工具箱外，相關機構(如中華電力有限公司(「**中電**」)及香港電燈有限公司(「**香港電燈**」))摘錄的其他外部資源，亦被採納以計算本集團的溫室氣體排放量。考慮到本集團的業務性質，本環境、社會及管治報告中列載有關主要附屬公司及辦公室相應消耗產生的溫室氣體排放量，乃以公斤二氧化碳當量(「**公斤二氧化碳當量-**」)或以公斤(「**公斤**」)為單位計算。

於回顧年度，本集團主要業務為放債及證券相關業務。換言之，本集團主要於辦公室營運，因此一般並不會導致大量空氣污染物及溫室氣體直接排放。本集團營運過程中直接排放的唯一來源是使用汽車，其使用汽油開動。本集團使用汽車於回顧年度內產生按種類劃分的空氣污染物直接排放量，連同截至二零一八年十二月三十一日止年度的比較數字如下：

		Direct Emissions (Note 1)		
		直接排放(附註1)		
		2018 (in kg)	2019 (in kg)	Percentage Change
		二零一八年(公斤)	二零一九年(公斤)	百分比變動
Nitrogen oxides (“ NO_x ”)	氮氧化物(「 NO_x 」)	2.51	4.40	75.30%
Sulphur dioxide (“ SO₂ ”)	二氧化硫(「 SO₂ 」)	0.49	0.87	77.55%
Particulate matter (“ PM ”)	顆粒物(「 PM 」)	0.18	0.32	77.78%

Note 1: The emission factors of NO_x, SO₂ and PM by vehicles extracted from Appendix 2 to the Reporting Guidance on Environmental KPIs are 0.0747 gram/litre, 0.0147 gram/litre and 0.0055 gram/kilometre respectively.

附註1：自環境關鍵績效指標匯報指引附錄二摘錄之NO_x、SO₂及PM的汽車排放係數分別為每公升0.747克、每公升0.0147克及每公里0.0055公斤。

Environmental, Social and Governance Report 環境、社會及管治報告 (continued)

Apart from direct emissions, the Group's operation also leads to energy indirect emissions of GHG caused by the use of electricity, for example in lighting and air-conditioning system, and other indirect emissions of GHG caused by waste disposal, water consumption and public transportation of staff. The volume and intensity of emissions of GHG generated by the Group during the year under review, together with the comparative figures for the year ended 31 December 2018, are as follows:

除直接排放外，本集團營運亦因耗電而引起的能源間接排放溫室氣體，例如燈光及空調系統中的耗電，以及因廢物棄置、耗水及僱員交通所產生其他間接排放溫室氣體。本集團於回顧年度內產生的溫室氣體排放量及密度連同截至二零一八年十二月三十一日止年度的比較數字如下：

		GHG Emission (Note 1)		Intensity (Note 1)	
		(kg CO ₂ eq-)		(kg CO ₂ eq-/sq. ft.)	
		溫室氣體排放(公斤二氧化碳當量-)(附註1)		密度(公斤二氧化碳當量- / 平方呎)(附註1)	
		2018	2019	2018	2019
		二零一八年	二零一九年	二零一八年	二零一九年
Scope 1 — Direct Emissions	範圍1 — 直接排放	7,516	13,198	0.80	1.80
Scope 2 — Energy Indirect Emissions	範圍2 — 能源間接排放	47,063	37,685	4.27	4.21
(Note 2):	(附註2):				
Scope 3 — Other Indirect Emissions	範圍3 — 其他間接排放				
(Note 3):					
Non-hazardous Waste Disposal (Note 4)	無害廢棄物棄置(附註4)	2,988	2,070	0.32	0.28
Water Consumption (Note 5)	耗水(附註5)	N/A	N/A	N/A	N/A
		不適用	不適用	不適用	不適用
Public Transportation of Staff	員工差旅	1,577	3,844	0.17	0.52
		4,565		0.49	
Total	總計	59,144	54,727	5.56	6.53

Note 1: GHG includes carbon dioxide, methane and nitrous oxide etc. For easy understanding, the amount of GHG emissions stated in this table is calculated in the unit of kg CO₂ eq- produced. Given that the principal businesses of the Group are office-based, the unit of square feet ("sq.ft.") is used as a factor in calculating the intensity of direct emissions, energy indirect emissions and other indirect emissions in this table. For the year ended 31 December 2018, the total area of the operating premises of the Group was 9,398 sq.ft.. For the year ended 31 December 2019, due to the close down of certain operating branches of First Credit Limited and the merging of office premises within the Group, the total area of operating premises of the Group was reduced to 7,331 sq.ft..

附註1：溫室氣體包括二氧化碳、甲烷及一氧化二氮等。為便於理解，本表所載溫室氣體排放量以已產生公斤二氧化碳當量 — 為單位進行計算。鑑於本集團的主要業務於辦公室進行，故在本表中以平方呎(「平方呎」)為係數計算直接排放、能源間接排放及其他間接排放的密度。截至二零一八年十二月三十一日止年度，本集團經營物業總面積為9,398平方呎。截至二零一九年十二月三十一日止年度，由於第一信用財務有限公司若干經營分部關閉及本集團內部辦公場所合併，本集團經營物業的總面積減少至7,331平方呎。

Note 2: Energy indirect emissions by the Group are mainly from electricity consumption. The latest emission factor of CLP was extracted from the CLP sustainable report of 2018 and the latest emission factor of HK Electric was extracted from the carbon calculator of HK Electric in calculating the data of 2019. The emission factors are 0.51 kg CO₂ per unit for the electricity supplied by CLP and 0.80 kg CO₂ per unit for electricity supplied by HK Electric. In calculating the intensity of energy indirect emissions of the Group, the area of the warehouse of the Group is also taken into account. The area of the warehouse was 1,619 sq. ft. for both 2018 and 2019.

附註2：本集團的能源間接排放主要來自耗電。中電的最新排放係數摘錄自中電二零一八年可持續發展報告，而香港電燈的最新排放係數則摘錄自香港電燈的碳計算機，兩者用於計算二零一九年數據。中電供電的排放係數為每單位0.51公斤二氧化碳，而香港電燈供電的排放係數為每單位0.80公斤二氧化碳。於計算本集團能源間接排放的密度時，亦考慮了本集團倉庫的面積。二零一八年和二零一九年的倉庫面積均為1,619平方呎。

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Note 3: The Toolkit is used to calculate the data of other indirect emissions of GHG by the Group.

附註3： 工具箱用作計算本集團溫室氣體的其他間接排放量。

Note 4: Non-hazardous waste disposal of the Group mainly comprises paper and general office waste. Owing to practical reasons, the data of non-hazardous waste disposal is estimated figures. The data of 2019 is estimated by taking a daily average volume of non-hazardous waste disposal as sample, while the data of 2018 was estimated by taking one week's volume as sample.

附註4： 本集團無害廢棄物棄置主要包括紙張及一般辦公室廢物。由於實際原因，無害廢棄物棄置的數據為估計數字。二零一九年數據乃以無害廢棄物棄置的每日平均容量為樣例進行估算，而二零一八數據則以一星期容量樣例進行估算。

Note 5: Since the Group operates in leased office premises, the data of water consumption by individual occupants is not available.

附註5： 由於本集團在租賃辦公室內經營，故無法獲取個人用戶的耗水量數據。

The significant increase in the direct emissions during the year under review is mainly attributable to the increase in the use of vehicles in 2019. The amount of petrol used for the Group's vehicles increased by approximately 75.57% from approximately 3,185 litres for the year ended 31 December 2018 to approximately 5,592 litres for the year ended 31 December 2019. In the future, the Company will put more emphasis on encouraging employees to take public transport in substitution for the use of private vehicles so as to reduce the emission of air pollutant and GHG.

回顧年度內溫室氣體直接排放大幅增加乃主要由於二零一九年增加使用汽車所致。用於本集團汽車的汽油量從截至二零一八年十二月三十一日止年度約3,185公升增加約75.57%，至截至二零一九年十二月三十一日止年度約5,592公升。本公司日後將更加重視鼓勵員工乘坐公共交通工具代替駕駛私家車，以減少空氣污染物及溫室氣體排放。

The total indirect emissions of GHG resulting from energy consumption decreased by approximately 19.93% from approximately 47,063 kg CO₂ eq for the year ended 31 December 2018 to approximately 37,685 kg CO₂ eq for the year ended 31 December 2019. The decrease in indirect emission of GHG resulting from energy consumption is mainly attributable to the close down of certain operating branches of First Credit Limited.

能源消耗產生的溫室氣體間接排放總量由截至二零一八年十二月三十一日止年度的約47,063公斤二氧化碳當量減少約19.93%，至截至二零一九年十二月三十一日止年度的約37,685公斤二氧化碳當量。能源消耗產生的溫室氣體間接排放減少，主要由於第一信用財務有限公司若干經營分部關閉所致。

The total other indirect emissions of GHG resulting from non-hazardous waste disposal, water consumption and public transportation of the staff decreased by approximately 15.79% from approximately 4,565 kg CO₂ eq for the year ended 31 December 2018 to approximately 3,844 kg CO₂ eq for the year ended 31 December 2019. The decrease in other indirect emissions of GHG for the year under review is mainly attributable to the decrease in the emissions of GHG from public transportation of the staff and non-hazardous waste disposal resulting from the close down of certain operating branches of First Credit Limited.

由無害廢棄物棄置、耗水及員工差旅所引致的其他溫室氣體間接排放總量，由二零一八年十二月三十一日止年度4,565公斤二氧化碳當量減少約15.79%，至截至二零一九年十二月三十一日止年度約3,844公斤二氧化碳當量。回顧年度的溫室氣體其他間接排放量減少，乃因第一信用財務有限公司若干經營分部關閉，致使來自員工差旅與無害廢棄物棄置溫室氣體排放減少所致。

During the year under review, the intensity of GHG emissions was maintained at a low level and remained steady as compared to the corresponding period in 2018.

於回顧年度內，溫室氣體排放密度維持低水平，且與二零一八年同期相比維持穩定。

Environmental, Social and Governance Report 環境、社會及管治報告 (continued)

WASTE DISPOSAL AND RECYCLING

As the principal businesses of the Group are office-based, no hazardous waste as defined in the “Basel Convention on the Control of Transboundary Movements of Hazardous Wastes and their Disposal, 1989” was produced during the year under review. Meanwhile, the Group strives to promote recycling habits among the employees. In February 2019, the Group organised a red packets recycling event to encourage employees to recycle unused red packets after the Lunar New Year festival. Staff members are also encouraged to re-use office consumables such as printing paper and manila envelopes. The Group implements policies to enhance employees’ awareness of waste separation and recycling. For the year ended 31 December 2019, the weight of used paper collected for recycling exceeds 1,500 kg, implying a contribution of over 7,238 kg CO₂ eq- GHG reductions.

The estimated amount of non-hazardous waste generated by the Group decreased by approximately 30.72% from approximately 1,992 kg (which equals to approximately 2,988 kg Co₂ eq- of GHG emission) for the year ended 31 December 2018 to approximately 1,380 kg (which equals to approximately 2,070 kg Co₂ eq- of GHG emission) for the year ended 31 December 2019. The intensity of non-hazardous waste generated by the Group decreased from approximately 0.21 kg/sq. ft. for the year ended 31 December 2018 to approximately 0.19 kg/sq. ft. for the year ended 31 December 2019.

The Group is not aware of any material non-compliance with relevant laws and regulations which have a significant impact on the Group relating to air pollutant and GHG emissions, discharges into water and land, or generation of hazardous and non-hazardous waste during the year ended 31 December 2019.

USE OF RESOURCES

The Group treasures natural resources as a gift from nature and it encourages efficient use of resources to avoid over-consumption. The Group pledged to support “Earth Hour” by turning off all non-essential lights for one hour on 29 March 2019 and encouraged all staff members to do so on 30 March 2019 at home. Employees are encouraged to turn off lights and electronic appliances that are not in use after business hours. Reminder tags are placed to remind employees to adjust thermostats at a reasonable room temperature. Office consumables such as light bulbs and stationary shall be replaced or purchased only when necessary in order to avoid wastage.

廢物棄置及循環再用

由於本集團主要業務於辦公室進行，於回顧年度內並無產生「一九八九年控制危險廢物越境轉移及其處置巴塞爾公約」所定義的有害廢物。同時，本集團致力推動僱員培養循環再用習慣。於二零一九年二月，本集團舉辦一次紅包回收活動，以鼓勵僱員在農曆新年後回收未使用的紅包。我們亦鼓勵僱員重用辦公室消耗品，如打印紙及馬尼拉紙質信封。本集團實行政策以提高僱員對廢物分類及循環再用的意識。截至二零一九年十二月三十一日止年度，共收集超過1,500公斤的舊紙張以作回收，意味協助減少逾7,238公斤二氧化碳當量一的溫室氣體。

本集團產生的無害廢棄物估計數量由截至二零一八年十二月三十一日止年度的約1,992公斤（相當於溫室氣體排放約2,988公斤二氧化碳當量一）減少約30.72%，至截至二零一九年十二月三十一日止年度的約1,380公斤（相當於溫室氣體排放約2,070公斤二氧化碳當量一）。本集團產生的無害廢棄物密度由截至二零一八年十二月三十一日止年度的約0.21公斤／平方呎減少至截至二零一九年十二月三十一日止年度的約0.19公斤／平方呎。

本集團並不知悉截至二零一九年十二月三十一日止年度任何涉及空氣污染物及溫室氣體排放、排放至水源及土地或產生有害及無害廢物而嚴重違反相關法律及法規且會對本集團產生重大影響的事件。

資源使用

本集團珍惜天然資源，視之為大自然的禮物，並鼓勵資源的有效利用，避免過度消耗。本集團承諾支持「地球一小時」活動，於二零一九年三月二十九日關閉全部不必要電燈一小時，並鼓勵員工於二零一九年三月三十日於其家中作出同樣行動。集團鼓勵僱員在營業時間後關閉室內不使用的電燈及電器。設有提醒標籤，以提醒員工在合理的室溫下調節恆溫器。僅在有需要的時候才更換或購買如燈泡及文具等辦公室消耗品，以免浪費。

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The Group's business is office-based and it merely involves normal daily water consumption and discharge. No issue arises in sourcing water that is fit for purpose of the Group's operation as the water supply is managed by the building management office. Employees are reminded to turn off water faucet when it is not in use. Reminder tags of water conservation are placed at a conspicuous position near the sinks to remind employees to save water. Besides, in order to promote the habit of conservation of natural resources, reminder tags are placed in the office's washrooms to encourage the staff to conserve toilet paper and tissues. As the saying goes, "many a little makes a mickle", all these habits can bring significant impacts to our environment.

As the Group is not engaged in manufacturing business, its operation does not involve the use of packaging materials and labelling.

The volume and the intensity of electricity and water consumption by the Group during the year under review, together with the comparative figures for the year ended 31 December 2018, are as follows. Given that the principal businesses of the Group are office-based, the unit of sq. ft. is used as a factor in calculating the intensity of electricity and water consumption:

本集團的業務於辦公室進行，並只涉及日常用水及排放。於求取適用於本集團營運的水源方面並無產生問題，因用水供應乃由樓宇管理處管理。本集團提醒僱員不使用水龍頭時將其關閉。於水龍頭附近當眼地方貼有保護水資源的提醒標籤以提醒僱員節約用水。此外，為促進維護自然資源的習慣，辦公室洗手間設有提醒標籤，鼓勵員工節約廁紙及紙巾。有道是「積少成多」，該等習慣將對我們的環境帶來重大影響。

由於本集團並不從事生產業務，故其營運不涉及包裝材料及標籤的使用。

鑑於本集團的主要業務在辦公室進行，且平方呎的單位被用作計算耗電及水耗密度的係數，本集團於回顧年度內的耗電及耗水量和密度，連同截至二零一八年十二月三十一日止年度的比較數字如下：

		Electricity and Water Consumption 耗電及耗水			
		2018 二零一八年		2019 二零一九年	
		Unit 用量	Unit/sq. ft. 每平方呎用量	Unit 用量	Unit/sq. ft. 每平方呎用量
Electricity (kWh in'000s)	電能(千瓦時)	60,626	5.50	47,103	4.28
Water Consumption (Note 1)	耗水(附註1)	N/A 不適用		N/A 不適用	
Total:	總計:	60,626	5.50	47,103	4.28

Note 1: Since the Group operates in leased office premises, the data of water consumption by individual occupants is not available.

附註1: 由於本集團在租賃辦公室內經營，故無法獲取個人用戶的耗水量數據。

Being a financial institution, most business operations of the Group involve document printing. No significant impacts are made on the environment and natural resources resulting from the Group's operation except from the printing of loan documents and internal documents that can result in the consumption of a large amount of printing papers. The Group therefore emphasises on minimising paper use such as promoting the use of double-sided printing and recycling non-confidential used paper. Reminder tags are placed to encourage employees to use double-sided printing function, recycled paper, or choose "2 pages per sheet" printing function. To enhance environmental awareness of the staff not just within the office, but also in everyday life, the Group also provides some environmental-friendly tips to employees such as "Green Christmas Tips" for reducing the waste of packaging materials and food resulting from Christmas presents and meals.

作為一間金融機構，本集團大部分業務營運涉及文件打印。除打印貸款文件及內部文件可導致消耗大量打印紙張外，本集團的營運對環境及天然資源並無造成重大影響。故此，本集團強調節約用紙，如推廣應用雙面影印及回收非機密的廢紙。放置提醒標籤，鼓勵員工使用雙面打印功能、循環再用紙或選擇將兩頁列印於一頁紙的打印功能。為了提高員工不僅在辦公室且在日常生活中的環保意識，本集團亦向僱員提供若干環保貼士(如有關減少來自聖誕節禮物及餐食的包裝材料及食物浪費的「綠色聖誕貼士」)。

Environmental, Social and Governance Report 環境、社會及管治報告 (continued 續)

The Group conducts year to year comparison for the data on its GHG emission, the use of resources including electricity consumption, and discharges of non-hazardous solid waste to quantify the Group's achievements in terms of its measures on emission and waste reduction and initiatives on efficient use of resources. Due to the energy conservation measures adopted by the Group and the close down of certain operating branches of First Credit Limited, the Group recorded a decrease in the consumption of electricity and in the volume of indirect emissions during the year under review. The management considers that the overall results of the environmental protection measures are satisfactory and the Group will continue to make contributions to the environmental protection.

COMMUNITY

Supporting Social Service Organisations

Initiatives and efforts of social service organisations should be recognised and supported. For the year under review, the Group made donations to the Feeding Hong Kong Limited and the Community Chest of Hong Kong. The Group will also explore possibilities to cooperate with different organisations that share the same values and principles with the Group.

EMPLOYEE INVOLVEMENT

The Group strives to raise employees' awareness in terms of social involvement and civic consciousness. The Group established the First Credit Volunteering Team, which participated in volunteer services organized by the Feeding Hong Kong Limited in November 2019. Employees are also encouraged to participate in community enhancement events such as volunteering and fundraising activities.

AWARDS

During the year ended 31 December 2019, the Group received the award of Caring Company (2019/20) from The Hong Kong Council of Social Service which represents a recognition of the team efforts paid by the Group on CSR.

DIALOGUE AND COMMUNICATION

The Group will continue to maintain opportunities for open dialogue relating to CSR matters with various stakeholders from time to time. The Group values every feedback and recommendations from its stakeholders in order to improve its existing CSR policies and practice. Stakeholders may write directly to the Group's principal place of business in Hong Kong at 21/F.-22/F., Fung House, Nos. 19-20 Connaught Road Central, Hong Kong or via email to "enquiry@firstcredit.com.hk" for any inquiries, feedback and recommendation regarding CSR-related issues.

本集團就其溫室氣體排放及資源使用情況，包括耗電量及排放無害固體廢物進行按年數據比較，以量化本集團在其減排及減廢措施以及資源使用成效措施方面的成績。由於本集團採取節能措施及第一信用財務有限公司若干經營分部關閉，本集團於回顧年度內錄得耗電量及間接排放量減少。管理層認為整體環保措施表現成果令人滿意及本集團將會繼續於環保中作出貢獻。

社區

支持社區服務組織

社區服務組織付出的積極努力應被肯定並支持。本集團於回顧年度向樂餉社及香港公益金捐款。本集團亦將探討跟本集團秉持同樣價值及原則的不同組織合作的可能性。

僱員參與

本集團致力提高僱員對社會參與的覺悟及公民意識。本集團成立第一信用義工團隊，其於二零一九年十一月參與由樂餉社舉辦的義工服務。本集團亦鼓勵僱員參與社區活動，如義工及籌款活動等。

獎項

於截至二零一九年十二月三十一日止年度，本集團由香港社會服務聯會獲得二零一九／二零年度商界展關懷獎項，反映本集團在企業社會責任的團隊努力得到認可。

對話與溝通

本集團將繼續就企業社會責任事宜不時與各個持份者持續保持開放溝通的機會。本集團重視其持份者的每一項意見及建議，以提升現有企業社會責任政策及常規。持份者如有任何有關企業社會責任事宜的查詢、意見及建議可直接郵寄至本集團之香港主要營業地點（地址為香港中環干諾道中19-20號馮氏大廈21樓至22樓）或以電郵方式發送至「enquiry@firstcredit.com.hk」。

REFERENCES TO THE ESG GUIDE

環境、社會及管治報告指引參考

Aspects/General Disclosures 層面／一般披露	Description 描述	Content in 2019 Annual Report 二零一九年年報的內容
Aspect A1: Emissions 層面A1：排放物		
General Disclosure 一般披露	Information on: 以下： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例的資料 relating to air and greenhouse gas emissions, discharges 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、有害及無害廢物的產生等	ESG Report: 環境、社會及管治報告： “Environment — Emissions Control & Waste Disposal and Recycling” (page 60 to 64) 「環境 — 排放控制及廢物棄置及循環再用」(第60頁至第64頁)
Aspect A2: Use of Resources 層面A2：資源使用		
General Disclosure 一般披露	Policies on 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	ESG Report: 環境、社會及管治報告： “Environment — Use of Resources” (page 64 to 65) 「環境 — 資源使用」(第64頁至第65頁)
Aspect A3: The Environment and Natural Resources 層面A3：環境及天然資源		
General Disclosure 一般披露	Policies on minimising 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	ESG Report: 環境、社會及管治報告： “Environment — Use of Resources” (page 64 to 65) 「環境 — 資源使用」(第64頁至第65頁)

Aspects/General Disclosures 層面／一般披露	Description 描述	Content in 2019 Annual Report 二零一九年年報的內容
Aspect B1: Employment 層面B1：僱傭		
General Disclosure 一般披露	<p>Information on: 以下：</p> <p>(a) the policies; and (a) 政策；及</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例的資料</p> <p>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、休息時間、平等機會、多元化、反歧視以及其他待遇及福利</p>	<p>ESG Report: 環境、社會及管治報告：</p> <p>“Employees — Employment Opportunities & Caring Workplace” (page 58 to 59) 「僱員 — 僱傭機會及關愛的工作環境」(第58頁至第59頁)</p>
Aspect B2: Health and Safety 層面B2：健康與安全		
General Disclosure 一般披露	<p>Information on: 以下：</p> <p>(a) the policies; and (a) 政策；及</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例的資料</p> <p>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</p>	<p>ESG Report: 環境、社會及管治報告：</p> <p>“Employees — Safe and Healthy Working Environment” (page 59) 「僱員 — 安全及健康的工作環境」(第59頁)</p>

Environmental, Social and Governance Report 環境、社會及管治報告 (continued 續)

Aspects/General Disclosures 層面／一般披露	Description 描述	Content in 2019 Annual Report 二零一九年年報的內容
Aspect B3: Development and Training 層面B3：發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. 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	ESG Report: 描述培訓活動 環境、社會及管治報告： “Employees — Professional Development” (page 60) 「僱員 — 專業發展」(第60頁)
Aspect B4: Labour Standards 層面B4：勞工準則		
General Disclosure 一般披露	Information on: 以下： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例的資料 relating to preventing child and forced labour 有關防止童工或強制勞工	ESG Report: 環境、社會及管治報告： “Employees — Employment Opportunities” (page 58) 「僱員 — 僱傭機會」(第58頁)
Aspect B5: Supply Chain management 層面B5：供應鏈管理		
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	ESG Report: 環境、社會及管治報告： “Economy — Engagement with Suppliers” (page 56) 「經濟 — 委聘供應商」(第56頁)

Aspects/General Disclosures 層面／一般披露	Description 描述	Content in 2019 Annual Report 二零一九年年報的內容
Aspect B6: Product Responsibility 層面B6：產品責任		
General Disclosure 一般披露	Information on: 以下： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例的資料 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	ESG Report: 環境、社會及管治報告： “Customers — Products and Services & Data Privacy” (page 57 to 58) 「客戶 — 產品及服務及資料私隱」(第57頁至第58頁)
Aspect B7: Anti-corruption 層面B7：反貪污		
General Disclosure 一般披露	Information on: 以下： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例的資料 relating to bribery, extortion, fraud and money laundering 有關賄賂、勒索、欺詐及洗黑錢	ESG Report: 環境、社會及管治報告： “Economy — Anti-Money Laundering and Counter-Terrorist Financing” (page 55 to 56) and; “Employees — Professional Development” (page 60) 「經濟 — 打擊洗錢及恐怖分子資金籌集」(第55至56頁)；及「僱員 — 專業發展」(第60頁)

Environmental, Social and Governance Report 環境、社會及管治報告 (continued 續)

Aspects/General Disclosures 層面／一般披露	Description 描述	Content in 2019 Annual Report 二零一九年年報的內容
Aspect B8: Community Investment 層面B8：社區投資		
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 takes into consideration communities' interests 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有考慮社區利益的政策	ESG Report: 環境、社會及管治報告： "Community" (page 66) 「社區」(第66頁)

Independent Auditor's Report 獨立核數師報告



TO THE SHAREHOLDERS OF FIRST CREDIT FINANCE GROUP LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of First Credit Finance Group Limited (the “**Company**”) and its subsidiaries (together with the Company, the “**Group**”) set out on pages 78 to 159, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

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

KEY AUDIT MATTER

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements of the current period. The matter was 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 the matter. The key audit matter we identified and how our audit addressed the key audit matter is set out below.

致第一信用金融集團有限公司股東

(於開曼群島註冊成立並於百慕達存續之有限公司)

意見

本核數師(以下簡稱「**吾等**」)已審計列載於第78頁至第159頁第一信用金融集團有限公司(「**貴公司**」)及其附屬公司(連同 貴公司,「**貴集團**」)的綜合財務報表,此綜合財務報表包括於二零一九年十二月三十一日的綜合財務狀況表以及截至該日止年度的綜合損益及其他全面收入表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

吾等認為,該等綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈之香港財務報告準則(「**香港財務報告準則**」)真實而公平地反映 貴集團於二零一九年十二月三十一日的綜合財務狀況及截至該日止年度 貴集團的綜合財務表現及綜合現金流量,並已按照香港《公司條例》的披露規定妥為編製。

意見基準

吾等已根據香港會計師公會頒佈之香港審計準則(「**香港審計準則**」)進行審計。吾等根據該等準則的責任於吾等報告中「核數師就審計綜合財務報表的責任」進一步描述。根據香港會計師公會之專業會計師道德守則(「**守則**」),吾等獨立於 貴集團,且吾等已根據守則履行吾等其他道德責任。吾等相信,吾等獲得之審計證據充分及適當,足以為吾等之意見提供基準。

關鍵審計事項

關鍵審計事項為吾等的專業判斷中,審計本期綜合財務報表中最重要的事項。吾等於審計整體綜合財務報表處理此事項及就此形成意見,而不會就此事項單獨發表意見。吾等識別的關鍵審計事項及吾等的審計如何處理關鍵審計事項載列如下。

Key Audit Matter
關鍵審計事項
How our audit addressed the Key Audit Matter
吾等的審計如何處理關鍵審計事項
Impairment of loans receivable from customers

(Refer to notes 6(B) and 24 to the consolidated financial statements)

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

Due to the significance of loans receivable (representing approximately 94% of total assets) and the corresponding uncertainty inherent in such estimates, we considered this as a key audit matter.

Our audit procedures included the assessment of controls over the origination, segmentation, ongoing internal credit quality assessments, recording and monitoring of loans receivable.

We also assessed the effectiveness of key controls over the application of the impairment methodology, the governance of the ECL models, inputs and assumptions used by the Group in calculating the ECL.

For the collectively assessed ECL, we assessed the reasonableness of the Group's ECL models, including the model input, model design, model performance for significant loan portfolio. We assessed the reasonableness of the Group's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a lifetime ECL basis and the qualitative assessment. We challenged whether historical experience is representative of current circumstances and of the recent losses incurred in the loan portfolio and assessed the reasonableness of forward-looking adjustments, including the economic variables and assumptions used in each of the economic scenarios and their probability weightings. Where changes had been made in model parameters and assumptions, we evaluated the appropriateness of such changes. We also assessed and tested the sensitivity of the credit loss provisions to changes in modelling assumptions.

For a sample of exposures that was subject to an individual impairment assessment, we specifically reviewed the Group's assumptions on the expected future cash flows, including the value of realisable collateral based on available market information.

We also assessed disclosures in the financial statements relating to the Group's exposure to credit risk.

應收客戶貸款減值

(參閱綜合財務報表附註6(B)及24)

計量預期信貸虧損(「**預期信貸虧損**」)需要應用重大判斷及提高複雜程度，包括識別信貸質量顯著惡化之風險，以及預期信貸虧損模式所用假設(個別或集體評估之風險)，例如預期未來現金流量及前瞻性宏觀經濟因素。

鑑於應收貸款(佔資產總值約94%)之重要性，且有關估算內含相應不確定性，吾等認為此為一項關鍵審計事項。

吾等之審核程序包括評估對應收貸款的產生、分類、持續內部信貸質量評估、記錄及監督的控制。

吾等亦評估應用減值法之關鍵控制、預期信貸虧損模式之管治，貴集團於計算預期信貸虧損時所用之輸入數據及假設之有效性。

就集體評估的預期信貸虧損而言，吾等評估了 貴集團預期信貸虧損模式的合理性，包括重大貸款組合的模式輸入、模式設計及模式表現。吾等評估了 貴集團評估信貸風險是否已顯著增加的準則之合理性，故金融資產撥備應按全期預期信貸虧損基準及質量評估計量。吾等質詢了歷史經驗是否代表當前情況以及貸款組合中近期產生的虧損，並評估了前瞻性調整(包括每種經濟情景中使用的經濟變量及假設及其概率權重)之合理性。倘模式參數和假設已作出變動，則吾等評估該等變化的適當性。吾等亦評估並測試了信貸虧損撥備對建模假設變動的敏感性。

就個別減值評估的樣本而言，吾等特別審閱了 貴集團對預期未來現金流量的假設，包括抵押品基於當前市場可得資料的可變現價值。

吾等亦評估與 貴集團的信貸風險有關的財務報表披露的充足性。

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all of the information in the Company's 2019 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 identified above 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 the other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The audit committee of the Company ("Audit Committee") assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

其他資料

董事負責其他資料。其他資料包括本公司二零一九年年報所載資料，但不包括綜合財務報表及相關核數師報告。

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核證結論。

審核綜合財務報表時，吾等的責任為閱讀上述其他資料，於此過程中，考慮其他資料是否與綜合財務報表或吾等於審計過程中所瞭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，倘吾等認為其他資料有重大錯誤陳述，吾等須報告該事實。於此方面，吾等沒有任何報告。

董事對綜合財務報表的責任

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》的披露規定編製真實而公平地呈列的綜合財務報表，並為其認為必須為使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述的內部監控負責。

編製綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，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。

貴公司審核委員會（「審核委員會」）協助董事履行監督貴集團財務報告過程的責任。

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, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審計綜合財務報表的責任

吾等的目標為合理確定整體綜合財務報表是否存在由於欺詐或錯誤而導致的任何重大錯誤陳述，並發出載有吾等意見的核數師報告。吾等僅向閣下（作為整體）按照百慕達一九八一年公司法第90條報告，除此之外本報告別無其他目的。吾等不會就本報告內容向任何其他人士負上或承擔任何責任。

合理確定屬高層次核證，但不能擔保根據香港審計準則進行的審核工作總能發現所有存在的重大錯誤陳述。錯誤陳述可源於欺詐或錯誤，倘個別或整體於合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

根據香港審計準則進行審核時，吾等運用專業判斷，於整個審核過程中保持專業懷疑態度。吾等亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應此等風險設計及執行審核程序，獲得充足及適當審核憑證為吾等的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部控制，因此未能發現由此造成的重大錯誤陳述風險較未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 瞭解與審核有關的內部控制，以設計恰當的審核程序，但並非旨在對貴集團內部控制的有效程度發表意見。
- 評估所用會計政策是否恰當，以及董事所作會計估計及相關披露是否合理。

Independent Auditor's Report 獨立核數師報告 (continued 續)

- 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.
- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審核憑證，總結是否有對貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘吾等總結認為存在重大不確定因素，吾等需於核數師報告中提請注意綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂吾等的意見。吾等的結論以截至核數師報告日期所獲得的審核憑證為基礎，惟未來事件或情況可能導致貴集團不再具有持續經營的能力。
- 評估綜合財務報表(包括資料披露)的整體列報、架構及內容，以及綜合財務報表是否已公允反映及列報相關交易及事項。
- 就貴集團內各實體或業務活動的財務資料獲得充足的審核憑證，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 the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

吾等與審核委員會就(其中包括)審核工作的計劃範圍及時間安排及重大審核發現，包括吾等於審核期間識別出內部監控的任何重大缺陷溝通。

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

吾等亦向審核委員會提交聲明，說明吾等已遵守有關獨立性的道德要求，並就所有被合理認為可能影響吾等的獨立性的關係及其他事宜及相關防範措施(如適用)與負責管治的人員溝通。

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

吾等從與審核委員會溝通的事項中，決定某些事項對本期綜合財務報表的審核工作最為重要，因而構成關鍵審計事項。除非法律或法規不容許公開披露此等事項，或於極罕有的情況下，吾等認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則吾等會於核數師報告中描述此等事項。

Independent Auditor's Report 獨立核數師報告 (continued 續)

The engagement partner on the audit resulting in this independent auditor's report is Mr. Siu Jimmy with Practising Certificate number P05898.

出具本獨立核數師報告的審計項目合夥人為蕭俊武先生(執業證書編號：P05898)。

Elite Partners CPA Limited

Certified Public Accountants

10/F, 8 Observatory Road,
Tsim Sha Tsui, Kowloon,
Hong Kong
23 March 2020

開元信德會計師事務所有限公司

執業會計師

香港
九龍尖沙咀
天文臺道8號10樓
二零二零年三月二十三日

Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收入表

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

		Note 附註	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Revenue	收益	9	88,881,668	92,761,498
Other income	其他收入	10	39,663	6,169,523
Other gains and losses	其他收益及虧損	11	(3,949,780)	1,192,286
			84,971,551	100,123,307
Administrative expenses	行政開支		(28,055,902)	(33,726,940)
Impairment loss on loans receivable, net	應收貸款減值虧損淨額	13	(200,581,489)	(15,634,421)
Trading right written off	撇銷貿易權	22	(3,100,000)	—
Other operating expenses	其他經營開支		(10,373,177)	(17,579,199)
(Loss)/profit from operations	經營(虧損)/溢利		(157,139,017)	33,182,747
Finance costs	財務費用	12	(187,051)	(1,582,846)
(Loss)/profit before tax	除稅前(虧損)/溢利	13	(157,326,068)	31,599,901
Income tax credit/(expense)	所得稅抵免/(開支)	14	24,432,997	(5,674,308)
(Loss)/profit and total comprehensive (loss)/income for the year attributable to the owners of the Company	本公司擁有人應佔年內(虧損)/溢利及全面(虧損)/收入總額		(132,893,071)	25,925,593
			HK cents 港仙	HK cents 港仙
(Loss)/earnings per share	每股(虧損)/盈利			
Basic	基本	18	(3.66)	0.71
Diluted	攤薄	18	N/A不適用	N/A不適用

Consolidated Statement of Financial Position 綜合財務狀況表

At 31 December 2019 於二零一九年十二月三十一日

	Note	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
	附註		
Non-current assets			
Property, plant and equipment	19	484,297	3,088,135
Leasehold land under finance leases	20	—	1,241,628
Right-of-use assets	21	2,514,134	—
Intangible assets — trading right	22	—	3,100,000
Loans receivable	24	151,877,137	433,645,920
Other assets		—	200,000
Deferred tax assets	29	35,812,011	3,107,251
Total non-current assets		190,687,579	444,382,934
Current assets			
Loans receivable	24	646,178,852	507,870,528
Financial assets at fair value through profit or loss	25	10,476,000	—
Prepayments, deposits and other receivables		4,022,233	3,122,098
Current tax assets		—	2,728,082
Bank balances — trust and segregated accounts	26	—	159,149
Bank and cash balances		17,081,890	37,355,748
Total current assets		677,758,975	551,235,605
Current liabilities			
Accounts payable	27	—	159,149
Accruals and other payables		1,673,476	2,715,503
Lease liabilities	28	1,416,997	—
Current tax liabilities		5,801,202	295,937
Total current liabilities		8,891,675	3,170,589
Net current assets		668,867,300	548,065,016
Total assets less current liabilities		859,554,879	992,447,950
NET ASSETS		859,554,879	992,447,950

Consolidated Statement of Financial Position 綜合財務狀況表 (continued 續)

At 31 December 2019 於二零一九年十二月三十一日

		Note	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
		附註		
Capital and reserves	資本及儲備			
Share capital	股本	30	72,576,000	72,576,000
Reserves	儲備	32	786,978,879	919,871,950
TOTAL EQUITY	權益總額		859,554,879	992,447,950

Approved by the Board of Directors on 23 March 2020 and are signed on its behalf by:

於二零二零年三月二十三日經董事會批准，並由下列董事代表簽署：

Wong Kai Lun

黃啟倫

Director

董事

Lai Szu Yu

賴思妤

Director

董事

Consolidated Statement of Changes in Equity 綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔					Total 總額 HK\$ 港元			
		Share capital 股本 HK\$ 港元	Share premium 股份溢價 HK\$ 港元	Capital reserve 資本儲備 HK\$ 港元	Contributed surplus 繳入盈餘 HK\$ 港元	Retained profits 保留溢利 HK\$ 港元				
		At 1 January 2018	於二零一八年一月一日	72,576,000	356,661,862	141,829,615		213,460,470	181,364,823	965,892,770
		Adjustments on initial application of HKFRS 9	就首次應用香港財務報告 準則第9號作出調整	—	—	—		—	629,587	629,587
Restated balance at 1 January 2018	於二零一八年一月一日的 重列結餘	72,576,000	356,661,862	141,829,615	213,460,470	181,994,410	966,522,357			
Total comprehensive income for the year	年內全面收入總額	—	—	—	—	25,925,593	25,925,593			
Changes in equity for the year	年內權益變動	—	—	—	—	25,925,593	25,925,593			
At 31 December 2018 and 1 January 2019	於二零一八年 十二月三十一日及 二零一九年一月一日	72,576,000	356,661,862	141,829,615	213,460,470	207,920,003	992,447,950			
Total comprehensive loss for the year	年內全面虧損總額	—	—	—	—	(132,893,071)	(132,893,071)			
Changes in equity for the year	年內權益變動	—	—	—	—	(132,893,071)	(132,893,071)			
At 31 December 2019	於二零一九年 十二月三十一日	72,576,000	356,661,862	141,829,615	213,460,470	75,026,932	859,554,879			

Consolidated Statement of Cash Flows 綜合現金流量表

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

	Note 附註	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
CASH FLOWS FROM OPERATING ACTIVITIES			
經營活動的現金流量			
(Loss)/profit before tax		(157,326,068)	31,599,901
Adjustments for:			
Depreciation of property, plant and equipment	19	2,827,603	4,447,582
Depreciation of right-of-use assets	21	4,921,802	—
Amortisation of leasehold land under finance leases	20	—	43,533
Bank interest income	10	(2,141)	(1,275)
Other interest income	10	(3,818)	(957,908)
Dividend income	10	(31,640)	—
Trading right written off	22	3,100,000	—
Realised loss/(gain) from financial assets at fair value through profit or loss	11	265,370	(1,194,825)
Fair value loss from financial assets at fair value through profit or loss	11	3,684,410	—
Finance costs	12	187,051	1,582,846
Loss on disposals of property, plant and equipment	11	—	2,539
Impairment loss on loans receivable		201,005,155	16,422,700
Recoveries of loans receivable impaired or written off		(423,666)	(788,279)
Operating profit before working capital changes		58,204,058	51,156,814
Increase in loans receivable		(57,121,030)	(76,652,518)
(Increase)/decrease in prepayments, deposits and other receivables		(700,135)	16,465,377
Decrease in bank balances — trust and segregated accounts		159,149	644,194
(Increase)/decrease in financial assets at fair value through profit or loss		(14,425,780)	23,120,175
Decrease in accounts receivable		—	4,252,258
Decrease in accounts payable		(159,149)	(634,474)
Decrease in accruals and other payables		(766,130)	(10,727,996)
Cash (used in)/generated from operations		(14,809,017)	7,623,830
Hong Kong profits tax paid		(38,416)	(14,258,638)
Net cash used in operating activities		(14,847,433)	(6,634,808)

Consolidated Statement of Cash Flows 綜合現金流量表 (continued 續)

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

			2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動的現金流量			
Bank interest received	已收銀行利息	10	2,141	1,275
Other interest received	已收其他利息	10	3,818	957,908
Dividend received	已收股息	10	31,640	—
Purchases of property, plant and equipment	購置物業、廠房及設備	19	(223,765)	(959,704)
Net cash used in investing activities	投資活動所用現金淨額		(186,166)	(521)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動的現金流量			
Repayment of interest-bearing loans	償還計息貸款		—	(150,000,000)
Repayment of lease liabilities	償還租賃負債	28	(5,053,208)	—
Interest paid	已付利息	28	(187,051)	(8,029,424)
Net cash used in financing activities	融資活動所用現金淨額		(5,240,259)	(158,029,424)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額		(20,273,858)	(164,664,753)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	年初現金及現金等價物		37,355,748	202,020,501
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物		17,081,890	37,355,748
ANALYSIS OF BALANCE OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析			
Bank and cash balances	銀行及現金結餘		17,081,890	37,355,748

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

1. GENERAL INFORMATION

First Credit Finance Group Limited (the “Company”) was incorporated in the Cayman Islands and duly continued in Bermuda as an exempted company with limited liability under the laws of Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The address of its principal place of business is 21/F.-22/F., Fung House, 19–20 Connaught Road Central, Hong Kong. The Company’s shares are listed on GEM of The Stock Exchange of Hong Kong Limited (“Stock Exchange”). On 24 November 2017, the Securities and Futures Commission directed the Stock Exchange to suspend the trading in the shares of the Company. As at the date of approval of these financial statements, the trading of shares of the Company remains suspended.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 23 to the consolidated financial statements.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRSs”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622 of the Laws of Hong Kong). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

1. 一般資料

第一信用金融集團有限公司(「本公司」)在開曼群島註冊成立，並根據百慕達法律以獲豁免有限公司形式正式於百慕達存續。其註冊辦事處的地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。其主要營業地點地址為香港干諾道中19–20號馮氏大廈21樓至22樓。本公司股份於香港聯合交易所有限公司(「聯交所」)GEM上市。於二零一七年十一月二十四日，證券及期貨事務監察委員會指令聯交所暫停本公司股份之買賣。於此等財務報表批准日期，本公司股份繼續暫停買賣。

本公司為投資控股公司。其附屬公司的主要業務載列於綜合財務報表附註23。

2. 編製基準

此等綜合財務報表已按照香港會計師公會(「香港會計師公會」)所頒佈的所有適用香港財務報告準則(「香港財務報告準則」)編製。香港財務報告準則包括香港財務報告準則(「香港財務報告準則」)、香港會計準則(「香港會計準則」)及詮釋。此等綜合財務報表亦符合聯交所GEM證券上市規則的適用披露條文及香港《公司條例》(香港法例第622章)的適用披露規定。以下披露本集團採納的重大會計政策。

香港會計師公會頒佈若干新訂及經修訂香港財務報告準則，於本集團本會計期間首次生效或可提前採納。附註3提供因首次應用該等準則導致與本集團本會計期間及過往會計期間有關的會計政策變動資訊，已於該等綜合財務報表內反映。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)
For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 January 2019 for the preparation of the Group's consolidated financial statements:

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

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

(A) CHANGES AND IMPACTS ON ACCOUNTING POLICIES OF APPLICATION ON HKFRS 16 LEASES

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

(a) Key changes in accounting policies resulting from application of HKFRS 16

The Group applied the following accounting policies in accordance with the transition provisions of HKFRS 16.

3. 採納新訂及經修訂香港財務報告準則

於本年度，本集團已首次應用自二零一九年一月一日或之後開始的年度期間強制生效由香港會計師公會頒佈的下列新訂及經修訂香港財務報告準則，以編製本集團之綜合財務報表：

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會)第23號	所得稅處理之不確定性
香港財務報告準則第9號之修訂	負賠償之提前還款特徵
香港會計準則第19號之修訂	計劃修改、縮減或結算
香港會計準則第28號之修訂	聯營公司及合營企業之長期權益
香港財務報告準則之修訂	二零一五年至二零一七年週期的年度改進

除下文所述者外，於本年度應用新訂及經修訂香港財務報告準則對本集團於當前及過往期間的財務表現及狀況及／或該等綜合財務報表所載披露概無重大影響。

(A) 應用香港財務報告準則第16號租賃對會計政策的變動及影響

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

(a) 應用香港財務報告準則第16號導致的會計政策主要變動

本集團根據香港財務報告準則第16號的過渡條文應用下列會計政策。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

(A) CHANGES AND IMPACTS ON ACCOUNTING POLICIES OF APPLICATION ON HKFRS 16 LEASES (Cont'd)

- (a) Key changes in accounting policies resulting from application of HKFRS 16 (Cont'd)

Definition of a lease

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

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

As a lessee

Right-of-use assets

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

3. 採納新訂及經修訂香港財務報告準則 (續)

(A) 應用香港財務報告準則第16號租賃對會計政策的變動及影響 (續)

- (a) 應用香港財務報告準則第16號導致的會計政策主要變動 (續)

租賃的定義

倘合約授予以代價為交換，在某一時期內控制使用已識別資產的權利，則該合約屬於租賃或包含租賃。

於首次應用日期後，本集團於訂立或修訂日期根據香港財務報告準則第16號的定義評估合約是否屬於租賃或包含租賃。除非合約的條款及條件隨後有所變動，否則不會重新評估該合約。

作為承租人

使用權資產

除短期租賃及低價值資產租賃外，本集團於租賃開始日期（即相關資產可供使用之日期）確認使用權資產。使用權資產按成本減任何累計折舊及減值虧損計量，並就任何重新計量租賃負債作出調整。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)
For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

(A) CHANGES AND IMPACTS ON ACCOUNTING POLICIES OF APPLICATION ON HKFRS 16 LEASES (Cont'd)

- (a) Key changes in accounting policies resulting from application of HKFRS 16 (Cont'd)

As a lessee (Cont'd)

Right-of-use assets (Cont'd)

The cost of right-of-use assets includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

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

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

3. 採納新訂及經修訂香港財務報告準則 (續)

(A) 應用香港財務報告準則第16號租賃對會計政策的變動及影響 (續)

- (a) 應用香港財務報告準則第16號導致的會計政策主要變動 (續)

作為承租人 (續)

使用權資產 (續)

使用權資產成本包括：

- 租賃負債的初始計量金額；
- 於開始日期或之前所作的任何租賃付款，減去所得的任何租賃優惠；
- 本集團招致的任何初始直接成本；及
- 本集團拆卸及清拆相關資產、恢復原址地盤或恢復相關資產至租賃條款及條件規定的狀態而將招致的估計成本。

本集團可於租賃期末合理確定取得相關租賃資產擁有權的使用權資產自租賃開始日期至使用年期結束為止進行折舊。否則，使用權資產則於估計使用年期或租賃期（以較短者為準）按直線法折舊。

本集團將使用權資產單獨呈列於綜合財務狀況表內。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)**(A) CHANGES AND IMPACTS ON ACCOUNTING POLICIES OF APPLICATION ON HKFRS 16 LEASES (Cont'd)**

- (a) Key changes in accounting policies resulting from application of HKFRS 16 (Cont'd)

As a lessee (Cont'd)

Lease liabilities

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

The lease payments include:

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

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

3. 採納新訂及經修訂香港財務報告準則 (續)**(A) 應用香港財務報告準則第16號租賃對會計政策的變動及影響 (續)**

- (a) 應用香港財務報告準則第16號導致的會計政策主要變動 (續)

作為承租人 (續)

租賃負債

於租賃開始日期，本集團按當日未付的租賃付款現值計量租賃負債。計算租賃付款的現值時，倘無法即時釐定租賃的隱含利率，本集團使用租賃開始日期的增量借貸率進行計算。

租賃付款包括：

- 固定付款(包括實質固定付款)減任何應收租賃優惠；
- 視乎指數或利率的可變動租賃付款；
- 剩餘價值擔保下的承租人預期應付款項；
- 購買選擇權的行使價格(本集團將合理地確定行使該項選擇權)；及
- 支付終止租賃的罰款(倘租賃條款反映本集團行使該項選擇權終止租賃)。

於開始日期後，租賃負債按利息增長及租賃付款進行調整。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)
For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

(A) CHANGES AND IMPACTS ON ACCOUNTING POLICIES OF APPLICATION ON HKFRS 16 LEASES (Cont'd)

- (a) Key changes in accounting policies resulting from application of HKFRS 16 (Cont'd)

As a lessee (Cont'd)

Lease liabilities (Cont'd)

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

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liabilities is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment; and
- the lease payments change due to changes in market rental rates following a market rent review in which cases the related lease liabilities is remeasured by discounting the revised lease payments using the initial discount rate.

Lease modifications

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

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

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

3. 採納新訂及經修訂香港財務報告準則 (續)

(A) 應用香港財務報告準則第16號租賃對會計政策的變動及影響 (續)

- (a) 應用香港財務報告準則第16號導致的會計政策主要變動 (續)

作為承租人 (續)

租賃負債 (續)

倘出現以下情況，本集團重新計量租賃負債 (並就相關使用權資產作出相應調整)：

- 租賃期有所變動或行使購買選擇權的評估發生變化，在該情況下，相關租賃負債於重新評估日期透過使用經修訂折現率折現經修訂租賃付款而重新計量；及
- 租賃付款因市場租金率於市場租金審核後有所變動而發生變化，在此情況下，相關租賃負債使用初始折現率折現經修訂租賃付款重新計量。

租賃修改

倘同時存在下列兩種情形，則本集團將租賃的修改作為一項單獨的租賃入賬：

- 該項修改通過增加一項或多項相關資產使用權而擴大了租賃範圍；及
- 調增租賃的代價，增加的金額相當於範圍擴大對應的單獨價格，加上反映特定合約的情況對單獨價格進行的任何適當調整。

對於不作為一項單獨租賃入賬的租賃修改，本集團會基於經修改租賃的租賃期，使用於修改生效日期的經修訂折現率對經修訂租賃付款進行折現，重新計量租賃負債。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

(A) CHANGES AND IMPACTS ON ACCOUNTING POLICIES OF APPLICATION ON HKFRS 16 LEASES (Cont'd)

(b) Impacts of application of HKFRS 16

The following table summaries the impacts of transition to HKFRS 16 on the consolidated statement of financial position as of 31 December 2018 to that of 1 January 2019 as follow (increase/(decrease)):

Consolidated statement of financial position as at 1 January 2019:	於二零一九年一月一日的綜合財務狀況表：	HK\$ 港元
Right-of-use assets	使用權資產	7,435,936
Leasehold land under finance leases	融資租約下租賃土地	(1,241,628)
Accruals and other payables	應計費用及其他應付款項	(275,897)
Lease liabilities (non-current)	租賃負債(非流動)	1,416,997
Lease liabilities (current)	租賃負債(流動)	5,053,208

The following reconciliation explains how the operating lease commitments disclosed by applying HKAS 17 as of 31 December 2018 could be reconciled to the lease liabilities on the date of initial application of HKFRS 16 recognised in the consolidated statement of financial position as at 1 January 2019:

Reconciliation of operating lease commitments to lease liabilities:	經營租賃承擔與租賃負債的對賬：	HK\$ 港元
Operating lease commitments as of 31 December 2018	於二零一八年十二月三十一日的經營租賃承擔	6,666,839
Less: Future interest expenses	減：未來利息開支	(196,634)
Total lease liabilities as of 1 January 2019	於二零一九年一月一日的租賃負債總額	6,470,205

The weighted average lessee's incremental borrowing rate applied to lease liabilities recognised in the consolidated statement of financial position as at 1 January 2019 is 5% per annum.

3. 採納新訂及經修訂香港財務報告準則(續)

(A) 應用香港財務報告準則第16號租賃對會計政策的變動及影響(續)

(b) 應用香港財務報告準則第16號之影響

下表概述過渡至香港財務報告準則第16號對於二零一八年十二月三十一日至二零一九年一月一日的綜合財務狀況表的影響(增加/(減少)):

以下對賬闡述於二零一八年十二月三十一日應用香港會計準則第17號披露的經營租賃承擔與於二零一九年一月一日在綜合財務狀況表確認的於首次應用香港財務報告準則第16號之租賃負債的對賬情況:

於二零一九年一月一日在綜合財務狀況表確認的租賃負債所用的加權平均承租人增量借貸率為每年5%。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)
For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

(B) NEW AND REVISED HKFRSS IN ISSUE BUT NOT YET EFFECTIVE

The Group has not early applied new and revised HKFRSS that have been issued but are not yet effective for the financial year beginning on 1 January 2019. These new and revised HKFRSS include the following which may be relevant to the Group.

3. 採納新訂及經修訂香港財務報告準則 (續)

(B) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但於二零一九年一月一日開始之財政年度尚未生效之新訂及經修訂香港財務報告準則。該等新訂及經修訂香港財務報告準則包括以下可能與本集團有關的準則。

Effective for accounting periods beginning on or after 於以下日期或之後開始之會計期間生效

HKFRS 17 Insurance Contracts 香港財務報告準則第17號保險合約	1 January 2021 二零二一年一月一日
Amendments to HKFRS 3 Definition of Business 香港財務報告準則第3號之修訂本業務之定義	Acquisition date on or after 1 January 2020 收購日期在二零二零年一月一日或之後
Amendments to HKFRS 10 and HKAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 香港財務報告準則第10號及香港會計準則第28號之修訂本投資者與其聯營公司或合營企業之間的資產出售或注資	A date to be determined 日期待定
Amendments to HKAS 1 and HKAS 8 Definition of Material 香港會計準則第1號及香港會計準則第8號之修訂本重大性之定義	1 January 2020 二零二零年一月一日
Amendments to HKFRS 9, HKAS 39 and HKFRS 7 Interest Rate Benchmark Reform 香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂本利率基準改革	1 January 2020 二零二零年一月一日

The directors of the Company consider that the application of all new and amendments to HKFRSS and HKASs is unlikely to have a material impact on the Group's financial position and performance as well as disclosure in foreseeable future.

本公司董事認為應用所有新訂及經修訂香港財務報告準則及香港會計準則不大可能對本集團於可預見未來的財務狀況及表現以及披露造成重大影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)

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

4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. certain financial instruments that are measured at fair value).

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

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

(A) CONSOLIDATION

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

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

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

4. 主要會計政策

除於下列會計政策另有說明外(如若干以公平值計量的金融工具),此等綜合財務報表已按歷史成本法編製。

編製符合香港財務報告準則的財務報表須採用若干主要會計估計,而管理層亦須在應用本集團會計政策過程中行使其判斷。涉及較高判斷或較複雜或對綜合財務報表而言屬重大的假設及估計的範疇於附註5披露。

編製此等綜合財務報表時採用的主要會計政策載於下文。

(A) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止之財務報表。附屬公司指本集團擁有控制權之實體。當本集團因參與實體業務而承擔可變動回報的風險或因此享有可變動回報,且有能力透過向實體施加權力而影響該等回報時,則本集團控制該實體。當本集團之現有權利賦予其現有能力掌控有關活動(如大幅影響實體回報之活動),本集團對該實體擁有權力。

於評估控制權時,本集團會考慮其潛在投票權以及其他各方持有的潛在投票權。潛在投票權僅於有關持有人擁有實質能力行使該權利時予以考慮。

附屬公司自其控制權轉移予本集團當日起全面綜合入賬,並於控制權終止當日起不再綜合入賬。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(A) CONSOLIDATION (Cont'd)

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

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

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

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

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

In the Company's statement of financial position, the investments in subsidiaries are stated at cost less impairment loss, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

4. 主要會計政策(續)

(A) 綜合賬目(續)

出售附屬公司導致失去控制權之收益或虧損指(i)出售代價公平值加保留於該附屬公司之任何投資之公平值與(ii)本公司應佔該附屬公司資產淨值加與該附屬公司有關之任何餘下商譽及任何相關之累計外幣匯兌儲備之間的差額。

集團內公司間交易、結餘及未變現溢利予以對銷。未變現虧損亦予以對銷，除非交易有證據顯示所轉讓資產出現減值。本公司已對附屬公司之會計政策作出必要修訂，以確保符合本集團所採納之政策。

非控股權益指並非本公司直接或間接應佔之附屬公司權益。非控股權益於綜合財務狀況表及綜合權益變動表之權益內呈列。非控股權益於綜合損益表及綜合損益及其他全面收入表呈列為本公司非控股股東與擁有人應佔溢利或虧損及年內全面收入總額之分配。

儘管會導致非控股權益出現虧絀結餘，損益及其他全面收入各部分應計入本公司擁有人及非控股股東。

附屬公司之擁有權權益變動不會導致本公司失去控制權並計入股權交易(即以擁有人身份與擁有人進行之交易)。控股權益及非控股權益之賬面值已作調整，以反映其附屬公司之相關權益變動。非控股權益之調整金額與已付或已收代價之公平值，兩者間之任何差額直接於權益確認，並由本公司擁有人分佔。

除分類為持作出售的投資(或出售組別內分類為持作出售的投資)外，於附屬公司的投資乃以按成本減減值虧損於本公司財務狀況表內列賬。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(B) BUSINESS COMBINATION AND GOODWILL

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The consideration transferred in a business combination is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and any contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the sum of the consideration transferred over the Group's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the sum of the consideration transferred is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Group.

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the sum of the consideration transferred in a business combination to calculate the goodwill.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

After initial recognition, goodwill is measured at cost less accumulated impairment losses. 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 Group at which the goodwill is monitored for internal management purposes. 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 its 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.

4. 主要會計政策(續)

(B) 業務合併及商譽

本集團採用收購法為業務合併中所收購之附屬公司列賬。於業務合併中所轉讓代價是以所付出的資產在收購當日之公平值、所發行之權益工具及所產生之負債以及任何或然代價計量。收購相關成本於有關成本產生及獲得服務期間確認為開支。所收購之附屬公司之可識別資產及負債，均按其於收購當日之公平值計量。

所轉讓代價之總和超出本公司應佔附屬公司可識別資產及負債之公平淨值之差額列作商譽。本公司應佔可識別資產及負債之公平淨值超出所轉讓代價之總和之差額則於綜合損益內確認為本公司應佔之議價收購收益。

對於分階段進行之業務合併，先前已持有之附屬公司之權益按收購當日之公平值重新計量，而由此產生之收益或虧損於綜合損益內確認。公平值會加入至於業務合併中所轉讓代價之總和以計算商譽。

於附屬公司之非控股權益初步按非控股股東應佔該附屬公司於收購當日之可識別資產及負債之公平淨值比例計算。

於初次確認後，商譽乃按成本減累計減值虧損計量。就減值測試而言，業務合併所獲得之商譽會分配至預期將受益於合併協同效應之各現金產生單位(「現金產生單位」)或現金產生單位組別。商譽所分配之各單位或單位組別為本集團內就內部管理目的而監察商譽之最低層次。商譽乃於經營分部層次進行監察。商譽每年進行減值檢討，或當有事件出現或情況改變顯示可能出現減值時，作出更頻密檢討。含有商譽之現金產生單位之賬面值與其可收回金額作比較，可收回金額為使用價值與公平值減出售成本兩者之較高者。任何減值即時確認為開支，且其後不會撥回。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)
For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(C) PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment, including buildings and leasehold land (classified as finance leases), held for use in the supply of services, or for administrative purposes, are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

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

Leasehold land under finance leases	Over the lease terms
Buildings	10%
Leasehold improvements	50%
Furniture and fixture	50%
Office equipment	50%
Computer	50%
Motor Vehicle	25%

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

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

4. 主要會計政策(續)

(C) 物業、廠房及設備

物業、廠房及設備(包括持作提供服務用途或行政用途之樓宇及租賃土地(分類為融資租約))按成本扣除其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表入賬。

其後成本乃撥入資產之賬面值或確認為獨立資產(如適用)，惟前提為本集團可能就該項目產生相關之未來經濟利益，而項目成本可以可靠計量。所有其他維修及保養乃於產生期間在損益表列支。

物業、廠房及設備之折舊，按足夠撇銷其成本減剩餘價值之比率，於估計可使用年內使用直線法計算，主要年率如下：

融資租約下租賃土地	在租賃期內
樓宇	10%
租賃物業裝修	50%
傢俱及固定裝置	50%
辦公室設備	50%
電腦	50%
汽車	25%

剩餘價值、可使用年期及折舊方法於各報告期末進行檢討及作出調整(如適用)。

出售物業、廠房及設備之損益指出售所得款項淨額與有關資產賬面值兩者間之差額，於損益表內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(D) LEASES

Under HKAS 17 (prior to 1 January 2019)

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

The Group as lessor

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

The Group as lessee

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

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

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

4. 主要會計政策(續)

(D) 租約

根據香港會計準則第17號(於二零一九年一月一日前)

倘若租賃條款向承租人轉移所有權的絕大部分風險和回報，租賃會分類為融資租賃。所有其他租賃均分類為經營租賃。

本集團作為出租人

經營租賃的租金收入於相關租賃租期內按直線法於其他收入確認。於磋商及安排經營租賃時產生的初始直接成本計入租賃資產的賬面值。

本集團作為承租人

根據融資租賃持有的資產初始按租賃開始當日的公平值或(如較低)最低租賃付款現值確認為本集團資產，因而欠出租人的相應債項乃列入合併財務狀況表作為融資租賃承擔。租賃款項於融資開支與租賃承擔減少之間分配，以就餘下負債結餘達致固定利率。融資開支即時於損益確認。

經營租賃付款於租期內按直線法確認為開支。

倘訂立經營租賃時獲得租賃優惠，有關優惠確認為負債。優惠的利益總額按直線法確認為租金開支的扣減。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(D) LEASES (Cont'd)

Upon the adoption of HKFRS 16 on 1 January 2019

Definition of a lease

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

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

As a lessee

Short-term leases

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

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

Right-of-use assets

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

The cost of right-of-use asset includes:

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

4. 主要會計政策(續)

(D) 租約(續)

於二零一九年一月一日採納香港財務報告準則第16號後

租賃定義

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

就於首次應用日期或之後訂立或修改的合約而言，本集團根據香港財務報告準則第16號的定義於初始或修改日期評估該合約是否屬租賃或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

作為承租人

短期租賃

本集團對於租期自開始日期起計12個月或以內且並無包含購買選擇權的租賃物業租賃，應用短期租賃確認豁免。

短期租賃的租賃付款按直線法基準於租期內確認為開支。

使用權資產

除短期租賃外，本集團於租賃開始日期(即相關資產可供使用日期)確認使用權資產。使用權資產按成本減任何累計折舊及減值虧損計量，並就任何重新計量的租賃負債作出調整。

使用權資產的成本包括：

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

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(D) LEASES (Cont'd)

Upon the adoption of HKFRS 16 on 1 January 2019
(Cont'd)

As a lessee (Cont'd)

Right-of-use assets (Cont'd)

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

The Group presents right-of-use assets that do not meet the definition of investment property in "property, plant and equipment", the same line item as that with which the corresponding underlying assets would be presented if they were owned. Right-of-use assets that meet the definition of investment property are presented within "investment properties".

Refundable rental deposits

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

Taxation

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

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

4. 主要會計政策(續)

(D) 租約(續)

於二零一九年一月一日採納香港財務報告準則第16號後(續)

作為承租人(續)

使用權資產(續)

本集團可於租賃期末合理確定取得相關租賃資產擁有權的使用權資產自使用年期開始至結束折舊。否則，使用權資產則於估計使用年期或租賃期(以較短者為準)按直線法折舊。

本集團將不符合投資物業定義的使用權資產列入「物業、廠房及設備」，即與倘為自有資產的情況下會呈列相關資產的同一欄。符合投資物業的使用權資產於「投資物業」內呈列。

可退回租賃按金

已支付的可退回租賃按金是根據香港財務報告準則第9號入賬並按公平值初步計量。於初步確認時之公平值調整視作額外租賃付款，並計入使用權資產之成本。

稅項

就計量本集團確認使用權資產及相關租賃負債的租賃交易相應之遞延稅項而言，本集團首先確定稅項扣減歸屬於使用權資產或是租賃負債。

就稅項扣減歸屬於租賃負債的租賃交易而言，本集團對使用權資產及租賃負債各自應用香港會計準則第12號「所得稅」的規定。由於應用初步確認豁免，與使用權資產及租賃負債相關的暫時性差異於初步確認時及於租賃內不予確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(D) LEASES (Cont'd)

Lease liabilities

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

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

The lease liability is presented as a separate line in the combined statements of financial position.

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

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

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

(E) INTANGIBLE ASSETS — TRADING RIGHT

Trading right with indefinite useful life that is acquired separately is carried at cost less any impairment losses. Impairment is reviewed annually or when there is any indication that the trading right has suffered an impairment loss.

4. 主要會計政策(續)

(D) 租約(續)

租賃負債

於租賃開始日期，本集團按當日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘無法即時釐定租賃的隱含利率，則本集團使用租賃開始日期的增量借貸率計算。

租賃付款包括固定租賃付款(包括實質固定付款)。

租賃負債於合併財務狀況表內單獨呈列。

租賃負債其後通過增加賬面值以反映租賃負債利息(使用實際利率法)及減少賬面值以反映作出租賃付款的方式計量。

本集團於下列情況重新計量租賃負債(及對相關使用權資產作出相應調整)：

- 租賃期變動或行使購買選擇權的評估變動，在此情況下，租賃負債於重估日期透過使用經修訂折現率折現經修訂租賃付款重新計量；
- 保證餘值下預期付款變動導致租賃付款變動，在此情況下，相關租賃負債通過使用初始折現率折現經修訂租賃付款重新計量。

(E) 無形資產 — 貿易權

獨立收購而具有無限使用年期的貿易權按成本扣除任何減值虧損列賬。本集團每年或當有任何跡象顯示貿易權出現減值虧損時審閱減值。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(F) RECOGNITION AND DERECOGNITION OF FINANCIAL INSTRUMENTS

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

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

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

4. 主要會計政策(續)

(F) 金融工具之確認及終止確認

當本集團成為金融工具合約條文之一方時，金融資產及金融負債於綜合財務狀況表內予以確認。

該等金融資產及金融負債初步以公平值計量。收購或發行金融資產及金融負債(以公平值計入損益(「以公平值計入損益」)之金融資產及金融負債除外)直接應佔之交易成本於初步確認時加入金融資產或金融負債之公平值或從中扣除(如適用)。直接自收購以公平值計入損益之金融資產及金融負債產生之交易成本即時於損益表確認。

倘從資產收取現金流量之合約權利已到期，或金融資產已轉讓且本集團已將其於金融資產擁有權之絕大部份風險及回報轉移至另一實體，則金融資產將被取消確認。倘若本集團並無轉讓或保留擁有權之絕大部份風險及回報，並繼續控制已轉讓之資產，則本集團會確認其於資產的保留權益及可能需要支付的相關負債款項。倘若本集團保留已轉讓金融資產擁有權之絕大部份風險及回報，則本集團繼續確認金融資產並同時就所得收益確認抵押借款。

當及僅當本集團之責任已被解除、註銷或屆滿時，本集團方會終止確認金融負債。終止確認金融負債之賬面值與已付及應付代價(包括任何已轉讓非現金資產或所承擔負債)之差額於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(G) FINANCIAL ASSETS

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Debt investments

Debt investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.
- Fair value through other comprehensive income (“FVTOCI”) — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- FVTPL if the investment does not meet the criteria for being measured at amortised cost or FVTOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

4. 主要會計政策(續)

(G) 金融資產

所有以常規方式購入或出售之金融資產均按買賣日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產之金融資產購入或出售。全部已確認金融資產其後按其已攤銷成本或公平值總額計量，視乎金融資產的分類。

債務投資

本集團持有的債務投資分類為以下其中一個計量類別：

- 攤銷成本，倘持有投資的目的為收取合約現金流量，即純粹為獲得本金及利息付款。投資所得利息收入乃使用實際利率法計算。
- 以公平值計入其他全面收入（「以公平值計入其他全面收入」）— 可劃轉，倘投資的合約現金流量僅包括本金及利息付款，且投資乃按其目的為同時收取合約現金流量及出售的業務模式持有。公平值變動於其他全面收入確認，惟預期信貸虧損、利息收入（使用實際利率法計算）及匯兌收益及虧損則於損益確認。當投資被取消確認，於其他全面收入累計的金額從權益劃轉至損益。
- 以公平值計入損益，倘投資不符合按攤銷成本計量或以公平值計入其他全面收入（可劃轉）的標準。投資的公平值變動（包括利息）於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(G) FINANCIAL ASSETS (Cont'd)

Equity investments

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 FVTOCI (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 FVTOCI, are recognised in profit or loss as other income.

(H) ACCOUNTS RECEIVABLE

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.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

(I) CASH AND CASH EQUIVALENTS

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECL.

4. 主要會計政策(續)

(G) 金融資產(續)

股本投資

股本證券投資分類為以公平值計入損益，除非股本投資並非持作買賣用途，且於初步確認投資時，集團選擇指定投資為以公平值計入其他全面收入(不可劃轉)，以致公平值的後續變動於其他全面收入確認。有關選擇以個別工具為基準作出，惟僅或會在發行人認為投資符合股本的定義的情況下作出。作出有關選擇後，於其他全面收入內累計的金額仍將保留在公平值儲備(不可劃轉)內直至投資出售為止。出售時，於公平值儲備(不可劃轉)內累計的金額轉撥至保留溢利，且不會劃轉至損益。股本證券投資的股息(不論分類為以公平值計入損益或以公平值計入其他全面收入)於損益內確認為其他收入。

(H) 應收賬款

本集團擁有無條件權利收取代價時確認應收款項。在該代價到期支付前，收取代價的權利僅需經過一段時間方為無條件。倘收益在本集團擁有無條件權利收取代價前已予確認，則金額呈列為合約資產。

應收款項利用實際利率法按攤銷成本減信貸虧損撥備列賬。

(I) 現金及現金等價物

就現金流量表而言，現金及現金等價物包括銀行、手頭現金及存放於銀行及其他金融機構之活期存款，以及於購入時三個月內到期可隨時轉換為已知金額現金但價值改變風險不大的短期高流動性投資。現金及現金等價物按預期信貸虧損評估。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(J) FINANCIAL LIABILITIES AND EQUITY INSTRUMENTS

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

(K) ACCOUNTS AND OTHER PAYABLES

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

(L) EQUITY INSTRUMENTS

An equity instrument is any contract that evidence a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(M) REVENUE RECOGNITION

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

Commission income from securities brokerage services is recognised on the date of transaction when the relevant services are rendered.

4. 主要會計政策(續)

(J) 金融負債及權益工具

金融負債及權益工具乃根據所訂立合約安排之內容與香港財務報告準則對金融負債及權益工具之定義分類。權益工具乃證明本集團於扣減其所有負債後之資產中擁有剩餘權益之任何合約。就特定金融負債及權益工具所採納的會計政策列載如下。

(K) 應付賬款及其他應付賬項

應付賬款及其他應付賬項初步按公平值確認，其後則以實際利率法按攤銷成本計量，惟倘折現之影響屬微不足道則例外，於該情況下，則按成本列賬。

(L) 權益工具

權益工具指能證明於實體扣除其所有負債後之資產中擁有之剩餘權益之任何合約。本公司發行之權益工具按已收所得款項扣減直接發行成本入賬。

(M) 收益確認

收益乃按已收或應收代價之公平值計量，並於本集團預計可獲得經濟利益並能可靠地計算收益金額時確認入賬。

利息收入乃採用實際利率法於其產生時予以確認。就並無信貸減值而按攤銷成本計量之金融資產而言，實際利率應用於資產賬面總值。就信貸減值金融資產而言，實際利率應用於資產攤銷成本(即賬面總值扣除虧損撥備)。

證券經紀服務的佣金收入於提供相關服務時按交易日期確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(N) EMPLOYEE BENEFITS

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group operates a defined contribution Mandatory Provident Fund retirement scheme (“MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme.

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

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

(iii) Termination benefits

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

4. 主要會計政策(續)

(N) 僱員福利

(i) 僱員休假權利

僱員於年假和長期服務休假的權利在僱員應享有時確認。本集團為截至報告期末止僱員已提供服務而產生的年假及長期服務休假的估計負債作出撥備。

僱員的病假及產假於僱員正式休假時予以確認。

(ii) 退休金責任

本集團已按香港強積金條例，為所有合資格僱員加入既定供款強制性公積金計劃(「強積金計劃」)。

本集團為所有僱員提供定額供款退休計劃。本集團及僱員向計劃作出之供款乃根據僱員基本薪金之百分比計算。計入損益內之退休福利計劃成本指本集團應付予有關基金之供款。

本集團的僱主供款已於向強積金計劃供款時悉數歸屬，惟本集團僱主自願性供款除外，其須根據強積金計劃的規定，於僱員離職時，悉數歸屬前退回予本集團。

(iii) 終止福利

終止福利於以下較早者發生時確認：當本集團無法再撤回該等福利之要約時及當本集團確認重組成本並涉及支付終止福利時。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(O) SHARE-BASED PAYMENTS

Equity-settled share-based payments are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

(P) TAXATION

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

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

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

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

4. 主要會計政策(續)

(O) 以股份為基礎的付款

以股權結算並以股份為基礎的付款乃按權益工具於授出日期的公平值(非市場歸屬條件的影響除外)計量。以股權結算並以股份為基礎的付款於授出日期釐定的公平值根據本集團估計最終歸屬的股份，於歸屬期間以直線法支銷，並就非市場歸屬條件的影響作出調整。

(P) 稅項

所得稅開支指即期及遞延稅項之總和。

即期應付稅項按年內應課稅溢利計算。由於有於其他年度應課稅或可扣稅之收入或開支項目及永遠毋須課稅或不可扣稅之項目，故應課稅溢利有別於損益所確認之溢利。本集團有關即期稅項之負債採用於結算日前已頒佈或實際頒佈之稅率計算。

遞延稅項就綜合財務報表所示資產及負債之賬面值與計算應課稅溢利所依據相關稅基間之差額確認入賬。遞延稅項負債一般就所有應課稅暫時差額確認入賬，並於應課稅溢利有可能用作抵銷可扣稅暫時差額、未動用稅項虧損或未動用稅項抵免之情況下，確認遞延稅項資產。倘暫時差額源自商譽或初次確認不會影響應課稅溢利或會計溢利之交易(業務合併除外)資產或負債，則不會確認有關資產及負債。

遞延稅項負債就源自於附屬公司的投資之應課稅暫時差額予以確認，惟本集團能控制暫時差額之撥回時間及暫時差額於可見未來不會撥回之情況除外。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(P) TAXATION (Cont'd)

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

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

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

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

(Q) RELATED PARTIES

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

(A) A person or a close member of that person's family is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group.

4. 主要會計政策(續)

(P) 稅項(續)

遞延稅項資產之賬面值於各個結算日檢討，並於不再可能有足夠應課稅溢利抵銷全部或部分將予收回資產情況下作出相應扣減。

遞延稅項以預期適用於償還負債或變現資產期間之稅率，按於報告期末已生效或實際生效之稅率計算。遞延稅項於損益內確認，除非其與在其他全面收入確認或直接計入權益之項目相關，於該情況下，遞延稅項亦於其他全面收入或直接於權益確認。

遞延稅項資產及負債的計量反映本集團於報告期末，預期將要收回或償還其資產及負債的賬面值之稅務後果。

遞延稅項資產及負債於有可合法執行權利將即期稅項資產抵銷即期稅項負債，及與相同稅務機關徵收之所得稅相關，且本集團擬按淨額基準清償其即期稅項資產及負債之情況下予以抵銷。

(Q) 關連人士

關連人士為與本集團相關之人士或實體。

(A) 倘屬以下人士，則該人士或該人士之近親家庭成員與本集團有關連：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響；或
- (iii) 為本集團之主要管理人員。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)
For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(Q) RELATED PARTIES (Cont'd)

- (B) An entity is related to the Group (reporting entity) if any of the following conditions applies:
- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (A).
 - (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity.
 - (viii) The entity, or any member of the Group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

4. 主要會計政策(續)

(Q) 關連人士(續)

- (B) 倘符合下列任何條件，即實體與本集團(申報實體)有關連：
- (i) 該實體與本公司屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
 - (ii) 一間實體為另一實體之聯營公司或合營企業(或另一實體為成員公司之集團成員公司之聯營公司或合營企業)。
 - (iii) 兩間實體均為同一第三方之合營企業。
 - (iv) 一間實體為第三方實體之合營企業，而另一實體為同一第三方實體之聯營公司。
 - (v) 實體為本集團或與本集團有關連之實體就僱員利益而設之離職後福利計劃。倘本集團自身屬於有關計劃，則資助之僱員亦與本集團相關連。
 - (vi) 實體受(A)所識別人士控制或受共同控制。
 - (vii) 於(A)(i)所識別人士對實體有重大影響力或屬該實體主要管理人員。
 - (viii) 實體或其所屬集團之任何成員公司向報告實體或向報告實體之母公司提供主要管理人員服務。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(R) IMPAIRMENT OF NON-FINANCIAL ASSETS

Intangible assets that have an indefinite useful life or that are not yet available for use are reviewed for impairment annually and whenever events or changes in circumstances indicate the carrying amount may not be recoverable.

The carrying amounts of other non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit.

Value in use is the present value of the estimated future cash flows of the asset/cash-generating unit. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/cash-generating unit whose impairment is being measured.

Impairment losses for cash-generating units are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the cash-generating unit. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

4. 主要會計政策(續)

(R) 非金融資產減值

具有無限使用年期或尚未可供使用的無形資產每年及當發生顯示賬面值可能無法收回的事件或情況變動時進行減值審閱。

其他非金融資產的賬面值於各報告期末檢討有無減值跡象，倘資產已減值，則透過綜合損益表以開支撇減至其估計可收回金額。可收回金額乃就個別資產釐定，惟倘資產並無產生大部分獨立於其他資產或資產組合的現金流入，則可收回金額就資產所屬的現金產生單位釐定。可收回金額為個別資產或現金產生單位的使用價值與其公平值減出售成本兩者中之較高者。

使用價值為資產／現金產生單位估計未來現金流量的現值。現值按反映貨幣時間值及資產／現金產生單位(已計量減值)的特有風險的稅前折現率計算。

現金產生單位的減值虧損首先用於抵銷單位商譽，然後於現金產生單位的其他資產之間按比例分配。隨後估計變動導致的可收回金額增長計入損益，直至撥回減值。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(S) IMPAIRMENT OF FINANCIAL ASSETS

The Group recognises a loss allowance for expected credit losses on loans receivable and accounts receivable. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for accounts receivable. The expected credit losses 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, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For loans receivable, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

4. 主要會計政策(續)

(S) 金融資產減值

本集團就應收貸款及應收賬款的預期信貸虧損確認虧損撥備。預期信貸虧損金額於各報告日期更新，以反映相關金融工具自初始確認後的信貸風險變動。

本集團始終就應收款項確認存續期預期信貸虧損。金融資產的預期信貸虧損乃使用提列矩陣進行估算，乃根據本集團的歷史信貸虧損經驗進行，並根據債務人特有的因素、一般經濟狀況以及對報告日期當前狀況的評估以及對未來狀況的預測(包括金錢的時間價值(倘適用))作出調整。

就應收貸款而言，本集團於初始確認後信貸風險顯著上升時確認全期預期信貸虧損。然而，倘金融工具的信貸風險自初始確認後並無顯著上升，本集團對該金融工具按相當於12個月預期信貸虧損的金額計量虧損撥備。

存續期預期信貸虧損指將金融工具的預期使用期內所有可能的違約事件產生之預期信貸虧損。相反，12個月預期信貸虧損將預期於報告日期後12個月內可能發生的金融工具違約事件預期導致之存續期預期信貸虧損部分。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(S) IMPAIRMENT OF FINANCIAL ASSETS (Cont'd)

Significant increase in credit risk

In assessing whether the credit risk on loans receivable has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

4. 主要會計政策(續)

(S) 金融資產減值(續)

信貸風險顯著上升

評估應收貸款的信貸風險自初始確認以來是否顯著上升時，本集團會比較金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險。作出本評估時，本集團會考慮合理及具支持性的定量及定性資料，包括過往經驗及可以合理成本及精力獲取的前瞻性資料。考慮到的前瞻性資料包括本集團債務人所營運行業的未來前景、取自經濟專家、財務分析師、政府機構、相關智囊團及其他類似組織的報告，並考慮多種源自外部而與本集團核心營運相關的實質及預測經濟資料。

具體而言，評估信貸風險自初始確認後是否顯著上升時會考慮以下資料：

- 金融工具外部(如有)或內部信貸測評的實際或預期顯著惡化；
- 特定金融工具信貸風險的外部市場指標顯著惡化；
- 商業、金融或經濟情況目前或預期有不利變動，預計將導致債務人償還債項的能力顯著下降；

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(S) IMPAIRMENT OF FINANCIAL ASSETS (Cont'd)

Significant increase in credit risk (Cont'd)

- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (i) The financial instrument has a low risk of default,
- (ii) The debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (iii) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of "investment grade" in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of "performing". Performing means that the counterparty has a strong financial position and there is no past due amounts.

4. 主要會計政策(續)

(S) 金融資產減值(續)

信貸風險顯著上升(續)

- 債務人經營業績實際或預期顯著惡化；
- 同一名債務人的其他金融工具信貸風險顯著上升；
- 債務人的監管、經濟或技術環境有實際或預計的重大不利變動，導致債務人償還債項的能力顯著下降。

不論上述評估結果如何，本集團均假設合約付款逾期超過30日後金融資產的信貸風險自初始確認以來顯著上升，除非本集團有合理及具支持性的資料說明其他情況。

儘管如此，倘一項金融工具於報告日期被確定為信貸風險較低，則本集團假設該項金融工具的信貸風險自初始確認起並無重大增加。在下列情況下，一項金融工具被定為具有較低的信貸風險，倘：

- (i) 金融工具的違約風險較低；
- (ii) 債務人近期具充分償付合約現金流量負債的能力；及
- (iii) 長遠而言經濟及業務狀況的不利變動未必會降低借款人償付合約現金流量負債的能力。

倘金融資產有「投資評級」(為國際社會所理解的定義)的外部信貸風險評級或在無法取得外部評級的情況，資產有「績效」的內部評級，則本集團認為該金融資產的信貸風險較低。績效指對手方的財務狀況穩健，過往並無逾期款項。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(S) IMPAIRMENT OF FINANCIAL ASSETS (Cont'd)

Significant increase in credit risk (Cont'd)

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

4. 主要會計政策(續)

(S) 金融資產減值(續)

信貸風險顯著上升(續)

就財務擔保合約而言，本集團成為不可撤銷承擔的一方之日為進行金融工具減值評估的初始確認日期。就評估自初始確認財務擔保合約以來信貸風險是否大幅增加而言，本集團考慮個別債務人違約風險的變動。

本集團定期監察用以確定信貸風險有否顯著增加的標準成效，並於適當時候作出修正，從而確保有關標準能夠於款項逾期前確定信貸風險顯著增加。

違約的定義

由於過往經驗顯示，符合下列任何一項標準的應收款項一般不可收回，故本集團認為就內部信貸風險管理而言，下列情況構成違約事件。

- 對手方違反財務契據；或
- 內部產生或獲取自外部來源的資料顯示，債務人不太可能向其債權人(包括本集團)全額還款(未計及本集團持有的任何抵押品)。

不論上文分析，本集團認為當金融資產逾期超過90日時，即屬發生違約事件，除非本集團有合理及有理據的資料證明較寬鬆的違約標準更為適用，則作別論。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(S) IMPAIRMENT OF FINANCIAL ASSETS (Cont'd)

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

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

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of loans receivable when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

4. 主要會計政策(續)

(S) 金融資產減值(續)

信貸減值金融資產

倘發生對金融資產的估計未來現金流量有不利影響的一項或多項事件，則該金融資產出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- 發行人或對手方出現重大財務困難；
- 違反合約，如拖欠或逾期事件；
- 對手方的貸款人因有關對手方財務困難的經濟或合約原因向對手方授出貸款人不會另作考慮的特權；
- 對手方很可能將破產或進行其他財務重組；或
- 因財務困難而導致該金融資產失去活躍市場。

撤銷政策

當有資料顯示債務人面臨嚴重財務困難，及並無合理預期收回時(包括債務人已被清盤或已進入破產程序，或就應收貸款而言，金額逾期超過兩年後，以較早者為準)，本集團將撤銷金融資產。於考慮法律建議後(如適用)，已撤銷金融資產可能仍須進行本集團收回程序下的法律行動。任何收回的資產將於損益內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(S) IMPAIRMENT OF FINANCIAL ASSETS (Cont'd)

Measurement and recognition of ECL

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

4. 主要會計政策(續)

(S) 金融資產減值(續)

預期信貸虧損之計量及確認

預期信貸虧損之計量可計算出違約概率、違約損失率(即違約時之虧損大小)及違約風險敞口。違約概率及違約損失率之評估乃基於上述經前瞻性資料調整之過往數據。至於違約風險敞口，就財務資產而言，其於資產於報告日期之賬面總值中反映；就財務擔保合約而言，風險敞口包括於報告日期已提取之金額，連同任何預計將於未來違約日期(根據歷史趨勢、本集團對債務人之個別未來融資需求之理解，以及其他相關前瞻性資料釐定)前提取之額外金額。

就金融資產而言，預期信貸虧損乃按根據合約應付本集團的全部合約現金流量與本集團預期將收取的全部現金流量之間的差額作出估計，並按最初實際利率折讓。

就財務擔保合約而言，根據所擔保工具條款，本集團僅須於債務人違約時付款，因此預期虧損撥備為補償持有人所產生信貸虧損的預期款項減本集團預期將向持有人、債務人或任何其他方收取的任何金額。

倘本集團於上個報告期按整個壽命期的預期信貸虧損等值金額計量金融工具的虧損撥備，但於本報告日期釐定整個壽命期的預期信貸虧損之條件不再符合，則本集團於本報告日期按十二個月預期信貸虧損等值金額計量虧損撥備，惟採用簡化方法的資產除外。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(S) IMPAIRMENT OF FINANCIAL ASSETS (Cont'd)

Measurement and recognition of ECL (Cont'd)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

(T) PROVISIONS AND CONTINGENT LIABILITIES

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

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

4. 主要會計政策(續)

(S) 金融資產減值(續)

預期信貸虧損之計量及確認(續)

本集團於損益確認所有金融工具的減值收益或虧損，透過虧損撥備賬對其賬面值作出相應調整，惟以公平值計入其他全面收入的債務工具投資除外，其虧損撥備於其他全面收入確認，並於投資重估儲備累計，且並無削減金融資產於財務狀況表的賬面值。

(T) 撥備及或然負債

倘本集團因過往事件而須負上現行法律或推定之責任，且可能須就履行該等責任而導致經濟利益流出，並能夠就此作出可靠估計時，則始為未能確定何時發生或其款額之負債作出撥備。倘數額涉及重大之貨幣之時值，則按預期用以履行責任之開支之現值作出撥備。

當不大可能有需要付出經濟利益，或其數額未能可靠地估計，除非其付出之可能性極少，則需披露該責任為或然負債。潛在責任，其存在僅能以一個或數個未來事項之發生或不發生來證實，除非其付出之可能性極少，否則亦同時披露為或然負債。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(U) EVENTS AFTER THE REPORTING PERIOD

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

CRITICAL JUDGEMENTS IN APPLYING ACCOUNTING POLICIES

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

(a) Significant increase in credit risk

As explained in note 4, ECL is measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. HKFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward looking information.

KEY SOURCES OF ESTIMATION UNCERTAINTY

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

4. 主要會計政策(續)

(U) 報告期後事項

提供於報告期末有關本集團狀況之額外資料的報告期後事項為調整事項並在綜合財務報表內有所反映。並非調整事項之報告期後事項將於屬重大時於綜合財務報表之附註內予以披露。

5. 重要判斷及主要估計

應用會計政策的重要判斷

於應用會計政策的過程中，董事已作出以下對綜合財務報表所確認數額具最大影響的判斷(惟該等涉及估計的判斷除外，其將於下文處理)。

(a) 信貸風險顯著增加

誠如附註4所述，預期信貸虧損就第1階段資產按相等於12個月預期信貸虧損的撥備計量，就第2階段或第3階段資產按全期預期信貸虧損的撥備計量。資產於其信貸風險自初始確認後顯著增加時轉入第2階段。香港財務報告準則第9號並無界定構成信貸風險顯著增加的因素。本集團考慮合理及可靠的定性及定量前瞻性資料，評估資產的信貸風險是否顯著增加。

估計不確定性之主要來源

很可能導致下個財政年度的資產及負債的賬面值出現大幅調整，且涉及日後的主要假設及於各報告期末估計不明朗因素的其他主要來源概述如下。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Cont'd)

KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

(a) Impairment allowance for loans receivable

The management of the Group estimates the amount of impairment loss for ECL on loans receivable based on the credit risk of loans receivable. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at 31 December 2019, the impairment allowance for loans receivable amounted to HK\$216,846,703 (2018: HK\$19,065,245).

6. FINANCIAL RISK MANAGEMENT

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

(A) PRICE RISK

The Group is exposed to equity price risk mainly through its investment in listed equity securities which are classified as financial assets at FVTPL. The management manages this exposure by maintaining a portfolio of investments with different risk and return profiles. The Group's equity price risk is mainly concentrated on equity securities quoted on the Stock Exchange.

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period.

If equity prices had been 10% higher/lower (2018: N/A), loss after tax for the year would decrease/increase by approximately HK\$1.05 million (2018: N/A). This is mainly due to the changes in fair value of held-for-trading investments.

5. 重要判斷及主要估計(續)

估計不確定性之主要來源(續)

(a) 應收貸款減值撥備

本集團管理層根據應收貸款的信貸風險估計應收貸款的預期信貸虧損的減值虧損金額。根據預期信貸虧損模式計算的減值虧損金額按照根據合約應付本集團之所有合約現金流量與本集團預期收取之所有現金流量之間的差額(按初始確認時釐定之實際利率折現)計算。倘未來現金流量低於預期,或因事實及情況變化而下調,則可能出現重大減值虧損。

於二零一九年十二月三十一日,應收貸款的減值撥備為216,846,703港元(二零一八年:19,065,245港元)。

6. 金融風險管理

本集團經營活動面臨各種金融風險,包括價格風險、信貸風險、流動資金風險及利率風險。本集團整體的風險管理是關注不可預測的金融市場和尋求降低潛在的負面因素對本集團財務表現所帶來的風險。

(A) 價格風險

本集團承受的股本價格風險主要源於投資分類為以公平值計入損益的金融資產的上市股本證券。管理層透過持有不同風險及回報組合的投資組合來管理此項風險。本集團的股本價格風險主要集中於聯交所所報的股本證券。

下述敏感度分析乃根據報告期末所承受的股本價格風險釐定。

倘股本價格上升/下降10%(二零一八年:不適用),年內除稅後虧損將減少/增加約1,050,000港元(二零一八年:不適用)。此乃主要由於持作買賣投資之公平值變動。

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

6. FINANCIAL RISK MANAGEMENT (Cont'd)

(B) CREDIT RISK

Credit risk is the risk of loss due to the inability or unwillingness of a counterparty to meet its contractual obligations. The carrying amounts of the bank and cash balances, loans and interests receivable, deposits and other receivables, included in the consolidated statement of financial position represent the Group's maximum exposure to credit risk in relation to the Group's financial assets, before taking into account of collateral it holds. Exposure to such credit risk arises primarily from its financing activities to customers.

The Group's credit policy specifies the credit approval, review and monitoring processes. All new customers of the Group are subject to account opening procedures which include financial background checks for credit verification purpose. Credit limit applications are guided by a set of credit principles and these applications are subject to regular independent review. The board of directors of the Company are responsible to ensure the credit policies and operation manual are appropriate to the market needs and the Group's loans department ensures the credit approval, review and monitoring processes as stipulated in the operation manual are properly followed by the operation staff.

The Group also adopts a "two eyes" process requiring credit approval at successively higher levels or committees depending on, among other things, the size and nature of the proposed transactions.

The credit quality classification of gross loans receivable (before impairment allowance) using the Group's credit rating system is set out in the table below:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Performing	履約	832,728,261	929,760,312
Doubtful	呆賬	180,280,145	29,735,802
Loss	虧損	1,894,286	1,085,579
		1,014,902,692	960,581,693

6. 金融風險管理(續)

(B) 信貸風險

信貸風險是由於對手方無力或拒絕履行合約責任，造成虧損的風險。列入綜合財務狀況表之銀行及現金結餘、應收貸款及利息、按金及其他應收款項的賬面值為本集團就本集團金融資產面臨的最高信貸風險(未考慮其持有的抵押品)。該等信貸風險主要源自向客戶提供的融資服務。

本集團的信貸政策指定有關信貸批核、審閱及監控程序。本集團所有新客戶須進行開戶手續，包括進行財務背景檢閱，以核實信貸的目的。信貸限額申請以一套完整的信貸原則作為指引，而該等申請須經正常獨立審閱。本公司董事會負責確保信貸政策及操作手冊合乎市場需要，而本集團貸款部應確保操作手冊所訂明的信貸批核、審閱及監控程序已獲操作人員妥當遵行。

本集團同時採用「雙眼」程序，根據(其中包括)擬進行交易的規模及性質，要求由低級至高級或由下級至上級委員會作出信貸批准。

根據本集團的信貸評級系統，應收貸款總額(扣除減值撥備前)的信貸質量級別載列如下：

6. FINANCIAL RISK MANAGEMENT (Cont'd)

(B) CREDIT RISK (Cont'd)

The Group considers all loans receivable (except for unsecured loans with small loan amount) as doubtful if, on an individual assessment by way of discounted cash flow, the repayment of principal and/or interest has been overdue and may not be recoverable and the fair value of the collateral, in case of secured loans, may not be able to fully settle the amount of the outstanding principal and/or interest. Such loans receivable would be considered as loss immediately if the collection of the principal and/or interest in full is improbable. For unsecured loans with small loan amount, the Group considers the loans receivable as loss immediately if the repayment of principal and/or interest has been overdue and the collection of the principal and/or interest in full is improbable.

Based on the above individual assessment, the loans department of the Group proposes to the management of the Company the amount of impairment provision to be made at least on a monthly basis. The Group also performs collective assessment of the loans receivable by grouping together all its loans receivable with similar credit risk characteristics. The impairment provision is made based on the historical impairment rates of loans receivable with similar credit risk characteristics.

6. 金融風險管理(續)

(B) 信貸風險(續)

倘經折現現金流的個別評估方法，本金及／或利息還款已經逾期及可能未能收回；而屬有抵押貸款而言，抵押品的公平值或未能悉數支付未償還本金及／或利息，本集團會視所有應收貸款(惟小額貸款金額的無抵押貸款除外)為呆賬。如不可能悉數收回本金及／或利息，有關應收貸款立刻視為虧損。小額貸款金額的無抵押貸款而言，如本金及／或利息還款已經逾期，且不可能悉數收回本金及／或利息，本集團會立刻視應收貸款為虧損。

基於上述獨立評估，本集團貸款部至少每月向本公司的管理層建議作出減值撥備的金額。本集團亦通過綜合所有信貸風險特徵類似的應收貸款，進行應收貸款集體評估。減值撥備乃基於信貸風險特徵類似的應收貸款於過往年度的減值利率而作出。

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

6. FINANCIAL RISK MANAGEMENT (Cont'd)

6. 金融風險管理(續)

(B) CREDIT RISK (Cont'd)

(B) 信貸風險(續)

An analysis of changes in the gross amount of loans and advances and receivables is as follows:

貸款及墊款和應收款項總額的變動分析如下：

		Stage 1 第1階段	Stage 2 第2階段	Stage 3 第3階段	Total 總額
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Gross loans and advances and receivables	貸款及墊款和應收款項總額				
At 1 January 2018	於二零一八年一月一日	850,806,468	25,505,533	1,756,878	878,068,879
New loans/financing originated	已發起的新貸款／融資	715,402,611	—	—	715,402,611
Loans/financing derecognised or repaid during the year (other than write-offs)	年內取消確認或已償還貸款／融資(撇銷除外)	(621,321,879)	(21,972,932)	(322,808)	(643,617,619)
Transfer to 12-month ECL (Stage 1)	轉撥至12個月預期信貸虧損(第1階段)	—	—	—	—
Transfer to lifetime ECL not credit impaired (Stage 2)	轉撥至非信貸減值的全期預期信貸虧損(第2階段)	(81,852,932)	81,852,932	—	—
Transfer to lifetime ECL credit impaired (Stage 3)	轉撥至信貸減值的全期預期信貸虧損(第3階段)	(28,816,867)	(3,532,601)	32,349,468	—
Total transfer between stages	各層級之間的轉撥總額	(110,669,799)	78,320,331	32,349,468	—
Write-offs	撇銷	—	—	(3,208,171)	(3,208,171)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	834,217,401	81,852,932	30,575,367	946,645,700
New loans/financing originated	已發起的新貸款／融資	426,098,727	—	—	426,098,727
Loans/financing derecognised or repaid during the year (other than write-offs)	年內取消確認或已償還貸款／融資(撇銷除外)	(320,119,856)	(79,949,313)	(3,526,251)	(403,595,420)
Transfer to 12-month ECL (Stage 1)	轉撥至12個月預期信貸虧損(第1階段)	—	—	—	—
Transfer to lifetime ECL not credit impaired (Stage 2)	轉撥至非信貸減值的全期預期信貸虧損(第2階段)	(567,501,443)	567,501,443	—	—
Transfer to lifetime ECL credit impaired (Stage 3)	轉撥至信貸減值的全期預期信貸虧損(第3階段)	(153,336,939)	(151,271)	153,488,210	—
Total transfer between stages	各層級之間的轉撥總額	(720,838,382)	567,350,172	153,488,210	—
Write-offs	撇銷	—	—	(2,910,253)	(2,910,253)
At 31 December 2019	於二零一九年十二月三十一日	219,357,890	569,253,791	177,627,073	966,238,754

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

6. FINANCIAL RISK MANAGEMENT (Cont'd)

6. 金融風險管理(續)

(B) CREDIT RISK (Cont'd)

(B) 信貸風險(續)

An analysis of changes in the corresponding ECL allowances is as follows:

對應預期信貸虧損撥備的變動分析如下：

		Stage 1 第1階段	Stage 2 第2階段	Stage 3 第3階段	Total 總額
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
ECL allowance	預期信貸虧損				
Restated balance at 1 January 2018	於二零一八年一月一日重列結餘	4,739,142	12,718	1,456,014	6,207,874
New loans/financing originated	已發起的新貸款／融資	1,810,625	—	—	1,810,625
Loans/financing derecognised or repaid during the year (other than write-offs)	年內取消確認或已償還貸款／融資(撇銷除外)	(1,444,329)	(312,771)	(302,832)	(2,059,932)
Transfer to 12-month ECL (Stage 1)	轉撥至12個月預期信貸虧損(第1階段)	—	—	—	—
Transfer to lifetime ECL not credit impaired (Stage 2)	轉撥至非信貸減值的全期預期信貸虧損(第2階段)	(1,692,292)	1,692,292	—	—
Transfer to lifetime ECL credit impaired (Stage 3)	轉撥至信貸減值的全期預期信貸虧損(第3階段)	(3,753,473)	(12,718)	3,766,191	—
Total transfer between stages	各層級之間的轉撥總額	(5,445,765)	1,679,574	3,766,191	—
Movements due to changes in credit risk	信貸風險變動引致的變動	8,036,121	5,307,070	1,038,624	14,381,815
Write-offs	撇銷	—	—	(1,275,137)	(1,275,137)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	7,695,794	6,686,591	4,682,860	19,065,245
New loans/financing originated	已發起的新貸款／融資	3,935,034	—	—	3,935,034
Loans/financing derecognised or repaid during the year (other than write-offs)	年內取消確認或已償還貸款／融資(撇銷除外)	(3,363,651)	(6,343,077)	(201,237)	(9,907,965)
Transfer to 12-month ECL (Stage 1)	轉撥至12個月預期信貸虧損(第1階段)	—	—	—	—
Transfer to lifetime ECL not credit impaired (Stage 2)	轉撥至非信貸減值的全期預期信貸虧損(第2階段)	(4,775,335)	4,775,335	—	—
Transfer to lifetime ECL credit impaired (Stage 3)	轉撥至信貸減值的全期預期信貸虧損(第3階段)	(1,017,876)	(171,370)	1,189,246	—
Total transfer between stages	各層級之間的轉撥總額	(5,793,211)	4,603,965	1,189,246	—
Movements due to changes in credit risk	信貸風險變動引致的變動	8,576,186	147,160,837	49,129,532	204,866,555
Write-offs	撇銷	—	—	(1,112,166)	(1,112,166)
At 31 December 2019	於二零一九年十二月三十一日	11,050,152	152,108,316	53,688,235	216,846,703

6. FINANCIAL RISK MANAGEMENT (Cont'd)

(B) CREDIT RISK (Cont'd)

As at 31 December 2019, the Group has certain concentrations of credit risk as 7% (2018: 7%) of the Group's loans receivable were due from the Group's largest customer, and 19% (2018: 19%) were due from the five largest customers determined on the same basis.

Secured loans made up to 22% (2018: 26%) of the total loans receivable as at 31 December 2019. Such collaterals comprise residential and commercial properties and listed/unlisted equity securities pledged against the balances. As at 31 December 2019, the fair value of collaterals for the first mortgage loans which are mainly residential flats based on its prevailing market prices amounted to HK\$42.65 million (2018: HK\$96.30 million). The fair value of properties collateralised for the second mortgage loans before discounting credit protections available to the first mortgagees amounted to HK\$14.50 million (2018: HK\$47.02 million). The fair value/net asset value of other collaterals which mainly include listed/unlisted equity securities amounted to approximately HK\$519.02 million (2018: approximately HK\$571.86 million).

The credit risk on bank and cash balances is limited because the counterparties are banks with high credit-ratings.

The Group does not provide any guarantees which would expose the Group to credit risk.

6. 金融風險管理(續)

(B) 信貸風險(續)

於二零一九年十二月三十一日，本集團7%(二零一八年：7%)的應收貸款來自本集團最大客戶，以相同基準釐定，有19%(二零一八年：19%)的應收貸款來自五大客戶，故本集團存有一定程度的信貸集中風險。

於二零一九年十二月三十一日，有抵押貸款佔應收貸款總額最多22%(二零一八年：26%)。該等抵押品包括就貸款結餘抵押的住宅及商用物業以及上市/非上市股本證券。於二零一九年十二月三十一日，首次按揭貸款的抵押品(主要為住宅物業)按現行市價計算的公平值為42,650,000港元(二零一八年：96,300,000港元)。未折現適用於第一承按人的信用保障前第二次按揭貸款的物業抵押品公平值為14,500,000港元(二零一八年：47,020,000港元)。其他抵押品(主要包括上市/非上市股本證券)的公平值/資產淨值為約519,020,000港元(二零一八年：約571,860,000港元)。

銀行及現金結餘之信貸風險有限，因交易對手為高信貸評級之銀行。

本集團並不提供任何會令本集團承擔信貸風險的擔保。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)
For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (Cont'd)

(C) LIQUIDITY RISK

Liquidity risk is the risk that the Group is unable to meet its payment obligations when they are due. The Group manages its liquidity risk by maintaining sufficient cash and the availability of funding from shareholders of the Company and adequate committed lines of funding from financial institutions to meet its liquidity requirements. The board of directors of the Company is responsible to ensure the Group maintains sufficient capital funding and credit lines to meet liquidity requirements. This is achieved by projecting cash flows on a regular basis. The accounts department of the Group monitors and reports the funding needs to management.

The Group is not exposed to significant liquidity risk since there is no substantial irrevocable commitment associated with financial instruments.

The remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows and the earliest date that the Group can be required to pay, are less than 3 months or on demand (2018: less than 3 months or on demand).

6. 金融風險管理 (續)

(C) 流動資金風險

流動資金風險是本集團未能履行其到期付款責任的風險。本集團藉維持充足現金，加上可從本公司股東獲得的資金，並保持足夠的金融機構已承諾信貸額度應付流動資金需要，管理流動資金風險。本公司董事會負責確保本集團維持足夠的資本融資及信貸額度以應付流動資金需要。此舉乃藉定期預測現金流量而達致。本集團的會計部監察資金需要以向管理層匯報。

本集團並無與金融工具相關的重大不可撤回承諾，故並不面臨重大流動資金風險。

於報告期末，本集團金融負債的餘下合約到期日（基於合約未折現現金流）及本集團須償款的最早日期為少於三個月或按要求（二零一八年：少於三個月或按要求）。

6. FINANCIAL RISK MANAGEMENT (Cont'd)**(D) INTEREST RATE RISK**

Interest rate risk is the risk that the value of a financial instrument or the interest income of a portfolio will fluctuate due to changes in market interest rates. The Group's major interest-bearing assets at the end of the reporting period are bank deposits and interest-bearing loans receivable. Interests on bank deposits are principally based on deposits rates offered by banks in Hong Kong. Interest-bearing loans receivable are charged at fixed or floating rates.

The Group manages its interest rate exposure by matching the interest rate profile of its assets and liabilities. The board of directors of the Company is responsible for ensuring the policy is appropriate and sufficient to monitor the interest rate exposure of the Group, by regularly monitoring the benchmark interest rates of products offered against prevailing market conditions. Substantially most of the Group's loans receivable carried fixed interest rates. The Group prices these loans receivable strategically to reflect market fluctuations and achieve a reasonable interest rate spread.

In consideration of historical fluctuation in interest rates in recent years, the Group expects a similar level of change within the next twelve months. The following table demonstrates the sensitivity of a reasonably possible change in interest rates, with all other variables held constant arising from the Group's interest-bearing financial instruments.

6. 金融風險管理(續)**(D) 利率風險**

利率風險指金融工具的價值或投資組合的利息收入將隨市場利率變動而波動的風險。於報告期末，本集團主要計息資產為銀行存款、應收計息貸款。銀行存款的利息主要基於香港銀行提供的存款利率。應收計息貸款按固定或浮動利率計息。

本集團透過將資產與負債的利率特性配對來控制利率風險。本公司董事會負責定期監察當時的市況與產品相應地提供的指標利率，確保政策恰當，足以監控本集團承擔的利率風險。本集團絕大部分的應收貸款按固定利率計息。本集團因時制宜地為該等應收貸款定價，以反映市場的波動，並維持合理的息差。

考慮到近年的利率波動，本集團預期未來十二個月內的類似變動水平。下表顯示在所有其他變量維持不變的情況下，本集團計息金融工具利率可能合理變動的敏感度。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)
For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (Cont'd)

6. 金融風險管理(續)

(D) INTEREST RATE RISK (Cont'd)

(D) 利率風險(續)

The sensitivity analysis below is presented for the Group's bank deposits and loans receivable and payable at floating interest rates.

本集團於浮動利率下的銀行存款以及應收及應付貸款的敏感度分析呈列如下。

		Change in	Effect on profit	
		basis points	after tax	
		基點變動	對除稅後溢利的影響	Effect on equity
			HK\$	HK\$
			港元	港元
31 December 2019	二零一九年 十二月三十一日			
Bank deposits	銀行存款	+/-50	+/-84,005	+/-84,005
Interest-bearing loans receivable	應收計息貸款	+/-50	+/-7,929	+/-7,929
31 December 2018	二零一八年 十二月三十一日			
Bank deposits	銀行存款	+/-50	+/-186,292	+/-186,292
Interest-bearing loans receivable	應收計息貸款	+/-50	+/-11,864	+/-11,864

(E) CATEGORIES OF FINANCIAL INSTRUMENTS AT 31 DECEMBER 2019

(E) 於二零一九年十二月三十一日之金融工具種類

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Financial assets:	金融資產：		
Financial assets at fair value through profit or loss	以公平值計入損益的金融資產	10,476,000	—
Financial assets at amortised cost	按攤銷成本計值之金融資產	817,712,065	980,972,005
Financial liabilities:	金融負債：		
Financial liabilities at amortised cost	按攤銷成本計值之金融負債	2,824,882	2,741,694

(F) FAIR VALUES

(F) 公平值

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

本集團計入綜合財務狀況表中的金融資產及金融負債的賬面值與其各自的公平值相若。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)

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

7. FAIR VALUE MEASUREMENTS

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

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

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

(A) DISCLOSURES OF LEVEL IN FAIR VALUE HIERARCHY AT 31 DECEMBER 2019 AND 2018:

At 31 December 2019, the fair value measurements of the Group's investment in listed securities (2018: Nil) classified as financial assets at FVTPL are recurring and are determined using level 1 inputs.

7. 公平值計量

公平值為於市場參與者於計量日期進行有序交易出售資產時將收取或轉讓負債時將支付的價格。以下公平值計量披露資料所用的公平值架構按用以計量公平值的估值方法所使用的輸入資料分為三個等級：

等級一的輸入資料：根據本集團於計量日期可獲得的相同資產或負債於活躍市場的報價(未經調整)。

等級二的輸入資料：除等級一包含的報價外的輸入資料，無論是資產或負債直接的或是間接的可觀察輸入資料。

等級三的輸入資料：資產或負債的非可觀察輸入資料。

本集團的政策是於促成轉撥的事件或情況變動發生日期確認三個等級之間的任何轉撥。

(A) 於二零一九年及二零一八年十二月三十一日公平值架構等級的披露

於二零一九年十二月三十一日，本集團分類為以公平值計入損益的金融資產的上市證券投資(二零一八年：無)所計量的公平值乃經常性，並採用等級一釐定。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)
For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

8. SEGMENT INFORMATION

The Group has identified the following reportable segments:

Money lending — provision and arrangement of credit financing in Hong Kong

Securities trading — provision of services in relation to securities brokerage and proprietary investments in listed securities

The Group's operating segments are strategic business units that offer different services. They are managed separately because each business requires different technology and marketing strategies.

The accounting policies of the operating segments are the same as those described in note 4 to the consolidated financial statements.

Segment profit or loss does not include the following items:

- unallocated other income
- unallocated other gains and losses
- unallocated corporate expenses

Segment assets do not include the following items:

- deferred tax assets
- other unallocated assets

Segment liabilities do not include the following items:

- deferred tax liabilities
- other unallocated liabilities

8. 分部資料

本集團已識別下列可呈報分部：

放債 — 於香港提供及安排信貸融資

證券買賣 — 提供有關證券經紀的服務及自營投資上市證券

本集團之營運分部為提供不同服務之策略業務單位。由於各業務須應用不同技術及市場推廣策略，故該等營運分部分開管理。

營運分部之會計政策與綜合財務報表附註4所述者相同。

分部損益不包括以下項目：

- 未分配其他收入
- 未分配其他收益及虧損
- 未分配企業開支

分部資產不包括以下項目：

- 遞延稅項資產
- 其他未分配資產

分部負債不包括以下項目：

- 遞延稅項負債
- 其他未分配負債

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)

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

8. SEGMENT INFORMATION (Cont'd)

8. 分部資料(續)

Information about operating segment profit or loss, assets and liabilities:

有關營運分部損益、資產及負債之資料：

		Money Lending 放債 HK\$ 港元	Securities Trading 證券買賣 HK\$ 港元	Total 總額 HK\$ 港元
Year ended 31 December 2019	截至二零一九年 十二月三十一日止年度			
Revenue	收益	88,875,502	6,166	88,881,668
Segment loss	分部虧損	(114,725,922)	(11,928,185)	(126,654,107)
Interest revenue	利息收入	88,876,717	4,090	88,880,807
Interest expenses	利息開支	(120,223)	(66,828)	(187,051)
Depreciation	折舊	(5,926,542)	(1,760,573)	(7,687,115)
Income tax credit	所得稅抵免	24,480,075	—	24,480,075
Other material non-cash item:	其他重大非現金項目：			
— Impairment loss on loans receivable, net	— 應收貸款減值虧損 淨額	200,581,489	—	200,581,489
— Trading right written off	— 撇銷貿易權	—	3,100,000	3,100,000
Additions to segment non-current assets	分部非流動資產添置	217,685	6,080	223,765
As at 31 December 2019	於二零一九年 十二月三十一日			
Segment assets	分部資產	811,735,444	17,872,277	829,607,721
Segment liabilities	分部負債	7,869,281	678,085	8,547,366

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

8. SEGMENT INFORMATION (Cont'd)

8. 分部資料(續)

Information about operating segment profit or loss, assets and liabilities: (Cont'd)

有關營運分部損益、資產及負債之資料：
(續)

		Money Lending 放債 HK\$ 港元	Securities Trading 證券買賣 HK\$ 港元	Total 總額 HK\$ 港元
Year ended	截至二零一八年			
31 December 2018	十二月三十一日止年度			
Revenue	收益	92,732,560	28,938	92,761,498
Segment profit/(loss)	分部溢利/(虧損)	37,685,413	(5,254,676)	32,430,737
Interest revenue	利息收入	92,733,597	20,017	92,753,614
Interest expenses	利息開支	(1,582,846)	—	(1,582,846)
Depreciation	折舊	(3,728,546)	(700,280)	(4,428,826)
Income tax expense	所得稅開支	(5,529,554)	—	(5,529,554)
Other material non-cash item:	其他重大非現金項目：			
— Impairment loss on loans receivable, net	— 應收貸款減值 虧損淨額	15,634,421	—	15,634,421
Additions to segment non-current assets	分部非流動資產添置	957,550	2,154	959,704
As at 31 December 2018	於二零一八年 十二月三十一日			
Segment assets	分部資產	962,680,670	27,005,694	989,686,364
Segment liabilities	分部負債	2,031,897	344,922	2,376,819

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)

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

8. SEGMENT INFORMATION (Cont'd)

8. 分部資料(續)

Reconciliations of reportable segment profit or loss, assets and liabilities:

可呈報分部損益、資產及負債之對賬：

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Profit or loss	損益		
Total profit or (loss) of reportable segments	可呈報分部總溢利或(虧損)	(126,654,107)	32,430,737
Unallocated amounts:	未分配金額：		
Administrative and other operating expenses	行政及其他經營開支	(6,194,027)	(12,508,116)
Other income	其他收入	2,141	6,147,726
Income tax expense	所得稅開支	(47,078)	(144,754)
Consolidated (loss)/profit for year	年內綜合(虧損)/溢利	(132,893,071)	25,925,593
Assets	資產		
Total assets of reportable segments	可呈報分部總資產	829,607,721	989,686,364
Unallocated amounts:	未分配金額：		
Deferred tax assets	遞延稅項資產	35,812,011	3,107,251
Other receivables and other assets	其他應收款項及其他資產	3,026,822	2,824,924
Consolidated total assets	綜合資產總額	868,446,554	995,618,539
Liabilities	負債		
Total liabilities of reportable segments	可呈報分部總負債	8,547,366	2,376,819
Unallocated amount:	未分配金額：		
Other liabilities	其他負債	344,309	793,770
Consolidated total liabilities	綜合負債總額	8,891,675	3,170,589

All of the Group's revenue from external customers and non-current assets was generated from and located in Hong Kong during the years ended 31 December 2019 and 2018.

截至二零一九年及二零一八年十二月三十一日止年度，本集團所有來自外界客戶及資產的收益均產生自香港並存置於香港。

For the years ended 31 December 2019 and 2018, no revenue from a single external customer amounted to 10% or more of the Group's revenue.

截至二零一九年及二零一八年十二月三十一日止年度，並無單一外界客戶的收益佔本集團收益10%或以上。

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

9. REVENUE

9. 收益

	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Interest income charged on loan facilities 就貸款融資收取的利息收入	88,875,502	92,732,560
Commission income from securities brokerage 來自證券經紀的佣金收入	6,166	28,938
	88,881,668	92,761,498

10. OTHER INCOME

10. 其他收入

	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Bank interest income 銀行利息收入	2,141	1,275
Other interest income 其他利息收入	3,818	957,908
Compensation income 補償收入	—	5,208,489
Dividend income 股息收入	31,640	—
Sundry income 雜項收入	2,064	1,851
	39,663	6,169,523

11. OTHER GAINS AND LOSSES

11. 其他收益及虧損

	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Loss on disposals of property, plant and equipment 出售物業、廠房及設備虧損	—	(2,539)
Fair value loss from financial assets at fair value through profit or loss 以公平值計入損益的金融資產的公平值虧損	(3,684,410)	—
Realised (loss)/gain from financial assets at fair value through profit or loss 以公平值計入損益的金融資產的已變現(虧損)/收益	(265,370)	1,194,825
	(3,949,780)	1,192,286

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)

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

12. FINANCE COSTS

12. 財務費用

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Interest on lease liabilities	租賃負債利息	187,051	—
Interest on other borrowings wholly repayable within five years	須於五年內悉數償付的其他借貸利息	—	1,582,846
		187,051	1,582,846

13. (LOSS)/PROFIT BEFORE TAX

13. 除稅前(虧損)/溢利

The Group's (loss)/profit before tax is stated after charging/(crediting) the following:

本集團除稅前(虧損)/溢利已扣除/(計入)下列各項：

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Auditor's remuneration	核數師酬金	755,000	700,000
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,827,603	4,447,582
Depreciation of rights-of-use assets	使用權資產折舊	4,921,802	—
Amortisation of leasehold land under finance leases	融資租約下租賃土地攤銷	—	43,533
Legal and professional fees	法律及專業費用	3,682,517	6,038,102
Loss on disposals of property, plant and equipment	出售物業、廠房及設備虧損	—	2,539
Impairment loss on loans receivable, net	應收貸款減值虧損淨額	200,581,489	15,634,421

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14. INCOME TAX (CREDIT)/EXPENSE

14. 所得稅(抵免)/開支

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Current tax — Hong Kong Profits Tax	即期稅項 — 香港利得稅		
Provision for the year	年內撥備	8,277,739	8,136,508
(Over-provision)/under-provision in prior years	過往年度(超額撥備)/ 撥備不足	(5,976)	41,497
		8,271,763	8,178,005
Deferred tax (note 29)	遞延稅項(附註29)	(32,704,760)	(2,503,697)
		(24,432,997)	5,674,308

The Inland Revenue (Amendment) (No. 3) Ordinance 2018 was enacted on 29 March 2018 introducing the two-tiered profits tax rates regime.

Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of a corporation will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. For the years ended 31 December 2019 and 2018, Hong Kong Profits Tax of the nominated Group company is calculated in accordance with the two-tiered profits tax rates regime. The assessable profits of other Group companies in Hong Kong will continue to be taxed at the tax rate of 16.5%.

2018年稅務(修訂)(第3號)條例於二零一八年三月二十九日通過，引入利得稅兩級制。

根據利得稅兩級制，公司首2,000,000港元應評稅利潤之稅率為8.25%，而超過2,000,000港元應評稅利潤之稅率為16.5%。於截至二零一九年及二零一八年十二月三十一日止年度，獲提名的本集團公司的香港利得稅已按照利得稅兩級制計算。其他本集團的香港公司的應評稅利潤繼續按16.5%的稅率繳稅。

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14. INCOME TAX (CREDIT)/EXPENSE (Cont'd)

14. 所得稅(抵免)/開支(續)

The reconciliation between the income tax (credit)/expense and the product of (loss)/profit before tax multiplied by the Hong Kong Profits Tax rate is as follows:

所得稅(抵免)/開支與除稅前(虧損)/溢利乘以香港利得稅稅率之積對賬如下：

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
(Loss)/profit before tax	除稅前(虧損)/溢利	(157,326,068)	31,599,901
Tax at the applicable tax rate of 16.5% (2018: 16.5%)	按適用稅率16.5% (二零一八年: 16.5%) 計算的稅項	(25,958,801)	5,213,984
Tax effect of a two-tiered profits tax regime	利得稅兩級制的稅務影響	(165,000)	(165,000)
Tax effect of income that is not taxable	毋須課稅收入的稅務影響	(353)	(198)
Tax effect of expenses that are not deductible	不可扣除開支的稅務影響	455,488	116,466
Tax effect of temporary difference not recognised	未確認暫時差額的稅務影響	34,602	73,038
Tax effect of utilisation of tax losses not previously recognised	尚未確認利用稅項虧損的稅務影響	—	(24,358)
Tax effect of tax losses not recognised	尚未確認稅項虧損的稅務影響	1,207,043	418,879
(Over-provision)/under-provision in prior years	過往年度(超額撥備)/撥備不足	(5,976)	41,497
Income tax (credit)/expense	所得稅(抵免)/開支	(24,432,997)	5,674,308

15. EMPLOYEE BENEFITS EXPENSES

15. 僱員福利開支

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Employee benefits expenses (excluding directors' emoluments):	僱員福利開支 (不包括董事酬金):		
Salaries, bonuses and allowances	薪金、花紅及津貼	13,631,107	15,880,204
Pension scheme contributions	退休金計劃供款	969,907	945,702
		14,601,014	16,825,906

(A) PENSION SCHEME CONTRIBUTIONS

(A) 退休金計劃供款

No forfeited contributions were utilised during the year (2018: Nil). No balance (2018: Nil) of forfeited contributions were available at the year-end to reduce future contributions.

年內概無動用已沒收供款(二零一八年: 無)。於年結日, 概無已沒收供款的結餘(二零一八年: 無)可用於抵銷未來供款。

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15. EMPLOYEE BENEFITS EXPENSES (Cont'd)

15. 僱員福利開支(續)

(B) FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals in the Group during the year included one (2018: two) director whose emoluments are reflected in the analysis presented in note 16. The emoluments of the remaining four (2018: three) individuals are set out below:

	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Salaries, allowances and benefits in kind 薪金、津貼及實物福利	3,970,755	3,188,200
Performance related bonuses 表現相關花紅	—	1,747,000
Pension scheme contributions 退休金計劃供款	386,259	328,625
	4,357,014	5,263,825

The emoluments of the remaining four (2018: three) highest paid individuals fell within the following bands:

		Number of individuals 僱員人數	
		2019 二零一九年	2018 二零一八年
Nil to HK\$1,000,000	零至1,000,000港元	2	1
HK\$1,000,000 to HK\$1,500,000	1,000,000港元至 1,500,000港元	1	—
HK\$1,500,000 to HK\$2,000,000	1,500,000港元至 2,000,000港元	1	1
HK\$2,000,000 to HK\$2,500,000	2,000,000港元至 2,500,000港元	—	—
HK\$2,500,000 to HK\$3,000,000	2,500,000港元至 3,000,000港元	—	1

年內，本集團五名最高薪僱員包括一名(二零一八年：兩名)董事，其酬金於附註16分析中呈列。其餘四名(二零一八年：三名)僱員之酬金詳情載列如下：

其餘四名(二零一八年：三名)最高薪僱員的酬金介乎下列範圍的人數如下：

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16. BENEFITS AND INTERESTS OF DIRECTORS 16. 董事福利及利益**(A) DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS****(A) 董事及行政總裁酬金**

The remuneration of every director and the chief executive officer for the year ended 31 December 2019 is set out below:

各董事及行政總裁截至二零一九年十二月三十一日止年度的酬金載列如下：

		Emoluments paid or payable in respect of a person's services as a director/chief executive officer, whether of the Company or its subsidiary undertaking 就任何人士以董事/行政總裁身份(不論為本公司或其附屬公司)所提供服務已付或應付的酬金					
		Allowance and benefits in kind (note (e)) 津貼及實物福利 (附註(e))		Performance related bonuses 表現相關花紅	Pension scheme contributions 退休金計劃供款	Share-based payments 以股份為基礎的付款	Total 總額
Fees 袍金	Salaries 薪金						
HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Executive directors:	執行董事：						
Li Sin Hung Maxim	李錦洪	—	910,000	—	18,000	—	928,000
Wong Kai Lun	黃啟倫	—	480,000	—	18,000	—	498,000
Cao Huifang (note (a))	曹慧芳(附註(a))	—	80,000	—	—	—	80,000
Xie Si	謝絲	—	240,000	—	—	—	240,000
Lai Szu Yu (note (b))	賴思妤(附註(b))	—	160,667	—	8,033	—	168,700
Independent non-executive directors:	獨立非執行董事：						
Fung Kam Man	馮錦文	120,000	—	—	—	—	120,000
Wang Zhiwei	王志維	120,000	—	—	—	—	120,000
Chan Tung Tak Alain	陳通德	120,000	—	—	—	—	120,000
Li Long	李龍	120,000	—	—	—	—	120,000
Choy Sze Chung Jojo	蔡思聰	120,000	—	—	—	—	120,000
Chief executive officer:	行政總裁：						
Tsang Yan Kwong	曾仁光	—	1,560,000	84,500	180,000	—	1,824,500
Total for 2019	二零一九年總額	600,000	3,430,667	84,500	224,033	—	4,339,200

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16. BENEFITS AND INTERESTS OF DIRECTORS (Cont'd) 16. 董事福利及利益(續)

(A) DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS (Cont'd)

The remuneration of every director and the chief executive officer for the year ended 31 December 2018 is set out below:

(A) 董事及行政總裁酬金(續)

各董事及行政總裁截至二零一八年十二月三十一日止年度的酬金載列如下：

Emoluments paid or payable in respect of a person's services as a director/chief executive officer, whether of the Company or its subsidiary undertaking 就任何人士以董事/行政總裁身份(不論為本公司或其附屬公司)所提供服務已付或應付的酬金							
	Fees	Salaries	Allowance and benefits in kind 津貼及實物福利	Performance related bonuses 表現相關花紅	Pension scheme contributions 退休金計劃供款	Share-based payments 以股份為基礎的付款	Total 總額
	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Executive directors:							
Sin Kwok Lam (note (c))	—	312,500	—	—	39,062	—	351,562
Li Sin Hung Maxim (note (d))	—	843,734	—	1,070,000	17,613	—	1,931,347
Wong Kai Lun (note (d))	—	457,258	—	1,080,000	17,613	—	1,554,871
Cao Huifang	—	240,000	—	—	—	—	240,000
Xie Si	—	240,000	—	—	—	—	240,000
Independent non-executive directors:							
Fung Kam Man	120,000	—	—	—	—	—	120,000
Wang Zhiwei	120,000	—	—	—	—	—	120,000
Chan Tung Tak Alain	120,000	—	—	—	—	—	120,000
Li Long	120,000	—	—	—	—	—	120,000
Choy Sze Chung Jojo	120,000	—	—	—	—	—	120,000
Chief executive officer:							
Tsang Yan Kwong	—	1,520,200	—	1,000,000	175,025	—	2,695,225
Total for 2018	600,000	3,613,692	—	3,150,000	249,313	—	7,613,005

Note:

- (a) Resigned on 30 April 2019
- (b) Appointed on 30 April 2019
- (c) Resigned on 7 February 2018
- (d) Appointed on 9 January 2018
- (e) The allowance and benefits in kind refer to untaken leave provision for chief executive officer.

There was no arrangement under which a director waived or agreed to waive any emoluments during the year (2018: Nil).

附註：

- (a) 於二零一九年四月三十日辭任
- (b) 於二零一九年四月三十日獲委任
- (c) 於二零一八年二月七日辭任
- (d) 於二零一八年一月九日獲委任
- (e) 津貼及實物福利指行政總裁之未放取假期撥備。

年內並無董事放棄或同意放棄任何酬金的安排(二零一八年：無)。

16. BENEFITS AND INTERESTS OF DIRECTORS (Cont'd) 16. 董事福利及利益(續)

(B) DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company (including any person who at any time during the year was a director) or the director's connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

17. DIVIDENDS

The directors did not recommend the payment of any dividend to shareholders for the year ended 31 December 2019 (2018: Nil).

18. (LOSS)/EARNINGS PER SHARE

BASIC (LOSS)/EARNINGS PER SHARE

The calculation of the basic (loss)/earnings per share is based on the loss for the year attributable to owners of the Company of HK\$132,893,071 (2018: profit of HK\$25,925,593) and the weighted average number of ordinary shares of 3,628,800,000 (2018: 3,628,800,000) in issue during the year.

DILUTED (LOSS)/EARNINGS PER SHARE

No diluted (loss)/earnings per share are presented as the Company did not have any dilutive potential ordinary shares during the two years ended 31 December 2019 and 2018.

(B) 董事於交易、安排或合約的重大利益

本公司董事(包括於年內任何時候為董事之任何人士)及董事的關連實體概無於年終或年內任何時候仍然存續以本公司作為訂約方且與本集團業務有關的重大交易、安排及合約中擁有直接或間接的重大利益。

17. 股息

董事不建議就截至二零一九年十二月三十一日止年度(二零一八年:無)向股東派付任何股息。

18. 每股(虧損)/盈利

每股基本(虧損)/盈利

每股基本(虧損)/盈利乃基於本公司擁有人應佔年內虧損132,893,071港元(二零一八年:溢利25,925,593港元)及年內已發行普通股加權平均股數3,628,800,000股(二零一八年:3,628,800,000股)計算。

每股攤薄(虧損)/盈利

由於本公司於截至二零一九年及二零一八年十二月三十一日止兩個年度並無任何潛在攤薄普通股,故並無呈列每股攤薄(虧損)/盈利。

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19. PROPERTY, PLANT AND EQUIPMENT

19. 物業、廠房及設備

		Buildings	Leasehold improvements	Furniture and fixture 傢俱及 固定裝置	Office equipment 辦公室設備	Computer 電腦	Motor vehicle 汽車	Total 總額
		樓宇 HK\$ 港元	租賃物業裝修 HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Cost	成本							
At 1 January 2018	於二零一八年一月一日	187,561	5,610,080	958,900	1,252,778	2,993,705	—	11,003,024
Additions	添置	—	191,850	186,132	62,657	259,065	260,000	959,704
Disposals	出售	—	(245,920)	(126,703)	(157,593)	(31,761)	—	(561,977)
At 31 December 2018 and 1 January 2019	於二零一八年 十二月三十一日及 二零一九年一月一日	187,561	5,556,010	1,018,329	1,157,842	3,221,009	260,000	11,400,751
Additions	添置	—	—	—	8,307	215,458	—	223,765
Disposals	出售	—	—	—	(5,900)	(26,041)	—	(31,941)
At 31 December 2019	於二零一九年 十二月三十一日	187,561	5,556,010	1,018,329	1,160,249	3,410,426	260,000	11,592,575
Accumulated depreciation	累計折舊							
At 1 January 2018	於二零一八年一月一日	143,418	1,449,052	460,247	622,663	1,749,092	—	4,424,472
Charge for the year	年內支出	18,756	2,584,803	348,078	413,186	1,044,842	37,917	4,447,582
Disposals	出售	—	(245,920)	(126,703)	(155,054)	(31,761)	—	(559,438)
At 31 December 2018 and 1 January 2019	於二零一八年 十二月三十一日及 二零一九年一月一日	162,174	3,787,935	681,622	880,795	2,762,173	37,917	8,312,616
Charge for the year	年內支出	18,756	1,712,119	282,460	262,188	487,080	65,000	2,827,603
Disposals	出售	—	—	—	(5,900)	(26,041)	—	(31,941)
At 31 December 2019	於二零一九年 十二月三十一日	180,930	5,500,054	964,082	1,137,083	3,223,212	102,917	11,108,278
Carrying amount	賬面值							
At 31 December 2019	於二零一九年 十二月三十一日	6,631	55,956	54,247	23,166	187,214	157,083	484,297
At 31 December 2018	於二零一八年 十二月三十一日	25,387	1,768,075	336,707	277,047	458,836	222,083	3,088,135

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20. LEASEHOLD LAND UNDER FINANCE LEASES 20. 融資租約下租賃土地

		2019 二零一九年	2018 二零一八年
		HK\$ 港元	HK\$ 港元
At 1 January	於一月一日	1,241,628	1,285,161
Impact of adopting HKFRS 16	採納香港財務報告準則 第16號的影響	(1,241,628)	—
Amortisation during the year	年內攤銷	—	(43,533)
At 31 December	於十二月三十一日	—	1,241,628

The Group's leasehold land is analysed as follows:

本集團的租賃土地分析如下：

		2019 二零一九年	2018 二零一八年
		HK\$ 港元	HK\$ 港元
In Hong Kong	於香港		
Medium-term leases	中期租約	—	1,241,628

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21. RIGHT-OF-USE ASSETS

21. 使用權資產

		Leasehold land 租賃土地 HK\$ 港元	Lease property 租賃物業 HK\$ 港元	Total 總額 HK\$ 港元
Cost	成本			
At 31 December 2018 (Reported)	於二零一八年十二月三十一日 (呈報)	—	—	—
Impact of adopting HKFRS 16	採納香港財務報告準則第16號 的影響	1,618,044	6,194,308	7,812,352
Restated opening balance under HKFRS 16 as at 1 January 2019 and 31 December 2019	於二零一九年一月一日 根據香港財務報告準則 第16號重列年初結餘及 二零一九年十二月三十一日	1,618,044	6,194,308	7,812,352
Accumulated depreciation and impairment	累計折舊及減值			
At 31 December 2018 (Reported)	於二零一八年十二月三十一日 (呈報)	—	—	—
Impact of adopting HKFRS 16	採納香港財務報告準則第16號 的影響	376,416	—	376,416
Restated opening balance under HKFRS 16 as at 1 January 2019	於二零一九年一月一日根據 香港財務報告準則第16號 重列年初結餘	376,416	—	376,416
Charge for the year	年內支出	43,534	4,878,268	4,921,802
At 31 December 2019	於二零一九年十二月三十一日	419,950	4,878,268	5,298,218
Carrying amount	賬面值			
At 31 December 2019	於二零一九年十二月三十一日	1,198,094	1,316,040	2,514,134

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22. INTANGIBLE ASSETS — TRADING RIGHT**22. 無形資產 — 貿易權**

		HK\$ 港元
Cost and carrying amount	成本及賬面值	
At 1 January 2018, 31 December 2018 and 1 January 2019	於二零一八年一月一日、二零一八年 十二月三十一日及二零一九年一月一日	3,100,000
Cessation of trading right	終止貿易權	(3,100,000)
At 31 December 2019	於二零一九年十二月三十一日	—

During the year ended 31 December 2019, the Group has written off a trading right of HK\$3.10 million as a result of the derecognition of the trading right of Asia Wealth Securities Limited due to the cessation of the securities brokerage business in August 2019.

截至二零一九年十二月三十一日止年度，本集團已撇銷貿易權3,100,000港元，乃因二零一九年八月終止證券經紀業務後取消確認亞洲創富證券有限公司的貿易權。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)
For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

23. INVESTMENTS IN SUBSIDIARIES

23. 於附屬公司的投資

Particulars of the subsidiaries of the Company as at 31 December 2019 are as follows:

於二零一九年十二月三十一日，本公司附屬公司的詳情如下：

Name 名稱	Place of incorporation/ registration and operation 註冊成立/ 註冊及經營地點	Issued/registered share capital 已發行/註冊股本	Percentage of ownership attributable to the Company 本公司應佔擁有權 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
First Holdings Consortium Limited First Holdings Consortium Limited	British Virgin Islands 英屬處女群島	HK\$150,000,000 150,000,000港元	100	—	Investment holding 投資控股
First Credit (China) Limited 第一信用財務(中國)有限公司	Hong Kong 香港	HK\$1 1港元	100	—	Inactive 暫無營業
Asia Wealth Financial Holdings Limited Asia Wealth Financial Holdings Limited	British Virgin Islands 英屬處女群島	US\$90 90美元	100	—	Investment holding 投資控股
Capital First Holdings Limited 資本第一控股有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100	—	Investment holding 投資控股
Gorgeous Investment Holding Limited Gorgeous Investment Holding Limited	British Virgin Islands 英屬處女群島	US\$100 100美元	100	—	Inactive 暫無營業
First Credit Limited 第一信用財務有限公司	Hong Kong 香港	HK\$153,550,000 153,550,000港元	—	100	Provision and arrangement of credit facilities 提供及安排信貸融資
Honour Event Limited Honour Event Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	—	100	Inactive 暫無營業
Asia Wealth Securities Limited 亞洲創富證券有限公司	Hong Kong 香港	HK\$90,000,000 90,000,000港元	—	100	Securities trading 證券買賣
First Credit (HK) Limited 第一信用財務(香港)有限公司	Hong Kong 香港	HK\$10,000 10,000港元	—	100	Inactive 暫無營業
First Credit Holdings Limited 第一信用控股有限公司	Hong Kong 香港	HK\$1 1港元	—	100	Property holding 持有物業

Note: All the above subsidiaries are limited liability companies.

附註：上述所有附屬公司皆為有限責任公司。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)

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

24. LOANS RECEIVABLE

24. 應收貸款

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Loans to customers	客戶貸款	966,238,754	946,645,700
Accrued interest receivables	應收應計利息	48,663,938	13,935,993
		1,014,902,692	960,581,693
Impairment allowance on individual assessment	獨立評估的減值撥備	(2,959,703)	(1,431,260)
Impairment allowance on collective assessment	集體評估的減值撥備	(213,887,000)	(17,633,985)
		798,055,989	941,516,448
Analysed as:	列為：		
Non-current assets	非流動資產	151,877,137	433,645,920
Current assets	流動資產	646,178,852	507,870,528
		798,055,989	941,516,448

The Group seeks to maintain strict control over its outstanding loans receivable to minimise credit risk. Overdue balances are reviewed regularly by management.

The loans receivable above were denominated in Hong Kong dollars.

The credit quality analysis of the loans receivable is as follows:

本集團一直嚴格控制未收回的應收貸款，務求將信貸風險減至最低。管理層定期檢查逾期結餘。

上述應收貸款以港元計值。

應收貸款的信貸質量分析如下：

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Neither past due nor impaired	未逾期或減值		
— Secured	— 有抵押	62,864,597	181,677,409
— Unsecured	— 無抵押	130,751,890	605,867,437
Less than 1 month past due	逾期不足一個月	29,312,167	58,521,534
1 to 3 months past due	逾期一至三個月	39,891,415	75,058,243
Over 3 months past due	逾期超過三個月	569,908,192	8,635,689
		832,728,261	929,760,312
Impaired (note)	減值(附註)	182,174,431	30,821,381
		1,014,902,692	960,581,693

Note: Represents the gross amount of individually impaired loans receivable for which impairment loss has been provided partially or in full as at year end date.

附註：指於年結日已就減值虧損作出部分或全數撥備的個別減值應收貸款總額。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)
For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

24. LOANS RECEIVABLE (Cont'd)

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of customers that have a good track record with the Group. Based on past experience, the directors were of the opinion that no provision for impairment on these loans was necessary as these loans receivable would be substantially/fully settled subsequent to the reporting period or there had not been a significant change in credit quality that these balances were still considered fully recoverable.

Amongst all past due but not impaired loans, a secured fixed loan of HK\$19,423,750 (2018: HK\$18,276,250) as at 31 December 2019 was secured by equity interest in a private company with value amounted to HK\$3,639,547 (2018: HK\$18,000,000), a secured installment loan of HK\$1,737,398 (2018: Nil) as at 31 December 2019 was secured by insurance policies with value amounted to HK\$11,700,000 (2018: Nil), and secured revolving loans of HK\$23,945,757 (2018: HK\$19,937,597) were secured by assets held by a private company and equity interest in a private company with value amounted to HK\$60,300,183 (2018: HK\$38,337,764). The Group did not hold any collateral in respect of the remaining individually past due but not impaired loans receivable.

The individually impaired loans receivable relate to clients that were in financial difficulties and only a portion of the receivable was expected to be recovered. As at 31 December 2019, an impaired secured fixed loan of HK\$68,072,583 (2018: Nil) was secured by equity interest in listed companies with value amounted to HK\$48,224,028 (2018: Nil), and the impaired secured revolving loans of HK\$48,781,646 (2018: HK\$26,235,802) were secured by equity interest in private companies with value amounted to HK\$11,544,030 (2018: HK\$22,419,189). As at 31 December 2018, an impaired first mortgage loan of HK\$3,500,000 was secured by collateral with fair value (based on its prevailing market price) amounted to HK\$5,200,000. The Group did not hold any collateral in respect of the remaining individually impaired loans receivable.

24. 應收貸款 (續)

並無逾期亦無減值的應收款項與眾多近期並無拖欠記錄的不同類型客戶有關。

已逾期但並無減值的應收款項與多名於本集團有良好往績記錄的客戶有關。根據過往經驗，由於該等應收貸款已於報告期後大部分／悉數收回或信貸質量並無重大改變，且該等結餘仍被視為可全數收回，故董事認為毋須就此等貸款作出減值撥備。

於所有已逾期但並無減值的貸款中，一筆有抵押固定貸款於二零一九年十二月三十一日為19,423,750港元(二零一八年：18,276,250港元)由作價3,639,547港元(二零一八年：18,000,000港元)的一間私營公司的股權為抵押，一筆有抵押分期貸款於二零一九年十二月三十一日為1,737,398港元(二零一八年：無)由作價11,700,000港元(二零一八年：無)的保單為抵押，及有抵押循環貸款23,945,757港元(二零一八年：19,937,597港元)由作價60,300,183港元(二零一八年：38,337,764港元)的一間私營公司所持資產及一間私營公司的股權為抵押。本集團並無就餘下個別已逾期但並無減值的應收貸款持有任何抵押品。

個別已減值的應收貸款涉及財務困難客戶，預計僅能收回部分應收款項。於二零一九年十二月三十一日，已減值有抵押固定貸款68,072,583港元(二零一八年：無)由作價48,224,028港元(二零一八年：無)的上市公司股權為抵押，及已減值有抵押循環貸款48,781,646港元(二零一八年：26,235,802港元)由作價11,544,030港元(二零一八年：22,419,189港元)的私營公司股權為抵押。於二零一八年十二月三十一日，已減值的首次按揭貸款3,500,000港元以公平值(按其當時市價計算)為5,200,000港元的抵押品作為抵押。本集團並無就餘下個別已減值的應收貸款持有任何抵押品。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)

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

25. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**25. 以公平值計入損益的金融資產**

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Equity securities listed in Hong Kong, at fair value	於香港上市的股本證券， 按公平值	10,476,000	—

The fair values of equity securities listed in Hong Kong are based on the current market prices of such equity securities as at the end of the reporting period.

於香港上市的股本證券的公平值乃基於該等股本證券於報告期末的現行市價。

The carrying amounts of the above financial assets are classified as held-for-trading.

上述金融資產的賬面值乃分類為持作買賣。

The above financial assets represent investments in listed equity securities that offer the Company the opportunity for return through dividend income and fair value gains. They have no fixed maturity or coupon rate.

上述金融資產指於上市股本證券的投資，乃透過股息收入及公平值收益為本公司提供回報機會。其並無固定到期日或票面息率。

26. BANK BALANCES — TRUST AND SEGREGATED ACCOUNTS**26. 銀行結餘 — 信託及獨立賬戶**

The Group maintains segregated trust accounts with licensed banks or authorised institutions to hold clients' monies arising from its normal course of business. The Group classified the clients' monies as cash held on behalf of clients under the current assets section of the consolidated statement of financial position and recognised the corresponding accounts payable to respective clients.

本集團於持牌銀行或授權機構設有獨立信託賬戶，以持有其於日常業務產生的客戶款項。本集團已將此等客戶款項分類為綜合財務狀況表的流動資產項下的代表客戶持有的現金，並確認相應的應付賬款予相關客戶。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)
For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

27. ACCOUNTS PAYABLE

27. 應付賬款

	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Accounts payable arising from the securities trading business:		
— Clients	—	159,149

The settlement terms of accounts payable arising from the securities trading business are two days after trade date or at specific terms agreed with clients. No aging analysis is disclosed as in the opinion of the directors of the Company, the aging analysis does not give additional value in view of the nature of the securities trading business.

證券買賣業務產生的應付賬款之結算期為交易日後兩天或按與客戶之具體協議條款而定。概無披露賬齡分析，因為本公司董事認為考慮到證券買賣業務的性質，賬齡分析並無額外意義。

28. LEASE LIABILITIES

28. 租賃負債

	HK\$ 港元
At 31 December 2018 (Reported)	—
Impact of adopting HKFRS 16	6,470,205
Restated opening balance under HKFRS 16 as at 1 January 2019	6,470,205
Interest expenses (note 12)	187,051
Payments	(5,053,208)
Interest paid	(187,051)
At 31 December 2019	1,416,997

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)

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

29. DEFERRED TAX

29. 遞延稅項

The following are deferred tax assets and liabilities recognised by the Group:

以下為本集團確認之遞延稅項資產及負債：

		Accelerated tax	Provision for	Total
		depreciation	impairment on loans	
		加速稅項折舊	應收貸款減值撥備	總額
		HK\$	HK\$	HK\$
		港元	港元	港元
At 1 January 2018	於二零一八年一月一日	269,194	(872,748)	(603,554)
Credited to profit or loss for the year (note 14)	年內在損益表中計入 (附註14)	(269,194)	(2,234,503)	(2,503,697)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	—	(3,107,251)	(3,107,251)
Credited to profit or loss for the year (note 14)	年內在損益表中計入 (附註14)	(520,656)	(32,184,104)	(32,704,760)
At 31 December 2019	於二零一九年十二月三十一日	(520,656)	(35,291,355)	(35,812,011)

The following is the analysis of the deferred tax balances (after offset) for statement of financial position purposes:

下列為就財務狀況表而言的遞延稅項結餘 (抵銷後) 的分析：

		2019	2018
		二零一九年	二零一八年
		HK\$	HK\$
		港元	港元
Deferred tax assets	遞延稅項資產	(35,812,011)	(3,107,251)
Deferred tax liabilities	遞延稅項負債	—	—
		(35,812,011)	(3,107,251)

At the end of the reporting period, no deferred tax asset has been recognised in respect of the tax losses amounted to HK\$34,848,011 (2018: HK\$28,978,246) due to the unpredictability of future profit streams. The tax losses may be carried forward indefinitely.

報告期末，由於不可預計未來溢利來源，概無就稅項虧損34,848,011港元(二零一八年：28,978,246港元)確認遞延稅項資產。稅項虧損可能無限期結轉。

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

30. SHARE CAPITAL

30. 股本

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Authorised:	法定：		
250,000,000,000 ordinary shares of HK\$0.02 each	250,000,000,000股 每股0.02港元的普通股	5,000,000,000	5,000,000,000
Issued and fully paid:	已發行及全數繳足：		
3,628,800,000 ordinary shares of HK\$0.02 each	3,628,800,000股 每股0.02港元的普通股	72,576,000	72,576,000

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adopt various means such as payment of dividends, issuance of new shares, raising new debts or redemption of existing debts as may be appropriate in the circumstances.

The Group monitors capital on the basis of gearing ratio. This ratio is calculated as net debt divided by adjusted capital plus net debt. Net debt comprises borrowings and lease liabilities less bank and cash balances. Adjusted capital comprises all components of equity (i.e. share capital, retained profits and other reserves).

本集團資本管理的主要目標為保證本集團繼續持續經營的能力及維持良好的資本負債比率，以支持其業務及盡力提升股東價值。

本集團管理資本結構以及根據經濟狀況之轉變及相關資產之風險特性而作出調整。本集團可以通過採納多種方法例如股息派付、發行新股、發行新債務或贖回現有債務(如適用)以保持或調整資本結構。

本集團根據資產負債比率監察資本。此比率乃按債務淨額除以經調整資本與債務淨額的總和計算所得。債務淨額包括借貸及租賃負債減銀行及現金結餘。經調整資本包括所有權益部分(即股本、保留溢利及其他儲備)。

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

30. SHARE CAPITAL (Cont'd)

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2019 and 2018.

The externally imposed capital requirements for the Group are: (i) in order to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares; and (ii) to meet financial covenants attached to the interest-bearing borrowings.

The Group receives a report from the share registrars on a monthly basis on substantial share interests showing the non-public float and it demonstrates continuing compliance with the minimum 25% public float requirement throughout the year. As at 31 December 2019, 31.43% (2018: 31.43%) of the shares were in public hands.

Any breach of the financial covenants by the Group may result in the lenders demanding for repayment of the loans. There had been no breach of the financial covenants in respect of any interest-bearing borrowings of the Group for the years ended 31 December 2019 and 2018.

30. 股本(續)

截至二零一九年及二零一八年十二月三十一日止年度，本集團管理資本的目標、政策或程序並無變動。

本集團受限於以下外來資本規定：(i)為了維持於聯交所的上市地位，其至少25%的股份須由公眾持有；及(ii)遵循計息借貸附有的財務契據。

本集團每月接獲股份過戶登記處發出列示非公眾持股量的重大股份權益的報告，該報告顯示本集團於整個年度內一直符合最低25%的公眾持股量要求。於二零一九年十二月三十一日，公眾持股量為股份的31.43%(二零一八年：31.43%)。

本集團對財務契據的任何違約可能導致放債人要求償還貸款。截至二零一九年及二零一八年十二月三十一日止年度，本集團概無違反任何計息借貸的財務契據。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)
For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

31. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

31. 本公司財務狀況表及儲備變動

(A) STATEMENT OF FINANCIAL POSITION OF THE COMPANY

(A) 本公司財務狀況表

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司的投資	222,731,282	245,000,789
Current assets	流動資產		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	488,761	445,515
Due from subsidiaries	應收附屬公司款項	485,685,939	487,030,631
Bank and cash balances	銀行及現金結餘	620,199	397,877
Total current assets	流動資產總額	486,794,899	487,874,023
Current liabilities	流動負債		
Accruals and other payables	應計費用及其他應付款項	39,710	497,833
Due to subsidiaries	應付附屬公司款項	20,241	20,241
Total current liabilities	流動負債總額	59,951	518,074
Net current assets	流動資產淨值	486,734,948	487,355,949
NET ASSETS	資產淨值	709,466,230	732,356,738
Capital and reserves	資本及儲備		
Share capital	股本	72,576,000	72,576,000
Reserves	儲備	636,890,230	659,780,738
TOTAL EQUITY	權益總額	709,466,230	732,356,738

Approved by the Board of Directors on 23 March 2020 and are signed on its behalf by:

於二零二零年三月二十三日經董事會批准，並由下列董事代表簽署：

Wong Kai Lun
黃啟倫
Director
董事

Lai Szu Yu
賴思妤
Director
董事

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)

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

31. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY
(Cont'd)**31. 本公司財務狀況表及儲備變動 (續)**

(B) RESERVE MOVEMENT OF THE COMPANY

(B) 本公司儲備變動

		Share premium 股份溢價	Capital reserve 資本儲備	Contributed surplus 繳入盈餘	Accumulated losses 累計虧損	Total 總額
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
At 1 January 2018	於二零一八年一月一日	356,661,862	138,279,615	213,460,470	(48,768,893)	659,633,054
Profit for the year	年內溢利	—	—	—	147,684	147,684
At 31 December 2018 and 1 January 2019	於二零一八年 十二月三十一日及 二零一九年一月一日	356,661,862	138,279,615	213,460,470	(48,621,209)	659,780,738
Loss for the year	年內虧損	—	—	—	(22,890,508)	(22,890,508)
At 31 December 2019	於二零一九年 十二月三十一日	356,661,862	138,279,615	213,460,470	(71,511,717)	636,890,230

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)
For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

32. RESERVES

(A) GROUP

The amounts of the Group's reserves and the movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity on pages 78 and 81 of this annual report respectively.

(B) NATURE AND PURPOSE OF RESERVES

(i) Share premium

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

Pursuant to a special resolution passed in an extraordinary general meeting held on 24 December 2014, the change of the domicile of the Company from the Cayman Islands to Bermuda was approved by the shareholders. The change of domicile of the Company was completed on 5 February 2015. Under the Companies Act 1981 of Bermuda, the funds in the share premium account of the Company may be distributed in the form of fully paid bonus shares.

32. 儲備

(A) 本集團

本集團儲備金額及其變動分別載列於本年報的第78頁及第81頁的綜合損益及其他全面收入表及綜合權益變動表。

(B) 儲備性質及目的

(i) 股份溢價

根據開曼群島公司法，本公司股份溢價賬的資金可分派予本公司股東，惟緊隨建議分派股息日期後，本公司須有能力償還其於日常業務過程中已到期之債務。

根據於二零一四年十二月二十四日召開的股東特別大會上通過的特別決議案，本公司由開曼群島遷冊至百慕達已獲股東批准。本公司遷冊於二零一五年二月五日完成。根據百慕達一九八一年公司法，本公司股份溢價賬的資金可以繳足紅股方式分派。

32. RESERVES (Cont'd)**(B) NATURE AND PURPOSE OF RESERVES (Cont'd)****(ii) Capital reserve**

The capital reserve of the Group arose as a result of the Group's reorganisation implemented in preparation for the listing of the Company's shares in 2009 and represented the difference between the nominal value of the aggregate share capital of the subsidiaries acquired under the reorganisation scheme, over the nominal value of the share capital of the Company issued in exchange therefore.

The capital reserve of the Company arose as a result of the Group reorganisation implemented in preparation for the listing of the Company's shares in 2009 and represented the excess of the consolidated net assets of the subsidiaries acquired, over the nominal value of the share capital of the Company issued in exchange therefore.

(iii) Contributed surplus

The contributed surplus of the Group and the Company arose as a result of the Group's cancellation of the share premium account of the Company.

Under the Companies Act 1981 of Bermuda, contributed surplus account is available for distribution to shareholders. However, the Company cannot declare or pay dividend, or make a distribution out of contributed surplus if:

- the Company is, or would after the payment be, unable to pay its liabilities as they become due; or
- the realisable value of the Company's assets would thereby be less than its liabilities.

32. 儲備(續)**(B) 儲備性質及目的(續)****(ii) 資本儲備**

本集團的資本儲備乃因本集團預備本公司股份於二零零九年上市而進行重組所產生，指根據重組計劃收購的附屬公司的總股本面值與本公司作為交換而發行的股本面值之差額。

本公司的資本儲備乃因本集團預備本公司股份於二零零九年上市而進行重組所產生，指已收購附屬公司當時的綜合資產淨值超出本公司作為交換而發行的股本面值之金額。

(iii) 繳入盈餘

本集團及本公司的繳入盈餘乃因本集團註銷本公司股份溢價賬所產生。

根據百慕達一九八一年公司法，繳入盈餘賬可供分派予股東。然而，倘發生以下情況，則本公司不得宣派或派付股息，或自繳入盈餘中作出分派：

- 本公司現時或在派付後將無法償還其到期負債；或
- 本公司資產的可變現價值在派付後將會少於其負債。

33. SHARE-BASED PAYMENTS

SHARE OPTION SCHEME

The Company operates a share option scheme (“**Share Option Scheme**”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations and providing the Group with a more flexible means to reward, remunerate, compensate and/or provide benefits to the eligible participants. Eligible participants include full-time or part-time employees, directors (including executive, non-executive or independent non-executive directors) and any consultants or advisers (whether professional or otherwise and whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid), distributor, contractor, supplier, service provider, agent, customer and business partner of the Company and/or any of its subsidiaries, who, at the sole determination of the board of directors of the Company, have contributed to the Company and/or any of its subsidiaries (“**Eligible Participants**”). The Share Option Scheme was adopted on 24 November 2011 and, unless otherwise terminated by the shareholders or the board of directors of the Company, will remain in force for 10 years from the adoption date.

The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group must not, in aggregate, exceed 10% of the issued ordinary shares of the Company as at the listing date of the Company or the date of shareholders’ approval of a refreshment of such limit in a general meeting of the Company (“**Scheme Limit**”). The Scheme Limit was refreshed pursuant to an ordinary resolution passed by the shareholders at the annual general meeting of the Company held on 28 June 2017 and the Scheme Limit as refreshed is 362,880,000 ordinary shares, which represents 10% of the issued ordinary shares of the Company as at the date of this annual report. The maximum aggregate number of ordinary shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not exceed 30% of the issued ordinary shares of the Company from time to time.

Unless approved by the shareholders of the Company, the total number of shares issued and to be issued upon exercise of the options granted to each Eligible Participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the issued share capital of the Company.

33. 以股份為基礎的付款

購股權計劃

本公司實施購股權計劃(「**購股權計劃**」)，旨在為對本集團成功營運作出貢獻的合資格參與者提供獎勵及回報，並為本集團提供更彈性靈活的方式，向合資格參與者提供獎勵、酬勞、補償及／或福利。合資格參與者包括本公司及／或其任何附屬公司的全職或兼職僱員、董事(包括執行、非執行或獨立非執行董事)及任何諮詢人或顧問(無論為專業或其他，並無論以聘請或合約制或義務性質或其他方式，且無論為受薪或無薪)、包銷商、承包商、供應商、服務提供者、代理、客戶及業務夥伴，彼等須由本公司董事會全權釐定為對本公司及／或其任何附屬公司有貢獻(「**合資格參與者**」)。購股權計劃已於二零一一年十一月二十四日獲採納，除非本公司股東或董事會另行終止，購股權計劃將接納日期起十年內仍然有效。

按購股權計劃及本集團任何其他購股權計劃所授出所有購股權獲行使下可能發行的股份總數合共不得超過本公司於其上市日期或股東於本公司股東大會批准更新有關限制(「**計劃限制**」)當日已發行普通股10%。計劃限制根據股東於二零一七年六月二十八日舉行的本公司股東週年大會上通過的一項普通決議案予以更新，而經更新計劃限制為362,880,000股普通股，即本公司於本年報日期已發行普通股10%。按購股權計劃或本集團任何其他購股權計劃所授出且未獲行使的所有尚未行使購股權獲行使下可能發行的普通股總數上限不得超過本公司不時已發行普通股的30%。

除非獲本公司股東批准，按於十二個月的期間內向各合資格參與者授予的購股權獲行使下發行及將予發行(包括已行使及尚未行使的購股權)的股份總數不得超過本公司已發行股本的1%。

33. SHARE-BASED PAYMENTS (Cont'd)**SHARE OPTION SCHEME (Cont'd)**

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval by all the independent non-executive directors (excluding any independent non-executive director who is the grantee of the options). In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the total issued share capital of the Company on the date of offer and having an aggregate value (based on the price of the Company's shares on the date of the grant) in excess of HK\$5 million, in any 12-month period, are subject to shareholders' approval in a general meeting.

The offer of grant of an option shall remain open for acceptance for such period as determined by the board of directors of the Company, which period shall not be more than 14 days from the date of the offer. Upon acceptance of the offer, the grantee shall pay HK\$1.00 to the Company by way of consideration for the grant.

An option may be exercised in whole or in part at any time during a period as may be specified by the board of directors of the Company, the expiry date of such period not to exceed 10 years from the date of grant of the option. Unless otherwise determined by the board of directors of the Company, there is no general requirement on the minimum period for which an option must be held or any performance targets which must be achieved before an option can be exercised.

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

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

No options have been granted under the Share Option Scheme since its inception.

33. 以股份為基礎的付款(續)**購股權計劃(續)**

向本公司董事、最高行政人員或主要股東或彼等之任何聯繫人授出購股權，須獲全體獨立非執行董事(不包括為購股權承配人之任何獨立非執行董事)事先批准。此外，於任何十二個月期間內，向本公司主要股東或獨立非執行董事或彼等之任何聯繫人授出任何超出本公司於要約日期的已發行股本總額0.1%及總值(按本公司股份於授出日期的價格計算)超過5,000,000港元的購股權須獲股東於股東大會上批准。

授出購股權之要約須於本公司董事會決定的有關時期仍可供接納，而期間須為要約當日起計不超過14日。於接納要約後，承配人須向本公司支付1.00港元作為授出的代價。

購股權可於本公司董事會可能指定的期間內任何時候悉數或作部分行使，有關期間的屆滿日期不得超過購股權授出當日起計的10年。除非本公司董事會另有其他決定，否則不會對持有購股權的最少期間設下一般規定，或須達成任何表現目標後方可行使購股權。

購股權的行使價可經董事釐定，惟不可低於下列中的最高者：(i)本公司股份於提呈購股權日期聯交所日報表所載於在GEM的收市價；(ii)本公司股份緊接提呈日期前五個交易日聯交所日報表所載於在GEM的平均收市價；及(iii)本公司股份於提呈日期的面值。

購股權並無賦予持有人收取股息或於股東大會上投票的權利。

自其成立以來，並無根據購股權計劃授出購股權。

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)
For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS 34. 綜合現金流量表附註

RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

融資活動所產生負債之對賬

下表載列本集團融資活動所產生負債之變動詳情，包括現金及非現金變動。融資活動所產生的負債為現金流量已經或其未來現金流量將會於本集團綜合現金流量表分類為融資活動的現金流量的負債。

		Interest-bearing loans 計息貸款 HK\$ 港元	Lease liabilities (note 28) 租賃負債 (附註28) HK\$ 港元	Total 總額 HK\$ 港元
At 1 January 2018	於二零一八年一月一日	156,446,578	—	156,446,578
Repayment	還款	(150,000,000)	—	(150,000,000)
Interest paid	已付利息	(8,029,424)	—	(8,029,424)
Interest expenses (note 12)	利息開支(附註12)	1,582,846	—	1,582,846
At 31 December 2018	於二零一八年十二月三十一日	—	—	—
Impact of adopting HKFRS 16	採納香港財務報告準則第16號的影響	—	6,470,205	6,470,205
Restated opening balance under HKFRS 16 as at 1 January 2019	於二零一九年一月一日根據香港財務報告準則第16號重列年初結餘	—	6,470,205	6,470,205
Payments	付款	—	(5,053,208)	(5,053,208)
Interest paid	已付利息	—	(187,051)	(187,051)
Interest expenses (note 12)	利息開支(附註12)	—	187,051	187,051
At 31 December 2019	於二零一九年十二月三十一日	—	1,416,997	1,416,997
Analysed by:	分析為：			
At 31 December 2019	於二零一九年十二月三十一日			
— Lease liabilities	— 租賃負債	—	1,416,997	1,416,997
At 31 December 2018	於二零一八年十二月三十一日			
— Principal	— 本金	—	—	—
— Accrued interest (grouped in other payables)	— 應計利息(歸入其他應付款項)	—	—	—
		—	—	—

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)

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

35. CONTINGENT LIABILITIES

At 31 December 2019, the Group had the following significant contingent liabilities:

The Group's external legal counsel advised that the Group's loan agreements which involve charging an interest rate at a rate more than 48%, but less than 60% per annum shall be presumed to be extortionate and such portion of extortionate interest is potentially unenforceable as determined by the court. Subject to the court's consideration of facts relevant to individual borrowers, this presumption may be rebutted if the court, having regard to all circumstances, is satisfied that such rate is not unreasonable or unfair. As at 31 December 2019, the Group's maximum exposure to such legal risk comprised its aggregate loans receivable of approximately HK\$15.86 million (2018: HK\$11.21 million).

36. OPERATING LEASE ARRANGEMENTS**(A) AS LESSOR:**

At 31 December 2018, the Group did not lease out any premises to third parties under operating lease arrangements.

(B) AS LESSEE:

During the year ended 31 December 2018, the Group leased office premises under operating lease arrangements with negotiable lease terms ranging from two to three years. The rentals were fixed over the lease terms and did not include contingent rentals.

At 31 December 2018, the Group had total future minimum lease payments payable under a non-cancellable operating lease as follows:

		2018 二零一八年 HK\$ 港元
Within one year	一年內	5,240,258
In the second to fifth year, inclusive	第二至五年(包括首尾兩年)	1,426,581
		6,666,839

35. 或然負債

於二零一九年十二月三十一日，本集團擁有以下重大或然負債：

本集團的外部法律顧問提出，本集團涉及收取超過48%但低於60%的年利率的貸款協議應推定為欺詐性，屬於欺詐性利率的部分可能由法庭認定為不可強制執行。然而，倘法庭在考慮與個別借款人相關的事實及所有情況之後信納上述利率並非不合理或不公平，則此推定可予駁回。於二零一九年十二月三十一日，本集團面臨該法律風險的最高金額為其授予借款人的應收貸款總額約15,860,000港元(二零一八年：11,210,000港元)。

36. 經營租約安排**(A) 作為出租人：**

於二零一八年十二月三十一日，本集團並無根據經營租約安排向第三方出租任何物業。

(B) 作為承租人：

截至二零一八年十二月三十一日止年度，根據經營租約安排，本集團租賃辦公室，可協商的租賃期為兩至三年。租賃期內之租金固定不變，且不包括或然租金。

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於未來應付最低租賃款項總額的情況如下：

Notes to the Consolidated Financial Statements 綜合財務報表附註 (continued 續)
For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

37. RELATED PARTY TRANSACTIONS

The Group had paid compensation to key management personnel during the year as follows:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Short term employee benefits including salaries, bonuses, paid annual leaves and sick leaves	短期僱員福利 (包括薪金、花紅、有薪年假及病假)	4,115,167	7,363,692
Post-employment benefits	僱員退休福利	224,033	249,313
		4,339,200	7,613,005

37. 關連方交易

年內本集團向主要管理人員支付的薪酬如下：

38. EVENT AFTER THE REPORTING PERIOD

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

38. 報告期後事項

新型冠狀病毒疫症2019(「COVID-19爆發」)於二零二零年年初爆發。全國／各地區已經並繼續實施一系列防控措施。本集團將密切關注COVID-19爆發的發展，並評估其對本集團財務狀況及經營業績的影響。截至本財務報表獲授權刊發當日，本集團並不知悉COVID-19爆發對本財務報表造成任何重大不利影響。

Financial Summary 財務摘要

A summary of the financial results and the assets, liabilities and equity of the Group for the last five financial years, as extracted from the Group's audited financial statements and restated as appropriate, is set out below. This summary does not form part of the audited financial statements.

摘自本集團經審核財務報表關於過去五個財政年度本集團的財務業績以及資產、負債及權益並作適當重列的摘要如下。本摘要並不構成經審核財務報表的一部分。

FINANCIAL RESULTS

財務業績

		2019 二零一九年 HK\$ 港元	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
Revenue, other income and other gains and losses	收益、其他收入以及其他收益及虧損	84,971,551	100,123,307	133,660,098	81,191,777	68,404,224
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(157,326,068)	31,599,901	64,176,447	40,774,144	29,498,918
Income tax credit/(expense)	所得稅抵免/(開支)	24,432,997	(5,674,308)	(11,270,017)	(7,127,652)	(4,626,212)
(Loss)/profit for the year	年內(虧損)/溢利	(132,893,071)	25,925,593	52,906,430	33,646,492	24,872,706
(Loss)/profit and total comprehensive income attributable to:	以下人士應佔(虧損)/溢利及全面收入總額:					
Owners of the Company	本公司擁有人	(132,893,071)	25,925,593	53,177,690	33,646,492	24,872,706
Non-controlling interests	非控股權益	—	—	(271,260)	—	—

ASSETS, LIABILITIES AND EQUITY

資產、負債及權益

		2019 二零一九年 HK\$ 港元	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
Total assets	資產總額	868,446,554	995,618,539	1,140,494,151	1,023,527,303	488,912,017
Total liabilities	負債總額	(8,891,675)	(3,170,589)	(174,601,381)	(98,115,879)	(12,746,179)
		859,554,879	992,447,950	965,892,770	925,411,424	476,165,838
Equity attributable to owners of the Company	本公司擁有人應佔權益	859,554,879	992,447,950	965,892,770	925,411,424	476,165,838