



CHINA BEST GROUP HOLDING LIMITED
國華集團控股有限公司*

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)
(Stock Code 股份代號 : 370)

INTERIM REPORT 2019
中期報告

Contents 目錄

Corporate Information 公司資料	2
Chairman's Message 主席訊息	4
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益表	5
Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表	7
Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表	9
Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表	11
Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註	12
Management Discussion and Analysis 管理層討論與分析	44

Corporate Information 公司資料

Company Name

China Best Group Holding Limited

Board of Directors

Non-Executive Director

Ms. Wang Yingqian (*Chairman*)

Executive Directors

Mr. Liu Wei (*Chief Executive Officer*)

Mr. Chen Wei

Mr. Fan Jie

Independent Non-Executive Directors

Mr. Ru Xiangnan

Mr. Liu Haiping

Mr. Liu Tonghui

Executive Committee

Mr. Liu Wei (*Chairman*)

Mr. Chen Wei

Mr. Fan Jie

Audit Committee

Mr. Ru Xiangnan (*Chairman*)

Mr. Liu Haiping

Mr. Liu Tonghui

Nomination Committee

Ms. Wang Yingqian (*Chairman*)

Mr. Ru Xiangnan

Mr. Liu Haiping

Mr. Liu Tonghui

Remuneration Committee

Mr. Ru Xiangnan (*Chairman*)

Mr. Liu Haiping

Mr. Liu Tonghui

Company Secretary

Mr. Ho Yu

公司名稱

國華集團控股有限公司

董事局

非執行董事

王穎千女士 (*主席*)

執行董事

劉煒先生 (*行政總裁*)

陳偉先生

樊捷先生

獨立非執行董事

茹祥安先生

劉海屏先生

劉彤輝先生

執行委員會

劉煒先生 (*主席*)

陳偉先生

樊捷先生

審計委員會

茹祥安先生 (*主席*)

劉海屏先生

劉彤輝先生

提名委員會

王穎千女士 (*主席*)

茹祥安先生

劉海屏先生

劉彤輝先生

薪酬委員會

茹祥安先生 (*主席*)

劉海屏先生

劉彤輝先生

公司秘書

何瑜先生

Registered Office

Clarendon House, 2 Church Street
Hamilton HM11, Bermuda

Head Office and Principal Place of Business in Hong Kong

26/F, World-Wide House
19 Des Voeux Road Central
Central, Hong Kong

Auditor

ZHONGHUI ANDA CPA Limited
Unit 701, 7/F., Citicorp Centre
18 Whitfield Road, Causeway Bay
Hong Kong

Principal Bankers

Bank of Communications
Guangdong Huaxing Bank
Shanghai Pudong Development Bank
Industrial Bank Co., Ltd.
China Minsheng Bank

Principal Share Registrar and Transfer Office

MUFG Fund Services (Bermuda) Limited
4th Floor North Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

Hong Kong Branch Share Registrar and Transfer Office

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

註冊辦事處

Clarendon House, 2 Church Street
Hamilton HM11, Bermuda

總辦事處及香港主要營業地點

香港中環
德輔道中19號
環球大廈26樓

核數師

中匯安達會計師事務所有限公司
香港
銅鑼灣威非路道18號
萬國寶通中心7樓701室

主要往來銀行

交通銀行
廣東華興銀行
上海浦東發展銀行
興業銀行股份有限公司
中國民生銀行

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
4th Floor North Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心54樓

Chairman's Message 主席訊息

On behalf of the board of directors (the "Board"), I hereby present the interim report of China Best Group Holding Limited (the "Company") and its subsidiaries (the "Group") for the six months ended 30 June 2019.

In the first half of 2019, the Group didn't achieve satisfactory revenue in respect to the existing principal businesses. Among them, the finance leasing experienced a sharp shrink with an obvious decline in the revenue, since the Group didn't inject more funds in developing new businesses in this regard after dealing with a number of overdue finance leases, considering the market situations and risk factors. Due to worse market and operation conditions, the other principal businesses of the Group such as money lending, trading, brokerage and freight forwarding business recorded declines in revenue to various extents compared with the corresponding period of last year. For the securities investment, the Group had taken a wait-and-see attitude without adjusting its investment portfolio in view of the volatile securities market. In respect of property investment, the Group newly acquired investment properties located in a prime location in Beijing by means of equity transfer. Lease income wasn't achieved since it took a certain period to plan and arrange the leasing. As for the acquisition and development of new businesses, the Group completed several investments and acquisitions in the first half of year, following the existing direction of the parallel development of the financial service industry and real estate related service industry. It engaged itself in the property brokerage service and architectural design service in the mainland China by acquiring subsidiaries.

Looking ahead to the second half of 2019, a series of adverse factors such as Sino-US trade disputes and social events in Hong Kong will bring great pressure to the economic prospects in Hong Kong and even the world, which will further deteriorate the business and investment environment. Fortunately, Chinese government has proactively adjusted relevant policies, which will maintain momentum for the national economic growth, and stabilize the development trend of Hong Kong. The Group will, on one hand, integrate and adjust the operation of existing businesses in response to market changes, and strive for more income from new business platforms on the other hand. The Group firmly believes that its business performance will be improved and sustainable development will be achieved by flexibly utilizing resources and effectively implementing the operation strategy.

Last but not least, on behalf of the Board, I would like to extend my heartfelt thanks to the management, all our employees and partners for their contributions to the development of the Group as well as to shareholders for their continued support to the Company. With the support and contributions from all parties, the Group will continue to strive for the best to achieve a better performance and create a greater value for our shareholders!

Wang Yingqian

Chairman

Hong Kong, 29 August 2019

本人謹代表董事局（「董事局」）提呈國華集團控股有限公司（「本公司」）及其附屬公司（「本集團」）截至二零一九年六月三十日止六個月之中期報告。

二零一九年上半年，本集團於現有主營業務方面，整體收入水平不甚理想。其中，融資租賃業務的收縮情況較為突出，主要原因為在處理若干筆逾期融資租賃款項後，本集團考慮到市場情況及風險因素，暫時沒有投入更多資金開展新業務，故此有關業務收入下跌顯著。亦由於市場及經營狀況轉差，本集團其他主營業務，如借貸業務、貿易業務、經紀業務、貨運業務，之收入相對去年同期而言均錄得不同程度的下跌。證券投資方面，因應證券市場波動，本集團保持觀望不作投資組合上的調整。物業投資方面，本集團上半年以股權轉讓形式新購位於北京市主要地段的投資物業，由於需時籌劃租賃安排，暫未產生租賃收入。於併購拓展新業務方面，本集團因循金融服務產業與房地產相關服務產業並行發展的既定方向，上半年完成了若干相關的投資併購，其中藉收購附屬公司從事於中國內地提供物業經紀服務及建築設計服務。

展望二零一九年下半年，中美貿易糾紛、香港社會事件等一連串不利因素都為香港乃至全球經濟前景帶來巨大的壓力，市場上營商、投資環境有進一步惡化的趨勢。有幸者是中國政府已積極調控相關的政策，為國家經濟增長維持一定的動力，亦有利於穩定香港的發展勢頭。本集團將一方面因應市場變動整合及調整現有業務營運，另一方面在新業務平台上爭取產生更多收益。本集團堅信憑藉靈活運用資源及有效執行營運策略，本集團業務表現將獲得改善並具備可持續發展的條件。

最後，本人謹代表董事局向所有對本集團發展作出貢獻的管理層、員工、合作夥伴及一直支持本公司的股東致以真摯感謝。本集團將繼續努力，以更出色的業務表現回饋各方的支持，為股東創造更大的價值！

主席

王穎千

香港，二零一九年八月二十九日

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

		Six months ended 30 June		
		2019	2018	
		HK\$'000	HK\$'000	
		(Unaudited)	(Unaudited)	
		截至六月三十日止六個月		
		二零一九年	二零一八年	
		千港元	千港元	
		(未經審核)	(未經審核)	
Turnover	營業額	5	173,578	208,451
Revenue:	收益：	5		
– Trading of goods	– 買賣商品		155,909	165,201
– Provision of international air and sea freight forwarding services	– 提供國際航空及海上貨運服務		2,362	3,509
– Consultancy income from finance leases	– 融資租賃顧問收入		3,378	19,576
– Interest income from finance leases	– 融資租賃利息收入		1,750	8,453
– Interest income from money lending	– 借貸利息收入		9,895	11,365
– Brokerage commission and dealing income	– 經紀佣金及買賣收入		284	347
			173,578	208,451
Operating costs:	經營成本：			
– Cost of trading goods sold	– 貿易商品銷售成本		(152,254)	(162,283)
– Cost of providing international air and sea freight forwarding services	– 提供國際航空及海上貨運服務成本		(1,733)	(2,432)
– Cost of providing brokerage and dealing services	– 提供經紀及買賣服務成本		(244)	(265)
			(154,231)	(164,980)
Other income	其他收入		5,083	3,260
Administrative and other expenses	行政及其他支出		(22,371)	(22,277)
Staff costs	僱員成本		(16,975)	(15,714)
Unrealised loss on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之未變現虧損		(858)	(2,028)
Finance costs	財務成本	8	(1,167)	–
Share of losses of associates	分佔聯營公司虧損		(58)	–
(Loss)/profit before tax	除稅前(虧損)/溢利		(16,999)	6,712
Income tax	所得稅	7	(1,308)	(6,056)
(Loss)/profit for the period	期內(虧損)/溢利	8	(18,307)	656

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

		Six months ended 30 June	
		2019	2018
		HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
		截至六月三十日止六個月	二零一八年
		二零一九年	二零一八年
		千港元	千港元
		(未經審核)	(未經審核)
Other comprehensive (expense)/ income:	其他全面(支出)/收益:		
<i>Items that may be reclassified to profit or loss:</i>	可重新分類至損益之項目:		
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	(435)	(5,341)
Share of other comprehensive income of associates	分佔聯營公司之其他全面收益	10	-
<i>Items that will not be reclassified to profit or loss:</i>	將不會重新分類至損益之項目:		
Fair value gain/(loss) on financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產公平值收益/(虧損)	2,663	(8,855)
Total comprehensive expense for the period	期內全面支出總額	(16,069)	(13,540)
(Loss)/profit for the period attributable to:	應佔期內(虧損)/溢利:		
Owners of the Company	本公司擁有人	(18,294)	661
Non-controlling interests	非控股權益	(13)	(5)
		(18,307)	656
Total comprehensive expense for the period attributable to:	應佔期內全面支出總額:		
Owners of the Company	本公司擁有人	(16,057)	(13,533)
Non-controlling interests	非控股權益	(12)	(7)
		(16,069)	(13,540)
(Loss)/earnings per share	每股(虧損)/盈利		Restated
<i>Basic and diluted (HK cents)</i>	基本及攤薄(港仙)	10	經重列
		(0.36)	0.02

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 June 2019 於二零一九年六月三十日

			As at 30 June 2019 HK\$'000 (Unaudited) 於二零一九年 六月三十日 千港元 (未經審核)	As at 31 December 2018 HK\$'000 (Audited) 於二零一八年 十二月三十一日 千港元 (經審核)
	Notes			
	附註			
Non-current assets		非流動資產		
Property, plant and equipment	11	物業、廠房及設備	4,240	4,982
Right-of-use assets	12	使用權資產	21,939	–
Investment properties	13	投資物業	131,278	–
Goodwill		商譽	65,121	42,600
Intangible asset	14	無形資產	811	811
Interests in associates	15	於聯營公司之權益	44,202	–
Financial assets at fair value through profit or loss	15	按公平值計入損益之金融資產	750	–
Financial assets at fair value through other comprehensive income		按公平值計入其他全面收益之金融資產	14,830	16,167
Loans receivables	17	應收貸款	–	55,000
Other loans receivables	18	其他應收貸款	75,107	–
Deposit for acquisition of a subsidiary		收購一間附屬公司之按金	30,000	67,000
Regulatory deposits		法定按金	1,705	1,705
Deferred tax assets		遞延稅項資產	8,673	8,676
			398,656	196,941
Current assets		流動資產		
Finance lease receivables	16	應收融資租賃款項	32,588	178,785
Loans and interest receivables	17	應收貸款及利息	448,418	350,522
Other loan interest receivables	18	其他應收貸款利息	2,367	–
Trade and other receivables	19	應收賬款及其他應收款項	176,139	185,632
Promissory note receivable		應收承兌票據	90,000	90,000
Financial assets at fair value through profit or loss		按公平值計入損益之金融資產	2,145	3,003
Pledged bank deposit		已抵押銀行存款	58	58
Bank balances and cash – trust and segregated accounts		銀行結餘及現金 – 信託及獨立賬戶	14,365	8,435
Bank balances and cash – general accounts		銀行結餘及現金 – 一般賬戶	118,807	274,763
			884,887	1,091,198

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 June 2019 於二零一九年六月三十日

		Notes	As at 30 June 2019 HK\$'000 (Unaudited) 於二零一九年 六月三十日 千港元 (未經審核)	As at 31 December 2018 HK\$'000 (Audited) 於二零一八年 十二月三十一日 千港元 (經審核)
		附註		
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款項	20	34,431	43,902
Lease liabilities	租賃負債	12	15,060	–
Tax liabilities	稅項負債		7,890	9,119
			57,381	53,021
Net current assets	流動資產淨值		827,506	1,038,177
Total assets less current liabilities	資產總值減流動負債		1,226,162	1,235,118
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	12	7,113	–
NET ASSETS	資產淨值		1,219,049	1,235,118
Capital and reserves	股本及儲備			
Share capital	股本	21	508,428	508,428
Share premium and reserves	股份溢價及儲備		710,691	726,748
Equity attributable to owners of the Company	本公司擁有人應佔權益		1,219,119	1,235,176
Non-controlling interests	非控股權益		(70)	(58)
TOTAL EQUITY	總權益		1,219,049	1,235,118

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

		Attributable to owners of the Company								Non-controlling interests	Total	
		Share capital	Share premium	Contributed surplus	Translation reserve	Statutory reserve	Share options reserve	Investment revaluation reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
		HK\$'000	HK\$'000	HK\$'000 (Note i)	HK\$'000	HK\$'000 (Note ii)	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		本公司擁有人應佔										
		股本	股份溢價	繳入盈餘	換算儲備	法定儲備	購股權儲備	投資重估儲備	累計虧損	小計	非控股權益	總計
		千港元	千港元	千港元 (附註i)	千港元	千港元 (附註ii)	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2018 (Audited)	於二零一八年一月一日 (經審核)	363,228	907,653	1,996	(12,575)	3,908	5,367	(14,928)	(150,992)	1,103,657	(41)	1,103,616
Profit for the period	期內溢利	-	-	-	-	-	-	-	661	661	(5)	656
Other comprehensive expense for the period:	期內其他全面支出:											
Exchange differences on translation of foreign operations	換算海外業務時之匯兌差額	-	-	-	(5,339)	-	-	-	-	(5,339)	(2)	(5,341)
Fair value loss on financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產之公平值虧損	-	-	-	-	-	-	(8,855)	-	(8,855)	-	(8,855)
Total comprehensive (expense) income for the period	期內全面(支出)收益總額	-	-	-	(5,339)	-	-	(8,855)	661	(13,533)	(7)	(13,540)
Placing of new ordinary shares	配售新普通股	72,600	29,040	-	-	-	-	-	-	101,640	-	101,640
Transaction cost attributable to issue of new ordinary shares	發行新普通股應佔之交易成本	-	(2,235)	-	-	-	-	-	-	(2,235)	-	(2,235)
At 30 June 2018 (Unaudited)	於二零一八年六月三十日 (未經審核)	435,828	934,458	1,996	(17,914)	3,908	5,367	(23,783)	(150,331)	1,189,529	(48)	1,189,481
At 1 January 2019 (Audited)	於二零一九年一月一日 (經審核)	508,428	1,005,094	1,996	(33,509)	3,908	-	(29,583)	(221,158)	1,235,176	(58)	1,235,118
Loss for the period	期內虧損	-	-	-	-	-	-	-	(18,294)	(18,294)	(13)	(18,307)
Other comprehensive (expense) income for the period:	期內其他全面(支出)收益:											
Exchange differences on translation of foreign operations	換算海外業務時之匯兌差額	-	-	-	(436)	-	-	-	-	(436)	1	(435)
Fair value gain on financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產之公平值收益	-	-	-	-	-	-	2,663	-	2,663	-	2,663
Share of other comprehensive income of associates	分佔聯營公司之其他全面收益	-	-	-	10	-	-	-	-	10	-	10
Total comprehensive (expense) income for the period	期內全面(支出)收益總額	-	-	-	(426)	-	-	2,663	(18,294)	(16,057)	(12)	(16,069)
At 30 June 2019 (Unaudited)	於二零一九年六月三十日 (未經審核)	508,428	1,005,094	1,996	(33,935)	3,908	-	(26,920)	(239,452)	1,219,119	(70)	1,219,049

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

Note i: The contributed surplus of the Group represents the difference between the nominal value of the shares of the subsidiaries acquired pursuant to the reorganisation prior to the listing of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") in 1996 and the nominal value of the Company's shares issued in exchange.

Note ii: In accordance with the People's Republic of China (the "PRC") Company Law and the PRC subsidiaries' Articles of Association, a subsidiary registered in the PRC, prior to any dividend distribution, is required to appropriate 10% of its annual statutory net profit as determined in accordance with relevant statutory rules and regulations applicable to enterprises established in the PRC (after offsetting any prior years losses) to the statutory reserve. When the balance of such reserve fund reaches 50% of the entity's capital, any further appropriation is optional. The statutory reserve can be utilised to offset prior years' losses or to increase capital. However, such balance of the statutory reserve must be maintained at a minimum of 25% of the capital after such usages. The balance is reclassified to retained earnings at the date of disposal of the subsidiary.

附註i: 本集團之繳入盈餘指本公司股份於一九九六年在香港聯合交易所有限公司(「聯交所」)主板上市前,根據重組所收購附屬公司之股份面值與作為交換而發行之本公司股份面值之差額。

附註ii: 根據中華人民共和國(「中國」)公司法及中國附屬公司之組織章程細則,於中國註冊之附屬公司於分派任何股息前應當提取每年法定純利的10%列入法定儲備。每年法定純利乃根據對中國成立之企業適用之有關法定規則及法規釐定(已抵銷任何先前年度虧損)。倘該法定儲備餘額累計為公司資本的50%,則可選擇性進一步提取。法定儲備可用於抵銷先前年度之虧損或增加股本。然而,該法定儲備之餘額於如此使用後,必須最少維持於資本之25%。於出售附屬公司日期,該結餘重新分類為保留盈利。

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

		For the six months ended 30 June	
		2019	2018
		HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
		截至六月三十日止六個月	截至六月三十日止六個月
		二零一九年	二零一八年
		千港元	千港元
		(未經審核)	(未經審核)
Cash flows from operating activities	經營業務之現金流量		
Cash generated from/(used in) operations	經營業務所得/(所用)現金	3,571	(8,954)
Tax paid	已付稅項	(2,556)	(4,499)
Net cash generated from/(used in) operating activities	經營業務所得/(所用)現金淨額	1,015	(13,453)
Cash flows from investing activities	投資活動之現金流量		
Purchase of property, plant and equipment	購置物業、廠房及設備	(84)	(77)
Proceeds from disposal of financial assets at fair value through other comprehensive income	出售按公平值計入其他全面收益之金融資產所得款項	4,000	–
Acquisition of associates	收購聯營公司	(45,000)	–
Deposit for acquisition of a subsidiary	收購一間附屬公司之按金	(30,000)	–
Interest received from bank and promissory note receivable	來自銀行及應收承兌票據之已收利息	5,511	3,028
Net cash outflow from acquisition of subsidiaries	收購附屬公司之現金流出淨額	(13,659)	–
Net cash outflow from acquisition of subsidiaries accounted for as asset acquisition	收購附屬公司之現金流出淨額(入賬列為資產收購)	(67,962)	–
Net cash (used in)/generated from investing activities	投資活動(所用)/所得現金淨額	(147,194)	2,951
Cash flows from financing activities	融資活動之現金流量		
Receipts of government grant	政府補助收入	1	2
Repayment of lease liabilities	償還租賃負債	(7,989)	–
Proceeds from issue of shares	發行股份所得款項	–	101,640
Transaction cost attributable to issue of shares	發行股份應佔之交易成本	–	(2,235)
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	(7,988)	99,407
Net (decrease)/increase in cash and cash equivalents	現金及現金等值項目之(減少)/增加淨額	(154,167)	88,905
Cash and cash equivalents at the beginning of the period	於期初之現金及現金等值項目	274,763	173,281
Effect of changes in foreign exchange rate	匯率變動之影響	(1,789)	(611)
Cash and cash equivalents at the end of the period	於期末之現金及現金等值項目	118,807	261,575
Analysis of cash and cash equivalents	現金及現金等值項目分析		
Bank balances and cash	銀行結餘及現金	118,807	261,575

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

1. GENERAL INFORMATION

China Best Group Holding Limited (the “Company”) was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Stock Exchange. The address of its registered office and principal place of business are Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and 26/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong, respectively.

The condensed consolidated financial statements of the Company and its subsidiaries (hereinafter collectively referred to as the “Group”) are presented in Hong Kong dollars (“HK\$”) which is the same as the functional currency of the Company and all values are rounded to the nearest thousand unless otherwise stated.

2. BASIS OF PREPARATION

These condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

These condensed consolidated financial statements should be read in conjunction with the 2018 annual consolidated financial statements. The accounting policies and methods of computation used in the preparation of these condensed consolidated financial statements are consistent with those used in the annual consolidated financial statements for the year ended 31 December 2018 except as stated below.

(a) Lease

The Group as lessee

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset’s useful life and the lease term on a straight-line basis. The principal annual rates are as follows:

Land and buildings	2 – 3 years
--------------------	-------------

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

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

1. 一般資料

國華集團控股有限公司(「本公司」)為於百慕達註冊成立之獲豁免有限公司，其股份在聯交所上市。其註冊辦事處及主要營業地點之地址分別為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及香港中環德輔道中19號環球大廈26樓。

本公司及其附屬公司(以下統稱「本集團」)之簡明綜合財務報表以港元(「港元」)呈列，與本公司之功能貨幣相同，且除另有指明外，所有價值均約整至最接近之千位。

2. 編製基準

該等簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34號「中期財務報告」及聯交所證券上市規則(「上市規則」)之適用披露規定而編製。

該等簡明綜合財務報表應與二零一八年全年綜合財務報表一併閱覽。編製該等簡明綜合財務報表所用之會計政策及計算方法與截至二零一八年十二月三十一日止年度之全年綜合財務報表所用者貫徹一致，惟下文所述者除外。

(a) 租賃

本集團作為承租人

租賃於租賃資產可供本集團使用當日確認為使用權資產及相應租賃負債。使用權資產按成本減累計折舊及減值虧損列賬。使用權資產於資產可使用年期與租賃期間之較短者內按撇銷成本之比率以直線基準計算折舊。主要年率如下：

土地及樓宇	二至三年
-------	------

使用權資產按成本計量，該成本包括租賃負債之初始計量金額、預付租賃付款、初始直接成本及復原成本。租賃負債包括租賃付款以租賃內含利率(倘該利率可釐定，否則按本集團之增量借貸利率)貼現之淨現值。每項租賃付款均會在負債與融資成本之間分配。融資成本於租賃期間內於損益扣除，以產生租賃負債剩餘結餘的固定利率。

與短期租賃及低價值資產租賃相關的付款於租賃期內按直線法在損益內確認為開支。短期租賃為初始租賃期限為12個月或以下的租賃。低價值資產為價值低於5,000美元的資產。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

2. BASIS OF PREPARATION (CONT'D)

(b) Investment properties

Investment properties are land and/or buildings held to earn rentals and/or for capital appreciation. An investment property is measured initially at its cost including all direct costs attributable to the property.

After initial recognition, the investment property is stated at its fair value. Gains or losses arising from changes in fair value of the investment property are recognised in profit or loss for the period in which they arise.

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

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

HKFRS 16 "Leases"

On adoption of HKFRS 16, the Group recognised right-of-use assets and lease liabilities in relation to leases which had previously been classified as 'operating leases' under HKAS 17 "Leases".

The Group has adopted HKFRS 16 retrospectively from 1 January 2019, but has not restated comparatives for the 2018 reporting period, as permitted under the specific transitional provisions in the standard. The reclassifications and the adjustments arising from the adoption of HKFRS 16 are therefore recognised in the opening balance sheet on 1 January 2019 as follows:

		1 January 2019 HK\$'000 二零一九年 一月一日 千港元
Increase in right-of-use assets	使用權資產增加	29,001
Increase in lease liabilities	租賃負債增加	(29,001)

The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 8%.

2. 編製基準 (續)

(b) 投資物業

投資物業是指為賺取租金及/或資本增值而持有的土地及/或樓宇。投資物業以其成本(包括歸屬於該物業的所有直接成本)作初始計量。

經初步確認後,投資物業按其公平值列賬。投資物業公平值變動產生之盈虧計入當期損益。

3. 應用新訂及經修訂之香港財務報告準則

於本期間內,本集團已採納所有與其營運有關並於二零一九年一月一日開始之會計年度生效之由香港會計師公會頒佈之新訂及經修訂香港財務報告準則(「香港財務報告準則」)。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;及詮釋。採納該等新訂及經修訂香港財務報告準則並無導致本集團之會計政策、本集團簡明綜合財務報表之呈報方式以及於本期間及過往年度所呈報之金額發生重大變動,惟下文所述者除外。

香港財務報告準則第16號「租賃」

於採納香港財務報告準則第16號時,本集團已就先前根據香港會計準則第17號「租賃」分類為「經營租賃」之租賃確認使用權資產及租賃負債。

本集團自二零一九年一月一日起追溯採納香港財務報告準則第16號,惟在準則內特定過渡條文許可下,並無重列二零一八年報告期間的比較數字。因此,因採納香港財務報告準則第16號所致的重新分類及調整於二零一九年一月一日的期初資產負債表確認如下:

二零一九年一月一日租賃負債適用的承租人加權平均增量借款利率為8%。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONT'D)

HKFRS 16 "Leases" (CONT'D)

The reconciliation of operating lease commitment to lease liabilities as at 1 January 2019 is set out as below:

		HK\$'000 千港元
Operating lease commitment as 31 December 2018	於二零一八年十二月三十一日的經營租賃承擔	34,447
Less:	減：	
Commitments relating to leases with remaining term ending on or before 31 December 2019	有關餘下租期於二零一九年十二月三十一日或之前完結的租賃的承擔	(1,882)
Discounting	貼現	(3,564)
Lease liabilities as at 1 January 2019	於二零一九年一月一日的租賃負債	29,001

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

4. FAIR VALUE MEASUREMENTS

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Group categorised the fair value measurements into three levels, based on the characteristics of inputs, as follow:

Level 1 – quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 – valuation technique for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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. There were no transfers between levels of fair value hierarchy in the current interim and prior periods.

3. 應用新訂及經修訂之香港財務報告準則 (續)

香港財務報告準則第16號「租賃」(續)

經營租賃承擔與於二零一九年一月一日之租賃負債之對賬載列如下：

	HK\$'000 千港元
Operating lease commitment as 31 December 2018	34,447
Less:	
Commitments relating to leases with remaining term ending on or before 31 December 2019	(1,882)
Discounting	(3,564)
Lease liabilities as at 1 January 2019	29,001

本集團並無採納已頒布但尚未生效之新訂香港財務報告準則。本集團已開始評估該等新訂香港財務報告準則之影響，但尚未能說明該等新訂香港財務報告準則是否會對其經營業績及財務狀況產生重大影響。

4. 公平值計量

於簡明綜合財務狀況表內反映之本集團金融資產及金融負債之賬面值與其各自之公平值相若。

公平值為於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付之價格。本集團根據輸入數據特點將公平值計量分類為如下三個層級：

第1層：相同資產或負債於活躍市場的報價（未經調整）。

第2層：估值技術，而其所採用對公平值計量而言屬重大的最低層輸入數據為可直接或間接觀察所得。

第3層：估值技術，而其所採用對公平值計量而言屬重大的最低層輸入數據為不可觀察所得。

本集團之政策為於導致轉撥之事件或情況變動日期確認任何三個層級之轉入及轉出。於本中期間及過往期間，各公平值層級之間並無進行轉撥。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

4. FAIR VALUE MEASUREMENTS (CONT'D)

4. 公平值計量 (續)

(a) Disclosures of level in fair value hierarchy at 30 June 2019 (Unaudited):

(a) 於二零一九年六月三十日之公平值層級之層級披露 (未經審核):

		Fair value measurements using			
		Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
		使用以下層級計量公平值			
		第1層 千港元	第2層 千港元	第3層 千港元	總計 千港元
Recurring fair value measurements:	經常性公平值計量:				
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產				
- Listed equity security	- 上市股本證券	2,145	-	-	2,145
- Contingent consideration receivable	- 應收或然代價	-	-	750	750
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產				
- Unlisted equity security	- 非上市股本證券	-	14,830	-	14,830
Total recurring fair value measurements	經常性公平值計量總額	2,145	14,830	750	17,725

Disclosures of level in fair value hierarchy at 31 December 2018 (Audited):

於二零一八年十二月三十一日之公平值層級之層級披露 (經審核):

		Fair value measurements using		
		Level 1 HK\$'000	Level 2 HK\$'000	Total HK\$'000
		使用以下層級計量公平值		
		第1層 千港元	第2層 千港元	總計 千港元
Recurring fair value measurements:	經常性公平值計量:			
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產			
- Listed equity security	- 上市股本證券	3,003	-	3,003
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產			
- Listed equity security	- 上市股本證券	5,227	-	5,227
- Unlisted equity security	- 非上市股本證券	-	10,940	10,940
Total recurring fair value measurements	經常性公平值計量總額	8,230	10,940	19,170

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

(b) 根據第3層按公平值計量之資產對賬:

		2019 HK\$'000 (Unaudited) 二零一九年 千港元 (未經審核)
At 1 January	於一月一日	-
Addition	添置	750
At 30 June	於六月三十日	750

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

4. FAIR VALUE MEASUREMENTS (CONT'D)

- (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 30 June 2019 and 31 December 2018:

Based on the valuation results provided by independent professional qualified valuers, the Group's finance department performs the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurement. The finance department reports directly to the Board for these fair value measurements. Discussion of valuation processes and results are held between the finance department and the Board at least twice a year.

Level 2 fair value measurements

Description	Valuation technique	Inputs	Fair value	
			30 June 2019 HK\$'000 (Unaudited)	31 December 2018 HK\$'000 (Audited)
描述	估值技術	輸入數據	二零一九年 六月三十日 千港元 (未經審核)	二零一八年 十二月三十一日 千港元 (經審核)
Financial assets at fair value through other comprehensive income	Comparable Transaction Method	Share price and marketability discount	14,830	10,940
按公平值計入其他全面收益之金融資產	比較交易法	股價及市場流通性折讓		

Level 3 fair value measurements

Description	Valuation technique	Unobservable inputs	Effect on fair value for increase of input	Fair value	
				30 June 2019 HK\$'000 (Unaudited)	31 December 2018 HK\$'000 (Audited)
描述	估值技術	不可觀察輸入數據	輸入數據增加對 公平值之影響	二零一九年 六月三十日 千港元 (未經審核)	二零一八年 十二月三十一日 千港元 (經審核)
Contingent consideration receivable	Discounted payoff with scenario	(1) Discount rate (2) Forecasted profit	(1) Decrease (2) Decrease	750	-
應收或然代價	設想貼現回報	(1) 貼現率 (2) 預測溢利	(1) 減少 (2) 減少		

4. 公平值計量 (續)

- (c) 於二零一九年六月三十日及二零一八年十二月三十一日本集團所用的估值程序及公平值計量所用的估值技術及輸入數據披露：

根據獨立專業合資格估值師提供的估值結果，本集團財務部門就財務報告進行所需的資產及負債之公平值計量（包括第3層公平值計量）。該財務部門就此等公平值計量直接向董事局匯報。該財務部門與董事局每年至少兩次討論估值程序及有關結果。

第2層公平值計量

第3層公平值計量

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

5. TURNOVER AND REVENUE

Turnover arises from (i) trading on radio system and electronic appliance; (ii) provision of international air and sea freight forwarding services; (iii) consultancy income in respect of finance leases; (iv) interest income from finance leases; (v) interest income from money lending; and (vi) brokerage commission and dealing income from brokerage business. An analysis of the Group's turnover for the period is as follows:

5. 營業額及收益

營業額來自(i)買賣無線電系統及電子用品；(ii)提供國際航空及海上貨運服務；(iii)有關融資租賃之顧問收入；(iv)融資租賃利息收入；(v)借貸利息收入；及(vi)經紀業務之經紀佣金及買賣收入。期內本集團營業額之分析如下：

		For the six months ended 30 June	
		2019	2018
		HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
		截至六月三十日止六個月	截至六月三十日止六個月
		二零一九年	二零一八年
		千港元	千港元
		(未經審核)	(未經審核)
Trading of goods	買賣商品	155,909	165,201
Provision of international air and sea freight forwarding services	提供國際航空及海上貨運服務	2,362	3,509
Consultancy income from finance leases (Note)	融資租賃顧問收入(附註)	3,378	19,576
Interest income from finance leases (Note)	融資租賃利息收入(附註)	1,750	8,453
Interest income from money lending	借貸利息收入	9,895	11,365
Brokerage commission and dealing income	經紀佣金及買賣收入	284	347
		173,578	208,451

Note: Pursuant to a debt settlement agreement and a loan agreement both dated 1 March 2019, finance lease interest of approximately RMB441,000 (equivalent to approximately HK\$521,000) and consultancy income of approximately RMB16,323,000 (equivalent to approximately HK\$19,291,000) have been agreed by the parties to be waived. According to these waived amounts, the Group's interest income from finance leases and consultancy income from finance leases had been deducted by approximately RMB38,000 (after value-added tax) (equivalent to approximately HK\$44,000) and approximately RMB1,390,000 (after value-added tax) (equivalent to approximately HK\$1,642,000) respectively in the six months ended 30 June 2019. Further details are set out in the Company's announcement dated 1 March 2019.

附註：根據日期均為二零一九年三月一日之債務清償協議及貸款協議，訂約各方已協定豁免融資租賃利息約人民幣441,000元(相當於約521,000港元)及顧問收入約人民幣16,323,000元(相當於約19,291,000港元)。根據該等豁免金額，本集團截至二零一九年六月三十日止六個月之融資租賃利息收入及融資租賃顧問收入已分別減少約人民幣38,000元(經扣除增值稅)(相當於約44,000港元)及約人民幣1,390,000元(經扣除增值稅)(相當於約1,642,000港元)。進一步詳情載於本公司日期為二零一九年三月一日之公佈。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

5. TURNOVER AND REVENUE (CONT'D)

5. 營業額及收益 (續)

The Group has recognised the following amounts relating to revenue in profit or loss:

本集團已於損益內確認以下有關收益之金額：

		For the six months ended 30 June	
		2019	2018
		HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
		截至六月三十日止六個月	
		二零一九年	二零一八年
		千港元	千港元
		(未經審核)	(未經審核)
Revenue from contracts with customers (Note (a))	來自客戶合約收益 (附註(a))	161,933	188,633
Revenue from other sources	來自其他來源之收益		
– Interest income from finance leases	– 融資租賃利息收入	1,750	8,453
– Interest income from money leading	– 借貸利息收入	9,895	11,365
		173,578	208,451

Note:

附註：

(a) Disaggregation of revenue from contracts with customers:

(a) 來自客戶合約之收益之細分：

		Trading of goods	Finance leasing	Brokerage	International air and sea freight forwarding	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		買賣商品	融資租賃	經紀	國際航空及海上貨運	總計
		千港元	千港元	千港元	千港元	千港元
Six months ended 30 June 2019	截至二零一九年六月三十日止六個月					
(Unaudited):	(未經審核)：					
Geographical markets	地理市場					
Hong Kong	香港	-	-	284	-	284
PRC	中國	155,909	3,378	-	-	159,287
Singapore	新加坡	-	-	-	788	788
North and South of America	美國北部及南部	-	-	-	1,574	1,574
		155,909	3,378	284	2,362	161,933
Major products/services	主要產品／服務					
Trading of electronic products	買賣電子產品	155,909	-	-	-	155,909
Financial services	金融服務	-	3,378	284	-	3,662
International air and sea freight forwarding services	國際航空及海上貨運服務	-	-	-	2,362	2,362
		155,909	3,378	284	2,362	161,933

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

5. TURNOVER AND REVENUE (CONT'D)

5. 營業額及收益 (續)

Note: (CONT'D)

附註：(續)

(a) (CONT'D)

(a) (續)

		Trading of goods HK\$'000	Finance leasing HK\$'000	Brokerage HK\$'000	International air and sea freight forwarding HK\$'000	Total HK\$'000
		買賣商品 千港元	融資租賃 千港元	經紀 千港元	國際航空及 海上貨運 千港元	總計 千港元
Six months ended 30 June 2018 (Unaudited):	截至二零一八年六月三十日止六個月 (未經審核):					
Geographical markets	地理市場					
Hong Kong	香港	-	-	347	-	347
PRC	中國	165,201	19,576	-	-	184,777
Singapore	新加坡	-	-	-	880	880
North and South of America	美國北部及南部	-	-	-	2,629	2,629
		165,201	19,576	347	3,509	188,633
Major products/services	主要產品/服務					
Trading of electronic products	買賣電子產品	165,201	-	-	-	165,201
Financial services	金融服務	-	19,576	347	-	19,923
International air and sea freight forwarding services	國際航空及海上貨運服務	-	-	-	3,509	3,509
		165,201	19,576	347	3,509	188,633

Trading of goods

Revenue from the trading of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Sales to customers are normally made with credit terms of 90 days.

買賣商品

買賣商品收益於商品交付及所有權轉移時確認，屆時下列條件已全部達成：

- 本集團將商品擁有權之主要風險及回報轉移予買方；
- 本集團並無保留對所售商品之持續管理參與權（一般達致與擁有權相關之程度），亦無保留實際控制權；
- 收益金額能可靠地計量；
- 與交易相關之經濟利益可能流入本集團；及
- 已經或將會就該項交易產生之成本能可靠地計量。

向客戶銷售一般按90天信貸期作出。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

5. TURNOVER AND REVENUE (CONT'D)

Finance leasing

Consultancy income from finance leasing is recognised in the accounting period in which the services are rendered. The customers pay the consultancy service fee to the Group according to the payment schedules as stipulated in the contracts.

Brokerage

Commission income on dealing in securities and futures contract is recognised on a trade date basis when the services are rendered, the amount for which can be reliably estimated and it is probable that the income will be received. The commission income is due on the settlement date of their respective trade dates, normally two or three business days after the respective trade date.

International air and sea freight forwarding

Income from provision of freight forwarding services is recognised when the services are provided. The Group normally allow credit period of 90 days.

All revenue from trading of goods, finance leasing, brokerage and international air and sea freight forwarding is recognised at a point in time.

6. SEGMENT INFORMATION

Information reported to the directors, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on the type of goods sold or services delivered or provided. The directors have chosen to organise the Group around difference in products and services. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable segments are as follows:

- (a) Trading of goods segment engages in trading of products including but not limited to radio system and electronic appliance in the PRC;
- (b) Finance leasing segment engages in finance leasing of plant and machinery in the PRC;
- (c) Money lending segment engages in money lending in Hong Kong;
- (d) Brokerage segment engages in securities and futures dealing services in Hong Kong;
- (e) International air and sea freight forwarding segment engages in the provision of international air and sea freight forwarding and logistic services to customers in Singapore and United States of America;

5. 營業額及收益 (續)

融資租賃

融資租賃顧問收入於獲提供服務之會計期間內確認。客戶根據合約訂明的付款時間表向本集團支付顧問服務費。

經紀

買賣證券及期貨合約之佣金收入於獲提供服務時按交易日基準確認，其金額可獲可靠計量且收入亦將可能收回。佣金收入於各自交易日之結算日期到期，一般為各自交易日後兩或三個營業日。

國際航空及海上貨運

提供貨運服務之收入於提供有關服務時確認。本集團一般提供90天信貸期。

來自買賣商品、融資租賃、經紀以及國際航空及海上貨運之所有收益均於某一時間點確認。

6. 分部資料

就資源分配及分部表現評估向董事（即主要營運決策者）匯報之資料聚焦於出售貨品或交付或提供服務之種類。董事選擇圍繞產品及服務之差異組建本集團。在設定本集團的可報告分部時，主要營運決策者並無將所識別的營運分部彙合。

具體而言，本集團的可報告分部如下：

- (a) 買賣商品分部於中國從事買賣產品，包括但不限於無線電系統及電子用品；
- (b) 融資租賃分部於中國從事融資租賃廠房及機器；
- (c) 借貸分部於香港從事提供借貸；
- (d) 經紀分部於香港從事證券及期貨買賣服務；
- (e) 國際航空及海上貨運分部於新加坡及美利堅合眾國從事向客戶提供國際航空及海上貨運及物流服務；

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

6. SEGMENT INFORMATION (CONT'D)

- (f) Securities trading segment engages in trading of equity securities and dividend income from held for trading investments in Hong Kong; and
- (g) Property investment segment engages in investments of properties for rental income and capital appreciation.

Segment results represent the (loss from) profit earned by each segment without allocation of central administration costs, directors' emoluments, depreciation of certain property, plant and equipment and right-of-use assets, share of losses of associates, net foreign exchange gain (loss), interest expense on certain lease liabilities, interest income from promissory note receivable, interest income from other loan receivables, bank interest income and sundry income. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

Segment assets are allocated to reportable segments other than financial assets at fair value through other comprehensive income, deferred tax assets, interests in associates, non-current financial assets at fair value through profit or loss, deposit for acquisition of a subsidiary, pledged bank deposit, promissory note receivable, other loan and interest receivables, bank balances and cash, the equipment of head office and certain right-of-use assets and other receivables. Segment liabilities are allocated to reportable segments other than tax liabilities and certain lease liabilities and other payables.

The following tables present revenue and segment results regarding the Group's operating segments for the six months ended 30 June 2019 and 2018, respectively.

6. 分部資料 (續)

- (f) 證券交易分部於香港從事股本證券交易及持作交易投資之股息收入；及
- (g) 物業投資分部從事賺取租金收入及資本增值之投資物業。

分部業績指由各分部所(產生之虧損)賺取之溢利,其並未分配中央行政成本、董事薪酬、若干物業、廠房及設備以及使用權資產之折舊、分佔聯營公司虧損、匯兌收益(虧損)淨額、若干租賃負債之利息開支、應收承兌票據之利息收入、其他應收貸款之利息收入、銀行利息收入及雜項收入。此乃向主要營運決策者匯報作資源分配及表現評估的計量。

除按公平值計入其他全面收益之金融資產、遞延稅項資產、於聯營公司之權益、按公平值計入損益之非流動金融資產、收購一間附屬公司之按金、已抵押銀行存款、應收承兌票據、其他應收貸款及應收利息、銀行結餘及現金、總辦事處之設備及若干使用權資產及其他應收款項外,分部資產乃分配至可報告分部。除稅項負債及若干租賃負債及其他應付款項外,分部負債乃分配至可報告分部。

下表呈列本集團經營分部分別於截至二零一九年及二零一八年六月三十日止六個月之收益及分部業績。

		Trading of goods HK\$'000	Finance leasing HK\$'000	Money lending HK\$'000	Brokerage HK\$'000	International air and sea freight forwarding HK\$'000	Securities trading HK\$'000	Property investment HK\$'000	Total HK\$'000
		買賣商品 千港元	融資租賃 千港元	借貸 千港元	經紀 千港元	國際航空及海上貨運 千港元	證券買賣 千港元	物業投資 千港元	總計 千港元
Six months ended 30 June 2019 (Unaudited):	截至二零一九年六月三十日止六個月(未經審核):								
Turnover	營業額	155,909	5,128	9,895	284	2,362	-	-	173,578
Revenue from the external customers	來自外部客戶之收益	155,909	5,128	9,895	284	2,362	-	-	173,578
Reportable segment profit/(loss)	可報告分部溢利/(虧損)	(413)	(1,624)	6,655	(4,737)	(278)	(861)	(231)	(1,489)
Share of losses of associates	分佔聯營公司虧損								(58)
Unallocated other income	未分配其他收入								5,083
Unallocated corporate expenses	未分配企業開支								(20,535)
Loss before tax	除稅前虧損								(16,999)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

6. SEGMENT INFORMATION (CONT'D)

6. 分部資料 (續)

		Trading of goods HK\$'000	Finance leasing HK\$'000	Money lending HK\$'000	Brokerage HK\$'000	International air and sea freight forwarding HK\$'000	Securities trading HK\$'000	Total HK\$'000
		買賣商品 千港元	融資租賃 千港元	借貸 千港元	經紀 千港元	國際航空及 海上貨運 千港元	證券買賣 千港元	總計 千港元
Six months ended 30 June 2018 (Unaudited): 截至二零一八年六月三十日止 六個月(未經審核):								
Turnover	營業額	165,201	28,029	11,365	347	3,509	-	208,451
Revenue from the external customers	來自外部客戶之收益	165,201	28,029	11,365	347	3,509	-	208,451
Reportable segment profit/(loss)	可報告分部溢利/(虧損)	(2,238)	20,854	7,654	(5,309)	153	(3,429)	17,685
Unallocated other income	未分配其他收入							3,258
Unallocated corporate expenses	未分配企業開支							(14,231)
Profit before tax	除稅前溢利							6,712

The following tables present assets and liabilities of the Group's operating segments as at 30 June 2019 and 31 December 2018:

下表呈列本集團經營分部於二零一九年六月三十日及二零一八年十二月三十一日之資產及負債:

		Trading of goods HK\$'000	Finance leasing HK\$'000	Money lending HK\$'000	Brokerage HK\$'000	International air and sea freight forwarding HK\$'000	Securities trading HK\$'000	Property investment HK\$'000	Total HK\$'000
		買賣商品 千港元	融資租賃 千港元	借貸 千港元	經紀 千港元	國際航空及 海上貨運 千港元	證券買賣 千港元	物業投資 千港元	總計 千港元
At 30 June 2019 (Unaudited):	於二零一九年六月三十日 (未經審核):								
Segment assets	分部資產	161,567	35,247	449,229	50,462	722	2,145	134,313	833,685
Unallocated corporate assets	未分配企業資產								449,858
Consolidated assets	綜合資產								1,283,543
Segment liabilities	分部負債	7,903	9,676	-	20,233	1,734	-	-	39,546
Unallocated corporate liabilities	未分配企業負債								24,948
Consolidated liabilities	綜合負債								64,494

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

6. SEGMENT INFORMATION (CONT'D)

6. 分部資料 (續)

		Trading of goods HK\$'000	Finance leasing HK\$'000	Money lending HK\$'000	Brokerage HK\$'000	International air and sea freight forwarding HK\$'000	Securities trading HK\$'000	Total HK\$'000
		買賣商品 千港元	融資租賃 千港元	借貸 千港元	經紀 千港元	國際航空及 海上貨運 千港元	證券買賣 千港元	總計 千港元
At 31 December 2018 (Audited):	於二零一八年十二月三十一日 (經審核):							
Segment assets	分部資產	151,737	186,949	406,333	70,053	834	3,003	818,909
Unallocated corporate assets	未分配企業資產							469,230
Consolidated assets	綜合資產							1,288,139
Segment liabilities	分部負債	980	8,817	-	26,408	1,697	-	37,902
Unallocated corporate liabilities	未分配企業負債							15,119
Consolidated liabilities	綜合負債							53,021

7. INCOME TAX

7. 所得稅

		For the six months ended 30 June	
		2019	2018
		HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
		截至六月三十日止六個月	截至六月三十日止六個月
		二零一九年	二零一八年
		千港元	千港元
		(未經審核)	(未經審核)
Current tax:	當期稅項:		
- PRC Corporate Income Tax ("CIT")	- 中國企業所得稅(「企業所得稅」)	1,308	6,056

Hong Kong Profits Tax has not been provided for the six months ended 30 June 2019 and 2018 as the loss for taxation purposes is estimated during both periods.

Under the Law of the PRC on CIT (the "CIT Law") and Implementation Regulation of the CIT Law, the tax rate of the PRC subsidiaries is 25%.

No provision for Singapore and the United States of America Profits Tax has been made as the Group did not generate any assessable profits in Singapore and the United States of America for the six months ended 30 June 2019 and 2018.

截至二零一九年及二零一八年六月三十日止六個月，由於就稅務而言佔得虧損，故並無就該兩個期間計提香港利得稅撥備。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司之稅率為25%。

因本集團並無於截至二零一九年及二零一八年六月三十日止六個月於新加坡及美利堅合眾國產生任何應課稅溢利，故概無就新加坡及美利堅合眾國利得稅作出撥備。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

8. (LOSS)/PROFIT FOR THE PERIOD

The Group's (loss)/profit for the period is stated after charging/(crediting) the following:

8. 期內(虧損)/溢利

本集團之期內(虧損)/溢利乃經扣除/(計入)下列各項後達致:

		For the six months ended 30 June	
		2019	2018
		HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
		截至六月三十日止六個月	
		二零一九年	二零一八年
		千港元	千港元
		(未經審核)	(未經審核)
Finance costs	財務成本		
Interest expense on lease liabilities (Note)	租賃負債利息開支(附註)	1,167	-
Other items	其他項目		
Auditor's remuneration	核數師酬金	475	475
Cost of inventories sold	已出售存貨成本	152,254	162,283
Depreciation of	以下項目之折舊		
- property, plant and equipment	- 物業、廠房及設備	1,606	1,879
- right-of-use assets (Note)	- 使用權資產(附註)	7,099	-
Government grant	政府補貼	(1)	(2)
Interest income from	來自以下項目之利息收入		
- bank	- 銀行	(111)	(350)
- other loan receivables	- 其他應收貸款	(2,273)	-
- promissory note receivable	- 應收承兌票據	(2,678)	(2,678)
Net foreign exchange loss/(gain)	匯兌虧損/(收益)淨額	73	(143)
Written off of plant and equipment	撇銷廠房及設備	33	-
Minimum lease payments in respect of office premises and staffs' quarters (Note)	辦公室物業及僱員宿舍之最低租金(附註)	2,199	10,604
Staff costs (including directors' remuneration)	僱員成本(包括董事薪酬)	16,975	15,714

Note: On adoption of HKFRS 16, the Group recognised right-of-use assets and lease liabilities in relation to leases which had previously been classified as 'operating leases' under HKAS 17 "Leases". As a result, depreciation of right-of-use assets and interest expense on lease liabilities are charged to profit or loss over the lease term during the period. The lease payments in respect of office premises and staffs' quarters recognised as expenses in profit or loss on straight-line basis over the lease terms are associated with short-term leases only.

附註: 於採納香港財務報告準則第16號時, 本集團確認先前根據香港會計準則第17號「租賃」分類為「經營租賃」之租賃為使用權資產及租賃負債。因此, 使用權資產之折舊及租賃負債之利息開支於期內按租賃期計入損益。租賃期內按直線基準於損益確認為開支之辦公室物業及僱員宿舍相關租賃付款僅與短期租賃有關。

9. DIVIDENDS

The directors do not recommend the payment of an interim dividend for the six months ended 30 June 2019 (six months ended 30 June 2018: nil).

9. 股息

董事並不建議派付截至二零一九年六月三十日止六個月之中期股息(截至二零一八年六月三十日止六個月: 無)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

10. (LOSS)/EARNINGS PER SHARE

The calculation of basic and diluted (loss)/earnings per share is based on the loss attributable to owners of the Company of approximately HK\$18,294,000 (six months ended 30 June 2018: profit of approximately HK\$661,000) and the weighted average of approximately 5,084,283,000 ordinary shares (six months ended 30 June 2018: 3,656,349,000, as restated) in issue during the period.

The computation of diluted earnings per share for the six months ended 2018 does not assume the exercise of the Company's outstanding share options because the exercise price of those options is higher than the average market price of the Company's shares.

By passing an ordinary resolution at the special general meeting of the Company held on 16 October 2018, every two ordinary shares of HK\$0.05 each in the issued and unissued share capital of the Company were consolidated into one consolidated ordinary share of HK\$0.1 each in the issued and unissued share capital of the Company. As a result of the share consolidation, the weighted average number of ordinary shares adopted in the calculation of the basic and diluted earnings per share for the six months ended 30 June 2018 have been adjusted retrospectively.

11. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2019, the Group acquired property, plant and equipment with total costs of approximately HK\$84,000 (six months ended 30 June 2018: approximately HK\$77,000).

12. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Right-of-use assets

The recognised right-of-use assets relate to the following types of assets:

Office premises and staffs' quarters

辦公室物業及僱員宿舍

30 June
2019
HK\$'000
(Unaudited)
二零一九年
六月三十日
千港元
(未經審核)

21,939

There is no addition of right-of-use assets during the six months ended 30 June 2019.

10. 每股(虧損)/盈利

期內，每股基本及攤薄(虧損)/盈利乃根據本公司擁有人應佔虧損約18,294,000港元(截至二零一八年六月三十日止六個月：溢利約661,000港元)及已發行之普通股加權平均數約5,084,283,000股(截至二零一八年六月三十日止六個月：3,656,349,000股，經重列)計算。

由於本公司尚未行使購股權之行使價高於本公司股份平均市價，故計算截至二零一八年止六個月的每股攤薄盈利時並無假設該等購股權獲行使。

透過於二零一八年十月十六日舉行之本公司股東特別大會上通過一項普通決議案，將每兩股本公司已發行及未發行股本中每股面值0.05港元之普通股合併為一股本公司已發行及未發行股本中每股面值0.1港元之合併普通股。由於股份合併，計算截至二零一八年六月三十日止六個月之每股基本及攤薄盈利時採納的普通股加權平均數已經追溯調整。

11. 物業、廠房及設備

截至二零一九年六月三十日止六個月，本集團購入總成本約為84,000港元(截至二零一八年六月三十日止六個月：約77,000港元)之物業、廠房及設備。

12. 使用權資產及租賃負債

使用權資產

已確認的使用權資產與以下類別的資產有關：

截至二零一九年六月三十日止六個月概無添置使用權資產。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

12. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONT'D)

12. 使用權資產及租賃負債 (續)

Lease liabilities

租賃負債

		Lease payments 30 June 2019 HK\$'000 (Unaudited) 租賃付款 二零一九年 六月三十日 千港元 (未經審核)	Present value of lease payments 30 June 2019 HK\$'000 (Unaudited) 租賃付款現值 二零一九年 六月三十日 千港元 (未經審核)
Lease liabilities comprise:	租賃負債包括:		
Within one year	一年內	16,819	15,060
After 1 year but within 2 years	一年後但兩年內	7,752	7,113
Less: Future finance charges	減: 未來融資費用	(2,398)	-
Present value of lease liabilities	租賃負債現值	22,173	22,173
Less: Amount due for settlement within twelve months (shown under current liabilities)	減: 於十二個月內到期清償之金額 (於流動負債項下列示)		(15,060)
Amount due for settlement after twelve months (shown under non-current liabilities)	於十二個月後到期清償之金額 (於非流動負債項下列示)		7,113

At 30 June 2019, the average effective borrowing rate was 8%.

於二零一九年六月三十日，平均實際借貸率為8%。

Disclosures of lease-related items

披露租賃相關項目

		30 June 2019 HK\$'000 (Unaudited) 二零一九年 六月三十日 千港元 (未經審核)
Lease commitments of short-term leases	短期租賃之租賃承擔	745
Lease commitments of leases not yet commenced (other than short-term leases)	尚未開始租賃之租賃承擔 (短期租賃除外)	20,848

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

12. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONT'D)

Disclosures of lease-related items (CONT'D)

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

		30 June 2019 HK\$'000 (Unaudited) 二零一九年 六月三十日 千港元 (未經審核)
Less than 1 year	一年內	16,819
Between 1 and 2 years	一至兩年	7,752

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

12. 使用權資產及租賃負債 (續)

披露租賃相關項目 (續)

基於未貼現現金流量的本集團租賃負債的到期日分析如下：

本集團租賃多個物業及僱員宿舍。租賃協議的固定期限通常為一至三年。租賃條款乃按個別基準進行磋商，包含各種不同的條款及條件。租賃協議並無施加任何契諾，而租賃資產不得用作借款用途的擔保。

13. INVESTMENT PROPERTIES

13. 投資物業

		2019 HK\$'000 (Unaudited) 二零一九年 千港元 (未經審核)	2018 HK\$'000 (Audited) 二零一八年 千港元 (經審核)
At 1 January	於一月一日	-	-
Additions on acquisition of subsidiaries	收購附屬公司之添置	132,571	-
Exchange differences	匯兌差額	(1,293)	-
At 30 June/31 December	於六月三十日/十二月三十一日	131,278	-

Investment properties were revalued at 30 June 2019 on the open market value basis by reference to market evidence of recent transactions for similar properties.

投資物業乃經參考類似物業的近期交易市場證據按公開市值基準於二零一九年六月三十日進行重估。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

14. INTANGIBLE ASSET

14. 無形資產

		30 June 2019 HK\$'000 (Unaudited) 二零一九年 六月三十日 千港元 (未經審核)	31 December 2018 HK\$'000 (Audited) 二零一八年 十二月三十一日 千港元 (經審核)
License, at cost and carrying value	牌照，按成本及賬面值	811	811

The license has a legal life of one year but is renewable every year at minimal cost. The directors of the Company are of the opinion that the Group would renew license continuously and has the ability to do so. Various studies including product life cycle studies, market, competitive and environmental trends, and brand extension opportunities have been performed by management of the Group, which supports that the license has no foreseeable limit to the period over which the provision of services restricted by license are expected to generate net cash flows for the Group.

As a result, the license is considered by management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The license will not be amortised until its useful life is determined to be finite. Instead, it will be tested for impairment at the end of each reporting period and whenever there is an indication that it may be impaired. No impairment loss was recognised for the intangible asset as at 30 June 2019 (31 December 2018: nil).

牌照之法律年期為1年，但可以最低成本每年續期。本公司董事認為本集團將會持續為牌照續期，並擁有此能力。本集團管理層已進行多項研究，包括產品年期研究、市場、競爭及環境趨勢以及擴大品牌機會，該等研究支持牌照年期並無預期限制，而提供該牌照限制之服務可於其年期期間為本集團帶來現金流量淨額。

因此，本集團管理層認為該牌照具有無限使用年期，因為預期該牌照可無限提供現金流入淨額。牌照將不會獲攤銷，直至其使用年期被釐定為有限。相反，其將於各報告期末及當顯示其可能獲減值時測試其減值。於二零一九年六月三十日，概無就無形資產確認減值虧損（二零一八年十二月三十一日：無）。

15. INTEREST IN ASSOCIATES

15. 於聯營公司之權益

		30 June 2019 HK\$'000 (Unaudited) 二零一九年 六月三十日 千港元 (未經審核)	31 December 2018 HK\$'000 (Audited) 二零一八年 十二月三十一日 千港元 (經審核)
Cost of investment in an unlisted associate (net)	於一間非上市聯營公司之投資成本（淨額）	44,250	-
Share of post-acquisition losses and other comprehensive income	分佔收購後虧損及其他全面收益	(48)	-
		44,202	-

During the six months ended 30 June 2019, the Group acquired 25% equity interest in Treasure Cart Holdings Limited at a net consideration of HK\$44,250,000, representing cash consideration of HK\$45,000,000 less fair value of contingent consideration receivable arising from profit guarantee clause of HK\$750,000 as at the date of acquisition. The acquisition was completed on 21 June 2019. After the acquisition, Treasure Cart Holdings Limited and its subsidiaries became associates of the Company and have been accounted for using equity method.

截至二零一九年六月三十日止六個月，本集團收購 Treasure Cart Holdings Limited 之 25% 股權，代價淨額為 44,250,000 港元，即於收購日期以現金代價 45,000,000 港元減利潤擔保條款產生之應收或然代價公平值 750,000 港元。收購事項已於二零一九年六月二十一日完成。於該收購事項後，Treasure Cart Holdings Limited 及其附屬公司成為本公司之聯營公司並使用權益法入賬。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

15. INTEREST IN ASSOCIATES (CONT'D)

15. 於聯營公司之權益 (續)

As at 30 June 2019, the Company had interests in the following associates:

於二零一九年六月三十日，本公司於以下聯營公司擁有權益：

Name of entity 實體名稱	Place of incorporation 註冊成立地點	Class of shares held 所持股份類別	Proportion of ownership interests indirectly held by the Company		Proportion of voting power held		Principal activities 主要業務
			30 June 2019	31 December 2018	30 June 2019	31 December 2018	
			本公司間接持有的擁有權權益比例 二零一九年六月三十日 二零一八年十二月三十一日		所持投票權比例 二零一九年六月三十日 二零一八年十二月三十一日		
Treasure Cart Holdings Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	25%	-	25%	-	Investment holding 投資控股
Elite Step Limited 迪康有限公司	Hong Kong 香港	Ordinary 普通	25%	-	25%	-	Investment holding 投資控股
Beijing Shudikang Enterprise Management Company* 北京數迪康企業管理有限公司	PRC 中國	Registered capital 註冊資本	25%	-	25%	-	Investment holding 投資控股
Beijing Shuwu Big Data Research Company Limited*	PRC	Registered capital	25%	-	25%	-	Provision of financial information, solutions and data analytical services in the PRC 於中國提供財務資料、解決方案及數據分析服務
北京數巫大數據研究院有限公司	中國	註冊資本					
Tiansuan Lianghua (Beijing) Capital Management Company Limited* 天算量化(北京)資本管理有限公司	PRC 中國	Registered capital 註冊資本	8.25%	-	8.25%	-	Investment fund management 投資基金管理

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

16. FINANCE LEASE RECEIVABLES

All interest rates inherent in the leases are fixed at the contract date over the lease terms.

16. 應收融資租賃款項

租賃之所有內含利率按租約期限於合約日期釐定。

		30 June 2019 HK\$'000 (Unaudited) 二零一九年 六月三十日 千港元 (未經審核)	31 December 2018 HK\$'000 (Audited) 二零一八年 十二月三十一日 千港元 (經審核)
Finance lease receivables	應收融資租賃款項	67,767	213,980
Less: allowance for impairment of finance lease receivables	減：應收融資租賃款項減值撥備	(35,179)	(35,195)
Finance lease receivables, net	應收融資租賃款項·淨額	32,588	178,785
Analysed for reporting purposes as:	就報告目的分析為：		
– Non-current assets	– 非流動資產	–	–
– Current assets	– 流動資產	32,588	178,785
		32,588	178,785

The movements on the allowance for impairment of finance lease receivables are as follows:

應收融資租賃款項之減值撥備變動如下：

		2019 HK\$'000 (Unaudited) 二零一九年 千港元 (未經審核)	2018 HK\$'000 (Audited) 二零一八年 千港元 (經審核)
At 1 January	於一月一日	35,195	22,756
Exchange realignment	匯兌調整	(16)	(1,156)
Impairment loss recognised	已確認減值虧損	–	13,595
At 30 June/31 December	於六月三十日／十二月三十一日	35,179	35,195

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

16. FINANCE LEASE RECEIVABLES (CONT'D)

16. 應收融資租賃款項 (續)

		Minimum lease payments		Present value of minimum lease payments	
		30 June	31 December	30 June	31 December
		2019	2018	2019	2018
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
		最低租賃付款	最低租賃付款	最低租賃付款之現值	最低租賃付款之現值
		二零一九年	二零一八年	二零一九年	二零一八年
		六月三十日	十二月三十一日	六月三十日	十二月三十一日
		千港元	千港元	千港元	千港元
		(未經審核)	(經審核)	(未經審核)	(經審核)
Finance lease receivables comprise:	應收融資租賃款項包括:				
Within one year	一年內	32,798	179,019	32,588	178,785
Less: unearned interest income	減: 未賺取利息收入	(210)	(234)	-	-
Present value of minimum lease payment receivables	應收最低租賃付款之現值	32,588	178,785	32,588	178,785

Effective interest rates of the above finance leases range from 6% to 8% (31 December 2018: 6% to 8%) per annum. As at 30 June 2019 and 31 December 2018, finance lease receivables are secured over the motor vehicles and plant and machinery leased and for certain corporate lessees, equity interest of the lessees are required as additional security.

Before accepting any finance lease arrangement, the Group assesses the financial strength of the lessee and considers the credit limit granted to the lessee. In addition, the Group may request for the guarantor with strong financial status where necessary.

As at 30 June 2019, finance lease receivables before allowance for impairment of approximately RMB56,495,000, equivalent to approximately HK\$64,290,000 (31 December 2018: approximately RMB172,403,000, equivalent to approximately HK\$196,278,000) was past due. Included in the carrying amount of the above finance lease receivables as at 30 June 2019 are two individually impaired receivables of approximately RMB30,913,000, equivalent to approximately HK\$35,179,000 (31 December 2018: approximately RMB30,913,000, equivalent to approximately HK\$35,195,000) which impairment was made due to customers' default in payment. The Group has taken legal actions against these customers and considered the legal opinion from an independent legal adviser during impairment assessment. For the remaining past due amount of approximately RMB25,582,000 (equivalent to approximately HK\$29,111,000), subsequent to the end of the reporting period, new repayment terms and schedules have been negotiated or agreed between the Group and the lessees. Accordingly, the directors considered no further impairment loss needs to be recognised.

Management closely monitors the credit quality of finance lease receivables and considers the finance lease receivables that are neither past due nor impaired relate to finance lessees for whom there was no recent history of default. As at 30 June 2019, the age of the finance lease receivables was within three years (31 December 2018: within three years) based on the effective dates of the relevant lease contracts.

上述融資租賃之實際年利率介乎6%至8% (二零一八年十二月三十一日: 6%至8%)。於二零一九年六月三十日及二零一八年十二月三十一日, 應收融資租賃款項以汽車以及廠房及租賃機器作抵押, 及就若干企業承租人而言須以承租人股權作為額外抵押。

在接受任何融資租賃安排前, 本集團會評估承租人之財務實力, 並考慮授予該承租人之信貸限額。此外, 倘必要, 本集團可能要求具備穩健財務狀況之擔保人。

於二零一九年六月三十日, 扣除減值撥備前之應收融資租賃款項約為人民幣56,495,000元 (相當於約64,290,000港元) (二零一八年十二月三十一日: 約人民幣172,403,000元 (相當於約196,278,000港元)) 已逾期。於二零一九年六月三十日, 上述應收融資租賃款項之賬面值包括兩項個別減值之應收款項約人民幣30,913,000元 (相當於約35,179,000港元) (二零一八年十二月三十一日: 約人民幣30,913,000元 (相當於約35,195,000港元)), 該減值乃因客戶拖欠付款所致。本集團已對該等客戶採取法律行動及於減值評估中考慮來自獨立法律顧問之法律意見。就餘下逾期金額約人民幣25,582,000元 (相當於約29,111,000港元) 而言, 於報告期末後, 本集團與承租人已磋商或協定了新的償還條款及時間表, 因此, 董事認為毋須確認進一步減值虧損。

管理層密切監控應收融資租賃款項之信貸質素並認為未逾期亦無減值之應收融資租賃款項涉及近期並無欠款記錄之融資承租人。於二零一九年六月三十日, 根據相關租賃合約之生效日期, 應收融資租賃款項之賬齡為三年內 (二零一八年十二月三十一日: 三年內)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

17. LOANS AND INTEREST RECEIVABLES

17. 應收貸款及利息

		30 June 2019 HK\$'000 (Unaudited) 二零一九年 六月三十日 千港元 (未經審核)	31 December 2018 HK\$'000 (Audited) 二零一八年 十二月三十一日 千港元 (經審核)
Loans receivables:	應收貸款：		
Secured	有抵押	46,000	46,000
Unsecured	無抵押	383,873	329,620
		429,873	375,620
Interest receivables	應收利息	18,545	29,902
		448,418	405,522
Analysed for reporting purposes as:	就報告目的分析為：		
– Non-current assets	– 非流動資產	–	55,000
– Current assets	– 流動資產	448,418	350,522
		448,418	405,522

As at 30 June 2019, secured loans with carrying amount of HK\$46,000,000 (31 December 2018: HK\$46,000,000) were secured by shares or assets charges provided by borrowers. The Group does not hold any collateral over the unsecured loans. The remaining carrying amount of approximately HK\$383,873,000 (31 December 2018: HK\$329,620,000) represents unsecured loans certain of which are accompanied by personal or corporate guarantee. The loans advanced to the borrowers under the Group's money lending business normally had loan periods from 5 to 30 months (31 December 2018: 5 to 30 months). The loans provided to borrowers bore interest rate ranging from 8% – 15% per annum (31 December 2018: 8% – 15% per annum), depending on the individual credit evaluations of the borrowers. These evaluations focus on the borrowers' financial background, individual credit rating, current ability to pay, and take into account information specific to the borrowers as well as the guarantees and/or security from the borrowers (where necessary). The loans provided to borrowers are repayable in accordance with the loan agreements, in which the principal amounts are repayable on maturity and the interests are repayable half-yearly, yearly or on maturity.

於二零一九年六月三十日，賬面值46,000,000港元（二零一八年十二月三十一日：46,000,000港元）之有抵押貸款乃以借款人所提供之股份或資產押記作抵押。本集團並無就無抵押貸款持有任何抵押品。餘下賬面值約383,873,000港元（二零一八年十二月三十一日：329,620,000港元）指若干附帶個人或公司擔保之無抵押貸款。根據本集團之借貸業務墊付予借款人之貸款之貸款期通常為5至30個月（二零一八年十二月三十一日：5至30個月）。提供予借款人之貸款按介乎8%至15%之年利率（二零一八年十二月三十一日：8%至15%之年利率）計息，視乎借款人之個別信貸評估而定。該等評估專注於借款人之財務背景、個人信貸評級、現時支付能力及計及借款人之特別資料以及來自借款人之保證及／或抵押（如必要）。提供予借款人之貸款應根據貸款協議償還，當中本金額應於到期時償還及利息應每半年、每年或於到期時償還。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

17. LOANS AND INTEREST RECEIVABLES (CONT'D)

The following is an aged analysis of loans and interest receivables, presented based on the dates which loans are granted to borrowers and interests are accrued.

17. 應收貸款及利息 (續)

以下為按向借款人授出貸款及應計利息的日期呈列之應收貸款及利息之賬齡分析。

		30 June 2019 HK\$'000 (Unaudited) 二零一九年 六月三十日 千港元 (未經審核)	31 December 2018 HK\$'000 (Audited) 二零一八年 十二月三十一日 千港元 (經審核)
Within 90 days	90日內	2,609	7,238
91 – 180 days	91至180日	68,679	49,457
181 – 365 days	181至365日	47,689	64,423
Over 365 days	超過365日	329,441	284,404
		448,418	405,522

As at 30 June 2019, loans and interest receivables of approximately HK\$368,619,000 (31 December 2018: HK\$294,444,000) were past due. Subsequent to the end of the reporting period, approximately HK\$1,489,000 of the past due balances were settled. The remaining past due amount of approximately HK\$367,130,000 are due from several borrowers with whom the Group is negotiating practicable repayment terms and schedules. The directors assessed their creditworthiness and financial position and are of view that no impairment loss is necessary. The Group's neither past due nor impaired loan receivables mainly represented loans granted to creditworthy customers for whom there was no recent history of default. Accordingly, the directors considered that no impairment loss is necessary. Save for the aforesaid secured loans, the Group does not hold collateral over other balances.

於二零一九年六月三十日，應收貸款及利息約368,619,000港元(二零一八年十二月三十一日：294,444,000港元)已逾期。於報告期末後，約1,489,000港元之逾期結餘已獲償付。餘下逾期款項為應收數名借款人之約367,130,000港元，本集團正與彼等磋商可行還款條款及時間表。董事經評估彼等信譽狀況及財務狀況後，認為毋須作出減值虧損。本集團之未逾期亦無減值之應收貸款主要指向近期並無欠款記錄之具信譽客戶授出之貸款。因此，董事認為毋須作出減值虧損。除上述有抵押貸款外，本集團並無就其他結餘持有抵押品。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

18. OTHER LOAN AND INTEREST RECEIVABLES 18. 其他應收貸款及利息

		30 June 2019 HK\$'000 (Unaudited) 二零一九年 六月三十日 千港元 (未經審核)	31 December 2018 HK\$'000 (Audited) 二零一八年 十二月三十一日 千港元 (經審核)
Other loan receivables:	其他應收貸款：		
- Loans related to a debt settlement agreement (Note i)	- 與債務清償協議有關之貸款 (附註i)	68,279	-
- Advance to a third party (Note ii)	- 向第三方墊款 (附註ii)	6,828	-
		75,107	-
Other loan interest receivables:	其他應收貸款利息：		
- Loans related to a debt settlement agreement	- 與債務清償協議有關之貸款	2,276	-
- Advance to a third party	- 向第三方墊款	91	-
		2,367	-
Analysed for reporting purposes as:	就報告目的分析為：		
- Non-current assets	- 非流動資產	75,107	-
- Current assets	- 流動資產	2,367	-
		77,474	-

Note:

(i) On 1 March 2019, Rongjinda Finance Lease Company Limited* (Rongjinda Finance"), a wholly-owned subsidiary of the Company, entered into a debt settlement agreement with Heyuan City Dongjiangyuan Hot Spring Resort Limited* (河源市東江源溫泉度假村有限公司) ("Heyuan Dongjiangyuan") and Beijing Kaiyitong Enterprise Management Limited Company* (北京凱意通企業管理有限公司) ("Beijing Kaiyitong") pursuant to which the parties agreed that Heyuan Dongjiangyuan shall repay the outstanding principal lease cost, interest and service fees of approximately RMB6,979,000 in total while the remain outstanding balance of approximately RMB76,764,000 is assumed by Beijing Kaiyitong. On the same date, Rongjinda Finance entered into a loan agreement with Beijing Kaiyitong pursuant to which Rongjinda Finance waived the interest and service fees payable totalling approximately RMB16,764,000 and the remaining outstanding loan balance of RMB60,000,000 (approximately HK\$68,279,000) will be repaid by 1 March 2021, with the interest rate of 10% per annum payable every six months. Further details are set out in the Company's announcement dated 1 March 2019.

(ii) The Group advanced RMB6,000,000 (equivalent to approximately HK\$6,828,000) to a corporation, an independent third party, in the PRC with the interest rate of 8% per annum. The advance is secured by 50% shareholding in the corporation and guaranteed by the individual shareholder of the corporation and will be repaid by 29 April 2021.

附註：

(i) 於二零一九年三月一日，本公司全資附屬公司融金達融資租賃有限公司（「融金達融資」）與河源市東江源溫泉度假村有限公司（「河源東江源」）及北京凱意通企業管理有限公司（「北京凱意通」）訂立債務清償協議，據此，訂約方同意河源東江源償還尚未償還租賃成本本金、利息及服務費共計約人民幣6,979,000元而餘下尚未償還結餘約人民幣76,764,000元由北京凱意通承擔。同日，融金達融資與北京凱意通訂立貸款協議，據此，融金達融資豁免應付之利息及服務費共計約人民幣16,764,000元及餘下尚未償還貸款結餘人民幣60,000,000元（約68,279,000港元）將於二零二一年三月一日前償還，並須每六個月按年利率10%支付利息。進一步詳情載於本公司日期為二零一九年三月一日之公佈。

(ii) 本集團向一間中國公司（獨立第三方）墊付人民幣6,000,000元（相當於約6,828,000港元），年利率為8%。墊款由該公司50%股權抵押並由該公司個人股東提供擔保，及將於二零二一年四月二十九日前償還。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

19. TRADE AND OTHER RECEIVABLES

19. 應收賬款及其他應收款項

		30 June 2019 HK\$'000 (Unaudited) 二零一九年 六月三十日 千港元 (未經審核)	31 December 2018 HK\$'000 (Audited) 二零一八年 十二月三十一日 千港元 (經審核)
Trade receivables arising from trading business	買賣業務所產生之應收賬款	153,169	149,424
Trade receivables arising from the securities and futures brokerage business	證券及期貨經紀業務所產生之應收賬款	5,206	16,341
Trade receivables arising from finance leasing business	融資租賃業務所產生之應收賬款	512	7,053
Trade receivables arising from international air and sea freight forwarding business	國際航空及海上貨運業務所產生之應收賬款	1,761	2,041
Less: allowance for impairment	減：減值撥備	(1,460)	(1,464)
Prepayments	預付款項	301	577
Deposit and other receivables	按金及其他應收款項	4,682	2,410
		12,269	9,827
		176,139	185,632

The Group's trade receivables arising from securities and futures brokerage business include cash clients, Hong Kong Futures Exchange Clearing Corporation Limited ("HKFECC") and brokers with carrying amounts of approximately HK\$nil, HK\$788,000 and HK\$4,418,000 respectively (31 December 2018: HK\$nil, HK\$696,000 and HK\$15,645,000 respectively).

The Group allows an average credit period normally ranging from 30 days to 180 days (31 December 2018: 30 days to 180 days) to its customers. The following is an aged analysis of trade receivables (net of allowance for doubtful debt) presented based on the invoice date or the payment date as stated in the respective contracts at the end of the reporting period, which approximates the respective revenue recognition date.

本集團證券及期貨經紀業務所產生之應收賬款包括現金客戶、香港期貨結算有限公司(「香港期貨結算」)及經紀之賬面值分別約為零港元、788,000港元及4,418,000港元(二零一八年十二月三十一日：分別為零港元、696,000港元及15,645,000港元)。

本集團給予其客戶之平均信貸期一般介乎30日至180日(二零一八年十二月三十一日：30日至180日)。以下為於報告期末按發票日期或有關合約所載之付款日期(與各自收益確認日期相近)呈列之應收賬款(已扣除呆賬撥備)賬齡分析。

		International air and sea freight forwarding business		
		Trading business HK\$'000 買賣業務 千港元	Finance leasing business HK\$'000 融資租賃業務 千港元	International air and sea freight forwarding business HK\$'000 國際航空及海上貨運業務 千港元
30 June 2019 (Unaudited):	二零一九年六月三十日(未經審核):			
Within 30 days	30日內	-	-	170
31 – 60 days	31至60日	-	-	69
61 – 90 days	61至90日	-	-	42
Over 90 days	超過90日	153,169	512	20
		153,169	512	301

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

19. TRADE AND OTHER RECEIVABLES (CONT'D)

19. 應收賬款及其他應收款項 (續)

		Trading business HK\$'000 買賣業務 千港元	Finance leasing business HK\$'000 融資租賃業務 千港元	International air and sea freight forwarding business HK\$'000 國際航空及 海上貨運業務 千港元
31 December 2018 (Audited):	二零一八年十二月三十一日 (經審核):			
Within 30 days	30日內	-	-	227
31 – 60 days	31至60日	-	6,541	84
61 – 90 days	61至90日	-	-	150
Over 90 days	超過90日	149,424	512	116
		149,424	7,053	577

The settlement term of trade receivables arising from the securities brokerage business are two trade days after the trade execution date. The trade receivables from HKFECC and futures brokers are repayable on demand which represent amounts deposited for trade execution purpose.

Included in the Group's trade receivables balances are debtors with aggregate carrying amount of approximately HK\$153,701,000 (31 December 2018: HK\$150,052,000) which were past due at the end of the reporting period and for which the Group has not provided for doubtful debt. The Group does not hold any collateral over these balances. Subsequent to the end of the reporting period, none of the past due balances were settled (31 December 2018: HK\$149,424,000).

The aging analysis of trade receivables that were past due but not impaired based on the invoice date or the payment date as stated in the respective contracts at the end of the reporting date, which approximately the respective revenue recognition date, is as follow:

證券經紀業務所產生之應收賬款結算期為進行交易日期後兩個交易日。應收香港期貨結算及期貨經紀之應收賬款為按要求償還，其指存置作為進行交易按金之款項。

本集團應收賬款結餘中包括賬面總值約為153,701,000港元(二零一八年十二月三十一日:150,052,000港元)之應收賬款，其於報告期末已逾期，且本集團並無計提呆賬撥備。本集團並無就該等結餘持有任何抵押品。於報告期末後，概無(二零一八年十二月三十一日:149,424,000港元)逾期結餘已獲償付。

於報告日期末，根據發票日期或有關合約所載之付款日期(與各自收益確認日期相近)已逾期但無減值之應收賬款賬齡分析如下:

		30 June 2019 HK\$'000 (Unaudited) 二零一九年 六月三十日 千港元 (未經審核)	31 December 2018 HK\$'000 (Audited) 二零一八年 十二月三十一日 千港元 (經審核)
31 – 60 days	31至60日	-	-
61 – 90 days	61至90日	-	-
Over 90 days	超過90日	153,701	150,052
		153,701	150,052

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

19. TRADE AND OTHER RECEIVABLES (CONT'D)

Trade receivables that were past due but not impaired related to a number of independent customers that have a good track record with the Group. Based on past experience, the management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

The movements in allowance for doubtful debts of trade receivables were as follows:

		2019 HK\$'000 (Unaudited) 二零一九年 千港元 (未經審核)	2018 HK\$'000 (Audited) 二零一八年 千港元 (經審核)
At 1 January	於一月一日	1,464	1,460
Exchange realignment	匯兌調整	(4)	4
At 30 June/31 December	於六月三十日/十二月三十一日	1,460	1,464

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed on a regular basis.

Trade receivables that were neither past due nor impaired related to customers for whom there was no recent history of default.

已逾期但無減值之應收賬款涉及多名與本集團具有良好往績記錄之獨立客戶。按照過往經驗，管理層相信，由於信貸質素並無重大變動，該等結餘仍被視為可全數收回，故毋須就該等結餘計提減值撥備。

應收賬款之呆賬撥備變動如下：

在接納任何新客戶前，本集團評估潛在客戶之信貸質素，並釐訂客戶之信貸限額。客戶之信貸限額乃定期覆核。

未逾期亦無減值之應收賬款涉及近期並無拖欠記錄之多名客戶。

20. TRADE AND OTHER PAYABLES

		30 June 2019 HK\$'000 (Unaudited) 二零一九年 六月三十日 千港元 (未經審核)	31 December 2018 HK\$'000 (Audited) 二零一八年 十二月三十一日 千港元 (經審核)
Trade payables arising from the securities and futures brokerage business	證券及期貨經紀業務所產生之應付賬款	19,458	24,776
Trade payables arising from international air and sea freight forwarding business	國際航空及海上貨運業務所產生之應付賬款	732	800
Earnest money from finance lease receivables	應收融資租賃款項之誠意金	7,077	7,081
Value-added tax payable	應付增值稅	408	960
Accrued charges	應計費用	4,397	8,346
Other payables	其他應付款項	2,359	1,939
		34,431	43,902

20. 應付賬款及其他應付款項

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

20. TRADE AND OTHER PAYABLES (CONT'D)

The Group's trade payables arising from securities and futures brokerage business include margin clients, cash clients and clearing house with carrying amounts of approximately HK\$18,552,000, HK\$906,000 and HK\$nil respectively (31 December 2018: HK\$23,873,000, HK\$903,000 and HK\$nil respectively).

For trade payables arising from the securities and futures brokerage business, no aging analysis is disclosed for the Group's margin and cash clients and clearing house as these clients were carried on an open account basis, the aging analysis does not give additional value in the view of the nature of business of securities and futures brokerage. Also, the settlement terms of clearing house is two trading days after the transaction date.

The average credit period on international air and sea freight forwarding services is normally ranging from 30 days to 90 days (31 December 2018: 30 days to 90 days). The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

The following is an aged analysis of trade payables from international air and sea freight forwarding business presented based on the invoice date at the end of the reporting period:

20. 應付賬款及其他應付款項(續)

本集團來自證券及期貨經紀業務之應付賬款包括孖展客戶、現金客戶及結算所之應付賬款，賬面值分別約為18,552,000港元、906,000港元及零港元(二零一八年十二月三十一日：分別為23,873,000港元、903,000港元及零港元)。

就證券及期貨經紀業務所產生之應付賬款而言，由於本集團孖展及現金客戶以及結算所乃按往來賬戶基準列賬，且基於證券及期貨經紀業務之性質，賬齡分析並無給予額外價值，故本集團並無披露該等客戶之賬齡分析。此外，結算所之結算期為買賣日期後之兩個交易日。

國際航空及海上貨運服務之平均信貸期一般介乎30日至90日(二零一八年十二月三十一日：30日至90日)。本集團訂有財務風險管理政策以確保所有應付款項乃於信貸時間框架內結清。

以下為於報告期末來自國際航空及海上貨運業務之應付賬款按發票日期的賬齡分析：

		30 June 2019 HK\$'000 (Unaudited) 二零一九年 六月三十日 千港元 (未經審核)	31 December 2018 HK\$'000 (Audited) 二零一八年 十二月三十一日 千港元 (經審核)
Within 30 days	30日內	97	169
31-60 days	31至60日	11	-
61-90 days	61至90日	2	7
Over 90 days	超過90日	622	624
		732	800

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

21. SHARE CAPITAL

21. 股本

		Number of shares '000 股份數目 千股	HK\$'000 千港元
Ordinary shares of HK\$0.1 each	每股面值0.1港元之普通股		
Authorised:	法定：		
At 1 January 2018 (Audited)	於二零一八年一月一日 (經審核)	50,000,000	2,500,000
Share consolidation (note iii)	股份合併 (附註iii)	(25,000,000)	-
31 December 2018 (Audited), 1 January 2019 (Audited) and 30 June 2019 (Unaudited)	二零一八年十二月三十一日 (經審核)、 二零一九年一月一日 (經審核) 及 二零一九年六月三十日 (未經審核)	25,000,000	2,500,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2018 (Audited)	於二零一八年一月一日 (經審核)	7,264,566	363,228
Issue of shares upon placement of shares (note i)	於配售股份後發行股份 (附註i)	1,452,000	72,600
Issue of shares upon placement of shares (note ii)	於配售股份後發行股份 (附註ii)	1,452,000	72,600
Share consolidation (note iii)	股份合併 (附註iii)	(5,084,283)	-
At 31 December 2018 (Audited), 1 January 2019 (Audited) and 30 June 2019 (Unaudited)	二零一八年十二月三十一日 (經審核)、 二零一九年一月一日 (經審核) 及 二零一九年六月三十日 (未經審核)	5,084,283	508,428

Note:

- (i) On 30 May 2018, the Company and a placing agent entered into a placing agreement in respect of the placement of 1,452,000,000 ordinary shares of HK\$0.05 each to independent investors at a price of HK\$0.07 per share. The placement was completed on 25 June 2018 and the premium on the issue of shares, amounting to approximately HK\$26,805,000 net of share issue expenses of approximately HK\$2,235,000, was credited to the Company's share premium account.
- (ii) On 31 August 2018, the Company and a placing agent entered into a placing agreement in respect of the placement of 1,452,000,000 ordinary shares of HK\$0.05 each to independent investors at a price of HK\$0.101 per share. The placement was completed on 27 September 2018 and the premium on the issue of shares, amounting to approximately HK\$70,636,000 net of share issue expenses of approximately HK\$3,416,000, was credited to the Company's share premium account.
- (iii) Pursuant to an ordinary resolution passed on 16 October 2018, every two ordinary shares of HK\$0.05 each in the issued and unissued share capital of the Company were consolidated into one consolidated ordinary share of HK\$0.10 each in the issued and unissued share capital of the Company.

附註：

- (i) 於二零一八年五月三十日，本公司與配售代理訂立配售協議，內容有關以每股股份0.07港元之價格向獨立投資者配售1,452,000,000股每股面值0.05港元之普通股。配售事項已於二零一八年六月二十五日完成，並於本公司之股份溢價賬中計入發行股份溢價約26,805,000港元（經扣除股份發行開支約2,235,000港元）。
- (ii) 於二零一八年八月三十一日，本公司與配售代理訂立配售協議，內容有關以每股股份0.101港元之價格向獨立投資者配售1,452,000,000股每股面值0.05港元之普通股。配售事項已於二零一八年九月二十七日完成，並於本公司之股份溢價賬中計入發行股份溢價約70,636,000港元（經扣除股份發行開支約3,416,000港元）。
- (iii) 根據於二零一八年十月十六日通過之普通決議案，將每兩股本公司已發行及未發行股本中每股面值0.05港元之普通股合併為一股本公司已發行及未發行股本中每股面值0.10港元之合併普通股。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

22. CONTINGENT LIABILITIES

At the end of the reporting period, the Group and the Company did not have any significant contingent liabilities (31 December 2018: Nil).

23. ACQUISITION OF SUBSIDIARIES

(i) Accounted for as asset acquisition

On 31 December 2018, Esteem Sun Limited ("Esteem Sun"), a wholly owned subsidiary of the Company, and Lucent Time Limited ("Lucent Time"), an independent third party, entered into the share transfer and loan assignment agreement, pursuant to which (i) Lucent Time conditionally agreed to sell, and Esteem Sun conditionally agreed to acquire, the entire issued share capital of Noble Realm Limited and (ii) Lucent Time conditionally agreed to assign and Esteem Sun conditionally agreed to assume all rights and benefits of the interest free shareholder's loan, at an aggregate consideration of HK\$135,000,000. The acquisition was completed on 15 January 2019 and Noble Realm Limited and its subsidiaries ("Noble Realm Group") become subsidiaries of the Company since then. The directors are of the opinion that the acquisition of Noble Realm Group is in substance an asset acquisition instead of a business combination, as the net assets of Noble Realm Group was mainly the investment properties and Noble Realm Group was inactive and did not constitute a business prior to the acquisition by the Group.

Net assets of Noble Realm Limited Group acquired are as follows:

		HK\$'000 (Unaudited) 千港元 (未經審核)
Investment properties	投資物業	132,571
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	3,097
Bank and cash balances	銀行及現金結餘	38
Trade and other payables	應付賬款及其他應付款項	(706)
Net assets at fair value	按公平值計算的資產淨值	135,000
Satisfied by:	按以下方式支付：	
Cash consideration	現金代價	135,000

Net cash outflow arising on acquisition

22. 或然負債

於報告期間末，本集團及本公司並無任何重大或然負債（二零一八年十二月三十一日：無）。

23. 收購附屬公司

(i) 入賬列作資產收購

於二零一八年十二月三十一日，本公司全資附屬公司尚新有限公司（「尚新」）與獨立第三方Lucent Time Limited（「Lucent Time」）訂立股份轉讓及貸款轉讓協議，據此，(i) Lucent Time有條件同意出售而尚新有條件同意收購貴域有限公司全部已發行股本及(ii) Lucent Time有條件同意轉讓而尚新有條件同意接納免息股東貸款之全部權利及利益，總代價為135,000,000港元。該收購事項已於二零一九年一月十五日完成，貴域有限公司及其附屬公司（「貴域集團」）自此成為本公司之附屬公司。由於貴域集團資產淨值主要為投資物業及貴域集團於被本集團收購前並無營業以及並不構成一項業務，故董事認為，收購貴域集團實質上為資產收購而非業務合併。

已收購貴域集團之資產淨值如下：

		HK\$'000 千港元
Deposit paid during the year ended 31 December 2018	截至二零一八年十二月三十一日止年度支付的按金	67,000
Cash consideration paid during the six months ended 30 June 2019	截至二零一九年六月三十日止六個月支付的現金代價	68,000
Less: Bank and cash balances acquired	減：已取得銀行及現金結餘	(38)
		67,962

收購事項產生之現金流出淨額

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

23. ACQUISITION OF SUBSIDIARIES (CONT'D)

23. 收購附屬公司 (續)

(ii) Accounted for as business combination

On 18 January 2019, Guohua Jiaye (Beijing) Enterprise Management Company Limited* (國華佳業(北京)企業管理有限公司) (“Guohua Jiaye”), a wholly-owned subsidiary of the Company, entered into share transfer agreements with independent third parties to acquire 100% equity interest in Shanghai Xuanmei Property Agency Company Limited* (上海軒美房地產經紀有限公司) (“Shanghai Xuanmei”) and Shanghai Tuxuan Construction Design Company Limited* (上海圖炫建築設計有限公司) (“Shanghai Tuxuan”) at a consideration of RMB6,000,000 (approximately HK\$6,828,000) and RMB6,250,000 (approximately HK\$7,112,000) respectively. The acquisition of Shanghai Xuanmei and Shanghai Tuxuan were completed on 3 June 2019 and 6 June 2019 respectively and have been accounted for using the acquisition method. Shanghai Xuanmei is principally engaged in provision of residential and commercial property brokerage services in the PRC while Shanghai Tuxuan is principally engaged in provision of building architecture and interior design services in the PRC.

The fair value of the identifiable assets and liabilities of Shanghai Xuanmei and Shanghai Tuxuan acquired as at their date of acquisition, which has no significant difference from their carrying amount, is as follows:

(ii) 入賬列作業務合併

於二零一九年一月十八日，本公司之全資附屬公司國華佳業(北京)企業管理有限公司(「國華佳業」)與獨立第三方訂立股份轉讓協議，以收購上海軒美房地產經紀有限公司(「上海軒美」)及上海圖炫建築設計有限公司(「上海圖炫」)全部股權，代價分別為人民幣6,000,000元(約6,828,000港元)及人民幣6,250,000元(約7,112,000港元)。收購上海軒美及上海圖炫已分別於二零一九年六月三日及二零一九年六月六日完成，並使用收購法入賬。上海軒美主要從事於中國提供住宅及商業物業經紀服務，而上海圖炫主要從事於中國提供建築物結構及室內設計服務。

於收購日期上海軒美及上海圖炫之可識別資產及負債之公平值與其賬面值並無任何重大差異，如下：

		Shanghai Xuanmei HK\$'000 (Unaudited)	Shanghai Tuxuan HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
		上海軒美 千港元 (未經審核)	上海圖炫 千港元 (未經審核)	總計 千港元 (未經審核)
Property, plant and equipment	物業、廠房及設備	271	537	808
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	–	320	320
Bank and cash balances	銀行及現金結餘	47	234	281
Trade and other payables	應付賬款及其他應付款項	(742)	(9,248)	(9,990)
Total identifiable net liabilities at fair value	按公平值計算的可識別淨負債總額	(424)	(8,157)	(8,581)
Satisfied by:	按以下方式支付：			
Cash consideration	現金代價	6,828	7,112	13,940

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

23. ACQUISITION OF SUBSIDIARIES (CONT'D) 23. 收購附屬公司 (續)

(ii) Accounted for as business combination (CONT'D)

Goodwill arising on acquisition

		Shanghai Xuanmei HK\$'000 (Unaudited) 上海軒美 千港元 (未經審核)	Shanghai Tuxuan HK\$'000 (Unaudited) 上海圖炫 千港元 (未經審核)	Total HK\$'000 (Unaudited) 總計 千港元 (未經審核)
Consideration transferred	已轉讓代價	6,828	7,112	13,940
Add: recognised amount of identified net liabilities assumed	加: 承擔已識別負債淨額之已確認金額	424	8,157	8,581
Goodwill arising on acquisition	收購事項產生之商譽	7,252	15,269	22,521

The Group recognised the excess of fair value of the consideration transferred over the fair value of the net identifiable liabilities assumed as the goodwill. None of the goodwill is expected to be deductible for tax purpose.

(ii) 入賬列作業務合併 (續)

收購事項產生之商譽

		Shanghai Xuanmei HK\$'000 (Unaudited) 上海軒美 千港元 (未經審核)	Shanghai Tuxuan HK\$'000 (Unaudited) 上海圖炫 千港元 (未經審核)	Total HK\$'000 (Unaudited) 總計 千港元 (未經審核)
Consideration transferred	已轉讓代價	6,828	7,112	13,940
Add: recognised amount of identified net liabilities assumed	加: 承擔已識別負債淨額之已確認金額	424	8,157	8,581
Goodwill arising on acquisition	收購事項產生之商譽	7,252	15,269	22,521

本集團已確認轉讓代價之公平值超出承擔已識別負債淨額之公平值部分作為商譽。預期概無商譽因稅務目的而予以扣減。

Net cash outflow arising on acquisition

		Shanghai Xuanmei HK\$'000 (Unaudited) 上海軒美 千港元 (未經審核)	Shanghai Tuxuan HK\$'000 (Unaudited) 上海圖炫 千港元 (未經審核)	Total HK\$'000 (Unaudited) 總計 千港元 (未經審核)
Consideration transferred	已轉讓代價	6,828	7,112	13,940
Less: bank and cash balances acquired	減: 已取得銀行及現金結餘	(47)	(234)	(281)
		6,781	6,878	13,659

收購事項產生之現金流出淨額

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

23. ACQUISITION OF SUBSIDIARIES (CONT'D)

(ii) Accounted for as business combination (CONT'D)

Impact of acquisition on the results of the Group

Shanghai Xuanmei and Shanghai Tuxuan did not contributed significantly to the revenue or results of the Group for the six months ended 30 June 2019 since the respective dates of their acquisition as they were completed near the end of the reporting period.

Had the acquisition of Shanghai Xuanmei and Shanghai Tuxuan been completed on 1 January 2019, total revenue of the Group for the six months ended 30 June 2019 would have been approximately HK\$176,867,000, and loss for the period would have been approximately HK\$23,647,000. The pro-forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2019, nor is it intended to be a projection of future results.

24. RELATED PARTY TRANSACTIONS

Key management personnel remuneration

The remuneration of directors of the Company and other members of key management who have authority and responsibility, directly or indirectly, for planning, directing and controlling the activities of the Group during the reporting periods were as follows:

Short-term benefits	短期福利
Post-employment benefits	離職後福利

23. 收購附屬公司 (續)

(ii) 入賬列作業務合併 (續)

收購事項對本集團業績之影響

上海軒美及上海圖炫並無對本集團截至二零一九年六月三十日止六個月之收益或業績作出重大貢獻，原因為彼等分別於接近報告期末時完成收購。

假設收購上海軒美及上海圖炫已於二零一九年一月一日完成，本集團截至二零一九年六月三十日止六個月之總收益將為約176,867,000港元，及期間虧損將為約23,647,000港元。備考資料僅供說明，並非旨在指示假設收購事項已於二零一九年一月一日完成的情況下本集團實際實現的收益及經營業績，亦非旨在預測未來業績。

24. 關連方交易

主要管理人員薪酬

本公司董事及其他直接或間接有權力及責任規劃、指導及控制本集團業務之主要管理人員於報告期內之酬金如下：

		For the six months ended 30 June	
		2019	2018
		HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
		截至六月三十日止六個月	
		二零一九年	二零一八年
		千港元	千港元
		(未經審核)	(未經審核)
Short-term benefits	短期福利	4,200	4,657
Post-employment benefits	離職後福利	36	59
		4,236	4,716

25. APPROVAL OF FINANCIAL STATEMENTS

The interim financial statements were approved and authorised for issue by the Board on 29 August 2019.

25. 批准財務報表

中期財務報表已於二零一九年八月二十九日獲董事局批准及授權刊發。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL HIGHLIGHTS

財務摘要

		For the six months ended	
		30 June	
		2019	2018
		HK\$'M	HK\$'M
		截至六月三十日止六個月	二零一八年
		二零一九年	二零一八年
		百萬港元	百萬港元
Financial Results Highlight	財務業績摘要		
Turnover	營業額	173.6	208.5
Other operating gain (net)	其他經營收益(淨額)	4.2	1.2
Total expenses	支出總額	(40.5)	(38.0)
Share of losses of associates	分佔聯營公司虧損	(0.06)	-
Net (loss) profit before taxation & non-controlling interests	扣除稅項及非控股權益前之(虧損)溢利淨額	(17.0)	6.7
(Loss) profit for the period attributable to owners of the Company	本公司擁有人應佔期內(虧損)溢利	(18.3)	0.7
		30 June	31 December
		2019	2018
		HK\$'M	HK\$'M
		二零一九年	二零一八年
		六月三十日	十二月三十一日
		百萬港元	百萬港元
Extract of Financial Position	財務狀況節錄		
Total assets	資產總值	1,283.5	1,288.1
Total liabilities	負債總額	(64.5)	(53.0)
Net current assets	流動資產淨值	827.5	1,038.2
Bank and cash balances	銀行及現金結餘	118.8	274.8
Net assets	資產淨值	1,219.0	1,235.1

OVERVIEW

For the six months ended 30 June 2019, the Group's turnover was approximately HK\$173.6 million, representing a decrease of approximately 16.7% as compared with approximately HK\$208.5 million in last corresponding period. The net loss for the period attributable to owners of the Company was approximately HK\$18.3 million as compared with the net profit of approximately HK\$0.7 million in last corresponding period. The decline in the Group's financial result was mainly attributable to, among other things, (i) decrease of approximately HK\$22.9 million in revenue arising from the finance leasing segment of the Group; (ii) decrease of approximately HK\$1.5 million in revenue arising from the money lending segment of the Group; and (iii) increase of approximately HK\$2.5 million in the Group's administrative and staff costs.

BUSINESS AND FINANCIAL REVIEW

Finance Leasing Business

The Group commenced its finance leasing business in July 2015 and has been engaged in providing finance lease services in the PRC. The sale and lease back arrangement is the main business model for existing customers. The leased assets primarily consist of plant and equipment, motor vehicle and other tangible assets. For the six months ended 30 June 2019, the turnover of the Group's finance leasing business amounted to approximately HK\$5.1 million (30 June 2018: approximately HK\$28.0 million). During the period, the Group agreed on debts settlement arrangement with several leasees, among which, finance lease interest of approximately RMB441,000 (equivalent to approximately HK\$521,000) and consultancy income of approximately RMB16,323,000 (equivalent to approximately HK\$19,291,000) have been agreed by the parties to be waived. A total of waived amount of approximately HK\$1,686,000 was accounted for in the six months ended 30 June 2019. Corresponding segment loss of approximately HK\$1.6 million was made for the six months ended 30 June 2019 (30 June 2018: segment profit of approximately HK\$20.9 million).

Money Lending Business

The Group holds a money lenders licence in Hong Kong and provides loan facilities to prospective customers including enterprises and individuals. This segment has begun to generate returns to the Group since April 2016. For the six months ended 30 June 2019, the turnover of the Group's money lending business amounted to approximately HK\$9.9 million (30 June 2018: approximately HK\$11.4 million). Corresponding segment profit of approximately HK\$6.7 million was made for the six months ended 30 June 2019 (30 June 2018: approximately HK\$7.7 million).

概要

截至二零一九年六月三十日止六個月，本集團之營業額約為173,600,000港元，較去年同期之約208,500,000港元減少約16.7%。本公司擁有人應佔期內虧損淨額約為18,300,000港元，而去年同期則為溢利淨額約700,000港元。本集團之財務業績下跌乃主要由於（其中包括）：(i)本集團融資租賃分部產生之收益減少約22,900,000港元；(ii)本集團借貸分部產生之收益減少約1,500,000港元；及(iii)本集團行政及僱員成本增加約2,500,000港元所致。

業務及財務回顧

融資租賃業務

本集團於二零一五年七月開展其融資租賃業務，並於中國從事提供融資租賃服務。售後租回安排為對現有客戶之主要業務模式。租賃資產主要包括廠房及設備、汽車及其他有形資產。截至二零一九年六月三十日止六個月，本集團融資租賃業務之營業額約為5,100,000港元（二零一八年六月三十日：約28,000,000港元）。期內，本集團與若干承租人協定債務清償安排，其中訂約各方已協定豁免融資租賃利息約人民幣441,000元（相當於約521,000港元）及顧問收入約人民幣16,323,000元（相當於約19,291,000港元）。截至二零一九年六月三十日止六個月，入賬豁免總金額約1,686,000港元。截至二零一九年六月三十日止六個月錄得相應分部虧損約1,600,000港元（二零一八年六月三十日：分部溢利約20,900,000港元）。

借貸業務

本集團持有香港放債人牌照並向包括企業及個人在內之潛在客戶提供貸款融資。此分部已自二零一六年四月起開始為本集團產生回報。截至二零一九年六月三十日止六個月，本集團借貸業務之營業額約為9,900,000港元（二零一八年六月三十日：約11,400,000港元）。截至二零一九年六月三十日止六個月錄得相應分部溢利約6,700,000港元（二零一八年六月三十日：約7,700,000港元）。

Management Discussion and Analysis

管理層討論與分析

Brokerage Business

The Group acquired several companies which are principally engaged in the provision of financial services, including securities and futures dealing, margin financing, asset management and stock broking in Hong Kong on 14 August 2017. Since then the Group has provided brokerage services for securities and futures traded on exchanges in Hong Kong and major overseas countries. For the six months ended 30 June 2019, the turnover of the Group's brokerage business amounted to approximately HK\$0.3 million (30 June 2018: approximately HK\$0.3 million). Corresponding segment loss of approximately HK\$4.7 million was made for the six months ended 30 June 2019 (30 June 2018: approximately HK\$5.3 million).

Trading Business

The Group is trading goods, including radio system and electronic appliance, in the PRC. For the six months ended 30 June 2019, the turnover of the Group's trading business amounted to approximately HK\$155.9 million (30 June 2018: approximately HK\$165.2 million) whereas the gross profit was approximately HK\$3.7 million (30 June 2018: approximately HK\$2.9 million). The Group recorded a loss of approximately HK\$0.4 million (30 June 2018: approximately HK\$2.2 million) in this segment.

Securities Investment Business

It represents trading of listed equity securities in the Hong Kong stock market and dividend income (if any) from such listed equity securities. For the six months ended 30 June 2019, the Group did not trade any listed equity securities and hence no turnover and realised gain/loss of the Group's securities investment business was generated (30 June 2018: nil). During the period, the Group recorded an unrealised fair value loss of the listed securities of approximately HK\$0.9 million (30 June 2018: approximately HK\$2.0 million). For the six months ended 30 June 2019, the Group did not receive any dividend income (30 June 2018: nil). As at 30 June 2019, the Group held trading securities with value of approximately HK\$2.1 million (31 December 2018: approximately HK\$3.0 million).

經紀業務

本集團已於二零一七年八月十四日收購若干公司，該等公司主要於香港從事提供金融服務，包括證券及期貨買賣、孖展融資、資產管理及股票經紀。自此，本集團為於香港及主要海外國家交易所買賣之證券及期貨提供經紀服務。截至二零一九年六月三十日止六個月，本集團經紀業務之營業額約為300,000港元（二零一八年六月三十日：約300,000港元）。截至二零一九年六月三十日止六個月錄得相應分部虧損約4,700,000港元（二零一八年六月三十日：約5,300,000港元）。

買賣業務

本集團於中國買賣商品（包括無線電系統及電子用品）。截至二零一九年六月三十日止六個月，本集團買賣業務之營業額約為155,900,000港元（二零一八年六月三十日：約165,200,000港元），而毛利約為3,700,000港元（二零一八年六月三十日：約2,900,000港元）。本集團在此分部錄得虧損約400,000港元（二零一八年六月三十日：約2,200,000港元）。

證券投資業務

該業務指於香港股票市場買賣上市股本證券及來自有關上市股本證券之股息收入（如有）。截至二零一九年六月三十日止六個月，本集團並無買賣任何上市股本證券及因此本集團之證券投資業務並無產生營業額及已變現收益／虧損（二零一八年六月三十日：無）。期內，本集團錄得上市證券未變現公平值虧損約900,000港元（二零一八年六月三十日：約2,000,000港元）。截至二零一九年六月三十日止六個月，本集團並無收取任何股息收入（二零一八年六月三十日：無）。於二零一九年六月三十日，本集團持有之交易證券價值約為2,100,000港元（二零一八年十二月三十一日：約3,000,000港元）。

Freight Forwarding Business

This segment engages in the provision of international air and sea freight forwarding and logistic services to customers in Singapore and America. For the six months ended 30 June 2019, the turnover of the Group's freight forwarding business amounted to approximately HK\$2.4 million (30 June 2018: approximately HK\$3.5 million). Corresponding gross profit of approximately HK\$0.6 million and segment loss of approximately HK\$0.3 million were made for the six months ended 30 June 2019 respectively (30 June 2018: gross profit of approximately HK\$1.1 million and segment profit of approximately HK\$0.2 million).

Property Investment Business

The Group acquired a group of companies which mainly hold the investment properties in the PRC for rental income and capital appreciation on 15 January 2019. For the six months ended 30 June 2019, such investment properties did not generate any rental income and there was no significant change in their fair value. The Group recorded a loss of approximately HK\$0.2 million in this segment.

OUTLOOK

Looking forward the second half of 2019, the Sino-US trade dispute will put greater pressure on businesses across the borders and affect GDP growth and financial markets of Hong Kong. Hong Kong will also be more vulnerable to uncertainties in global and local events. Under this challenging environment, investors are worried about the near future economic outlook and the financial market will be further glutted with prudent investment sentiment.

The Group will adopt a cautious approach to monitor the business environment closely and strengthen its competitiveness by exploring new opportunities and diversify business activities of the Group in due course. On one hand, the Group will consolidate and adjust its existing business operations, in particular the financial services business segments, towards various changes in the market. On the other hand, following acquisition of certain service providers in the real estate market of the PRC, the Group are formulating a new strategic direction with an attempt to generate more returns in the near future. With a strong belief in the coexistence of challenge and opportunity in current circumstances, the Group will keep identifying and seizing appropriate investment opportunities in the market from time to time.

貨運業務

此分部從事向新加坡及美國之客戶提供國際航空及海上貨運以及物流服務。截至二零一九年六月三十日止六個月，本集團貨運業務之營業額約為2,400,000港元（二零一八年六月三十日：約3,500,000港元）。截至二零一九年六月三十日止六個月，分別錄得相應毛利約600,000港元及分部虧損約300,000港元（二零一八年六月三十日：毛利約1,100,000港元及分部溢利約200,000港元）。

物業投資業務

本集團於二零一九年一月十五日收購一組公司，主要持有於中國為賺取租賃收入及資本增值之投資物業。截至二零一九年六月三十日止六個月，該等投資物業並無產生任何租賃收入及彼等之公平值並無重大變動。本集團在此分部錄得虧損約200,000港元。

前景

展望二零一九年下半年，中美貿易糾紛將對跨境業務帶來更大壓力，並影響香港生產總值增長及金融市場。香港亦將更易受到全球及本土事件不確定性的影響。在此充滿挑戰的環境下，投資者對近期的經濟前景表示憂慮，金融市場將進一步充斥審慎投資氣氛。

本集團將採取謹慎措施密切監察商業環境，並透過適時探索新機遇及多元化本集團業務活動，從而增強競爭力。一方面，本集團將因應市場變動整合及調整其現有業務營運，尤其是金融服務業務板塊。另一方面，繼於中國房地產市場收購若干服務供應商後，本集團正在制定新的戰略方向，以圖於短期內產生更多收益。本集團堅信當前狀況下挑戰與機遇並存，並將繼續不時於市場物色及把握合適的投資機會。

Management Discussion and Analysis

管理層討論與分析

LIQUIDITY AND CASHFLOW RESOURCES

As at 30 June 2019, the equity and net current assets of the Group amounted to approximately HK\$1,219.0 million (31 December 2018: approximately HK\$1,235.1 million) and HK\$827.5 million (31 December 2018: approximately HK\$1,038.2 million) respectively. On the same date, the Group had bank and cash balances of approximately HK\$118.8 million (31 December 2018: approximately HK\$274.8 million) and the current ratio was 15.42 (31 December 2018: 20.58). As at 30 June 2019 and 31 December 2018, the Group had no interest bearing borrowings.

The Group has sufficient and readily available financial resources for both general working capital purposes and existing business operation.

PLEDGE OF ASSETS

As at 30 June 2019 and 31 December 2018, none of the Group's securities were pledged to brokers to secure the margin loan. As at 30 June 2019 and 31 December 2018, there were no other significant assets pledged to banks to secure general banking facilities granted to the Group.

CONTINGENT LIABILITIES

As at 30 June 2019 and 31 December 2018, the Group had no material contingent liabilities.

CAPITAL EXPENDITURE

During the six months ended 30 June 2019, the Group incurred approximately HK\$84,000 (30 June 2018: approximately HK\$77,000) as capital expenditure mainly in respect of plant and equipment situated in both Hong Kong and PRC offices.

CAPITAL COMMITMENTS

As at 30 June 2019, the Group had no material capital commitment (31 December 2018: capital commitment of HK\$68.0 million in relation to acquisition of a subsidiary).

流動資金及流動現金資源

於二零一九年六月三十日，本集團之權益及流動資產淨值分別約為1,219,000,000港元（二零一八年十二月三十一日：約1,235,100,000港元）及827,500,000港元（二零一八年十二月三十一日：約1,038,200,000港元）。於同日，本集團有銀行及現金結餘約118,800,000港元（二零一八年十二月三十一日：約274,800,000港元），流動比率為15.42（二零一八年十二月三十一日：20.58）。於二零一九年六月三十日及二零一八年十二月三十一日，本集團並無計息借款。

本集團有充裕及可隨時使用之財務資源，可用作一般營運資金用途及現有業務營運。

資產抵押

於二零一九年六月三十日及二零一八年十二月三十一日，本集團並無將證券抵押予經紀行，作為孖展貸款之擔保。於二零一九年六月三十日及二零一八年十二月三十一日，並無其他重大資產抵押予銀行，作為本集團獲授一般銀行融資之擔保。

或然負債

於二零一九年六月三十日及二零一八年十二月三十一日，本集團概無重大或然負債。

資本開支

截至二零一九年六月三十日止六個月，本集團主要就於香港及中國辦事處之廠房及設備產生之資本開支約84,000港元（二零一八年六月三十日：約77,000港元）。

資本承擔

於二零一九年六月三十日，本集團並無重大資本承擔（二零一八年十二月三十一日：就收購一間附屬公司而有資本承擔68,000,000港元）。

SIGNIFICANT INVESTMENTS HELD

As at 30 June 2019, the Group held (i) financial assets at fair value through other comprehensive income of approximately HK\$14.8 million (31 December 2018: approximately HK\$16.2 million) which represented unlisted equity securities in Hong Kong; and (ii) financial assets at fair value through profit or loss of approximately HK\$2.9 million (31 December 2018: approximately HK\$3.0 million) which represented (a) contingent consideration receivable of approximately HK\$0.8 million arising from profit guarantee clause in relation to the acquisition of associates and (b) listed securities held for trading in Hong Kong of approximately HK\$2.1 million as follow:

Company Name/Stock Code	Number of shares held	% of shareholding	Unrealised loss on fair value change	Fair value	% of Net Assets	Dividend received	Total investment cost					
公司名稱/股份代號	所持股份數目	持股百分比	公平值變動之未變現虧損	公平值	佔資產淨值之百分比	已收股息	總投資成本					
	(’000)	(%)	(HK\$’000) (Unaudited) (千港元) (未經審核)	(HK\$’000) (Unaudited) (千港元) (未經審核)	(HK\$’000) (Audited) (%) (千港元) (經審核)	(HK\$’000) (Unaudited) (千港元) (未經審核)	(HK\$’000) (Unaudited) (千港元) (未經審核)					
	(千股)	(%)	(千港元) (未經審核)	(千港元) (未經審核)	(%)	(千港元) (未經審核)	(千港元) (未經審核)					
	As at	As at	As at	As at	As at	As at	As at					
	30.6.2019	31.12.2018	30.6.2019	31.12.2018	30.6.2019	31.12.2018	30.6.2019					
	截至	截至	截至	截至	截至	截至	截至					
	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年					
	六月三十日	十二月三十一日	六月三十日	十二月三十一日	六月三十日	十二月三十一日	六月三十日					
Elegance Optical International Holdings Limited, (907) (“EOIH”)	7,800	7,800	2%	2%	(858)	2,145	3,003	0.18	0.24	-	-	18,004
高雅光學國際集團有限公司 (907) (“高雅光學國際集團”)												

Based on public information available at the website of the Stock Exchange as at the date of this report, EOIH is principally engaged in manufacturing and trading of optical frames and sunglasses, property investment, investment in debts and securities, money lending and film distribution and investment business. The trading of shares of EOIH on the Stock Exchange has been suspended with effect from 2 July 2019.

During the period, the Group recorded (i) an unrealised fair value loss of approximately HK\$0.9 million in respect of investment in listed securities held for trading in profit or loss, and (ii) fair value gain of approximately HK\$2.7 million on securities investments that are not held for trading in other comprehensive income.

The Board acknowledges that the performance of the equities may be affected by the degree of volatility in the stock market and susceptible to other external factors that may affect their values. Accordingly, in order to mitigate possible financial risks related to the equities, the Board will continue to closely monitor the performance of its investment portfolio from time to time.

所持重大投資

於二零一九年六月三十日，本集團持有(i)按公平值計入其他全面收益之金融資產約14,800,000港元(二零一八年十二月三十一日：約16,200,000港元)，其為於香港之非上市股本證券；及(ii)按公平值計入損益之金融資產約2,900,000港元(二零一八年十二月三十一日：約3,000,000港元)，其為(a)與收購聯營公司有關之溢利保證條款產生之應收或然代價約800,000港元及(b)於香港持作買賣之上市證券約2,100,000港元如下：

根據於本報告日期於聯交所網站可取得之公開資料，高雅光學國際集團主要從事眼鏡架及太陽眼鏡之製造及買賣、物業投資、債務及證券投資、放債以及電影發行及投資業務。高雅光學國際集團之股份已於二零一九年七月二日起於聯交所暫停買賣。

期內，本集團(i)就持作買賣之上市證券投資於損益錄得未變現公平值虧損約900,000港元及(ii)就並非持作買賣之證券投資於其他全面收益錄得公平值收益約2,700,000港元。

董事局確認股票之表現可能受股市之波動幅度影響及易受或會影響其價值之其他外部因素影響。因此，為降低與股票有關之潛在財務風險，董事局將繼續不時密切監控其投資組合之表現。

Management Discussion and Analysis

管理層討論與分析

FOREIGN CURRENCY EXPOSURE

The Group's monetary assets and transactions are principally denominated in Hong Kong dollars, Renminbi and US dollars. During the period under review, there was no significant fluctuation in the exchange rates of Hong Kong dollars and US dollars whereas Renminbi had a downward adjustment, resulting in an exchange loss of approximately HK\$0.4 million recognised as other comprehensive expense of the Group. The Group will take a prudent approach against any impact arising from the fluctuation in exchange rates but currently is not engaged in any derivative activities and not committed to any financial instruments to hedge its balance sheet exposure.

EMPLOYEES AND HUMAN RESOURCES POLICY

As at 30 June 2019, the Group had 100 staff (30 June 2018: 67 staff). The total staff costs incurred for the period ended 30 June 2019 was approximately HK\$17.0 million (30 June 2018: approximately HK\$15.7 million). The remuneration of employees was determined with reference to the qualification and experience of individual staff member, market circumstances and the Group's performance. In accordance with the Listing Rules, the staff of the Company's accounting and financial reporting function have adequate training programmes and budget.

Pursuant to a share option scheme adopted on 22 May 2012 (the "2012 Share Option Scheme"), the Board may grant options to, among other, directors (including non-executive directors and independent non-executive directors) and employees of the Company and any of its subsidiaries or associated companies, to subscribe for shares of the Company. During the period under review, no options were granted under the 2012 Share Option Scheme.

MATERIAL ACQUISITION OR DISPOSAL

(i) On 31 December 2018, Esteem Sun, a wholly owned subsidiary of the Company, and Lucent Time, an independent third party, entered into the share transfer and loan assignment agreement, pursuant to which (i) Lucent Time conditionally agreed to sell, and Esteem Sun conditionally agreed to acquire, the entire issued share capital of Noble Realm Limited and (ii) Lucent Time conditionally agreed to assign and Esteem Sun conditionally agreed to assume all rights and benefits of the interest free shareholder's loan, at an aggregate consideration of HK\$135,000,000. The acquisition was completed on 15 January 2019 and Noble Realm Limited and its subsidiaries become subsidiaries of the Company since then. Further details of the acquisition are set out in the Company's announcements dated 31 December 2018 and 15 January 2019.

外幣風險

本集團之貨幣資產及交易主要以港元、人民幣及美元計值。於回顧期內，港元及美元之匯率並無重大波動，而人民幣匯率下調，導致匯兌虧損約400,000港元，乃確認為本集團之其他全面支出。本集團將採取審慎措施應付匯率波動帶來之任何影響，惟目前並無進行任何衍生工具活動，亦無使用任何金融工具對沖其資產負債表風險。

僱員及人力資源政策

於二零一九年六月三十日，本集團有100名員工（二零一八年六月三十日：67名員工）。截至二零一九年六月三十日止期間產生員工成本總額約為17,000,000港元（二零一八年六月三十日：約15,700,000港元）。僱員之薪酬乃經參考個別員工之資歷及經驗、市況及本集團之表現而釐定。根據上市規則，本公司履行會計及財務申報職能之員工已接受足夠培訓及獲得充足預算。

根據於二零一二年五月二十二日採納之購股權計劃（「二零一二年購股權計劃」），董事局可授出購股權予（其中包括）本公司及其任何附屬公司或聯營公司之董事（包括非執行董事及獨立非執行董事）及僱員，以認購本公司之股份。於回顧期內，概無根據二零一二年購股權計劃授出購股權。

重大收購或出售事項

(i) 於二零一八年十二月三十一日，本公司全資附屬公司尚新與獨立第三方Lucent Time訂立股份轉讓及貸款轉讓協議，據此，(i) Lucent Time有條件同意出售而尚新有條件同意收購貴域有限公司全部已發行股本及(ii) Lucent Time有條件同意轉讓而尚新有條件同意接納免息股東貸款之全部權利及利益，總代價為135,000,000港元。該收購事項已於二零一九年一月十五日完成，貴域有限公司及其附屬公司自此成為本公司之附屬公司。有關該收購事項之進一步詳情載於本公司日期為二零一八年十二月三十一日及二零一九年一月十五日之公佈。

Management Discussion and Analysis

管理層討論與分析

- (ii) On 18 January 2019, Guohua Jiaye, a wholly-owned subsidiary of the Company, entered into share transfer agreements with independent third parties to acquire 100% equity interest in Shanghai Xuanmei and Shanghai Tuxuan at a consideration of RMB6,000,000 (approximately HK\$6,828,000) and RMB6,250,000 (approximately HK\$7,112,000) respectively. Shanghai Xuanmei is principally engaged in provision of residential and commercial property brokerage services in the PRC while Shanghai Tuxuan is principally engaged in provision of building architecture and interior design services in the PRC. The acquisition of Shanghai Xuanmei and Shanghai Tuxuan were completed on 3 June 2019 and 6 June 2019 respectively.
- (iii) On 21 June 2019, China Best Financial Holdings Limited, a wholly owned subsidiary of the Company, completed the acquisition of 25% of the issued share capital of Treasure Cart Holdings Limited from an independent third party at a consideration of HK\$45,000,000. The major subsidiaries of Treasure Cart Holdings Limited are principally engaged in investment fund management and provision of financial information, solutions and data analytical services in the PRC. After the acquisition, Treasure Cart Holdings Limited and its subsidiaries become associates of the Company.

(ii) 於二零一九年一月十八日，本公司之全資附屬公司國華佳業與獨立第三方訂立股份轉讓協議，以收購上海軒美及上海圖炫全部股權，代價分別為人民幣6,000,000元（約6,828,000港元）及人民幣6,250,000元（約7,112,000港元）。上海軒美主要從事於中國提供住宅及商業物業經紀服務，而上海圖炫主要從事於中國提供建築物結構及室內設計服務。收購上海軒美及上海圖炫已分別於二零一九年六月三日及二零一九年六月六日完成。

(iii) 於二零一九年六月二十一日，本公司之全資附屬公司國華金融控股有限公司完成自一名獨立第三方收購Treasure Cart Holdings Limited之25%已發行股本，代價為45,000,000港元。Treasure Cart Holdings Limited的主要附屬公司主要從事投資基金管理以及於中國提供財務信息、解決方案及數據分析服務。於該收購事項後，Treasure Cart Holdings Limited及其附屬公司成為本公司之聯營公司。

Save as disclosed above, there was no other material acquisition or disposal (including the acquisition or disposal of subsidiaries) for the six months ended 30 June 2019.

除上文所披露者外，截至二零一九年六月三十日止六個月，概無其他重大收購或出售（包括收購或出售附屬公司）事項。

FUND RAISING ACTIVITIES

The Company did not conduct any fund raising activities during the six months ended 30 June 2019.

集資活動

截至二零一九年六月三十日止六個月，本公司並無進行任何其他集資活動。

INTERIM DIVIDEND

The Board has resolved not to recommend the payment of any interim dividend for the six months ended 30 June 2019 (30 June 2018: nil).

中期股息

董事局已議決，建議不派付截至二零一九年六月三十日止六個月之任何中期股息（二零一八年六月三十日：無）。

Management Discussion and Analysis

管理層討論與分析

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES

As at 30 June 2019, none of the directors and chief executives, nor their associates, had any interests or short positions in any shares and underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code").

SHARE OPTIONS

The 2012 Share Option Scheme was adopted by the Company pursuant to a resolution passed on 22 May 2012. Under the 2012 Share Option Scheme, the directors of the Company may invite, among others, any director (including non-executive director and independent non-executive director) and employee of the Company or any of its subsidiaries or associated companies or any suppliers of goods or services to the Group to take up options to subscribe for shares of the Company.

Upon the acceptance of the option, a nominal consideration of HK\$1.00 will be paid by each grantee for such lot of share option granted within 21 days from the date of offer of the option. The exercise period for the share options granted is determined by the Board, which period shall not be more than ten years from the date of offer.

During the six months ended 30 June 2019, no share options have been granted by the Company pursuant to the 2012 Share Option Scheme. No share option was outstanding as at 1 January 2019 and 30 June 2019. No share option was cancelled, exercised or lapsed during the period under review.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance, to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the period or at any time during the six months ended 30 June 2019.

董事及主要行政人員於股份之權益及淡倉

於二零一九年六月三十日，概無董事及主要行政人員或彼等之聯繫人於本公司或其任何相聯法團之任何股份及相關股份中，擁有根據證券及期貨條例（「證券及期貨條例」）第352條須予記錄，或根據上市公司董事進行證券交易的標準守則（「標準守則」）須另行知會本公司及聯交所之任何權益或淡倉。

購股權

本公司根據二零一二年五月二十二日通過的決議案採納二零一二年購股權計劃。根據二零一二年購股權計劃，本公司董事可邀請（其中包括）本公司或其任何附屬公司或聯營公司的任何董事（包括非執行董事及獨立非執行董事）及僱員，或本集團的任何貨品或服務供應商接納購股權，以認購本公司股份。

於接納購股權後，各承授人將於提出購股權要約當日起計21日內，就所獲授之該批購股權支付1.00港元之象徵式代價。已授出購股權的行使期由董事局釐定，惟行使期不得超過要約日期起計十年。

於截至二零一九年六月三十日止六個月，本公司概無根據二零一二年購股權計劃授出購股權。於二零一九年一月一日及二零一九年六月三十日概無尚未行使購股權。於回顧期間，概無購股權註銷、行使或失效。

董事之重大合約權益

於期終或截至二零一九年六月三十日止六個月內任何時間，本公司或其任何附屬公司概無訂有本公司董事直接或間接擁有重大權益之重大合約。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND SHORT POSITIONS IN SHARES

主要股東於股份中之權益及淡倉

As at 30 June 2019, the interests and short positions of the following persons other than the directors or chief executive of the Company, in the Company's shares which fall to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO and which have been recorded in the register kept by the Company pursuant to Section 336 of the SFO, were as follows:

於二零一九年六月三十日，以下各方（並非本公司董事或主要行政人員）於本公司股份中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露並記錄於本公司根據證券及期貨條例第336條須存置之登記冊中之權益及淡倉如下：

Name	Capacity	Interest in shares	Percentage of the issued share capital of the Company 佔本公司已發行股本百分比 (Note 3) (附註3)
姓名／名稱	身份	股份權益	
Xie Zhikun (Note 1) 解直錕（附註1）	Interest in a controlled corporation 受控制公司權益	800,000,000	15.73%
Zhonghai Shengfeng (Beijing) Capital Management Co., Ltd.* (Note 1) 中海晟豐（北京）資本管理有限公司（附註1）	Interest in a controlled corporation 受控制公司權益	800,000,000	15.73%
Zhongzhi Enterprise Group Co., Ltd.* (Note 1) 中植企業集團有限公司（附註1）	Interest in a controlled corporation 受控制公司權益	800,000,000	15.73%
Shanghai Chixin Investment Co., Ltd.* (Note 1) 上海熾信投資有限公司（附註1）	Interest in a controlled corporation 受控制公司權益	800,000,000	15.73%
Silver Venus Investments Ltd. ("Silver Venus") (Note 1) Silver Venus Investments Ltd. (「Silver Venus」)（附註1）	Beneficial owner 實益擁有人	800,000,000	15.73%
Fu Zizhen (Note 2) 傅自振（附註2）	Interest in a controlled corporation 受控制公司權益	299,320,000	5.89%

Management Discussion and Analysis

管理層討論與分析

Notes:

- (1) 800,000,000 shares are held by Silver Venus. Silver Venus is wholly owned by 上海熾信投資有限公司 (Shanghai Chixin Investment Co., Ltd*), which is in turn wholly owned by 中植企業集團有限公司 (Zhongzhi Enterprise Group Co., Ltd*). 中植企業集團有限公司 (Zhongzhi Enterprise Group Co., Ltd*) is owned as to 76% by 中海晟豐(北京)資本管理有限公司 (Zhonghai Shengfeng (Beijing) Capital Management Co., Ltd*), which is in turn wholly owned by Mr. Xie Zhikun (解直錕先生). By virtue of the SFO, each of 上海熾信投資有限公司 (Shanghai Chixin Investment Co., Ltd*), 中植企業集團有限公司 (Zhongzhi Enterprise Group Co., Ltd*), 中海晟豐(北京)資本管理有限公司 (Zhonghai Shengfeng (Beijing) Capital Management Co., Ltd*) and Mr. Xie Zhikun (解直錕先生) is deemed to be interested in all the shares beneficially held by Silver Venus.
- (2) 174,320,000 shares and 125,000,000 shares are held by Lenient Splendid Limited ("Lenient") and Global East Time Development Company Limited ("Global East") respectively. As Mr. Fu Zizhen has the 100% shareholding in Lenient and the 50% shareholding in Global East, by virtue of the SFO, he is deemed to be interested in such 299,320,000 shares in total held by Lenient and Global East.
- (3) The percentage is calculated on the basis of 5,084,283,133 shares of the Company in issue as at 30 June 2019.

Save as disclosed above, the Company had not been notified of any other relevant interests or short position in the issued share capital of the Company as at 30 June 2019.

PURCHASE, SALE AND REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2019.

COMPETING INTERESTS

None of the directors of the Company or their respective associates was interested in, apart from the Group's business, any businesses which competes or is likely to compete, either directly or indirectly, with businesses of the Group.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for establishing and maintaining the Group's risk management and internal control systems to safeguard shareholders' investment and reviewing the effectiveness of such on an annual basis pursuant to Code Provision C.2.1 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules (the "CG Code").

附註:

- (1) Silver Venus持有800,000,000股股份。Silver Venus由上海熾信投資有限公司全資擁有，而上海熾信投資有限公司由中植企業集團有限公司全資擁有。中植企業集團有限公司由中海晟豐(北京)資本管理有限公司擁有76%權益，而中海晟豐(北京)資本管理有限公司由解直錕先生全資擁有。根據證券及期貨條例，上海熾信投資有限公司、中植企業集團有限公司、中海晟豐(北京)資本管理有限公司及解直錕先生各自均被視作於Silver Venus實益持有之全部股份中擁有權益。
- (2) Lenient Splendid Limited (「Lenient」)及Global East Time Development Company Limited (「Global East」)分別持有174,320,000股股份及125,000,000股股份。由於傅自振先生擁有Lenient之100%股權及Global East之50%股權，根據證券及期貨條例，彼被視作於Lenient及Global East持有之該等合共299,320,000股股份中擁有權益。
- (3) 百分比乃按本公司於二零一九年六月三十日之已發行股份5,084,283,133股為基準計算。

除上文所披露者外，於二零一九年六月三十日，本公司並不知悉於本公司已發行股本之任何其他相關權益或淡倉。

購買、出售及贖回上市證券

於截至二零一九年六月三十日止六個月內，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。

競爭性權益

除本集團業務外，本公司董事或彼等各自之聯繫人士概無於與本集團業務直接或間接構成競爭或可能構成競爭之任何業務中擁有權益。

風險管理及內部監控

董事局確認其對建立及維持本集團風險管理及內部監控系統之責任，以保障股東投資，並已根據上市規則附錄十四所載企業管治守則(「企業管治守則」)之守則條文第C.2.1條每年檢討其成效。

CORPORATE GOVERNANCE CODE OF THE LISTING RULES

In the opinion of the Board, save as disclosed below, none of the directors of the Company are aware of any information that would reasonably indicate that the Company was not for any part of the six months ended 30 June 2019 in compliance with the CG Code.

Under Code Provision C.2.5 of the CG Code, the Group should have an internal audit function. However, due to the size of the Group and for cost effectiveness consideration, the Group currently does not have an internal audit function. Instead, the Audit Committee is responsible for a review on the internal control system annually. The review covers major financial, operational controls in rotation basis and also the risk management functions. The Group continues to review the need for an internal audit function annually.

Under Code Provision A.6.7 of the CG Code, the independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Due to various work commitments, two executive directors namely, Mr. Chen Wei and Mr. Liu Wei and two independent non-executive directors namely, Mr. Liu Haiping and Mr. Ru Xiangan were unable to attend the Company's annual general meeting held on 3 June 2019.

DISCLOSURE OF DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Mr. Liu Tonghui ("Mr. Liu"), the independent non-executive director of the Company, resigned from the positions of the general manager of Tangshan Haigang Xingerui Company Limited* (唐山海港新格瑞有限責任公司) in January 2019 and the assistant president of Unisplendour Corporation Limited* (紫光股份有限公司) (which is listed on the Shenzhen Stock Exchange (Stock Code: 000938)) in June 2019 respectively. Since June 2019, Mr. Liu has been appointed as the executive director of Qingkong Technology Services (Shenzhen) Company Limited* (清控科技服務(深圳)有限公司).

上市規則之企業管治守則

董事局認為，除下文所披露者外，本公司董事並不知悉有任何資料，合理顯示本公司於截至二零一九年六月三十日止六個月內任何時間未有遵守企業管治守則。

根據企業管治守則之守則條文第C.2.5條，本集團應設立內部審核功能。然而，由於本集團之規模及考慮到成本效益，現時本集團並無內部審核功能。作為代替，審計委員會負責每年檢討內部監控系統。檢討範圍包括主要財務、營運監控（以輪替基準檢討）以及風險管理功能。本集團繼續每年檢討是否需要內部審核功能。

根據企業管治守則之守則條文第A.6.7條，獨立非執行董事及其他非執行董事應出席股東大會及對股東的意見有公正的了解。由於多項工作承擔，兩名執行董事陳偉先生及劉煒先生及兩名獨立非執行董事劉海屏先生及茹祥安先生無法出席於二零一九年六月三日舉行之本公司股東週年大會。

根據上市規則第13.51B(1)條作出之董事資料披露

本公司獨立非執行董事劉彤輝先生（「劉先生」）分別於二零一九年一月辭任唐山海港新格瑞有限責任公司總經理一職及於二零一九年六月辭任紫光股份有限公司（於深圳證券交易所上市，股票號碼：000938）總裁助理一職。自二零一九年六月起，劉先生獲委任為清控科技服務（深圳）有限公司之執行董事。

Management Discussion and Analysis

管理層討論與分析

AUDIT COMMITTEE

The Audit Committee of the Company comprises three independent non-executive directors, namely, Mr. Ru Xiangan, Mr. Liu Haiping and Mr. Liu Tonghui.

The primary duties of the Audit Committee are to review the financial statements and reports and to review the adequacy and effectiveness of the Group's financial reporting system, internal control system and risk management system and associated procedures.

The Group's unaudited results for the six months ended 30 June 2019 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such financial statements complied with the applicable accounting standards and requirements of the Stock Exchange and legal requirements, and that adequate disclosures have been made.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as the code of conduct regarding directors' securities transactions. All directors of the Company have confirmed, immediately following specific enquiry by the Company that they have complied with the required standard set out in the Model Code during the six months ended 30 June 2019.

PUBLICATION OF INTERIM REPORT

The interim results announcement has been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cbgroup.com.hk).

The 2019 Interim Report of the Company containing all the information required under Appendix 16 of the Listing Rules will be dispatched to the shareholders of the Company as well as published on the aforesaid websites in due course.

審計委員會

本公司之審計委員會由三名獨立非執行董事茹祥安先生、劉海屏先生及劉彤輝先生組成。

審計委員會之主要職務為審閱財務報表及報告以及檢討本集團之財務申報系統、內部監控系統及風險管理系統與相關程序是否足夠及有效。

審計委員會已審閱本集團截至二零一九年六月三十日止六個月之未經審核業績，並認為該財務報表之編製方式符合適用會計準則、聯交所規定及法律規定，且已作出充分披露。

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載之標準守則，作為董事進行證券交易之行為守則。經本公司作出特定查詢後，本公司所有董事已確認，彼等於截至二零一九年六月三十日止六個月內一直遵守標準守則之規定標準。

刊登中期報告

中期業績公佈已於聯交所網站(www.hkexnews.hk)及本公司網站(www.cbgroup.com.hk)刊登。

載有上市規則附錄十六規定之所有資料之本公司二零一九年中期報告將於適當時候寄發予本公司股東並於上述網站刊登。

CHINA BEST
國華集團

CHINA BEST GROUP HOLDING LIMITED
國華集團控股有限公司*