

China New Economy Fund Limited

中國新經濟投資有限公司

Stock Code 股份代號 : 80



ANNUAL REPORT
2019 年報

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Corporate Information 公司資料

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Gu Xu (*Chairman and Chief Executive Officer*)
Mr. Chan Cheong Yee

NON-EXECUTIVE DIRECTOR

Mr. Lam Chun Ho (Resigned on 5 June 2019)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chong Ching Hoi
Mr. Leung Wai Lim
Mr. Pun Tit Shan (Resigned on 5 June 2019)
Mr. Sun Boquan (Appointed on 5 June 2019)

AUDIT COMMITTEE

Mr. Chong Ching Hoi (*Chairman*)
Mr. Leung Wai Lim
Mr. Lam Chun Ho (Resigned on 5 June 2019)
Mr. Pun Tit Shan (Resigned on 5 June 2019)
Mr. Sun Boquan (Appointed on 5 June 2019)

REMUNERATION COMMITTEE

Mr. Chong Ching Hoi (*Chairman*)
Mr. Leung Wai Lim
Mr. Lam Chun Ho (Resigned on 5 June 2019)
Mr. Pun Tit Shan (Resigned on 5 June 2019)
Mr. Sun Boquan (Appointed on 5 June 2019)

NOMINATION COMMITTEE

Mr. Leung Wai Lim (*Chairman*)
Mr. Chong Ching Hoi
Mr. Lam Chun Ho (Resigned on 5 June 2019)
Mr. Pun Tit Shan (Resigned on 5 June 2019)
Mr. Sun Boquan (Appointed on 5 June 2019)

董事會

執行董事

顧旭先生 (*主席兼行政總裁*)
陳昌義先生

非執行董事

林振豪先生 (於2019年6月5日辭任)

獨立非執行董事

莊清凱先生
梁唯廉先生
潘鐵珊先生 (於2019年6月5日辭任)
孫伯全先生 (於2019年6月5日獲委任)

審核委員會

莊清凱先生 (*主席*)
梁唯廉先生
林振豪先生 (於2019年6月5日辭任)
潘鐵珊先生 (於2019年6月5日辭任)
孫伯全先生 (於2019年6月5日獲委任)

薪酬委員會

莊清凱先生 (*主席*)
梁唯廉先生
林振豪先生 (於2019年6月5日辭任)
潘鐵珊先生 (於2019年6月5日辭任)
孫伯全先生 (於2019年6月5日獲委任)

提名委員會

梁唯廉先生 (*主席*)
莊清凱先生
林振豪先生 (於2019年6月5日辭任)
潘鐵珊先生 (於2019年6月5日辭任)
孫伯全先生 (於2019年6月5日獲委任)

COMPANY SECRETARY

Mr. Tai Man Hin Tony (CPA, FCA, FCCA)

INVESTMENT MANAGER

China Everbright Securities (HK) Limited
24/F., Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

ADMINISTRATOR

Amicorp Fund Services Asia Limited
Rooms 2103-4, 21/F.
Wing On Centre
111 Connaught Road Central
Hong Kong

CUSTODIAN

Bank of Communications Trustee Limited
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Hong Kong

REGISTERED OFFICE

P.O. Box 309, Ugland House
South Church Street, George Town
Grand Cayman KY1-1104
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG AND HEADQUARTERS

Unit 702, 7/F., 135 Bonham Strand Trade Centre
135 Bonham Strand
Sheung Wan
Hong Kong

公司秘書

戴文軒先生(執業會計師、FCA、FCCA)

投資管理人

中國光大證券(香港)有限公司
香港
銅鑼灣
希慎道33號
利園一期24樓

行政管理人

Amicorp Fund Services Asia Limited
香港
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永安中心
21樓2103-4室

託管人

交通銀行信託有限公司
香港
德輔道中121號
遠東發展大廈1樓

註冊辦事處

P.O. Box 309, Ugland House
South Church Street, George Town
Grand Cayman KY1-1104
Cayman Islands

於香港主要營業地點及總部

香港
上環
文咸東街135號
文咸東街135商業中心7樓702室

Corporate Information 公司資料

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants
31/F., Gloucester Tower
The Landmark
11 Pedder Street
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Hong Kong

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
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183 Queen's Road East
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LEGAL ADVISERS

as to Cayman Islands Law:

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Grand Cayman KY1-1104
Cayman Islands

as to Hong Kong Law:

Michael Li & Co.
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Hong Kong

WEBSITE

www.chinaneweconomyfund.com

核數師

國衛會計師事務所有限公司
執業會計師
香港
中環
畢打街11號
置地廣場
告羅士打大廈31樓

香港證券登記處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712–1716號舖

法律顧問

開曼群島法律：

Maples and Calder
P.O. Box 309, Ugland House
South Church Street, George Town
Grand Cayman KY1-1104
Cayman Islands

香港法律：

李智聰律師事務所
香港
中環
皇后大道中39號
豐盛創建大廈19樓

網站

www.chinaneweconomyfund.com

Chairman's Statement

主席報告

On behalf of the board of directors (the "Board" or the "Directors") of China New Economy Fund Limited (the "Company"), I am pleased to present the Company's annual results for the year ended 31 December 2019 (the "Year").

The Company is a closed-ended investment company established on 1 February 2010. By investing substantially in both private and public enterprises within a diversified portfolio supported by the new economies of Greater China, the Company is devoted to achieving long-term capital appreciation for professional investors.

FINANCIAL HIGHLIGHTS

During the Year, the Company maintained a long-term investment strategy in both public and private equity markets. The Company held seventeen equity securities listed in Hong Kong, two equity securities listed in Australia and three private equities as of 31 December 2019. One of our major investments is in the financial services sector focusing on the Hong Kong market. The Company reported net loss attributable to shareholders of HK\$34,070,940 during the Year, which consisted of the net loss in fair value of HK\$25,920,857 taken on the investment positions in the portfolio.

The net asset value of the Company decreased during the Year alongside with the slowdown in the Chinese economy and the rising volatility of the Hong Kong stock market. As at 31 December 2019, the Company reported an audited net asset value of approximately HK\$0.04 per share. The net loss is mainly attributable to both net realised loss of HK\$60,326,270 (listed securities: loss of HK\$22,826,270; unlisted securities: loss of HK\$37,500,000) and net unrealised gain of HK\$34,405,413 (listed securities: gain of HK\$5,575,413; unlisted securities: gain of HK\$28,830,000) on financial assets at fair value through profit or loss as a result of recent Hong Kong stock market volatility. The Company will continue to monitor investments cautiously due to recent uncertain market conditions.

本人謹代表中國新經濟投資有限公司(「本公司」)董事會(「董事會」或「董事」)欣然提呈本公司截至2019年12月31日止年度(「本年度」)之年度業績。

本公司為一間於2010年2月1日成立之封閉式投資公司。透過大量投資獲大中華地區新經濟支持之私人及公眾企業多元組合，本公司致力於為專業投資者取得長期資本增值。

財務摘要

於本年度，本公司於上市及私募股票市場維持長期投資策略。本公司截至2019年12月31日持有十七項香港上市權益證券、兩項澳洲上市權益證券及三項私募股權，其中一項主要投資為專注於香港市場的金融服務板塊。本公司於本年度錄得股東應佔虧損淨額34,070,940港元，其中包括投資組合中投資持倉公平值虧損淨額25,920,857港元。

隨著中國經濟放緩及香港股市動盪加劇，本公司的資產淨值於本年度有所減少。於2019年12月31日，本公司錄得經審核資產淨值約每股0.04港元。虧損淨額主要由於近期香港股市動盪以致按公平值透過損益列賬的金融資產已變現虧損淨額60,326,270港元(上市證券：虧損22,826,270港元；非上市證券：虧損37,500,000港元)及未變現收益淨額34,405,413港元(上市證券：收益5,575,413港元；非上市證券：收益28,830,000港元)。鑒於最近市況不穩，本公司將繼續謹慎監控投資。

Chairman's Statement

主席報告

BUSINESS REVIEW AND PROSPECT

In the 2019 financial year, even though China–United States trade war seems cooling down during the year, several natural disasters and serious diseases appeared in China, all of them made the economy ups and downs all over the year. The above gave a big impact to economy and the slowdown of gross domestic product (“GDP”) growth. According to the National Bureau of Statistics, China's GDP recorded an increase of 6.1% in 2019, met the expected target of 6%–6.5% by the China Government in the beginning of 2019. The government has indicated that the national economy in 2019 has sustained the general stable momentum by pursuing progress while ensuring stability. However, the global economic and trade growth is slowing down, the instability sources and risk factors are increasing, the structural, systematic and cyclical problems at home are intertwined and the economy is facing with mounting downward pressure.

Market confidence was generally impacted by uncertainty on macroeconomic outlook and multiple protests in different countries for various issues led the global stock market volatile. The securities markets in China and Hong Kong have been full of ups and downs throughout 2019. The benchmark Shanghai Composite Index and Hang Seng Index raised by 22.3% and 9.07% in 2019 respectively. During the Year, the Company adopted a timely and appropriate investment approach in response to the volatile market sentiment and complicated government policies. The Company will continue to implement its comprehensive risk management strategy with an aim to achieve growing returns on investments for our shareholders.

業務回顧及前景

於2019財政年度，儘管中美貿易戰於年內有所緩解，中國出現數次自然災害及嚴重疾病，使得經濟全年起伏不定。上述事項對經濟造成重大影響及令國內生產總值（「GDP」）增長放緩。根據國家統計局的資料，中國2019年的GDP增長6.1%，達到中國政府於2019年年初提出6%至6.5%的預期目標。政府表示，2019年全國經濟保持穩中有進的勢頭。然而，全球經濟及貿易增長正在放緩，不穩定來源及風險因素不斷增加，國內結構、系統性及週期性問題互相交織，經濟正面臨愈來愈大的下行壓力。

市場信心普遍受宏觀經濟前景的不明朗及不同國家對眾多問題的大力抗議所影響，導致全球股市波動。於2019年，中國及香港的證券市場一直充滿起伏。上證綜合指數及恒生指數於2019年分別上升22.3%及9.07%。於本年度，本公司採納適時合宜的投資方式，以應對多變的市場情緒及複雜的政府政策。本公司將繼續實行其全面風險管理策略，著眼於為股東取得持續增長的投資回報。

Chairman's Statement 主席報告

As global economy and politics are facing more risks, although the China-United States trade war seems to be cooled down after China's Vice Premier Liu He and United States President Donald Trump signed the China-United States Phase One trade deal in Washington DC on 15th January this year, lots of uncertainties remain in different aspects between both of them. In the second half year of 2019, the global and domestic economy slowed down its growth not only due to ongoing China-United States trade argument, but lots of social movements happened all over the world, especially in Hong Kong. Since June 2019, protests against Hong Kong extradition bill became serious, due to these complicated political factors, it brought a deep impact to the domestic economy. The Company will exercise risk management control to prevent the potential risk to the portfolio. The US Federal Reserve reduced interest rate for 3 times to interest rate target between 1.50% to 1.75% before the end of 2019. The Company expects that the US Federal Reserve will be more cautious to raise interest rate regarding its inflation rate and expects no hike by the end of 2020. In addition, by concluding different aspects of factors, we predict the China 2020 GDP growth target at around 6% to 6.1%. However, since the outbreak of Coronavirus Disease 2019 (the "COVID-19") in December 2019, the COVID-19 spreaded to all provinces of China and all over the world. It may deeply decay the economic growth like Severe Acute Respiratory Syndrome (SARS) epidemic in 2003. Therefore, the Company remains cautious on the prospects of securities market in China and Hong Kong.

The main focus of the Company is to invest in listed securities in short to medium terms and will continue to seek opportunities to invest in listed companies with high potential. During the Year, the Company has further invested in several listed companies in Hong Kong and the largest one is Kin Pang Holdings Limited (1722.HK) which is principally engaged in provision of building and ancillary services.

Even though the Company had no new private equity investment in last year, the Company believes private equity investments will diversify the risk of investments and will potentially bring greater return in long terms with the upcoming reform alongside with listed investments in portfolio. In the near future, the Company will continue to look for further investment opportunities in private equities focusing on health care (including High-Technology and Online Medical) as well as telecommunication (including Internet of Things) sectors.

由於全球經濟及政治正面臨更多風險，儘管於中國副總理劉鶴與美國總統特朗普於本年度1月15日在華盛頓簽署中美第一階段貿易協議後，中美貿易戰有所緩和，兩國在多方面仍存在諸多不確定性。在2019年下半年，全球及國內經濟增長放緩，不僅是由於中美持續的貿易爭端，同時亦因全球範圍內發生多次社會運動，尤其是在香港。自2019年6月以來，反對香港引渡法案的抗議活動變得嚴峻，由於該等複雜的政治因素，其對國內經濟產生深遠影響。本公司將實施風險管控，以防範對投資組合帶來的潛在風險。美聯儲3次降息，以便於2019年年底利率介乎1.50%至1.75%的目標利率。本公司預期美聯儲在提高利率應對通脹率方面將更加謹慎並預期於2020年年底前將不會加息。此外，計及各種因素，我們預測中國2020年GDP的增長目標介乎約6%至6.1%。然而，自從2019冠狀病毒病（「COVID-19」）於2019年12月爆發以來，COVID-19擴散至中國所有省份以及全球各地。其可能會如2003年發生的嚴重急性呼吸系統綜合症（沙士）對經濟增長造成重創。因此，本公司對中國及香港證券市場的前景仍持審慎態度。

本公司於中短期內主要集中投資上市證券，並將繼續尋求機遇投資於高潛力的上市公司。於本年度，本公司已進一步投資於多間香港上市公司，最大的一項投資為建鵬控股有限公司（1722.HK），其主要提供建築及配套服務。

儘管本公司於去年並無開展新的私募股權投資項目，本公司相信，私募股權投資將可以分散投資風險，並隨著日後改良投資上市公司證券的組合，長遠將可帶來更多潛在回報。於不久將來，本公司將繼續探索更多專注於醫療保健（包括高科技及在線醫療）以及電信（包括物聯網板塊）私募股權的投資機會。

Chairman's Statement

主席報告

The Company is well aware of the challenges ahead and explores investment opportunities emerging from the sectors benefiting from the economic transformation in China. The Company will continue to deploy an investment strategy focusing on Greater China and closely monitor changes in the global markets. With our professional investment and risk management team, we are confident to capture valuable investment opportunities to obtain a substantial net asset appreciation and maximise profit for our shareholders.

Gu Xu

Chairman and Chief Executive Officer

Hong Kong, 30 March 2020

本公司充分意識到未來的挑戰，並探索受惠於中國經濟轉型的行業之投資機遇。本公司將繼續部署針對大中華地區的投資策略，並密切監察全球市場的變動。憑藉我們的專業投資及風險管理團隊，我們有信心把握寶貴的投資機會，以達致令資產淨額大幅升值的目標及為我們的股東帶來最大利益。

顧旭

主席兼行政總裁

香港，2020年3月30日

Management Discussion and Analysis

管理層討論與分析

INVESTMENT REVIEW

The Company held twenty-two investments as of 31 December 2019, comprising seventeen equity securities listed in Hong Kong, two equity securities listed in Australia, two private equities in Hong Kong and one private equity in the British Virgin Islands.

Pursuant to the requirements stipulated in Rule 21.12 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"), the Company discloses its ten largest investments and all individual investments with value exceeding 5% of the Company's gross assets with brief description of the investee companies as follows:

At 31 December 2019

Listed Equity Securities – Hong Kong

Name of investee	Place of incorporation	Particular of issued shares held	Proportion of investee's capital owned	Cost	Market value	Unrealised loss recognised	Net asset/ (liability) attributable to the Company	Dividend received/ receivable during the Year	% of gross assets of the Company
所投資公司名稱	註冊成立地點	所持已發行股份詳情	擁有所投資公司資本比例	成本	市值	已確認未變現虧損 (Note 1) (附註1)	本公司應佔資產/ (負債)淨值 (Note 2) (附註2)	於本年度已收/ 應收股息	佔本公司總資產百分比
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元	
(a) Kin Pang Holdings Limited	The Cayman Islands	49,820,000 ordinary shares of HK\$0.01 each	4.98%	19,852	10,263	(9,589)	MOP11.40 million	-	14.24
建騰控股有限公司	開曼群島	49,820,000股每股面值0.01港元之普通股					澳門幣11,400,000元		
(b) Hanvey Group Holdings Limited	The Cayman Islands	49,710,000 ordinary shares of HK\$0.01 each	4.97%	9,830	8,948	(882)	HK\$3.13 million	-	12.41
恆偉集團控股有限公司	開曼群島	49,710,000股每股面值0.01港元之普通股					3,130,000港元		

投資回顧

本公司於2019年12月31日持有二十二項投資，當中包括十七項香港上市的權益證券、兩項澳洲上市的權益證券、兩項於香港的私募股權及一項於英屬處女群島的私募股權。

根據香港聯合交易所有限公司證券上市規則（「上市規則」）第21.12條訂明的規定，本公司披露其十項最大投資及所有個別價值超過本公司總資產5%的投資，連同所投資公司的資料簡述如下：

於2019年12月31日

上市權益證券－香港

Management Discussion and Analysis

管理層討論與分析

Name of investee	Place of incorporation	Particular of issued shares held	Proportion of investee's capital owned	Cost	Market value	Unrealised loss recognised	Net asset/ (liability) attributable to the Company	Dividend received/ receivable during the Year	% of gross assets of the Company
所投資公司名稱	註冊成立地點	所持已發行股份詳情	擁有所投資公司資本比例	成本	市值	已確認未變現虧損 (Note 1) (附註1)	應佔資產/ (負債)淨值 (Note 2) (附註2)	於本年度已收/ 應收股息	佔本公司總資產百分比
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元	
(c) Power Financial Group Limited	Bermuda	75,420,000 ordinary shares of HK\$0.01 each	2.71%	15,159	6,863	(8,296)	HK\$39.75 million	-	9.52
權威金融集團有限公司	百慕達	75,420,000股每股面值0.01港元之普通股					39,750,000港元		
(d) Century Ginwa Retail Holdings Limited	Bermuda	22,412,000 ordinary shares of HK\$0.1 each	1.95%	6,697	4,953	(1,744)	RMB71.08 million	-	6.87
世紀金花商業控股有限公司	百慕達	22,412,000股每股面值0.1港元之普通股					人民幣71,080,000元		
(e) Town Health International Medical Group Limited	Bermuda	29,114,000 ordinary shares of HK\$0.01 each	0.39%	41,835	3,173	(38,662)	HK\$15.66 million	73	4.40
康健國際醫療集團有限公司	百慕達	29,114,000股每股面值0.01港元之普通股					15,660,000港元		
(f) InvesTech Holdings Limited	The Cayman Islands	15,216,000 ordinary shares of US\$0.02 each	1.08%	3,167	2,754	(413)	RMB7.86 million	-	3.82
威訊控股有限公司	開曼群島	15,216,000股每股面值0.02美元之普通股					人民幣7,860,000元		

Management Discussion and Analysis

管理層討論與分析

Listed Equity Securities – Australia

上市權益證券 – 澳洲

Name of investee	Place of incorporation	Particular of issued shares held	Proportion of investee's capital owned	Cost	Market value	Unrealised loss recognised	Net asset/ (liability) attributable to the Company	Dividend received/ receivable during the Year	% of gross assets of the Company
所投資公司名稱	註冊成立地點	所持已發行股份詳情	擁有所投資公司資本比例	成本	市值	已確認未變現虧損	本公司應估資產/ (負債)淨值	於本年度已收/ 應收股息	本公司佔本公司總資產百分比
				HK\$'000 千港元	HK\$'000 千港元	(Note 1) (附註1) HK\$'000 千港元	(Note 2) (附註2)	HK\$'000 千港元	
(g) Dongfang Modern Agriculture Holding Group Limited 東方現代農業控股集團有限公司	Australia 澳洲	803,000 ordinary shares 803,000股普通股	0.19%	3,961	2,219	(1,742)	RMB5.40 million 人民幣 5,400,000元	-	3.08
(h) Crater Gold Mining Limited	Australia 澳洲	35,000,000 ordinary shares 35,000,000股普通股	2.85%	2,669	2,105	(564)	AUD(0.03) million (30,000) 澳元	-	2.92

Private Equity – British Virgin Islands

私募股權 – 英屬處女群島

Name of investee	Place of incorporation	Particular of issued shares held	Proportion of investee's capital owned	Cost	Market value	Unrealised loss recognised	Net asset/ (liability) attributable to the Company	Dividend received/ receivable during the Year	% of gross assets of the Company
所投資公司名稱	註冊成立地點	所持已發行股份詳情	擁有所投資公司資本比例	成本	市值	已確認未變現虧損	本公司應估資產淨值	於本年度已收/ 應收股息	本公司佔本公司總資產百分比
				HK\$'000 千港元	HK\$'000 千港元	(Note 1) (附註1) HK\$'000 千港元	(Note 2) (附註2)	HK\$'000 千港元	
(i) Gransing Financial Group Limited 鼎成金融集團有限公司	British Virgin Islands 英屬處女群島	48 shares of USD1 each 48股每股面值1美元之股份	15.53%	42,799	17,133	(25,666)	HK\$23.53 million 23,530,000 港元	-	23.77

Management Discussion and Analysis

管理層討論與分析

Private Equity – Hong Kong

私募股權－香港

Name of investee	Place of incorporation	Particular of issued shares held	Proportion of investee's capital owned	Cost	Market value	Unrealised loss recognised	Net asset attributable to the Company	Dividend received/receivable during the Year	% of gross assets of the Company
所投資公司名稱	註冊成立地點	所持已發行股份詳情	擁有所投資公司資本比例	成本	市值	已確認未變現虧損	本公司應佔資產淨值	於本年度已收/應收股息	佔本公司總資產百分比
				HK\$'000 千港元	HK\$'000 千港元	(Note 1) (附註1) HK\$'000 千港元	(Note 2) (附註2) HK\$'000 千港元	HK\$'000 千港元	
(i) Help U Credit Finance Limited	Hong Kong	37,000 shares	19.95%	19,000	6,530	(12,470)	HK\$14.46 million	-	9.06
幫人財務有限公司	香港	37,000股股份					14,460,000 港元		

At 31 December 2018

於2018年12月31日

Listed Equity Securities – Hong Kong

上市權益證券－香港

Name of investee	Place of incorporation	Particular of issued shares held	Proportion of investee's capital owned	Cost	Market value	Unrealised gain/(loss) recognised	Net asset attributable to the Company	Dividend received/receivable during the year	% of gross assets of the Company
所投資公司名稱	註冊成立地點	所持已發行股份詳情	擁有所投資公司資本比例	成本	市值	已確認未變現收益/(虧損)	本公司應佔資產淨值	於本年度已收/應收股息	佔本公司總資產百分比
				HK\$'000 千港元	HK\$'000 千港元	(Note 3) (附註3) HK\$'000 千港元	(Note 2) (附註2) MOP/7,330,000 澳門幣	HK\$'000 千港元	
Kin Pang Holdings Limited	The Cayman Islands	34,980,000 ordinary shares of HK\$0.01 each	3.50%	16,314	14,867	(1,447)	MOP7.33 million	-	16.21
建鵬控股有限公司	開曼群島	34,980,000股每股面值0.01港元之普通股					澳門幣 7,330,000元		
Power Financial Group Limited (Formerly known as Jun Yang Financial Holdings Limited)	Bermuda	126,400,000 ordinary shares of HK\$0.01 each	4.54%	27,563	10,744	(16,819)	HK\$65.55 million	-	11.72
權威金融集團有限公司 (前稱君陽金融控股有限公司)	百慕達	126,400,000股每股面值0.01港元之普通股					65,550,000 港元		

Management Discussion and Analysis

管理層討論與分析

Name of investee	Place of incorporation	Particular of issued shares held	Proportion of investee's capital owned	Cost	Market value	Unrealised gain/(loss) recognised	Net asset attributable to the Company	Dividend received/receivable during the year	% of gross assets of the Company
所投資公司名稱	註冊成立地點	所持已發行股份詳情	擁有所投資公司資本比例	成本	市值	已確認未變現收益/(虧損)	本公司應佔資產淨值	於本年度已收/應收股息	佔本公司總資產百分比
				HK\$'000 千港元	HK\$'000 千港元	(Note 3) (附註3) HK\$'000 千港元	(Note 2) (附註2)	HK\$'000 千港元	
Evershine Group Holdings Limited	Hong Kong	4,047,000 ordinary shares	0.22%	5,337	5,099	(238)	HK\$0.31 million	-	5.56
永耀集團控股有限公司	香港	4,047,000 股普通股					310,000 港元		
Hanvey Group Holdings Limited	The Cayman Islands	25,960,000 ordinary shares of HK\$0.01 each	2.60%	8,672	4,543	(4,129)	HK\$2.00 million	-	4.95
恆偉集團控股有限公司	開曼群島	25,960,000 股每股面值 0.01 港元之普通股					2,000,000 港元		
China Construction Bank Corporation	PRC	520,000 ordinary shares of RMB1 each	-	3,317	3,354	37	RMB4.11 million	-	3.66
中國建設銀行股份有限公司	中國	520,000 股每股面值人民幣 1 元之普通股					人民幣 4,110,000 元		
China Life Insurance Company Limited	PRC	194,000 ordinary shares of RMB1 each	-	3,194	3,228	34	RMB0.06 million	-	3.52
中國人壽保險股份有限公司	中國	194,000 股每股面值人民幣 1 元之普通股					人民幣 60,000 元		
Town Health International Medical Group Limited	Bermuda	29,114,000 ordinary shares of HK\$0.01 each	0.39%	41,835	3,144	(38,691)	HK\$16.03 million	-	3.43
康健國際醫療集團有限公司	百慕達	29,114,000 股每股面值 0.01 港元之普通股					16,030,000 港元		
Earthasia International Holdings Limited	The Cayman Islands	500,000 ordinary shares of HK\$0.01 each	0.12%	1,750	2,385	635	HK\$0.16 million	-	2.60
泛亞環境國際控股有限公司	開曼群島	500,000 股每股面值 0.01 港元之普通股					160,000 港元		

Management Discussion and Analysis

管理層討論與分析

Private Equity – British Virgin Islands

私募股權－英屬處女群島

Name of investee	Place of incorporation	Particular of issued shares held	Proportion of investee's capital owned	Cost	Market value	Unrealised loss recognised	Net asset attributable to the Company	Dividend received/receivable during the year	% of gross assets of the Company
所投資公司名稱	註冊成立地點	所持已發行股份詳情	所投資公司資本比例	成本	市值	未變現虧損 已確認 (附註3)	本公司應佔資產淨值 (附註2)	於本年度已收/應收股息	佔本公司總資產百分比
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Gransing Financial Group Limited (Formerly known as Morris Global Group Limited)	British Virgin Islands	48 shares of USD1 each	17.52%	42,799	24,607	(18,192)	HK\$26.92 million	-	26.84
鼎成金融集團有限公司 (前稱摩雷獅國際集團有限公司)	英屬處女群島	48股每股面值1美元之股份					26,920,000 港元		

Private Equity – Hong Kong

私募股權－香港

Name of investee	Place of incorporation	Particular of issued shares held	Proportion of investee's capital owned	Cost	Market value	Unrealised loss recognised	Net asset attributable to the Company	Dividend received/receivable during the year	% of gross assets of the Company
所投資公司名稱	註冊成立地點	所持已發行股份詳情	所投資公司資本比例	成本	市值	未變現虧損 已確認 (附註3)	本公司應佔資產淨值 (附註2)	於本年度已收/應收股息	佔本公司總資產百分比
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Help U Credit Finance Limited	Hong Kong	37,000 shares	19.95%	19,000	7,270	(11,730)	HK\$7.19 million	-	7.93
幫人財務有限公司	香港	37,000股股份					7,190,000 港元		

Notes:

附註：

- | | |
|--|--|
| <p>(1) The unrealised loss represented the changes in fair value of the respective investments during the Year.</p> <p>(2) The calculation of net asset/(liability) attributable to the Company is based on the latest published interim/annual reports of the respective investments at the end of each reporting period.</p> <p>(3) The unrealised gain/(loss) represented the changes in fair value of the respective investments during the year ended 31 December 2018.</p> | <p>(1) 未變現虧損指本年度各項投資之公平值變動。</p> <p>(2) 本公司應佔資產/(負債)淨值乃根據各項投資於各報告期末所刊發最近期中期報告/年報計算。</p> <p>(3) 未變現收益/(虧損)指截至2018年12月31日止年度各項投資之公平值變動。</p> |
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Management Discussion and Analysis

管理層討論與分析

A brief description of the business, financial performance and prospect of the investments is as follows:

投資項目之業務、財務表現及前景的簡明概要如下：

- (a) Kin Pang Holdings Limited (“Kin Pang”) is principally engaged in the provision of building and ancillary services. The audited profit attributable to shareholders of Kin Pang for the financial year ended 31 December 2019 was approximately MOP14,242,000 and the audited net assets attributable to shareholders of Kin Pang as at 31 December 2019 was approximately MOP228,922,000. Due to the outbreak of COVID-19, Kin Pang expects that may slow down market development in Hong Kong until the situation resumes relatively stable. Progress of the projects in Macau has been extended due to shortage of workers. The tenders from both public and private sectors may be postponed or suspended. It will lead less projects awarded during 2020 and may have negative impact on Kin Pang’s financial performance. The fair value of the investment in Kin Pang is based on quoted market bid prices.
- (a) 建鵬控股有限公司(「建鵬」)主要從事提供建築及配套服務。建鵬股東截至2019年12月31日止財政年度應佔經審核溢利約為澳門幣14,242,000元，而建鵬股東於2019年12月31日之應佔經審核資產淨值約為澳門幣228,922,000元。由於爆發COVID-19，建鵬預計香港的市場發展可能會放緩，直至形勢恢復相對穩定。由於工人短缺，澳門項目的進度已延期。來自公營及私營部門的招標或會推遲或暫停，將導致2020年獲授的項目減少，可能對建鵬的財務表現產生不利影響。於建鵬投資的公平值乃基於市場報價計算。
- (b) Hanvey Group Holdings Limited (“Hanvey Group”) is principally engaged in the design and development, manufacturing and distribution of watch products. The unaudited loss attributable to shareholders of Hanvey Group for the financial year ended 31 December 2019 was approximately HK\$14,548,000 and the unaudited net assets attributable to shareholders of Hanvey Group as at 31 December 2019 was approximately HK\$62,977,000. Hanvey Group intends to continue focusing on the core business, take efforts in strengthening the product design and development capability in order to maximise the long term returns of its shareholders. Hanvey Group will consider the opportunities associated with the COVID-19 global outbreak and explore actively while cautiously what the Hanvey Group is capable of doing to combat this global incident. The fair value of the investment in Hanvey Group is based on quoted market bid prices.
- (b) 恆偉集團控股有限公司(「恆偉集團」)主要從事設計及開發、製造及分銷手錶產品。恆偉集團股東截至2019年12月31日止財政年度的應佔未經審核虧損約為14,548,000港元及恆偉集團股東於2019年12月31日應佔未經審核資產淨值約為62,977,000港元。恆偉集團擬繼續專注於核心業務，致力改進產品設計及加強開發能力，以為股東帶來最大的長遠回報。恆偉集團將考慮與COVID-19全球爆發有關的機會並積極審慎探索恆偉集團應對這一全球事件可採取的措施。於恆偉集團投資的公平值乃基於市場報價計算。
- (c) Power Financial Group Limited (“Power Financial”) is principally engaged in financial services businesses. The unaudited profit attributable to shareholders of Power Financial for the six months ended 30 June 2019 was approximately HK\$2,957,000 and the unaudited net assets attributable to shareholders of Power Financial as at 30 June 2019 was approximately HK\$1,466,681,000. Power Financial will target for high yield bonds with short to medium term maturities that serve as a stable and fixed income base. Thus, Power Financial will be more prudent in the allocation of resources to identify and seize appropriate securities/fund/bond investment opportunities. The fair value of the investment in Power Financial is based on quoted market bid prices.
- (c) 權威金融集團有限公司(「權威金融」)主要從事金融服務業務。權威金融股東截至2019年6月30日止六個月應佔未經審核溢利約為2,957,000港元，而權威金融股東於2019年6月30日之應佔未經審核資產淨值約為1,466,681,000港元。權威金融將鎖定中短期高收益債券作為穩定及固定收入基礎。因此，權威金融將更加謹慎分配資源，以確定及把握適當的證券／基金／債券投資機會。於權威金融投資的公平值乃基於市場報價計算。

Management Discussion and Analysis

管理層討論與分析

- (d) Century Ginwa Retail Holdings Limited (“Century Ginwa”) is a Hong Kong-based investment holding company principally engaged in store operation. Century Ginwa operates through two segments. Department Stores and Shopping Malls segment operates five department stores and a shopping mall. Supermarkets segment operates seven supermarkets. Century Ginwa mainly operates businesses in the west regions of China. The unaudited loss attributable to shareholders of Century Ginwa for the six months ended 30 September 2019 was approximately RMB289,733,000 and the unaudited net assets attributable to shareholders of Century Ginwa as at 30 September 2019 was approximately RMB3,645,081,000. Century Ginwa will make full use of the successful practice and experience, integrate and optimise existing businesses and utilise various forms including light asset output, management output and goodwill output to increase the coverage of second-tier cities in Shaanxi to achieve healthy growth of scale. The fair value of the investment in Century Ginwa is based on quoted market bid prices.
- (d) 世紀金花商業控股有限公司（「世紀金花」）為一間香港投資控股公司，主要從事商場運營。世紀金花透過兩個分部營運。百貨商場及購物商場分部經營五個百貨商場及一個購物商場。超級市場分部經營七個超級市場。世紀金花主要在中國西部經營業務。世紀金花股東截至2019年9月30日止六個月應佔未經審核虧損為約人民幣289,733,000元及世紀金花股東於2019年9月30日應佔未經審核資產淨值為約人民幣3,645,081,000元。世紀金花將充分利用成功實踐和經驗，對現有業務進行整合優化，利用輕資產輸出、管理輸出、商譽輸出等多種形式，加大對陝西二線城市的覆蓋，實現規模的良性增長。於世紀金花投資的公平值乃基於市場報價計算。
- (e) Town Health International Medical Group Limited (“Town Health”) is principally engaged in the provision of healthcare and dental services, managed care business and beauty and cosmetic medicine business. The audited loss attributable to shareholders of Town Health for the financial year ended 31 December 2019 was approximately HK\$8,414,000 and the audited net assets attributable to shareholders of Town Health as at 31 December 2019 was approximately HK\$4,015,547,000. The trading of shares of Town Health has been suspended since 27 November 2017. Business of Town Health is anticipated to be adversely impacted in the short-term, and the results for the first half of the year was dragged down by COVID-19 global outbreak. After the outbreak is over, Town Health expects medical demand will be gradually released, the demand for quality medical services is always with high rigidity and expects to maintain a steady development. The fair value of the investment in Town Health is based on valuation by independent valuer.
- (e) 康健國際醫療集團有限公司（「康健」）主要提供醫療保健及牙科服務、醫療管理及醫學美容業務。康健股東截至2019年12月31日止財政年度應佔經審核虧損約為8,414,000港元，而康健股東於2019年12月31日之應佔經審核資產淨值約為4,015,547,000港元。康健之股份自2017年11月27日起暫停買賣。預計康健的業務將在短期內受到不利影響，而今年上半年的業績由於COVID-19全球爆發而受到拖累。疫情結束後，康健預計醫療需求將逐步釋放，人們對優質醫療服務始終有著較高的剛性需求，並預期保持穩定發展。於康健的投資的公平值乃基於獨立估值師之估值計算。

Management Discussion and Analysis 管理層討論與分析

- (f) InvesTech Holdings Limited (“InvesTech”), is an investment holding company principally engaged in the provision of network system integration including the provision of network infrastructure solutions, network professional services and mobile internet software of mobile office automation software business, the network equipment rental business, the trading of telecommunications equipment and money lending business. The audited loss attributable to shareholders of InvesTech for the financial year ended 31 December 2019 was approximately RMB21,096,000 and the audited net assets attributable to shareholders of InvesTech as at 31 December 2019 was approximately RMB728,093,000. InvesTech will develop and upgrade its mobile office automation (the “OA”) software continuously, actively explore new business application and solutions, and enhance its competitiveness and accelerate the distribution channel of OA software. The fair value of the investment in InvesTech is based on quoted market bid prices.
- (f) 威訊控股有限公司(「威訊」)為一間投資控股公司，主要從事提供網絡系統集成，包括提供網絡基礎架構解決方案、網絡專業服務及移動辦公自動化軟件業務的移動互聯網軟件、網絡設備租賃業務、電信設備貿易及放債業務。截至2019年12月31日止財政年度，威訊股東應佔經審核虧損約為人民幣21,096,000元及於2019年12月31日，威訊股東應佔經審核資產淨值約為人民幣728,093,000元。威訊將繼續發展及升級其移動辦公自動化(「辦公自動化」)軟件業務，積極開拓新業務應用及解決方案，並增加其競爭力及加速發展辦公自動化軟件的分銷渠道。於威訊投資的公平值乃基於市場報價計算。
- (g) Dongfang Modern Agriculture Holding Group Limited (“Dongfang Modern”) is a holding company which carries on business of cultivation and sales of navel oranges, pomelos, tangerines and camellia located in the Ganzhou in China. The audited profit attributable to shareholders of Dongfang Modern for the financial year ended 31 December 2018 was approximately RMB405,176,000 and the audited net assets attributable to shareholders of Dongfang Modern as at 31 December 2018 was approximately RMB2,843,463,000. The trading of shares of Dongfang Modern has been suspended since 11 June 2019. Chinese consumption of citrus products and camellia continue to increase. Dongfang Modern has implemented measures to expand production through increasing plantation yield and efficiency, as well as improving fruit quality. The fair value of the investment in Dongfang Modern is based on valuation by independent valuer.
- (g) 東方現代農業控股集團有限公司(「東方現代」)為一間控股公司，位於中國贛州，從事臍橙、柚子、橘子及山茶花的種植及銷售業務。東方現代股東截至2018年12月31日止財政年度應佔經審核溢利為約人民幣405,176,000元及東方現代股東於2018年12月31日應佔經審核資產淨值為約人民幣2,843,463,000元。東方現代股份自2019年6月11日起暫停買賣。中國的柑橘產品及山茶花消費繼續增加。東方現代已採取措施，通過提高農場產量及效率，以及提高水果質量，擴大生產。於東方現代投資的公平值乃基於獨立估值師的估值計算。
- (h) Crater Gold Mining Limited (“Crater Gold Mining”) is a company engaged in producing gold and developing gold and base metal projects in Papua New Guinea and Australia. The unaudited loss attributable to shareholders of Crater Gold Mining for the six months ended 31 December 2019 was approximately AUD2,515,356 and the unaudited net liabilities attributable to shareholders of Crater Gold Mining as at 31 December 2019 was approximately AUD1,022,537. Crater Gold Mining targets transformational increase in gold resources. Crater Gold Mining drills to increase epithermal gold resources to multi million ounces to plan larger scale gold production. Drilling outside existing resources targets confirmation of central zone of copper-gold porphyry. The fair value of the investment in Grater Gold Mining is based on quoted market bid prices.
- (h) Crater Gold Mining Limited(「Crater Gold Mining」)為一間於巴布亞新幾內亞及澳洲從事黃金生產及開發以及基本金屬項目的公司。Crater Gold Mining股東截至2019年12月31日止六個月應佔未經審核虧損為約2,515,356澳元及Crater Gold Mining股東於2019年12月31日應佔未經審核負債淨值為約1,022,537澳元。Crater Gold Mining計劃實現黃金資源的轉型性增長。Crater Gold Mining致力鑽探，以將超熱黃金資源增加至數百萬盎司，謀劃更大規模的黃金生產。現有資源之外鑽探旨在確認銅金斑岩的中心帶。於Crater Gold Mining投資的公平值乃基於市場報價計算。

Management Discussion and Analysis

管理層討論與分析

- (i) Gransing Financial Group Limited (“Gransing Financial”) is principally engaged in provision of quality brokerage, corporate finance, asset management, money lending and financial adviser services to institutional and individual investors in Hong Kong and Mainland China through its subsidiaries. The fair value of the investment in Gransing Financial is based on valuation by independent valuer.
- (i) 鼎成金融集團有限公司(「鼎成金融」)主要透過其附屬公司向香港及中國內地機構及私人投資者提供優質經紀、企業融資、資產管理、借貸及財務顧問服務。於鼎成金融投資的公平值乃基於獨立估值師之估值計算。
- (j) Help U Credit Finance Limited (“Help U”) is principally engaged in money lending business in Hong Kong. Help U is a licensed money lender and provides secured and unsecured loans to both individuals and corporations. The fair value of the investment in Help U is based on valuation by independent valuer.
- (j) 幫人財務有限公司(「幫人」)主要於香港從事借貸業務。幫人為持牌放債人，向個人及公司提供有抵押及無抵押貸款。於幫人投資的公平值乃基於獨立估值師之估值計算。

The top three investments with realised gain and loss for the Year are summarised as below:

於本年度錄得已變現收益及虧損之三大投資概述如下：

Top three realised gain for the Year

本年度三大已變現收益

Name of investment 投資名稱		Realised gain 已變現收益 HK\$'000 千港元
Noble Engineering Group Holdings Limited	怡康泰工程集團控股有限公司	1,008
Xi'an Haitian Antenna Technologies Co., Ltd	西安海天天綫科技股份有限公司	108
Century Ginwa Retail Holdings Limited	世紀金花商業控股有限公司	79

Top three realised loss for the Year

本年度三大已變現虧損

Name of investment 投資名稱		Realised loss 已變現虧損 HK\$'000 千港元
Hydra Capital Spc	Hydra Capital Spc	37,500
Power Financial Group Limited	權威金融集團有限公司	7,357
China Creative Digital Entertainment Limited (Formerly known as HMV Digital China Group Limited)	中國創意數碼娛樂有限公司 (前稱HMV數碼中國集團有限公司)	6,262

LIQUIDITY, FINANCIAL RESOURCES AND GEARING

The Company has maintained a sufficient cash position which will allow it to capture opportunities with promising returns in both listed and private equities.

As at 31 December 2019, the gearing ratio, defined as total debts divided by shareholders' equities, was 14.2% (31 December 2018: 23.4%). As at 31 December 2019, the Company has margin payable to securities brokers of HK\$8,718,501 with interest rate 12.125% per annum from 1 January 2019 to 31 October 2019 and 12% per annum from 1 November 2019 (31 December 2018: HK\$17,155,239 with interest rate 12.125% per annum).

FINAL DIVIDEND

The Directors do not recommend the payment of any final dividend for the Year (2018: Nil).

CHARGES ON COMPANY'S ASSET AND CONTINGENT LIABILITIES

As at 31 December 2019, the Company had pledged Hong Kong listed securities of approximately HK\$40 million to secure the margin payables to the securities broker (31 December 2018: HK\$48.2 million).

There were no significant contingent liabilities as at 31 December 2019 (31 December 2018: Nil).

流動資金、財務資源及資產負債比率

本公司維持充裕現金狀況，從而使本公司在上市及私募股權方面出現機遇時把握獲可觀回報之良機。

於2019年12月31日，資產負債比率（定義為負債總額除以股東權益）為14.2%（2018年12月31日：23.4%）。於2019年12月31日，本公司有應付證券經紀之保證金8,718,501港元，2019年1月1日至2019年10月31日之年利率為12.125厘及自2019年11月1日起年利率為12厘（2018年12月31日：17,155,239港元，年利率為12.125厘）。

末期股息

董事不建議就本年度派付任何末期股息（2018年：無）。

本公司的資產抵押及或然負債

於2019年12月31日，本公司已抵押約40,000,000港元之香港上市證券作為應付證券經紀之保證金之擔保（2018年12月31日：48,200,000港元）。

於2019年12月31日，本公司並無重大或然負債（2018年12月31日：無）。

Management Discussion and Analysis

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CAPITAL STRUCTURE

On the Listing Date on 6 January 2011, the Company completed a share placement and a total of 303,000,000 ordinary shares of HK\$0.1 each were placed at a price of HK\$1.03 per share for a total cash consideration, excluding the related issue expenses, for approximately HK\$312.1 million. Subsequent to the listing, the Company had completed several fund raising activities and a capital reduction. As at 31 December 2019, the capital of the Company comprises of 1,388,246,794 ordinary shares of HK\$0.01 each.

PLACING OF NEW SHARES UNDER GENERAL MANDATE

During the Year, the Company has raised an approximately HK\$21 million, net of expense, by way of entering into a placing agreement with the placing agent, to place 220,000,000 placing shares to not less than six places which are professional investors and independent third parties with the Company. The placing shares are issued at a gross price of HK\$0.1 and net price of HK\$0.095 per placing shares (closing price of the shares of the Company was HK\$0.097 as at the date of announcement) under the general mandate granted to the Directors at the annual general meeting of the Company held on 29 May 2018. The Company had applied the net proceeds from the placing for investment in line with its ordinary course of business and the general working capital of the Company. Details of the placing of new shares under general mandate can be referred to the announcements dated 18 February 2019 and 14 March 2019 respectively.

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

The Company did not purchase, redeem or sell any of the Company's listed shares during the Year (2018: Nil).

CAPITAL EXPENDITURE AND COMMITMENT

As at 31 December 2019, the Company made no capital expenditure or any other commitments (31 December 2018: Nil).

股本架構

於2011年1月6日上市日期，本公司完成股份配售及合共303,000,000股每股面值0.1港元之普通股以每股1.03港元的價格獲配售，總現金代價（扣除相關發行開支）約為312,100,000港元。上市後，本公司已完成多項集資活動並削減股本。於2019年12月31日，本公司股本由1,388,246,794股每股面值0.01港元之普通股組成。

根據一般授權配售新股份

於本年度，本公司透過與配售代理訂立配售協議，向不少於六名屬專業投資者及本公司獨立第三方的承配人配售220,000,000股配售股份，籌集約21,000,000港元（扣除開支）。配售股份是根據本公司於2018年5月29日舉行之股東週年大會上授予董事之一般授權，按總價0.1港元及每股配售股份淨價0.095港元（本公司股份於該公告日期之收市價為0.097港元）發行。本公司已將配售所得款項淨額用於符合其日常業務過程之投資及本公司一般營運資金。有關根據一般授權配售新股份的詳情，可參閱日期分別為2019年2月18日及2019年3月14日的公告。

購買、出售或贖回本公司上市股份

於本年度，本公司並無購買、贖回或出售本公司任何上市股份（2018年：無）。

資本開支及承擔

於2019年12月31日，本公司並無資本開支或任何其他承擔（2018年12月31日：無）。

MATERIAL ACQUISITION AND DISPOSAL

During the Year, the Company did not acquire or dispose of any subsidiaries or associated companies (2018: Nil).

USE OF PROCEEDS AND INVESTMENT POLICY

The Company has twenty-two investments as of 31 December 2019, comprising of seventeen equity securities listed in Hong Kong, two equity securities listed in Australia and three private equities. The largest one held by the Company is in the financial services sector focusing in the Hong Kong market.

The rest of the net proceeds gained will be applied by the Board and the Investment Manager in making investments according to the investment objective, policies and restrictions of the Company and the requirements of the Articles of Association of the Company, the Listing Rules and the investment management agreement.

The proceeds shall normally be invested in listed and unlisted companies considered to be high growth potential or to be with significant potential return in such a variety of industry sectors in order to minimise the impact of downturns. The Company shall not make any investment which would expose the Company to unlimited liability. Any proceeds not deployed are placed in bank deposits or invested in money market instruments or money market funds.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2019, the Company had five full-time employees (31 December 2018: six full-time employees). All of the Company's employees were based in Hong Kong.

The Company establishes its remuneration policy by making reference to the prevailing market conditions and a performance-based reward system. The policy is periodically reviewed. Apart from mandatory provident fund, salaries increment, discretionary bonuses and share options may be awarded to employees according to the assessment of individual performance.

The total remuneration cost incurred by the Company for the Year was approximately HK\$3,370,125 (2018: HK\$2,699,065).

重大收購及出售

於本年度，本公司並無收購或出售任何附屬公司或聯營公司(2018年：無)。

所得款項用途及投資政策

本公司於2019年12月31日持有二十二項投資，其中包括十七項於香港上市之權益證券、兩項於澳洲上市之權益證券及三項私募股權。本公司所持最大一項為專注於香港市場的金融服務板塊。

剩餘所得款項淨額將由董事會及投資管理人根據本公司投資目標、政策及限制和本公司組織章程細則、上市規則及投資管理協議的規定進行投資。

所得款項通常投資於被認為具有高增長潛力或在各類行業中具有顯著潛在回報的上市及非上市公司，以盡量減少經濟下滑所帶來的影響。本公司不得進行任何會造成其須承擔無限責任的投資。未動用的任何所得款項將存作銀行存款或投資於貨幣市場工具或貨幣市場基金。

僱員及薪酬政策

於2019年12月31日，本公司有五名全職僱員(2018年12月31日：六名全職僱員)。本公司所有僱員均以香港為根據地。

本公司於制訂薪酬政策時會參考現行市況及一套績效獎勵制度，並定期檢討該政策。除強制性公積金外，本公司亦可能根據個人表現評核而給予員工加薪、酌情花紅及購股權。

於本年度，本公司產生的總薪酬成本約為3,370,125港元(2018年：2,699,065港元)。

Management Discussion and Analysis

管理層討論與分析

FOREIGN CURRENCY FLUCTUATION

The Board believes that foreign exchange risks are minimal as the Company mainly uses the Hong Kong dollar or United States dollar to carry out its business transactions.

EVENTS AFTER THE REPORTING PERIOD

Proposed share consolidation, change in board lot size and rights issue

The Company proposed a share consolidation of every four issued and unissued existing shares of par value HK\$0.01 each into one consolidated share of par value of HK\$0.04, the authorised share capital of the Company will become HK\$1,000,000,000 divided into 25,000,000,000 consolidated shares of HK\$0.04 each, of which 347,061,698 consolidated shares will be in issue, the board lot size for trading on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") will change from 20,000 existing shares to 10,000 consolidated shares conditional upon the share consolidation becoming effective.

The Company proposed to implement a rights issue on the basis of one rights share for every one consolidated share at the subscription price of HK\$0.16 per rights share, to raise proceeds of approximately HK\$54.6 million after deducting expenses.

Details of the share consolidation, change in board lot size and rights issue were set out in the announcements of the Company dated 3 March 2020, circular dated 16 March 2020.

外幣波動

董事會認為，由於本公司主要使用港元或美元進行業務交易，故外匯風險極微。

報告期後事項

建議股份合併、更改每手買賣單位及供股

本公司建議將每四股每股面值0.01港元之已發行及未發行現有股份合併為一股每股面值0.04港元之合併股份，本公司之法定股本將變為1,000,000,000港元，分為25,000,000,000股每股面值0.04港元之合併股份，其中將發行347,061,698股合併股份，待股份合併生效後，於香港聯合交易所有限公司（「聯交所」）買賣之每手買賣單位由20,000股現有股份更改為10,000股合併股份。

本公司建議按每持有一股合併股份獲發一股供股股份之基準進行供股，認購價為每股供股股份0.16港元，以籌集所得款項約54,600,000港元（扣減開支後）。

股份合併、變更每手買賣單位及供股詳情載於本公司日期為2020年3月3日的公告及日期為2020年3月16日的通函。

AUDIT COMMITTEE

The Company has an audit committee (the “Audit Committee”) established in compliance with Rule 3.21 of the Listing Rules.

The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Chong Ching Hoi (being the chairman with professional qualifications in accountancy), Mr. Leung Wai Lim and Mr. Sun Boquan.

The summary of duties and works of the Audit Committee is set out in the “Corporate Governance Report” of this annual report.

CLOSURE OF REGISTER OF MEMBERS

The Board hereby announces that the register of members of the Company will be closed from Tuesday, 26 May 2020 to Friday, 29 May 2020, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming annual general meeting (“AGM”), all transfers of shares, accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 25 May 2020.

審核委員會

本公司已按照上市規則第3.21條設立審核委員會（「審核委員會」）。

審核委員會現由三名獨立非執行董事，由莊清凱先生（主席，具備會計師專業資格）、梁唯廉先生及孫伯全先生組成。

審核委員會的職責及工作概要載於本年報「企業管治報告」。

暫停辦理股份過戶登記手續

董事會謹此宣佈，本公司將於2020年5月26日（星期二）至2020年5月29日（星期五）（包括首尾兩天）暫停辦理股份登記手續，期間將不會辦理任何股份過戶登記。為符合資格出席應屆股東週年大會（「股東週年大會」）並於會上投票，所有股份過戶文件連同有關股票須不遲於2020年5月25日（星期一）下午四時三十分前送達本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712–1716號舖，以辦理登記手續。

Profiles of Directors

董事履歷

EXECUTIVE DIRECTORS

Mr. Gu Xu (“Mr. Gu”), aged 55, Chairman and Chief Executive Officer of the Company, is responsible for the provision of leadership to the Board and the Company’s business development and daily management generally. Mr. Gu was appointed as Chairman and Chief Executive Officer on 28 May 2015 and has been appointed as executive Director of the Company since 25 November 2010. Mr. Gu completed a bachelor’s degree majoring in Economics from Shanghai University of Finance and Economics in 1986. He further received a master’s degree majoring in Economics from the same university in 1989 and a master’s degree majoring in Business Administration awarded jointly by Fudan University and The University of Hong Kong in 2003. Mr. Gu has accumulated 24 years’ experience in asset management, investment and financial management in both financial conglomerate and private company. He is the chairman of 上海東晟投資管理有限公司 (Shanghai Dongsheng Investment Management Co., Ltd.). Mr. Gu has been appointed as independent supervisor of 蘇州金融租賃股份有限公司 (Suzhou Financial Leasing Co., Ltd) in May 2016. Mr. Gu was an independent non-executive director of COSCO SHIPPING Development Co., Ltd. (2866.HK), a company listed both in Hong Kong and Shanghai, from March 2018 to August 2019. Furthermore, Mr. Gu was the president of Henan Zhong Yuan Lian Chuang Investment Fund Management Company Limited from October 2015 to December 2018.

執行董事

顧旭先生（「顧先生」），55歲，為本公司主席兼行政總裁，負責領導董事會以及本公司業務發展及日常管理事務。顧先生於2015年5月28日獲委任為主席兼行政總裁，自2010年11月25日起獲委任為本公司執行董事。顧先生於1986年完成上海財經大學經濟學士學位，並於1989年獲得該所大學的經濟碩士學位，及於2003年獲復旦大學及香港大學聯合頒授工商管理碩士學位。顧先生於金融集團及私人企業的資產管理、投資及財務管理方面累積有24年經驗。彼為上海東晟投資管理有限公司主席。顧先生於2016年5月獲委任為蘇州金融租賃股份有限公司之獨立監事。顧先生由2018年3月至2019年8月為中遠海運發展股份有限公司(2866.HK)（於香港及上海兩地上市之公司）的獨立非執行董事。另外，顧先生於2015年10月至2018年12月出任河南中原聯創投資基金管理有限公司之總裁。

Profiles of Directors 董事履歷

Mr. Chan Cheong Yee (“Mr. Chan”), aged 56, has been appointed as an executive Director since 1 June 2013. Mr. Chan is one of the responsible officers of China Everbright Securities (HK) Limited and SHK Fund Management Limited respectively. Mr. Chan is currently a licensed person to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts), type 3 (leveraged foreign exchange trading), type 4 (advising on securities) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”). Mr. Chan obtained a Bachelor of Science degree from the College of Business Administration of The University of South Florida in the United States of America. Mr. Chan is experienced in dealing in securities, fund management, corporate management, corporate finance and managing listed investment companies under Chapter 21 of the Listing Rules. Mr. Chan is currently as an executive director of China Innovation Investment Limited (1217.HK), China Investment and Finance Group Limited (1226.HK), China Investment Development Limited (204.HK), Capital VC Limited (2324.HK) and National Investments Fund Limited (1227.HK), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Chan is also an executive director of China Trend Holdings Limited (8171.HK), a company listed on the GEM of the Stock Exchange. He was an executive director of Alpha Returns Group PLC, an investment company listed on AIM of London Stock Exchange, from May 2013 to April 2018. Mr. Chan was appointed as an independent non-executive director of Bingo Group Holdings Limited (8220.HK) in August 2007, and redesignated as an executive director from April 2009 to September 2018.

陳昌義先生（「陳先生」），56歲，自2013年6月1日起獲委任為執行董事。陳先生分別為中國光大證券（香港）有限公司及新鴻基投資管理有限公司之負責人之一。陳先生乃香港法例第571章證券及期貨條例（「證券及期貨條例」）下可從事第1類（證券交易）、第2類（期貨合約交易）、第3類（槓桿式外匯交易）、第4類（就證券提供意見）及第9類（提供資產管理）受規管活動的持牌人士。陳先生持有美國南佛羅里達州大學工商管理學院理學學士學位。陳先生於證券交易、基金管理、企業管理、企業融資及管理上市規則第21章項下之上市投資公司方面經驗豐富。陳先生現為中國創新投資有限公司(1217.HK)、中國投融資集團有限公司(1226.HK)、中國投資開發有限公司(204.HK)、首都創投有限公司(2324.HK)及國盛投資基金有限公司(1227.HK)（上述公司股份均於聯交所主板上市）之執行董事。陳先生亦為中國趨勢控股有限公司(8171.HK)（一間於聯交所GEM上市之公司）之執行董事。於2013年5月至2018年4月期間，彼擔任Alpha Returns Group PLC（一間於倫敦證券交易所另類投資市場上市之投資公司）之執行董事。於2007年8月，陳先生獲委任為比高集團控股有限公司(8220.HK)之獨立非執行董事，期後於2009年4月至2018年9月調任為執行董事。

Profiles of Directors 董事履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHONG Ching Hoi (“Mr. Chong”), aged 37, has been appointed as an independent non-executive Director since 22 December 2017. He is the chairman of each of the Audit Committee and Remuneration Committee as well as a member of the Nomination Committee of the Company. Mr. Chong graduated from the Hong Kong University of Science and Technology with a bachelor degree of Business Administration in Accounting in November 2004. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. He has more than 12 years of experience in audit, accounting, financial reporting and compliance. Mr. Chong is currently the chief financial officer and company secretary of Hao Bai International (Cayman) Limited (“HBIC”) (8431.HK), a company listed on the GEM of the Stock Exchange. He has joined HBIC since March 2016 and is responsible for its compliance and corporate governance, preparing group’s consolidated financial statements as well as reviewing and implementing effective financial policies and internal control procedures.

Mr. Leung Wai Lim (“Mr. Leung”), aged 47, was appointed as an independent non-executive Director on 10 October 2018. He is the Chairman of the Nomination Committee as well as a member of the Audit Committee and Remuneration Committee of the Company. Mr. Leung obtained a bachelor’s degree in law from University of Wales in United Kingdom in July 1995. He was admitted to practise law as a solicitor in Hong Kong in August 1999 and in England and Wales in April 2001. Mr. Leung is currently an independent non-executive director of Shun Wo Group Holdings Limited (1591.HK), and Yield Go Holdings Ltd. (1796.HK), both shares of which are listed on the Main Board of the Stock Exchange. He is an adjudicator appointed to the Panel of Adjudicators (Control of Obscene and Indecent Articles) (established under the Control of Obscene and Indecent Articles Ordinance (Chapter 390 of the Laws of Hong Kong)) and a member of the Board of Review (Inland Revenue Ordinance) in Hong Kong. He is also a panel member appointed by the Secretary for Transport and Housing to the Transport Tribunals’ Panel and a member of the Transportation and Logistics Committee (co-option) of the Law Society of Hong Kong SAR. Mr. Leung has over 20 years of law related working experience. He has been a partner of Howse Williams Bowers since May 2015. He was employed by DLA Piper from February 2001 to April 2009 at which his last position was partner. He was then employed by Eversheds from May 2009 to April 2015 at which his last position was partner.

獨立非執行董事

莊清凱先生（「莊先生」），37歲，自2017年12月22日起獲委任為獨立非執行董事。彼為本公司審核委員會及薪酬委員會主席以及提名委員會成員。莊先生於2004年11月獲香港科技大學頒授工商管理會計學士學位。彼為香港會計師公會會員及特許公認會計師公會資深會員。彼擁有超過12年核數、會計、財務報告及合規經驗。莊先生現為浩柏國際（開曼）有限公司（「浩柏國際」）(8431.HK)（一間於聯交所GEM上市之公司）之財務總監及公司秘書。彼自2016年3月起加入浩柏國際，負責其合規及企業管治、擬備集團的綜合財務報表以及審視及實施有效的財務政策及內部監控程序。

梁唯廉先生（「梁先生」），47歲，於2018年10月10日獲委任為獨立非執行董事。彼為本公司提名委員會主席以及審核委員會及薪酬委員會成員。梁先生於1995年7月取得英國威爾斯大學法律學士學位。彼分別於1999年8月及2001年4月獲認許為香港執業律師以及英格蘭及威爾斯執業律師。梁先生現時為汛和集團控股有限公司(1591.HK)及耀高控股有限公司(1796.HK)之獨立非執行董事（兩間公司的股份均於聯交所主板上市）。彼於香港獲委任為審裁委員小組（管制淫褻及不雅物品）（根據香港法例第390章淫褻及不雅物品管制條例成立）的審裁委員及稅務上訴委員會的委員。彼亦獲運輸及房屋局局長委任為交通審裁處小組成員及香港特別行政區律師會運輸及物流委員會委員（增選）。梁先生擁有逾20年法律相關工作經驗。彼自2015年5月起擔任何韋鮑律師行合夥人。彼於2001年2月至2009年4月受聘於歐華律師事務所，最終職位為合夥人。彼其後於2009年5月至2015年4月受聘於安睿國際律師事務所，最終職位為合夥人。

Profiles of Directors 董事履歷

Mr. Sun Boquan (“Mr. Sun”), aged 68, has been appointed as an independent non-executive Director as well as a member of each of the audit committee, the nomination committee and the remuneration committee of the Company on 5 June 2019. Mr. Sun has obtained a master degree in business administration from Nan Kai University (南開大學), the People’s Republic of China in 2005. He was the deputy bureau head of Tianjin Public Utility Bureau (天津市公用局) in September 1997, and was the chairman of 天津市燃氣集團有限公司 (Tianjin Gas Group Company Limited) from 2000 to 2011. During the period from August 2004 to September 2011, Mr. Sun acted as a non-executive director of Tianjin Tianlian Public Utilities Company Limited (currently known as Tianjin Jinran Public Utilities Company Limited), a company now listed on the Main Board of the Stock Exchange (1265.HK). Mr. Sun was the chairman of 天津燃氣協會 (Tianjin Gas Society) and the vice chairman of 中國燃氣學會 (China Gas Society) from 2011 to 2013. Mr. Sun was an independent non-executive director of Ming Hing Holdings Limited (currently known as Peace Map Holding Limited), a company whose shares are listed on the Main Board of the Stock Exchange (402.HK), for the period from October 2006 to March 2009.

孫伯全先生(「孫先生」)，68歲，已於2019年6月5日獲委任為本公司獨立非執行董事及分別為審核委員會、提名委員會及薪酬委員會成員。孫先生於2005年取得中華人民共和國南開大學工商管理碩士學位。彼於1997年9月為天津市公用局副局長，於2000年至2011年為天津市燃氣集團有限公司的董事長。於2004年8月至2011年9月期間，孫先生擔任天津天聯公用事業股份有限公司(現稱天津津燃公用事業股份有限公司)的非執行董事，該公司現於聯交所主板上市(1265.HK)。自2011年至2013年，孫先生為天津燃氣協會主席及中國燃氣學會副主席。於2006年10月至2009年3月期間，孫先生為明興控股有限公司(現稱天下圖控股有限公司)的獨立非執行董事，該公司股份於聯交所主板上市(402.HK)。

Report of the Directors

董事會報告

The Directors have pleasure in presenting their report and audited financial statements of the Company for the Year.

PRINCIPAL ACTIVITY

The Company is an exempted limited liability company, incorporated in the Cayman Islands on 1 February 2010 for the purpose of acting as a closed-ended investment company.

The Company is principally engaged in investing globally in both private and publicly listed enterprises that have demonstrated the ability to manufacture a product or deliver a service that is supported by the economies of the mainland China, Hong Kong, Macau and Taiwan.

The shares of the Company are listed on the Main Board of the Stock Exchange with effect from 6 January 2011 (the "Listing Date"). The Company had not commenced any operation or business before the Listing Date.

BUSINESS REVIEW

Discussion and analysis of the business review as required by the Hong Kong Companies Ordinance, including risks facing by the Company, important events affecting the Company, that have occurred since the end of the Year, likely future development in the Company's business can be found in the sections headed "Chairman's Statement", "Management Discussion and Analysis" and "Environmental, Social and Governance Report" of this annual report. These discussions form part of this "Report of the Directors".

FINANCIAL RESULTS

The results of the Company for the Year are set out in the financial statements on pages 69 to 155.

DIVIDENDS

The Board does not recommend the payment of any dividends for the Year (31 December 2018: Nil).

FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Company for the Year is set out on page 156.

董事欣然提呈彼等之報告連同本公司本年度的經審核財務報表。

主要業務

本公司於2010年2月1日在開曼群島註冊成立為一間獲豁免有限責任公司，旨在建立封閉式投資公司。

本公司主要從事投資全球具能力生產及提供獲中國內地、香港、澳門及台灣經濟支持之產品或服務之私人及公眾上市企業。

本公司股份自2011年1月6日（「上市日期」）起於聯交所主板上市。上市日期前，本公司並無開始任何經營或業務。

業務回顧

香港公司條例要求進行之業務回顧討論及分析，包括本公司面臨之風險、在本年度結束後發生並對本公司造成影響的重要事件、本公司業務的可能未來發展，載於本年報「主席報告」、「管理層討論與分析」及「環境、社會及管治報告」章節。該等討論構成本「董事會報告」一部份。

財務業績

本公司於本年度之業績，載於第69至155頁的財務報表內。

股息

董事會不建議就本年度派付任何股息（2018年12月31日：無）。

財務概要

本公司於本年度的業績及資產與負債概要載於第156頁。

RESERVES

Details of the movements in reserves during the Year are set out in the statement of changes in equity to the financial statements.

SHARE CAPITAL

Details of the movements in share capital during the Year are set out in Note 23 to the financial statements.

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

The Company did not purchase, redeem or sell any of the Company's listed shares during the Year.

DIRECTORS

The Directors who held office during the Year and up to the date of this report are:

Executive Directors

Mr. Gu Xu (*Chairman and Chief Executive Officer*)
Mr. Chan Cheong Yee

Non-executive Director

Mr. Lam Chun Ho (Resigned on 5 June 2019)

Independent Non-executive Directors

Mr. Chong Ching Hoi
Mr. Leung Wai Lim
Mr. Pun Tit Shan (Resigned on 5 June 2019)
Mr. Sun Boquan (Appointed on 5 June 2019)

In order to comply with the requirements of the code provision A.4.2 of the CG Code, Mr. Chan Cheong Yee, Mr. Chong Ching Hoi and Mr. Sun Boquan shall retire at the AGM. The retiring Directors are being eligible to offer themselves for re-election at the AGM.

The biographical details of the Directors as at the date of this report are set out in the section headed "Profiles of Directors" on pages 24 to 27 of this annual report.

儲備

於本年度之儲備變動詳情載於財務報表的權益變動表。

股本

股本於本年度之變動詳情載於財務報表附註23。

購買、出售或贖回本公司上市股份

於本年度，本公司並無購買、贖回或出售本公司任何上市股份。

董事

於本年度及直至本報告日期，在任董事如下：

執行董事

顧旭先生 (*主席兼行政總裁*)
陳昌義先生

非執行董事

林振豪先生 (於2019年6月5日辭任)

獨立非執行董事

莊清凱先生
梁唯廉先生
潘鐵珊先生 (於2019年6月5日辭任)
孫伯全先生 (於2019年6月5日獲委任)

為遵從企業管治守則之守則條文第A.4.2條的規定，陳昌義先生、莊清凱先生及孫伯全先生將於股東週年大會上退任。合資格退任董事可依願於股東週年大會上膺選連任。

於本報告日期之董事的履歷詳情載於本年報第24至27頁「董事履歷」一節。

Report of the Directors

董事會報告

EMOLUMENTS OF DIRECTORS

Details of the fee or emoluments of Directors during the Year are set out in Note 8 to the financial statements.

EQUITY-LINKED ARRANGEMENTS

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Company's operations. The Company has not entered into any equity-linked agreement during the Year or there was not any subsisting equity-linked agreement entered into by the Company at the end of the Year.

ENVIRONMENTAL POLICIES

The Company is devoted to promoting and maintaining the environmental and social sustainable development. As a responsible enterprise, the Company is in compliance with all the material relevant laws and regulations in Hong Kong in terms of the environmentally friendliness, health as well as safety and adopts effective measures, conserves energy and reduces waste.

COMPLIANCE WITH LAWS AND REGULATIONS

The Company's operations are mainly carried out in Hong Kong and accordingly shall comply with material relevant laws and regulations in Hong Kong. During the Year and up to the date of this report, the Company has complied with all the material relevant laws and regulations in Hong Kong.

PERMITTED INDEMNITY

Pursuant to the Company's Articles of Association, every Director of the Company together with every former Director of the Company shall be indemnified out of the assets of the Company against any liability, action, proceeding, claim, demand, costs, damages or expenses, including legal expenses, whatsoever which they or any of them may incur in the execution of their office or otherwise in relation thereto. During the Year, appropriate Directors' and officers' liabilities insurance coverage had been arranged in respect of legal action that might be taken against the Directors and officers of the Company.

董事酬金

本年度之董事袍金或酬金詳情載於財務報表附註8。

與權益掛鈎之安排

本公司設有一項購股權計劃，旨在獎勵及回報合資格參與者對本公司業務成功作出之貢獻。本公司於本年度並無訂立任何與權益掛鈎之協議，或於本年度末本公司並無已訂立的任何存續的與權益掛鈎之協議。

環保政策

本公司致力推廣及維持環境及社會可持續發展。作為一家負責任企業，本公司在環保、健康及安全方面遵守香港所有重大相關法例及法規，並採取有效措施、節約能源及減少廢物。

遵守法例及法規

本公司業務主要於香港進行，因此須遵守香港重大相關法例及法規。於本年度及直至本報告日期，本公司已遵守香港所有重大相關法例及法規。

獲准許彌償

根據本公司組織章程細則，本公司各董事及本公司各前董事就彼等或彼等任何一人於履行其職責或其他有關情況之過程中引致之任何責任、訴訟、法律程序、申索、要求、費用、損失或支出（包括法律開支）將獲得本公司以其資產作出彌償。於本年度，本公司已就本公司的董事及高級職員可能面對之法律行動投保合適董事及高級職員之責任保險。

DIRECTORS' SERVICES CONTRACTS

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

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than the "Investment Management Agreement" mentioned below, no contracts of significance, to which the Company was a party and in which any Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

MANAGEMENT CONTRACTS

Save the respective Investment Management Agreement and Potential Conflicts of Interest disclosed on pages 35 to 36 of the Report of the Directors, the Company has not entered into any contract with any individuals, firms or corporate entities to manage or regulate the whole or any substantial part of the business of the Company.

DIRECTORS' RIGHT TO ACQUIRE SHARES AND DEBENTURES

At no time during the Year was the Company a party to any arrangements to enable the Directors of the Company or their respective spouse or children under 18 years of age to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the "Share Option Scheme") on 1 June 2015, pursuant to an ordinary resolution passed at the extraordinary general meeting held on 28 May 2015.

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the issued share capital of the Company in issue from time to time.

董事之服務合約

概無於股東週年大會上被提名重選之董事與本公司訂立本公司不可於一年內終止而毋須賠償(法定賠償(如有)除外)之服務合約。

董事之重大合約權益

除下文所述之「投資管理協議」外，於本年度末或本年度內任何時間，本公司概無訂立本公司任何董事於其中直接或間接擁有重大權益之重大合約。

管理合約

除董事會報告第35至36頁所分別披露之各投資管理協議及潛在利益衝突外，本公司概無與任何個人、公司或企業實體訂立任何合約以管理或監管本公司業務之全部或任何主要部份。

董事購買股份及債券之權利

於本年度內任何時間，本公司概無訂立任何安排，致使本公司董事或彼等各自之配偶或18歲以下之子女可藉購入本公司或任何其他公司實體之股份或債權證而獲益。

購股權計劃

本公司已於2015年6月1日根據於2015年5月28日舉行的股東特別大會上通過的普通決議案採納一項購股權計劃(「購股權計劃」)。

於根據購股權計劃及本公司任何其他購股權計劃已授出但尚未行使的所有未行使購股權獲行使時可予發行的最大股份數目，合共不得超過本公司不時已發行股本的30%。

Report of the Directors

董事會報告

The total number of shares which may be issued upon exercise of all options to be granted under the new Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of shares in issue on 29 May 2017 as the Company has sought the approval of the shareholders in general meeting for refreshing the 10% limit under the Share Option Scheme. The Share Option Scheme will remain in force for a period of 10 years commencing from 28 May 2015.

The subscription price for shares under the Share Option Scheme shall be a price determined by the Board, but shall not be lower than the highest of (i) the closing price of shares as stated in the daily quotation sheet of the Stock Exchange on the date on which the Board approves the making of the offer for the grant of options (the "Date of Grant"), which must be a trading day; (ii) the average closing price of shares as stated in the daily quotations sheets of the Stock Exchange for the five trading days immediately preceding the Date of Grant; and (iii) the nominal value of a share. The time of acceptance of an offer for the grant of options shall not be later than 21 days from the Date of Grant. A non-refundable nominal consideration of HK\$1.00 is payable by the grantee upon acceptance of an option.

Particulars to the Company's Share Option Scheme are set out in Note 22 to the financial statements.

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

As at 31 December 2019, none of the Directors or chief executives of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code").

由於本公司已於股東大會上尋求股東批准更新購股權計劃項下的10%限額，於根據新購股權計劃及本公司任何其他購股權計劃已授出的所有購股權獲行使時可予發行的股份總數，合共不得超過於2017年5月29日已發行股份的10%。購股權計劃仍將有效，自2015年5月28日起計為期10年。

購股權計劃項下股份的認購價須由董事會釐定，但不得低於以下各項最高者：(i)股份於董事會批准授出購股權建議日（「授出日期」）（須為交易日）在聯交所每日報價表所述的收市價；(ii)股份於緊接授出日期前五個交易日在聯交所每日報價表所述的平均收市價；及(iii)股份面值。接納授出購股權建議的時限不得遲於授出日期起計21日。於接納購股權時承授人須繳納不可退還名義代價1.00港元。

本公司購股權計劃的詳情載於財務報表附註22。

董事及主要行政人員於股份、相關股份及債權證之權益及淡倉

於2019年12月31日，概無董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有根據證券及期貨條例第352條登記於本公司須予存置的登記冊內之任何權益或淡倉，或須根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）另行知會本公司及聯交所之任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS'/OTHER PERSON'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

主要股東／其他人士於股份及相關股份之權益及淡倉

Shareholders' Interests in Shares

股東於股份之權益

As at 31 December 2019, the following person (other than the Directors or chief executives of the Company) had interests or short positions in the shares or underlying shares of the Company which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

於2019年12月31日，以下人士（董事或本公司主要行政人員除外）於本公司之股份或相關股份中持有根據證券及期貨條例第336條登記於本公司須予存置之登記冊內之權益或淡倉：

Long positions in the ordinary shares of HK\$0.01 each of the Company (the "Shares")

於本公司每股面值0.01港元之普通股股份（「股份」）之好倉

Name of shareholder	Capacity in which shares are held	Number of shares held (Direct interests)	Number of shares held (Indirect interests)	Approximate % of issued share capital of the Company
股東姓名／名稱	於所持股份之身份	所持股份數目 (直接權益)	所持股份數目 (間接權益)	佔本公司已發行股本之概約百分比
Kwok Shun Tim	Interest in controlled corporation	–	137,599,664	9.91
郭純恬	受控制公司權益		(Note 1) (附註1)	
Morris Global Capital Limited	Beneficial Owner	137,599,664	–	9.91
實益擁有人				
Wang Xin	Beneficial Owner	135,186,628	–	9.74
王昕	實益擁有人			
Quasar Global Selection SPC Fund – Shenzhen Qianhai Glory Fund SP	Beneficial Owner	132,540,000	–	9.54
駿昇環球精選獨立組合公司基金 – 深圳前海國銀投資基金獨立組合	實益擁有人			
Quasar Investment Management (Cayman) Limited	Investment manager	–	132,540,000	9.54
駿昇投資管理(開曼)有限公司	投資經理		(Note 2) (附註2)	

Notes:

附註：

- Morris Global Capital Limited ("MGC") is wholly owned by Mr. Kwok Shun Tim ("Mr. Kwok"). Therefore, Mr. Kwok is deemed to be interested in the 137,599,664 shares of the Company held by in MGC.
- Quasar Investment Management (Cayman) Limited is the investment manager of Quasar Global Selection SPC Fund-Shenzhen Qianhai Glory Fund SP ("Quasar Fund") and is thereby deemed to have an interest in the shares in which Quasar Fund is interested.

- Morris Global Capital Limited (「MGC」) 由郭純恬先生 (「郭先生」) 全資擁有。因此，郭先生被視為於 MGC 所持有的本公司 137,599,664 股股份中擁有權益。
- 駿昇投資管理(開曼)有限公司為駿昇環球精選獨立組合公司基金—深圳前海國銀投資基金獨立組合 (「駿昇基金」) 的投資經理，因此被視為於駿昇基金擁有權益的股份中擁有權益。

Report of the Directors

董事會報告

Save as disclosed above, as at 31 December 2019, the Company has not been notified by any other persons (other than the Directors or chief executive of the Company, whose interests are set out in the section “Directors’ and chief executives interests and short positions in shares and underlying shares and debentures”) who had interests or short positions in the shares or underlying shares of the Company which are required to be recorded in the register required to be kept by the Company under Section 336 of the SFO.

CONTINUING CONNECTED TRANSACTIONS

During the Year, the Company had the following continuing connected transactions, details of which were disclosed in compliance with the requirements of Chapter 14A of the Listing Rules.

EXEMPT CONTINUING CONNECTED TRANSACTION

Custodian Agreement

The Company had terminated the custodian agreement with Deutsche Bank AG, Hong Kong Branch effective on 15 August 2019 and appointed Bank of Communications Trustee Limited (the “Custodian”) as its new custodian. The custodian agreement with Bank of Communications Trustee Limited (the “Custodian Agreement”) was effective on 15 August 2019 and will continue to be in force until terminated by either the Company or the Custodian by giving the other party not less than 30 days advance notice in writing.

Pursuant to the Custodian Agreement, the Company will pay the Custodian a monthly fee of the higher of (a) the net asset value of the Company at valuation day equal to the rate 0.04% per annum, or (b) HK\$12,500 per month.

During the Year, the total custodian fee of HK\$288,677 was paid by the Company to the two custodians.

除上文所披露外，於2019年12月31日，本公司並未獲知會有任何其他人士（董事或本公司主要行政人員除外，彼等之權益載於「董事及主要行政人員於股份、相關股份及債權證之權益及淡倉」一節）於本公司股份或相關股份中擁有根據證券及期貨條例第336條規定登記於本公司須存置之登記冊之權益或淡倉。

持續關連交易

於本年度，本公司有下列持續關連交易，其詳情已根據上市規則第14A章之規定予以披露。

豁免持續關連交易

託管協議

本公司自2019年8月15日起已終止與德意志銀行香港分行的託管協議，並委任交通銀行信託有限公司（「託管人」）為其新託管人。與交通銀行信託有限公司之託管協議（「託管協議」）已於2019年8月15日生效，並將繼續生效至本公司或託管人向另一方事先發出不少於30日之通知書予以終止。

根據託管協議，本公司將向託管人支付月費，以下列兩者的較高者為準：(a)相等於按年本公司於估值日資產淨值之0.04%；或(b)每月12,500港元。

本公司於本年度向兩個託管人支付託管費合共288,677港元。

NON-EXEMPT CONTINUING CONNECTED TRANSACTION

Investment Management Agreement

Pursuant to the Investment Management Agreement dated 20 December 2019, the Company re-appointed China Everbright Securities (HK) Limited (the "Investment Manager") as its investment manager to provide the Company with investment management services for another period of three years from 1 January 2020 to 31 December 2022. The Investment Manager is entitled to receive from the Company a management fee accruing monthly at the annual amount of HK\$600,000 and payable monthly in arrears from 1 January 2020 onwards.

During the Year, the management fee of HK\$960,000 was paid by the Company.

The Investment Manager is regarded as a connected person of the Company under Rule 21.13 of the Listing Rules. Accordingly, the service provided by the Investment Manager to the Company under the Investment Management Agreement constituted a continuing connected transaction of the Company.

DIRECTORS' OPINION ON CONTINUING CONNECTED TRANSACTIONS

In the opinion of the Directors, including the independent non-executive Directors of the Company, the terms of and the transactions contemplated under the Investment Management Agreement and the Custodian Agreement have been entered into after arm's length negotiation, on normal commercial terms, and in the ordinary course of business of the Company, and are fair and reasonable and in the interest of the Company and the shareholders as a whole.

非豁免持續關連交易

投資管理協議

根據日期為2019年12月20日的投資管理協議，本公司重新委任中國光大證券(香港)有限公司(「投資管理人」)作為其投資管理人，為本公司提供投資管理服務，由2020年1月1日至2022年12月31日止再為期三年。投資管理人有權向本公司收取每年600,000港元管理費，並須自2020年1月1日起於每月支付上月應付費用。

本公司於本年度支付管理費960,000港元。

根據上市規則第21.13條，投資管理人被視為本公司的關連人士。因此，投資管理人根據投資管理協議向本公司提供的服務構成本公司的持續關連交易。

董事對持續關連交易之意見

董事(包括本公司獨立非執行董事)認為，投資管理協議及託管協議的條款及其項下擬進行之交易乃按一般商業條款於本公司一般業務過程中經公平磋商後訂立，屬公平合理並符合本公司及股東的整體利益。

Report of the Directors

董事會報告

The Company's auditor was engaged to report on the Company's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing the findings and conclusions in respect of the non-exempt continuing connected transactions disclosed above by the Company in accordance with Rule 14A.38 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

POTENTIAL CONFLICTS OF INTEREST

Currently the Investment Manager and their directors, officers and employees provide management and advisory services to a number of hedge funds, mutual funds and managed discretionary accounts with similar investment objectives to the Company.

From time to time conflicts of interest may arise between the interest of the Company and those of other clients. In such situations, the Investment Manager will have regard to its obligations to the Company to act in the best interests of the Company, so far as is practicable having regard also to its obligations to the other clients.

Mr. Chan Cheong Yee is a Director of the Company and the Investment Manager and is involved in the day-to-day operations of each of these entities. This may give rise to conflicts of interest.

As the overall interests of the Company and Investment Manager are aligned, the Directors are of the view that Mr. Chan will be able to act in the best interests of the Company and its shareholders. In addition, all major decisions of each of these companies will be made by their respective board of directors of these companies as a whole and not at the sole discretion of Mr. Chan. In the case of the Company, this includes the independent non-executive Directors and the executive Director, Mr. Gu Xu.

Mr. Chan will maintain confidentiality in respect of the information of each of the funds managed by the Investment Manager. They are also aware of their obligations under the Securities and Futures Commission of Hong Kong's Internal Control Guidelines that they are required to establish and ensure the integrity and security of all information relevant to the business operations of the respective entities.

本公司核數師已獲聘根據香港會計師公會頒佈之香港核證工作聘用準則第3000號「審核或審閱歷史財務資料以外之核證工作」及參照實務說明第740號「關於香港上市規則所述持續關連交易之核數師函件」報告本公司之持續關連交易。核數師已根據上市規則第14A.38條發出無保留意見函件，當中載有對上文本公司所披露之非豁免持續關連交易之發現及結論。本公司已將核數師函件副本送呈聯交所。

潛在利益衝突

投資管理人及彼等的董事、高級職員及僱員目前向多個與本公司投資目標類似的對沖基金、互惠基金及管理的全權委託賬戶提供管理及諮詢服務。

本公司與其他客戶的利益可能會不時出現衝突。於該等情況下，投資管理人將會根據其對本公司的責任，作出符合本公司最佳利益的行動，只要該行動就其對其他客戶的責任而言為可行。

陳昌義先生為本公司及投資管理人的董事，參與各該等實體的日常營運。這或會導致利益衝突。

由於本公司及投資管理人的整體利益一致，董事認為，陳先生將可以本公司及其股東的最佳利益行事。此外，各該等公司的所有重大決策將由其各自的董事會共同作出，並非由陳先生全權決定。就本公司而言，這包括獨立非執行董事及執行董事顧旭先生。

陳先生將會對投資管理人管理的各個基金的資料保密。彼等亦知悉彼等於香港證券及期貨事務監察委員會內部監控指引下的責任，彼等須建立及確保各有關實體業務經營的所有資料完整及安全。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights in respect of the shares of the Company under the articles of association of the Company although there are no restrictions against such rights under the laws of Cayman Islands.

CORPORATE GOVERNANCE

Save as disclosed in the Corporate Governance Report on pages 39 to 52, the Company has complied with all applicable code provisions set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Listing Rules during the Year and up to the date of this report.

AUDITORS

HLB Hodgson Impey Cheng Limited will retire at the forthcoming AGM of the Company and, being eligible, offer themselves for re-appointment.

EVENTS AFTER THE REPORTING PERIOD

Details of significant events occurring after 31 December 2019 are set out in Note 30 to the finance statements.

HUMAN RESOURCES AND REMUNERATION INFORMATION

As at 31 December 2019, the Company had five full-time employees, two executive Directors and three independent non-executive Directors. Details of the fees or emoluments of Directors in respect of their services rendered to the Company and staff cost during the Year are set out in Note 8 and Note 9 respectively to the financial statements.

優先購買權

雖然開曼群島法例並無任何優先購買權限制，本公司組織章程細則並無有關本公司股份的優先購買權的條文。

企業管治

除第39至52頁企業管治報告所披露者外，本公司於本年度直至本報告日期一直遵守上市規則附錄14所載之企業管治守則（「企業管治守則」）的所有適用守則條文。

核數師

國衛會計師事務所有限公司將於本公司應屆股東週年大會上退任，並符合資格並願意膺選連任。

報告期後事項

於2019年12月31日之後發生之重要事件詳情載於財務報表附註30。

人力資源及薪酬資料

於2019年12月31日，本公司有五名全職僱員，兩名執行董事及三名獨立非執行董事。於本年度，董事就其向本公司提供服務而收取之袍金或酬金及員工成本之詳情分別載於財務報表附註8及附註9。

Report of the Directors

董事會報告

SUFFICIENCY OF PUBLIC FLOAT

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

On behalf of the Board

Gu Xu
Chairman

充足公眾持股量

根據本公司自市場所得資料及董事所知悉，於本報告日期，本公司根據上市規則之規定維持充足公眾持股量。

代表董事會

顧旭
主席

CORPORATE GOVERNANCE REPORT

The Board of the Company has committed to maintaining good corporate governance standards. The Board believes that a good corporate governance standard will provide a framework for the Company to formulate its business strategies and policies, and manage the associated risks through effective internal control procedures. It will also enhance the transparency and accountability of the Company to safeguard the interests of the shareholders and creditors.

CORPORATE GOVERNANCE PRACTICES

The Company has applied most of the principles set out in the CG Code contained in Appendix 14 to the Listing Rules. The Board is of the view that throughout the year ended 31 December 2019, the Company was in compliance with the code provisions as set out in the CG Code, save and except for the deviation from code provisions A.2.1. Key corporate governance principles and practices of the Company as well as the details of the deviation are summarised in the section headed “Chairman and Chief Executive Officer” on page 42.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiry to all the Directors of the Company, all the Directors confirmed that they had complied with the required standard of dealings as set out in the Model Code throughout the year ended 31 December 2019.

BOARD OF DIRECTORS

As at the date of this annual report, the Board comprises five members, two of which are executive Directors, namely Mr. Gu Xu, who is the Chairman and Chief Executive Officer of the Company, and Mr. Chan Cheong Yee. The other three members comprise three independent non-executive Directors, namely Mr. Chong Ching Hoi, Mr. Leung Wai Lim and Mr. Sun Boquan. There is no relationship (including financial, business, family or other material/relevant relationship) among members of the Board. The biographical details of the Directors are set out in the section headed “Profiles of Directors” on pages 24 to 27 of this annual report.

企業管治報告

本公司董事會致力維持高水平的企業管治標準。董事會相信，高水平的企業管治標準可為本公司提供制訂其業務策略及政策的大綱，並可透過有效的內部監控程序管理相關風險，同時亦可提高本公司的透明度及問責性，以保障股東及債權人的利益。

企業管治常規

本公司已採納上市規則附錄14所載企業管治守則內所載之大部份原則。截至2019年12月31日止整個年度，董事會認為，本公司遵守企業管治守則所載守則條文，惟守則條文第A.2.1條的偏離除外。本公司主要企業管治原則及常規以及偏離詳情於第42頁「主席及行政總裁」一節概述。

證券交易的標準守則

本公司已採納上市規則附錄10所載標準守則作為董事進行本公司證券交易的操守守則。經向本公司全體董事作出具體查詢後，全體董事確認，彼等於截至2019年12月31日止整個年度一直遵守標準守則所載的交易標準規定。

董事會

於本年報日期，董事會共有五名成員，其中兩名為執行董事，分別為顧旭先生（本公司主席兼行政總裁）及陳昌義先生，而另外三名成員則包括三名獨立非執行董事，分別為莊清凱先生、梁唯廉先生及孫伯全先生。董事會成員間並無任何關係（包括財務、業務、家庭或其他重大／相關關係）。董事之履歷詳情載於本年報第24至27頁「董事履歷」一節內。

Corporate Governance Report

企業管治報告

The Board held four meetings during the year ended 31 December 2019. The Board is responsible, inter alia, for establishing the investment objective and policies of the Company, for complying with the Company's investment restrictions, for monitoring the Company's performance and for the appointing, supervising, directing and, if necessary, removing any of the Company's service providers, including the Investment Manager.

Current composition of the Board, including names of the independent non-executive Directors, is disclosed in all corporate communications to shareholders of the Company.

All Directors have full and timely access to all the information and accounts of the Company. The Directors may seek independent professional advice in appropriate circumstances, at the expense of the Company. The Company will, upon request, provide separate independent professional advice to the Directors to assist them to discharge their duties to the Company.

RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD

The Board is responsible for leadership and control of the Company and oversees the Company's businesses, strategic decisions and performance and is collectively responsible for directing and supervising the Company's affairs. The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Company's operational and financial performance, and ensures that sound internal control and risk management systems are in place. All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

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

截至2019年12月31日止年度，董事會已舉行四次會議。董事會負責（其中包括）制訂本公司的投資目標及政策，遵守本公司的投資限制，監督本公司的表現以及委任、監督、指導及（倘必要）罷免本公司任何服務供應商，包括投資管理人。

董事會之現有成員名單（包括獨立非執行董事之姓名）已於向本公司股東發出之所有企業通訊中披露。

全體董事均可及時全面查閱本公司所有資料及賬目。董事可於適當情況下徵求獨立專業意見，開支由本公司承擔。本公司將應要求向董事個別提供單獨的獨立專業意見，以協助彼等履行彼等於本公司之職責。

董事會職責、問責及貢獻

董事會負責領導及控制本公司並監管本公司之業務、策略決策和表現，以及集體負責指導及監管本公司之事務。董事會直接和間接通過其委員會，通過制定策略及監督其實施，為管理層提供引導及方向、監督本公司的營運及財務績效，並確保建立健全的內部控制和風險管理制度。全體董事（包括獨立非執行董事）均為董事會帶來多種領域之寶貴業務經驗、知識及專長，使其高效及有效地運作。獨立非執行董事負責確保本公司的高標準監管報告，並保障董事會得到平衡，就企業行動及營運提出有效的獨立判斷。

董事會負責決定所有重大事宜，當中涉及政策事宜、策略及預算、內部監控及風險管理、重大交易（尤以可能牽涉利益衝突者為然）、財務資料、委任董事及本公司其他重大營運事宜。有關執行董事會決策、指導及協調本公司日常營運及管理之職責乃轉授予管理層。

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director has received induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. All Directors are encouraged to attend relevant training courses at the Company's expenses.

A summary of training received by Directors during the year ended 31 December 2019 according to the records provided by the Directors is as follows:

董事之持續專業發展

董事應緊隨監管發展和變化，以有效履行其職責，並確保其對董事會的貢獻保持知情且相關。

每名新委任的董事均於其獲委任之初接受入職培訓，以確保彼等適當瞭解本公司業務及營運以及充份認識到上市規則及相關法定規定項下董事的職責及責任。

董事應參與合適的持續專業發展以提升及更新彼等的知識及技能。本公司鼓勵全體董事出席相關培訓課程，費用由本公司承擔。

根據董事所提供之記錄，截至2019年12月31日止年度，董事已接受的培訓概要如下：

Name of Directors	Seminar and training on corporate governance, regulatory development and other relevant topics 關於企業管治、監管發展及其他相關主題的講座及培訓
董事姓名	
Executive Directors	執行董事
Mr. Gu Xu	顧旭先生 ✓
Mr. Chan Cheong Yee	陳昌義先生 ✓
Non-executive Director	非執行董事
Mr. Lam Chun Ho (Resigned on 5 June 2019)	林振豪先生 (於2019年6月5日辭任) ✓
Independent Non-executive Directors	獨立非執行董事
Mr. Chong Ching Hoi	莊清凱先生 ✓
Mr. Leung Wai Lim	梁唯廉先生 ✓
Mr. Pun Tit Shan (Resigned on 5 June 2019)	潘鐵珊先生 (於2019年6月5日辭任) ✓
Mr. Sun Boquan (Appointed on 5 June 2019)	孫伯全先生 (於2019年6月5日獲委任) ✓

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision A.2.1 stipulates that the roles of Chairman and Chief Executive should be separate and should not be performed by the same individual. During the Year, Mr. Gu Xu had been the Chairman and Chief Executive Officer of the Company. He provided leadership to the Board and is responsible for the Company's business development and daily management generally. The Board believes that vesting the roles of both Chairman and Chief Executive Officer in the same individual can provide the Company with strong and consistent leadership and allows for effective and efficient planning and implementation of business decisions and strategies. The Board believes that the balance of power and authority is adequately ensured by the operations of the Board which comprises experienced and high-calibre individuals, with three of them being independent non-executive Directors.

INDEPENDENT NON-EXECUTIVE DIRECTORS

During the Year, the Board has at all times complied with the requirements of the Listing Rules relating to having a minimum of three independent non-executive Directors (representing at least one-third of the Board) with one of them possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received a written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

BOARD COMMITTEES

The Board established three committees, namely, the Audit Committee, Remuneration Committee and Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference which deal clearly with their authority and duties. The terms of reference of the Board committees are available to the shareholders on the websites of the Company and the Stock Exchange.

All members of each Board committee consist of non-executive Director and independent non-executive Directors only and the list of the chairman and members of each Board committee is set out in the section headed "Corporate Information" on pages 2 to 4 of this annual report.

主席及行政總裁

守則條文第A.2.1條規定，主席與行政總裁的角色應有區分，並且不應由一人同時兼任。於本年度，顧旭先生擔任本公司主席及行政總裁之職務，領導董事會並負責本公司整體業務發展及日常管理。董事會相信，由一人同時兼任主席及行政總裁之職務可為本公司提供有力而持續的領導，並可讓本公司更有效及更具效率地制定規劃及執行業務決策及策略。董事會相信，董事會由資深及優秀人士所組成，其中三名為獨立非執行董事，其運作管理將可充分確保權力及權責取得平衡。

獨立非執行董事

於本年度，董事會一直遵守上市規則規定，擁有最少三名獨立非執行董事（至少佔董事會三分之一），其中一名擁有合適專業資格或會計或相關財政管理專長。

本公司接獲各獨立非執行董事根據上市規則第3.13條所載之獨立性指引就其獨立性發出的年度書面確認書。本公司認為所有獨立非執行董事均為獨立人士。

董事委員會

董事會已成立三個委員會，即審核委員會、薪酬委員會及提名委員會，以監察本公司事務之特定範疇。本公司所有董事委員會均已訂明書面職權範圍，明確規範其職權及職責。董事委員會之職權範圍已刊登於本公司及聯交所網站供股東閱覽。

各董事委員會之所有成員僅包括非執行董事及獨立非執行董事，各董事委員會之主席及成員名單載於本年報第2至4頁「公司資料」一節。

AUDIT COMMITTEE

The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, risk management and internal control systems, audit plan and relationship with external auditors, and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company. The terms of reference of the Audit Committee are of no less exacting terms than those set out in CG Code.

The Audit Committee held two meetings to review interim and annual financial results and reports and significant issues on the financial reporting, operational and compliance controls, the effectiveness of risk management and internal control systems, scope of work and appointment of external auditors, and arrangements for employees to raise concerns about possible improprieties.

The Audit Committee also met the external auditors once without the presence of the executive Directors.

REMUNERATION COMMITTEE

The primary functions of the Remuneration Committee include (but without limitation) (i) making recommendations to the Board on the Company's policy and structure of all remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration; (ii) determining the terms of the specific remuneration package of the Directors and senior management; and (iii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Directors from time to time. The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code.

The Remuneration Committee held three meetings to consider the relevant matters regarding the remuneration policy and structure of the Company and the remuneration packages of the executive Directors and senior management and other related matters. The Remuneration Committee also made recommendations to the Board on the terms of service agreement of the new independent non-executive Director appointed during the Year.

審核委員會

審核委員會之主要職責為協助董事會審閱財務資料及申報程序、風險管理及內部監控制度、審核計劃及與外聘核數師之關係，以及讓本公司之僱員可私下就本公司之財務申報、內部監控或其他事宜可能發生之不正當行為提出關注之安排。審核委員會的職權範圍不遜於企業管治守則所載的職權範圍。

審核委員會已舉行兩次會議，藉以審閱中期及全年財務業績及報告以及有關財務申報、營運及合規監控、風險管理及內部監控制度的成效、工作範圍及委任外聘核數師以及僱員舉報潛在不當行為安排等重大事宜。

審核委員會亦在沒有執行董事出席的情況下與外聘核數師會晤一次。

薪酬委員會

薪酬委員會的主要職能包括(但不限於)(i)就本公司董事及高級管理層所有薪酬方面的政策及架構，並就為制定薪酬政策訂立高透明度及正式的程序向董事會提供參考意見；(ii)釐定董事及高級管理人員的具體薪酬待遇；及(iii)參照董事不時決定的企業目標及宗旨而審議並批准按表現釐定的報酬。薪酬委員會的職權範圍不遜於企業管治守則所載的職權範圍。

薪酬委員會曾舉行三次會議，考慮有關本公司的薪酬政策及架構及執行董事及高級管理人員的薪酬待遇的相關事宜以及其他相關事宜。薪酬委員會亦就於本年度新委任的獨立非執行董事的服務協議條款向董事會提供參考意見。

NOMINATION COMMITTEE

The principal duties of the Nomination Committee include reviewing the structure, size and composition of the Board and making recommendations to the Board on the proposed changes to the Board to complement the Company's corporate strategies, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, and assessing the independence of independent non-executive Directors. The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code.

In assessing the Board composition, the Nomination Committee would take into account various aspects set out in the Company's Board Diversity Policy. The Nomination Committee would also discuss and make recommendations to the Board on measurable objectives for achieving diversity on the Board.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's relevant criteria as set out in the Director Nomination Policy that are necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

The Nomination Committee held two meetings to review the structure, size and composition of the Board and the independence of the independent non-executive Directors, to consider the qualifications of the retiring Directors standing for election at the AGM and to consider and recommend to the Board on the appointment of Mr. Sun Boquan as independent non-executive Director.

提名委員會

提名委員會之主要職責包括檢討董事會之架構、規模及組成並對董事會就董事會之變動建議作出推薦，以完善本公司企業策略、制定及擬定提名及委任董事之相關程序、就董事委任或連任及繼任計劃向董事會提供意見，以及評估獨立非執行董事之獨立性。提名委員會的職權範圍不遜於企業管治守則所載的職權範圍。

於評估董事會組成時，提名委員會將考慮本公司董事會多元化政策所載各個方面。提名委員會亦就達至董事會多元化的可量化目標進行討論並提出建議。

於物色及甄選合適董事人選時，提名委員會將於適當情況下考慮對完善企業策略及達至董事會多元化必須之候選人相關準則（有關準則載於董事提名政策內）才向董事會提出建議。

提名委員會曾舉行兩次會議檢討董事會的架構、規模及組成以及獨立非執行董事的獨立性，審議於股東週年大會上膺選連任的退任董事資格，以及審議委任孫伯全先生為獨立非執行董事的事宜，並就此向董事會提供意見。

BOARD DIVERSITY POLICY

The Company has adopted an updated Board Diversity Policy which sets out the approach to achieve diversity of the Board. The Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage.

Pursuant to the Board Diversity Policy, the Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. In relation to reviewing and assessing the Board composition, the Nomination Committee is committed to diversity at all levels and will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and regional and industry experience.

The Company aims to maintain an appropriate balance of diversity perspectives that are relevant to the Company's business growth and is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered. At present, the Nomination Committee considered that the Board is sufficiently diverse and will review the Board Diversity Policy, as appropriate, to ensure its effectiveness.

董事會多元化政策

本公司已採納經更新之董事會多元化政策，當中載列達至董事會多元化之方法。本公司瞭解及認同具有多元化董事會之裨益，並視董事會多元化為維持本公司競爭優勢之重要元素。

根據董事會多元化政策，提名委員會將每年檢討董事會之架構、規模及組成，並於適當情況下就董事會之變動提出建議，以完善本公司企業策略及確保董事會保持適度之多元性。於檢討及評估董事會組成時，提名委員會致力在各個層面保持多元化，並將考慮多個方面，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識以及地域及行業經驗。

本公司旨在保持適度與本公司業務發展相關之多元觀點，並致力確保於招聘及甄選常規之各個層面（由董事會而下）具適當架構，以考慮不同人選。目前，提名委員會認為，董事會具充分多元性，並將於適當情況下檢討董事會多元化政策，以確保其成效。

DIRECTOR NOMINATION POLICY

The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee of the Company. The Company has adopted a Director Nomination Policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors of the Company and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- Character and integrity;
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- Diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- Requirements of independent non-executive Directors on the Board and independence of the proposed independent non-executive Directors in accordance with the Listing Rules; and
- Commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board committee(s) of the Company.

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings.

董事提名政策

董事會已將其甄選及委任董事之職責及權力授予本公司提名委員會。本公司已採納董事提名政策，當中載列有關提名及委任本公司董事之甄選準則及程序以及董事會繼任計劃考慮因素，旨在確保董事會成員具備切合本公司所需之技能、經驗及多元觀點，並確保董事會持續穩定及在董事會層面維持適當領導。

董事提名政策載列評估建議人選是否合適及對董事會之潛在貢獻之因素，包括但不限於以下各項：

- 品格與誠信；
- 與本公司業務及企業策略相關的資格（包括專業資格、技能、知識及經驗）；
- 各方面之多元性，包括但不限於性別、年齡（18歲或以上）、文化及教育背景、種族、專業經驗、技能、知識及服務年資；
- 根據上市規則有關董事會之獨立非執行董事及建議獨立非執行董事之獨立性之規定；及
- 就可用時間及相關利益之承諾，以履行作為本公司董事會及／或董事委員會成員之職務。

董事提名政策亦載列甄選及委任新董事以及在股東大會上重選董事之程序。

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions as set out in the code provision D.3.1 of the CG Code. During the Year, the Board had reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and Written Employee Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report

DIRECTORS' RE-ELECTION

Code provision A.4.2 of the CG Code states that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. The independent non-executive Directors of the Company are appointed for a specific term of 3 years, subject to renewal after the expiry of the current term.

The circular to shareholders of the Company with notice of the AGM contains biographical details of all the Directors proposed to be re-elected at the meeting to enable shareholders of the Company to make an informed decision on re-election of Directors.

企業管治職能

董事會負責履行企業管治守則之守則條文第D.3.1條所載之職能。於本年度，董事會已檢討本公司之企業管治政策及常規、董事及高級管理層之培訓及持續專業發展、本公司在遵守法律及監管規定、遵守標準守則及僱員書面指引以及本公司在遵守企業管治守則方面之政策及常規，並於本企業管治報告中披露。

重選董事

企業管治守則之守則條文第A.4.2條列明每名董事(包括有指定任期之董事)應至少每三年一次輪值退任。本公司獨立非執行董事之任期為三年，須於當前任期屆滿後重續。

向本公司股東寄發之通函連同股東週年大會通告已包括建議於大會上重選之所有董事之履歷詳情，以使本公司之股東可於重選董事時作出知情決定。

Corporate Governance Report

企業管治報告

ATTENDANCE RECORD OF DIRECTORS AT MEETINGS

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

董事出席會議情況

各董事出席本公司於截至2019年12月31日止年度舉行的董事會及董事委員會會議以及股東大會的情況載於下表：

		Meeting attended/held 出席會議次數/舉行會議次數				Annual/ Extraordinary General Meetings 股東週年/ 特別大會
		Board	Audit Committee	Remuneration Committee	Nomination Committee	
		董事會	審核委員會	薪酬委員會	提名委員會	
Executive Directors	執行董事					
Mr. Gu Xu	顧旭先生	4/4	-	-	-	1/1
Mr. Chan Cheong Yee	陳昌義先生	3/4	-	-	-	1/1
Non-executive Director	非執行董事					
Mr. Lam Chun Ho (Resigned on 5 June 2019)	林振豪先生 (於2019年6月5日辭任)	2/2	1/1	1/1	1/1	1/1
Independent non-executive Directors	獨立非執行董事					
Mr. Chong Ching Hoi	莊清凱先生	4/4	2/2	2/2	2/2	1/1
Mr. Leung Wai Lim	梁唯廉先生	3/4	1/2	1/2	1/2	1/1
Mr. Pun Tit Shan (Resigned on 5 June 2019)	潘鐵珊先生 (於2019年6月5日辭任)	2/2	1/1	1/1	1/1	1/1
Mr. Sun Boquan (Note) (Appointed on 5 June 2019)	孫伯全先生(附註) (於2019年6月5日獲委任)	1/1	1/1	0/0	0/0	0/0

Note: Mr. Sun Boquan was appointed as an independent non-executive Director, a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company on 5 June 2019. The Board had not held any Remuneration Committee Meeting, Nomination Committee Meeting and annual/extraordinary general meeting after his appointment.

附註：孫伯全先生於2019年6月5日獲委任為本公司獨立非執行董事、審核委員會、薪酬委員會及提名委員會成員。於彼獲委任後，董事會並未召開任何薪酬委員會會議、提名委員會會議及股東週年/特別大會。

Apart from regular Board meetings, the Chairman also held meeting with the independent non-executive Directors without the presence of executive Director during the Year.

於本年度，除定期舉行董事會會議外，主席亦在沒有執行董事出席的情況下與獨立非執行董事舉行會議。

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility to prepare financial statements which give a true and fair view of the state of affairs of the Company in accordance with International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance for each financial year and to present the interim results, annual financial statements, and related announcements to shareholders.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditors' Report on pages 62 to 68.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The risk management and internal control systems are in place both at the Company and the Investment Manager level. The Investment Manager has in place a comprehensive risk management and internal control policy which includes procedures requiring regular performance of various risk analytics on the Company's portfolio and close monitoring of the portfolio against the Company's investment objective, policies and restrictions.

董事就財務報表須承擔的責任

董事確認彼等有責任根據國際財務報告準則及香港公司條例之披露規定就各財政年度編製可真實及公平地反映本公司事務狀況之財務報表，以及向股東呈報中期業績、全年財務報表及相關公告。

董事並不知悉有任何與重大不明朗因素相關之事件或情況可對本公司持續經營之能力構成重大疑問。本公司獨立核數師有關其對財務報表負有的申報責任的聲明，乃載於第62至68頁的獨立核數師報告。

風險管理及內部監控

董事會確認其有關風險管理及內部監控制度，以及檢討其成效之責任。該等制度乃旨在管理而非消除未能達成業務目標之風險，而且只能就不會有重大失實陳述或損失作出合理而非絕對保證。

董事會全權負責評估及釐定本公司實現戰略目標時願意承擔之風險性質及程度，並建立及維持適當而有效之風險管理及內部監控制度。

本公司及投資管理人層面均設有風險管理及內部監控制度。投資管理人已制定綜合風險管理及內部監控政策，其中包括需要定期進行多項有關本公司投資組合風險分析的程序及按本公司的投資目標、政策及限制密切監察投資組合。

Corporate Governance Report

企業管治報告

At the Company level, a risk committee (the “Risk Committee”) which consists of Mr. Chan Cheong Yee, an executive Director, Chong Ching Hoi, an independent non-executive Director and relevant staff, is responsible for monitoring the operational and portfolio risks to the Company and monitoring the Investment Manager including reviewing whether the investment objectives, policies and restrictions are being followed by the Investment Manager. In case of any deviation, the risk committee will discuss deviations with the Investment Manager immediately and monitor remedial action. For all material deviations, the risk committee will formulate recommendations to the Board on the appropriate remedial actions to be taken. The Risk Committee meets on a monthly basis, or more regularly if a meeting is requested by any risk committee member.

The Board, as supported by the Risk Committee, the Audit Committee as well as the management, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the Year, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and staff qualifications, experiences and relevant resources.

AUDITORS’ REMUNERATION

The statement of the independent auditors of the Company about their reporting responsibilities for the Company’s financial statements for the Year is set out in the section headed “Independent Auditors’ Report” in this annual report.

During the Year, the remuneration paid or payable to the Company’s independent auditors, HLB Hodgson Impey Cheng Limited, for audit services is HK\$500,000, and non-audit service is HK\$11,200 respectively.

COMPANY SECRETARY

Mr. Tai Man Hin Tony, Chief Financial Officer of the Company, is the company secretary of the Company.

All Directors have access to the advice and services of the company secretary on corporate governance and board practices and matters.

For the year ended 31 December 2019, Mr. Tai has undertaken not less than 15 hours of relevant professional training respectively in compliance with Rule 3.29 of the Listing Rules.

本公司已成立風險委員會（「風險委員會」），由執行董事陳昌義先生、獨立非執行董事莊清凱先生以及有關員工組成，負責監察本公司的營運及投資組合風險，以及監察投資管理人的表現，包括審視投資管理人有否遵循投資目標、政策及限制。倘有任何偏離，風險委員會將即時與投資管理人商討偏離情況並監察補救行動。對於所有重大的偏離情況，風險委員會將向董事會提出採取適當補救行動的建議。風險委員會每月開會一次，或如任何風險委員會成員要求則會增加開會次數。

董事會在風險委員會、審核委員會及管理層的幫助下檢討本年度的風險管理及內部監控制度，包括財務、營運及合規控制，並認為有關制度有效及充分。年度檢討亦涵蓋財務報告及員工資歷、經驗及相關資源。

核數師酬金

本公司獨立核數師有關對本公司本年度財務報表的申報責任的聲明載於本年報「獨立核數師報告」一節。

於本年度，就本公司獨立核數師國衛會計師事務所有限公司所提供之審核服務及非審核服務已付或應付之酬金分別為500,000港元及11,200港元。

公司秘書

本公司財務總監戴文軒先生為本公司之公司秘書。

全體董事均可就企業管治及董事會常規和事項向公司秘書尋求意見及服務。

截至2019年12月31日止年度，戴先生已根據上市規則第3.29條分別接受不少於15小時之相關專業培訓。

SHAREHOLDERS' RIGHTS

Procedures for shareholders to convening extraordinary general meeting

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law (2013 Revision). However, shareholders are requested to follow Article 25.3 of the Articles of Association of the Company. Pursuant to Article 25.3 of the Articles of Association of the Company, general meetings shall be convened on the written requisition of any members of the Company specifying the objects of the meeting and signed by the requisitionist(s), provided that such requisitionist(s) hold(s) as at the date of deposit of the requisition not less than ten per cent in the Net Asset Value of the shares of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months after the 21 days from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Procedures for shareholders to propose a person for election as a Director

The provisions for a shareholder to propose a person for election as a Director of the Company are laid down in Article 34.3 of the Company's Articles of Association. No person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for election as a Director at any general meeting unless a notice in writing of the intention to propose such person for election as a Director, signed by a shareholder (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such notice is given, and a notice in writing signed by such person of his willingness to be elected shall have been lodged at the registered office of the Company. The minimum length of the period during which such notices are given shall be at least seven (7) days and the period for lodgement of such notices shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

股東權利

股東召開股東特別大會之程序

開曼群島公司法(2013年修訂本)並無條文批准股東於股東大會上提呈新決議案。然而，股東須遵守本公司組織章程細則第25.3條細則。根據本公司組織章程細則第25.3條細則，股東大會可由本公司任何股東書面要求，列明會議目的及由呈請人簽署後召開，惟在提交上述要求當日，該等呈請人須持有不少於有權在本公司股東大會上投票的本公司股份之資產淨值百分之十。倘在提交要求當日起計21日內董事會並無召開將於隨後21日內舉行之會議，呈請人或彼等中持有一半以上總投票權人士可按相同方式召開股東大會，猶如董事會召開大會一樣，惟就此召開的任何會議不得在提交要求當日起計21日後的三個月到期之後舉行，而因董事會未有召開大會導致呈請人產生之一切合理開支由本公司向彼等償付。

股東提名人選參選為董事之程序

有關股東提名人選參選為本公司董事之規定載列於本公司組織章程細則第34.3條細則。概無任何人士(除該人士為將於大會上退任之董事外)合資格在任何股東大會上獲委任為董事，除非該人士為董事會所推薦參選或由有權出席會議及於會上投票的一名股東(並非為該被提名參選董事之人士)以其所簽署的書面通知提名，被提名人士亦須簽署通知以表明願意接受委任，有關通知須送交本公司註冊辦事處。提交通知之期間必須不少於七(7)天，提交通知之期間由選舉董事之股東大會之通告發送後之日開始，至該股東大會舉行日期前七(7)天結束。

Corporate Governance Report 企業管治報告

PUTTING FORWARD ENQUIRIES TO THE BOARD

Shareholders may send written enquiries or request to the Company, for the attention of Company Secretary, by fax: (852) 2706 9544, or mail to Unit 702, 7/F., 135 Bonham Strand Trade Centre, 135 Bonham Strand, Sheung Wan, Hong Kong.

COMMUNICATION WITH SHAREHOLDERS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Company's business performance and strategies. The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings or other general meetings. The Chairman of the Board and Chairman of the Audit Committee, Remuneration Committee and Nomination Committee will make themselves available at the annual general meeting to meet with the shareholders and answer their enquiries.

To promote effective communication, the Company maintains a website at www.chinaneweconomyfund.com, where up-to-date information and updates on the Company's financial information, corporate governance practices and other information are available for public access.

DIVIDEND POLICY

The Company has adopted a Dividend Policy on payment of dividends. The Company does not have any pre-determined dividend payout ratio. Depending on the financial conditions of the Company and the conditions and factors as set out in the Dividend Policy, dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year will be subject to the shareholders' approval.

CONSTITUTIONAL DOCUMENTS

During the Year, the Company has not made any changes to its Memorandum and Articles of Association. An up-to-date version of the Company's Memorandum and Articles of Association is available on the websites of the Company and the Stock Exchange.

向董事會作出查詢

股東可將書面查詢或要求透過傳真至(852) 2706 9544，或郵寄至香港上環文咸東街135號文咸東街135商業中心7樓702室，發送給本公司(註明公司秘書為收件人)。

與股東溝通

本公司認為，與股東有效溝通乃促進投資者關係及投資者瞭解本公司業務表現及策略所必需。本公司盡力保持與股東之間之良好溝通，尤其是透過股東週年大會或其他股東大會的形式。董事會主席以及審核委員會、薪酬委員會及提名委員會主席將會出席股東週年大會與股東會晤並回答彼等的詢問。

為促進有效溝通，本公司設有網站 www.chinaneweconomyfund.com，刊載最新有關本公司財務資料、企業管治常規及其他資料及更新，供公眾查閱。

股息政策

本公司已採納有關派付股息之股息政策。本公司並無預先釐定之任何派息率。根據本公司之財務狀況以及股息政策所載條件及因素，董事會可於各財政年度建議派付及／或宣派股息，而各財政年度之任何末期股息將須經股東批准。

章程文件

於本年度，本公司並無對其組織章程大綱及細則作出任何修改。本公司組織章程大綱及細則之最新版本可於本公司及聯交所網站供查閱。

Environmental, Social and Governance Report

環境、社會及管治報告

This Environmental, Social and Governance (“ESG”) report (the “ESG Report”) has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (“ESG Reporting Guide”) as set out in Appendix 27 to the Listing Rules issued by the Stock Exchange. In respect of the information concerning “corporate governance”, please refer to the relevant parts of the Company’s annual report.

The ESG Report describes the ESG performance made by the Company during the Year. The scope of the ESG Report covers the business operation in the management head office at Hong Kong.

The Board of the Company recognises the importance of ESG in meeting the changing expectations of stakeholders while enhancing the value and performance of the Company. Hence, the Board working together with the management has taken on the overall responsibility of assessing and identifying risks associated with ESG matters of the Company, and engage in the mission to promote environmentally and socially sustainable culture among all its employees to maintain long-term growth of the Company. This culture enables the Company to formulate appropriate ESG policies and procedures, to monitor and measure the progress of the ESG efforts, and also to report on its performances to investors and key stakeholders.

The Company values its stakeholders and their views relating to its businesses and environmental, social and governance issues. In order to understand and address stakeholders’ concerns, the Company communicates with its key stakeholders including but not limited to investors, customers, government bodies, employees, suppliers and communities through different channels.

In formulating operational strategies and ESG measures, the Company takes into account the stakeholders’ expectations and strives to improve its performance through mutual cooperation with the stakeholders, resulting in creating greater value for the community.

The aspects and key performance indicators as defined in the ESG Reporting Guide which were considered to be relevant and material to the Company will be presented below.

本環境、社會及管治（「環境、社會及管治」）報告（「環境、社會及管治報告」）乃按照聯交所所頒佈之上市規則附錄27所載環境、社會及管治報告指引（「環境、社會及管治報告指引」）編製。有關「企業管治」的資料，請參閱本公司之年度報告中之相關部份。

環境、社會及管治報告載述本公司於本年度之環境、社會及管治表現。環境、社會及管治報告之範圍涵蓋香港管理總辦事處之業務營運。

本公司董事會認識到環境、社會及管治對滿足持份者不斷變化之期望及提高本公司價值和表現方面之重要性。因此，董事會連同管理層已全面負責評估及識別本公司環境、社會及管治事項之相關風險，並在全體僱員之間弘揚環境及社會可持續發展文化，以維持本公司之長遠發展。此文化有助本公司制定適當環境、社會及管治政策及程序、監察及計量環境、社會及管治工作進展，以及向投資者及主要持份者報告其表現。

本公司重視持份者及其對本公司業務及環境、社會及管治事宜之意見。為瞭解及回應持份者關注的事項，本公司與主要持份者（包括但不限於投資者、客戶、政府機構、僱員、供應商及地區團體等）以不同渠道溝通。

在制訂營運策略及環境、社會及管治措施時，本公司考慮持份者之期望，透過彼此合作使本公司不斷改善其表現，為社會締造更大價值。

環境、社會及管治報告指引所界定且被視為對本公司而言屬相關及重大之層面及關鍵績效指標將於下文呈列。

Environmental, Social and Governance Report

環境、社會及管治報告

A. ENVIRONMENTAL AREA

Aspect A1: Emissions and Waste

During the Year, the Company has complied with relevant environmental laws and regulations, including Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong), Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong), Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong) and Noise Control Ordinance (Chapter 400 of the Laws of Hong Kong).

The Company was not aware of any non-compliance with the relevant laws and regulations that has an impact relating to air and greenhouse gas (“GHG”) emissions, discharges into water and land, generation of hazardous and non-hazardous waste of the Company during the Year (2018: Nil).

No fines or non-monetary sanctions for non-compliance with relevant laws and regulations had been reported during the Year (2018: Nil).

Due to nature of the Company’s business, it produces no direct air or direct GHG emissions. A small amount of GHG were emitted indirectly during the Year from the consumption of electricity in the office, which was supplied by power station where GHG were directly emitted.

No hazardous waste was produced and there was no discharge into water and land during the Year (2018: Nil). An insignificant small amount of non-hazardous wastes were collected at the office, which were primarily waste paper, office supplies, and domestic wastes. Despite minimal impact to the environment, the Company has implemented environmental-friendly measures to manage GHG emissions and waste production as described in the later section titled “environmental-friendly measures”.

A. 環境範疇

層面 A1：排放物及廢棄物

於本年度，本公司遵守相關環境法例及法規，包括空氣污染管制條例（香港法例第311章）、廢物處置條例（香港法例第354章）、水污染管制條例（香港法例第358章）及噪音管制條例（香港法例第400章）。

於本年度，本公司並不知悉與本公司在廢氣及溫室氣體（「溫室氣體」）排放、向水及土地之排污、有害及無害廢棄物之產生方面有關，並構成影響之任何違反相關法例及法規之情況（2018年：無）。

於本年度，概無因違反相關法例及法規而被判處罰款或非金錢處罰（2018年：無）。

基於本公司之業務性質，本公司並無直接排放空氣或直接排放溫室氣體。於本年度，辦公室由於消耗電力間接排放少量溫室氣體，而該電力由發電廠供應。溫室氣體直接於發電廠排放。

於本年度，本公司並無產生有害廢棄物，且無向水及土地排污（2018年：無）。本公司於辦公室收集極少量無害廢棄物，主要為廢紙、辦公用品及日常廢棄物。儘管本公司對環境產生之影響甚微，本公司已採取下文「環保措施」一節所述之環保措施管理溫室氣體排放及廢棄物產生。

Environmental, Social and Governance Report

環境、社會及管治報告

Scopes of GHG emissions

- Scope 1 – Direct emissions from operations that are owned or controlled by the Company, such as the use of company vehicle;
- Scope 2 – Energy indirect emissions resulting from purchased electricity consumed by the Company;
- Scope 3 – Other indirect emissions that occur outside the Company, including both upstream and downstream emissions, such as methane gas generation at landfill due to disposal of paper waste, GHG emissions due to electricity used for processing fresh water and sewage by government departments and business air travel by employees.

The amount of emissions under these different GHG scopes in CO₂ equivalent (“CO₂e”) during the Year was as follows:

溫室氣體排放之範疇

- 範疇1 – 自本公司所擁有或控制之業務產生之直接排放，如使用公司車輛；
- 範疇2 – 自本公司消耗外購電力所產生之能源間接排放；
- 範疇3 – 本公司以外產生之其他間接排放，包括上游及下游之排放。如在堆填區丟棄廢紙所產生之甲烷，政府部門處理食水及污水時耗用電力而引致的溫室氣體排放，以及僱員因商務旅行乘搭飛機。

於本年度，該等不同溫室氣體範疇下之排放量(以二氧化碳當量(「二氧化碳當量」表示)如下：

(Units: Tonnes of CO ₂ e) (單位：噸二氧化碳當量)	Major sources 主要來源	2019 2019年		2018 2018年	
		Emission volume 排放量	Intensities 密度 (Note) (附註)	Emission volume 排放量	Intensities 密度 (Note) (附註)
Scope 1 範疇1					
Direct emissions 直接排放	Nil 無	-	-	-	-
Scope 2 範疇2					
Energy indirect emissions 能源間接排放	Purchased electricity 購買電力	5.59	1.12	4.06	0.68
Scope 3 範疇3					
Other indirect emissions 其他間接排放	Disposal of paper 丟棄廢紙	0.35	0.07	0.20	0.03
Total GHG emissions 溫室氣體排放總量		5.94	1.19	4.26	0.71

Note: Intensity is measured by dividing the relevant emissions by the number of employees as at the end of the Year.

附註：密度按於本年度末之相關排放量除以僱員數目計量。

The Company generated no scope 1 emissions and an insignificant amount of scope 3 emissions during the Year. Approximately 5.59 tonnes of scope 2 emissions was generated during the Year. The emission has been consistent since there has been no change in the pattern of the Company's electricity usage.

於本年度，本公司並無產生範疇1之排放物，及產生少量範疇3之排放物。本年度產生約5.59噸範疇2之排放物。由於本公司之電力使用模式並無變動，排放量一直維持穩定。

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Aspect A2: Use of Resources

As detailed in the section headed “Emissions and Waste”, electricity consumption was a major source of indirect GHG emission during the Year. The consumption of electricity was similar to that in the same period in previous year. The amount of consumption by types of energy or resources during the Year was as follows:

Energy and resources 能源及資源	Units 單位	2019 2019年	Intensities Intensity 密度 (Note) (附註)	2018 2018年	Intensities Intensity 密度 (Note) (附註)
		Amount 數量		Amount 數量	
Electricity 電力	kWh 千瓦時	6,987	1,397	5,143	857
Paper 紙張	Kilograms 千克	72	14	42	7

Note: Intensity is measured by dividing the relevant emissions by the number of employees as at the end of the Year.

The Company consumes water in the office from a centralised water and sanitation system implemented in the building. The cost of water consumption of the Company is inclusive in the monthly rent, and the building management does not individually measure the water consumption of each tenant and hence no relevant data can be collected.

Due to the nature of the Company's business no packaging material was used.

Paper was primarily used for office printing. The Company has begun to collect paper consumption data during the Year and a total of approximately 72 kg of paper was consumed. There was no change in the usage pattern of paper during the Year compared to previous years.

Despite minimal impact to the environment, energy and resource conservation are essential parts of the Company's ESG strategy which will be detailed in the later section titled “environmental-friendly measures”.

層面 A2：資源使用

如「排放物及廢棄物」一節所詳述，用電為本年度間接溫室氣體排放之主要來源。用電量與去年同期相若。於本年度，按能源或資源類別劃分之消耗量如下：

Energy and resources 能源及資源	Units 單位	2019 2019年	Intensities Intensity 密度 (Note) (附註)	2018 2018年	Intensities Intensity 密度 (Note) (附註)
		Amount 數量		Amount 數量	
Electricity 電力	kWh 千瓦時	6,987	1,397	5,143	857
Paper 紙張	Kilograms 千克	72	14	42	7

附註：密度按於本年度末之相關排放量除以僱員數目計量。

本公司辦公室用水來自於大廈內設置之中央供水及清潔系統。本公司用水成本包含於月租內。由於大廈管理部並不單獨計量各租戶之用水量，故無法收集相關數據。

基於本公司之業務性質，本公司並無使用包裝物料。

紙張主要用於辦公室列印。於本年度，本公司開始收集用紙量數據，共消耗約 72 千克紙張。於本年度，紙張使用模式與去年相比並無變動。

儘管本公司對環境產生之影響甚微，節約能源及資源為本公司環境、社會及管治策略之重要一環，有關詳情將於下文「環保措施」一節載述。

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Aspect A3: Environment and Natural Resources

The Company does not use any natural resources in the process of its business, and hence the impact on the environment or natural resources was minimal during the Year. Nonetheless the Company is well aware of the importance in environmental protection, and has adopted policies and a range of measures to minimise current impact and manage any potential adverse impact in the future, persisting in conducting our business in an environmentally responsible manner. These policies and measures are described below.

Environmental-friendly measures

The Company has always put great emphasis on energy and resource conservation, which is shown by its engagement in energy savings and implementation of workplace strategies to reduce energy and water consumptions. Accordingly, the Company has the following measures which are regularly carried out to achieve its ESG strategy in the course of the Company's operations:

1. Employees are encouraged to use video/telephone conferencing system to reduce business travel and take public transportation wherever possible to lower environmental impact from the burning of fossil fuel.
2. The Company has also implemented energy and water saving practices, such as maintaining workplace temperature at a comfortably low level with reference to the relevant standard recommended by the Electrical and Mechanical Services Department of the Hong Kong Government to reduce energy use.
3. Engaged in environmental-friendly measures in the workplace in the effort to lower energy consumption, for instance, employees of the Company are reminded to minimise their impact on the environment and the use of natural resources when conducting business.
4. Waste reduction measures include monitoring and recording paper usage on a monthly basis, and promoting the use of recycled paper and double-sided printing are actively adopted wherever possible.
5. The Company's efficient use of resources and waste reduction initiatives and guidelines are stipulated in the Staff Handbook and policies where appropriate to educate and promote ESG to employees.

層面 A3：環境及天然資源

本公司於其業務過程中並無使用任何天然資源，故本年度對環境或自然資源之影響甚微。儘管如此，本公司深明保護環境之重要性，並已採納政策及一系列措施，以盡量減少當前影響及管理未來可能產生之任何不利影響，堅持以對環境負責之方式進行業務。該等政策及措施載述如下。

環保措施

本公司一直十分重視節約能源及資源，已進行節能工作及於工作場所實施策略，以降低能源消耗及用水量。因此，本公司在其日常營運過程中執行以下措施以實現其環境、社會及管治策略：

1. 本公司鼓勵僱員使用視頻／電話會議系統，以減少商務旅行，並盡可能乘坐公共交通工具以降低燃燒化石燃料對環境之影響。
2. 本公司亦踐行節能節水，例如，參考香港政府機電工程署建議之相關標準，將工作場所溫度一直維持在舒適之低能耗水平以降低能耗。
3. 於工作場所採取環保措施以努力降低能源消耗。例如，提醒本公司僱員於開展業務時盡量減少對環境之影響及減少使用天然資源。
4. 減少廢物之措施包括每月監測及記錄紙張之使用情況，並推廣盡可能使用再造紙及積極使用雙面列印。
5. 本公司的員工手冊及政策（如適用）中列載有效使用資源及減少廢物之舉措及指引，以教育僱員及推廣環境、社會及管治文化。

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B. SOCIAL SUBJECT AREAS

Aspect B1: Employment

Employees are regarded as the most important and valuable assets of the Company. Remuneration Committee was set up to providing a fair and equitable workplace environment for employees, and ensures that they are reasonably remunerated.

The Company has incorporated guidelines into the Staff Handbook, covering all aspects of employment, including working hours, rest periods, salary and welfare, code of conduct, and anti-bribery. Employment policies in the Staff Handbook have been reviewed and regularly updated.

The Company has fully complied with the Employment Ordinance, the Sex Discrimination Ordinance (Chapter 480), the Disability Discrimination Ordinance (Chapter 487), the Family Status Discrimination Ordinance (Chapter 527) and the Race Discrimination Ordinance (Chapter 602). The Company was not aware of any non-compliance with the relevant laws and regulations that has an impact relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare during the Year (2018: Nil).

As at the end of the Year, there were five full-time employees employed by the Company (2018: six). Two employees left the Company during the Year (2018: One). The Company is based in Hong Kong and all of its employees work at the Hong Kong office.

B. 社會主要範疇

層面 B1：僱傭

本公司視僱員為最重要及珍貴的資產。薪酬委員會的成立以為僱員提供公平及公正之工作環境，確保彼等享有合理薪酬。

本公司已將涵蓋僱傭所有方面之指引納入員工手冊，包括工時、休息時間、薪酬及福利、行為準則及反貪污，並檢討及定期更新員工手冊中之僱員政策。

本公司完全遵守僱傭條例、性別歧視條例（第480章）、殘疾歧視條例（第487章）、家庭崗位歧視條例（第527章）及種族歧視條例（第602章）。於本年度，本公司並不知悉與本公司在薪酬及解僱、招聘及晉升、工時、休息時間、平等機會、多元化、反歧視以及其他待遇及福利方面有關，並構成影響之任何違反相關法例及法規之情況（2018年：無）。

於本年度末，本公司僱用五名全職僱員（2018年：六名）。於本年度，兩名僱員離開本公司（2018年：一名）。本公司總部位於香港，其全體僱員之工作地點均為香港辦公室。

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Aspect B2: Health and Safety

The Company is committed to providing a safe and healthy working environment for all of its employees, protecting them from any potential occupational hazards. The tasks of the employees are mainly office-based, and thus safety issues are not as pertinent to the job nature. The Company also offers coverage on medical insurance (including in-patient and out-patient) and compensation to employees in the event of sickness and work-related injury. During the Year, the Company complied with all relevant laws and regulations including but not limited to the Occupational Safety and Health Ordinance (Chapter 509) in Hong Kong.

Aspect B3: Development and Training

The Company attaches great importance to the staff development and quality of employee. The Company has offered training opportunities from external organisations, and offers flexible training time to facilitate employees to reinforce skill sets and to keep up-to-date with the latest knowledge in their profession.

Aspect B4: Labour Standards

The Company is committed to complying with all applicable labour laws and regulations on employment in Hong Kong.

The Company respects human rights and treats this as an important factor when making investment in human capital in comprehensive screening process in order to recruit employees with good quality.

Employee work schedules are set up fairly to keep within standard work hours and the employees are entitled to annual leave, sick leave, marriage leave, maternity leave and compassionate leave.

層面 B2：健康及安全

本公司致力為全體僱員提供安全及健康之工作環境，保護彼等免受任何潛在之職業性危害。僱員主要於辦公室工作，因此安全問題與工作性質無關。本公司亦為僱員提供醫療保險（包括留診及門診）以及疾病及工傷補償。於本年度，本公司已遵守相關法例及法規，包括但不限於香港職業安全及健康條例（第 509 章）。

層面 B3：發展及培訓

本公司非常重視員工發展及僱員質素。本公司提供外部機構之培訓機會，並提供靈活之培訓時間以協助僱員加強技能，及時更新彼等專業之最新知識。

層面 B4：勞工準則

本公司致力遵守與香港僱傭相關之所有適用勞工法例及法規。

本公司尊重人權，並視之為於投資人力資本方面採用全面篩選流程招聘高素質僱員之重要因素。

本公司合理設定僱員工作時間表，以確保不超過標準工時，僱員均有權享有年假、病假、婚假、產假及喪假。

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Aspect B5: Supply Chain Management

The Company's principle activity is investment holding. Unlike those companies which manufacture, trade or provide services, the Company has relatively few suppliers and a very simplistic supply chain. The environmental and social impacts with regards to supplier chain is relatively low.

The Company's suppliers are mainly those third-party suppliers providing services such as information technology, property management, advertising, legal and consulting, and third-party suppliers of goods such as office equipment, and printing and stationery. All of the suppliers were based in Hong Kong.

The Company maintains practices that build up positive relationships with its suppliers as well as focusing on service quality when selecting suppliers. The Company purchases from a list of approved suppliers that have been awarded for their quality of goods and services through the selection process.

Aspect B6: Product Responsibility

Due to the Company's business nature, it does not deliver a product or service and hence product responsibility is not applicable to the Company.

The Company has complied with relevant law and regulations with regards to data protection and privacy when transacting with third-party and dealing with member share registration matters. Unauthorised copying, dissemination or disclosure of confidential information, including identities and records of transactions of registered members, are strictly prohibited. During the Year, the Company has not received any significant complaint from any stakeholders (2018: Nil).

層面 B5：供應鏈管理

本公司之主要業務為投資控股。有別於從事製造、貿易或提供服務之公司，本公司擁有之供應商相對較少及供應鏈較為簡單，故供應鏈對環境及社會之影響亦相對較低。

本公司供應商主要為提供資訊科技、物業管理、廣告、法律及諮詢等服務之第三方供應商，以及提供辦公室設備、印刷及文具等貨品之第三方供應商。我們之供應商總部均位於香港。

本公司保持慣例，與其供應商建立良好之關係，並於挑選供應商時專注服務質素。本公司從經過挑選、以其產品及服務質素著稱、受認可之供應商中進行採購。

層面 B6：產品責任

基於本公司之業務性質，本公司並無提供產品或服務，因此產品責任並不適用於本公司。

與第三方交易及處理股東股份登記事宜時，本公司遵守資料保護及私隱相關之法例及法規。本公司嚴禁未授權拷貝、散佈或披露保密資料（包括註冊股東之身份及交易記錄）。於本年度，本公司概無收到任何持份者之任何重大投訴（2018年：無）。

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Aspect B7: Anti-corruption

The Company has strict policies that ensures adherence to the highest ethical standards and maintains a corporate culture of integrity and justice to prevent, detect and report all types of corruption, including bribery, extortion, fraud and money laundering. In complying with provisions included in the Staff Handbook, employees at all levels are expected to conduct in an appropriate manner, with integrity, impartiality and honesty.

The Company has complied with the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong) and the Anti-Money Laundering and Counter-Terrorist Financing (Financial Institutions) Ordinance (Chapter 615 of the Laws of Hong Kong) and other relevant laws in regions in which the Company invests. The Company was not aware of any significant matter related to corruption during the Year (2018: Nil).

Aspect B8: Community Investment

The Company invests in the community by making significant contributions which related to the labour need and education. It also encourages employees to participate in various local community activities and events on a voluntary basis on the focus areas.

層面 B7：反貪污

本公司訂有嚴謹政策確保遵循最高水準之道德準則並保持誠信公正之企業文化，以防範、偵測及報告所有類別之貪污行為，包括賄賂、勒索、欺詐及洗黑錢。為遵守員工手冊所載條文，所有級別之僱員均需以誠信、公正及誠實方式妥善行事。

本公司已遵守防止賄賂條例（香港法例第201章）、打擊洗錢及恐怖分子資金籌集（金融機構）條例（香港法例第615章）及本公司投資所在地區之其他類似法律。於本年度，本公司並不知悉貪污相關之任何重大事項（2018年：無）。

層面 B8：社區投資

本公司透過作出與勞動需求及教育有關的重大供款於社區投資。本公司亦鼓勵僱員以志願者身份參加關注範疇的各類當地社區行動及活動。

Independent Auditors' Report

獨立核數師報告



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The Landmark
11 Pedder Street
Central
Hong Kong

香港
中環
畢打街11號
置地廣場
告羅士打大廈31樓

To the shareholders of China New Economy Fund Limited
(An exempted company incorporated in the Cayman Islands with limited liability)

致中國新經濟投資有限公司股東
(於開曼群島註冊成立的獲豁免有限公司)

OPINION

意見

We have audited the financial statements of China New Economy Fund Limited (the "Company") set out on pages 69 to 155, which comprise the statement of financial position as at 31 December 2019, and the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

吾等已審核列載於第69至155頁中國新經濟投資有限公司(「貴公司」)的財務報表，此財務報表包括於2019年12月31日的財務狀況表、截至該日止年度的損益及其他全面收益表、權益變動表及現金流量表，以及財務報表附註，包括主要會計政策概要。

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 31 December 2019, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

吾等認為，財務報表已根據國際會計準則委員會(「國際會計準則委員會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實而公平地反映貴公司於2019年12月31日的財務狀況及其截至該日止年度的財務表現及現金流量，並已遵照香港公司條例的披露規定妥為編製。

BASIS FOR OPINION

意見基準

We conducted our audit in accordance with International Standards on Auditing ("ISAs") issued by the International Auditing and Assurance Standards Board ("IAASB"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

吾等已根據國際審計及鑒證準則委員會(「國際審計及鑒證準則委員會」)頒佈的國際審計準則(「國際審計準則」)進行吾等之審核工作。吾等就該等準則承擔之責任於本報告核數師就審核財務報表章節承擔的責任中進一步闡述。根據國際會計師職業道德準則委員會頒佈的專業會計師職業道德守則(「守則」)，吾等獨立於貴公司及吾等已履行守則中的其他道德責任。吾等認為吾等所獲得的審核憑證屬充足及適當，以為吾等的意見提供基礎。

KEY AUDIT MATTERS

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

Carrying amount of listed investments

As can be seen from Note 16 to the financial statements, the aggregate fair value of the Company's listed equity investments amounted to HK\$40,066,151 as at 31 December 2019, which comprised approximately 56% of the total of the Company's assets (by carrying value) as at 31 December 2019 and were significant to the Company's capital and financial performance. Due to their materiality, they are one of the areas which had the greatest effect on our overall audit strategy.

Our procedures over the existence, valuation and completeness of the Company's portfolio of listed investments included:

- Assessing the processes in place to record investment transactions and to value the portfolio;
- Agreeing the pricing of all the listed investments to externally quoted prices; and
- Obtaining from independent third party custodian confirmations on all the listed investments.

Carrying amount of suspended listed investments

As can be seen from Note 16 to the financial statements, the investment portfolio of the Company as at 31 December 2019 also included investments in suspended listed investments, which do not have an active market.

We focused on this area because of the significance of these investments in the financial statements, and because determining the valuation methodology and the inputs involved high degree of estimation uncertainty and required significant judgement to be applied by the investment manager and the board of directors.

關鍵審核事項

關鍵審核事項乃根據吾等的職業判斷，對當前期間的財務報表的審核最為重要的事項。此等事項乃於吾等審核整體財務報表及出具意見時進行處理，而吾等不會對此等事項提供單獨意見。

上市投資之賬面值

從財務報表附註16可見，於2019年12月31日，貴公司之上市股權投資的公平值總額為40,066,151港元，包括於2019年12月31日貴公司總資產（按賬面值計算）約56%，對貴公司資本及財務表現實屬重大。鑒於其重要性，該等投資為對吾等之整體審核策略有最大影響的因素之一。

吾等關於 貴公司上市投資組合的存在、估值及完整性的程序包括：

- 評估用於記錄投資交易及評估投資組合價值的流程；
- 確定所有上市投資之定價為外部報價；及
- 向獨立第三方託管人獲取有關所有上市投資的確認書。

暫停買賣之上市投資的賬面值

從財務報表附註16可見，貴公司於2019年12月31日的投資組合亦包括暫停買賣之上市投資，該等投資並無活躍的市場。

吾等關注該領域是考慮到該等投資在財務報表中重要性，以及釐定估值方法及輸入值涉及高度的估計不確定性且需要投資管理人及董事會運用重要判斷。

Independent Auditors' Report

獨立核數師報告

Our procedures over the existence and valuation of the Company's portfolio of suspended listed investments included:

- Assessing the valuation methodologies applied for appropriateness against accepted market practice;
- Assessing the assumptions made in determining the valuation of these investments by considering factors which may impact their fair values, including the duration of suspension period, the relevant market information and news of the suspended listed equities, the price movement of comparable listed equities or index during the suspension period;
- Comparing the assumptions used in the Company's models and methodologies to independent external sources where possible;
- Involving our valuation experts to assist in assessing the valuation techniques and inputs used, particularly where the valuation inputs unobservable; and
- Evaluating the adequacy of financial statement disclosures.

Carrying amount of unlisted investments

As disclosed in Note 16 to the financial statements, the investment portfolio includes investments in direct private equity investments, all of which are unlisted and unquoted.

We focused on this area because of the significance of these investments in the financial statements, and because determining the valuation methodology and the inputs involved estimation uncertainty and required significant judgement to be applied by the investment manager and the board of directors.

吾等關於 貴公司暫停買賣之上市投資組合之存在及估值的程序包括：

- 評估所應用的估值方法是否符合公認的市場慣例；
- 透過考慮可能影響該等投資公平值的因素（包括暫時買賣期限、相關市場資料及暫停買賣之上市股權的消息、於暫停買賣期間可比較上市股權或指數之價格波動），評估於釐定該等投資之估值時所作假設；
- 比較 貴公司模型及方法所用假設與獨立的外部來源（如有可能）；
- 委派吾等之估值專家協助評估所用估值技術及輸入值，特別是當估值輸入值不可觀察時；及
- 評估財務報表之披露是否充分。

非上市投資之賬面值

誠如財務報表附註16所披露，投資組合包括於直接私募股權投資，有關所有投資為非上市且無報價。

吾等關注該領域是考慮到該等投資在財務報表中重要性，以及釐定估值方法及輸入值時涉及估計不確定性且需要投資管理人及董事會運用估計及重要判斷。

Our procedures over the existence and valuation of the Company's portfolio of unlisted investments included:

- Assessing the design and operating effectiveness of the financial reporting controls we considered significant in the valuations and model approval process;
- Assessing the valuation methodologies applied for appropriateness against accepted market practice;
- Considering whether the application of methodologies is consistent with generally accepted valuation methodologies and prior periods;
- Comparing the assumptions used in the Company's models and methodologies to independent external sources where possible;
- Involving our valuation experts to assist in assessing these valuation techniques and inputs used, particularly where valuation inputs were unobservable;
- Reconciling input data to supporting evidence, such as latest financial information/statements approved by independent auditors;
- Comparing the recent transaction price with the valuation basis provided by management; and
- Evaluating the adequacy of financial statement disclosures.

OTHER INFORMATION

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

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

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

吾等關於 貴公司非上市投資之存在及估值的程序包括：

- 評估吾等認為在估值及模型批准流程中屬重要的財務報告監控的設計及實施效果；
- 評估所應用的估值方法是否符合公認的市場慣例；
- 考慮應用方法是否與普遍公認的估值方法及往期一致；
- 比較 貴公司模型及方法所用假設與獨立的外部來源(如有可能)；
- 委派吾等之估值專家協助評估所用估值技術及輸入值，特別是當估值輸入值不可觀察時；
- 對比輸入數據與支持證據，例如經獨立核數師批准的最近財務資料／報表；
- 比較近期的交易價格與管理層提供的估值基礎；及
- 評估財務報表之披露是否充分。

其他資料

貴公司董事對其他資料負責。其他資料包括年度報告所載的資料，惟不包括財務報表及吾等就此發出的核數師報告。

吾等就財務報表的意見並不涵蓋其他資料，吾等亦不就其他資料發表任何形式的鑒證結論。

於吾等審核財務報表時，吾等的責任乃閱讀其他資料，及在此過程中，考慮其他資料是否與財務報表或吾等在審核過程中所瞭解的情況有重大抵觸，或者似乎存在重大錯誤陳述。基於吾等已執行的工作，如果吾等認為其他資料存在重大錯誤陳述，吾等須報告該事實。於此方面，吾等並無任何報告。

RESPONSIBILITIES OF THE DIRECTORS FOR THE FINANCIAL STATEMENTS

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

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

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

董事就財務報表承擔的責任

貴公司的董事須負責根據國際會計準則委員會頒佈的國際財務報告準則及香港公司條例的披露規定編製表達真實而公平意見的財務報表，以及維持董事認為必要的有關內部控制，以確保編製財務報表時不存有由於欺詐或錯誤而導致的重大錯誤陳述。

於編製財務報表時，貴公司董事負責評估貴公司持續經營的能力，並披露與持續經營有關的事項（如適用），除非貴公司董事擬將貴公司清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基礎的會計法。

審核委員會協助貴公司董事履行監督貴公司財務報告流程的責任。

核數師就審核財務報表承擔的責任

吾等的目標乃就財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並向閣下出具包括吾等意見的核數師報告。本報告僅向閣下作出，除此之外本報告別無其他目的。吾等不就本報告的內容向任何其他人士負責或承擔責任。

合理保證屬高水平的核證，惟根據國際審計準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤引起，倘個別或整體在合理預期情況下可影響使用者根據財務報表作出的經濟決定時，則被視為重大錯誤陳述。

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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

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

於根據國際審計準則進行審核的過程中，吾等運用職業判斷，保持職業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對此等風險，以及取得充足及適當的審核憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險較因錯誤而導致的重大錯誤陳述的風險為高。
- 瞭解與審核相關的內部監控，以設計適當的審核程序，但目的並非對 貴公司內部監控的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計及相關披露的合理性。
- 就董事採用持續經營會計基礎的恰當性作出結論。根據所得的審核憑證，確定是否存在與事件或情況有關的重大不確定性，從而可能對 貴公司持續經營的能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要於核數師報告中提請使用者注意財務報表中的相關披露。假如有關披露不足，則須修訂吾等之意見。吾等的結論乃基於截至核數師報告日期止所取得的審核憑證。然而，未來事件或情況可能導致 貴公司無法持續經營。
- 評估財務報表的整體列報方式、結構及內容，包括披露資料，以及財務報表是否以達致公允陳述之方式反映相關交易及事項。

吾等與審核委員會就(其中包括)審核的計劃範圍、時間安排及重大審核發現溝通，該等發現包括吾等在審核過程中識別的內部監控的任何重大缺失。

Independent Auditors' Report

獨立核數師報告

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

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

The engagement director on the audit resulting in this independent auditors' report is Hui Chun Keung, David.

吾等亦向審核委員會作出聲明，確認吾等已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響吾等獨立性的所有關係及其他事項，以及相關的防範措施（如適用）。

從與審核委員會溝通的事項中，吾等釐定對當前期間財務報表的審核最為重要的事項，因而構成關鍵審核事項。吾等於核數師報告中描述該等事項，除非法律或法規不允許對某件事項作出公開披露，或於極端罕見的情況下，倘合理預期於吾等報告中披露某事項而造成的負面後果將會超過其產生的公眾利益，則吾等決定不應於報告中傳達該事項。

出具本獨立核數師報告的審核項目董事為許振強。

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Hui Chun Keung, David
Practising Certificate Number: P05447

Hong Kong, 30 March 2020

國衛會計師事務所有限公司
執業會計師

許振強
執業證書號碼：P05447

香港，2020年3月30日

Statement of Profit or Loss and Other Comprehensive Income

損益及其他全面收益表

For the year ended 31 December 2019 截至2019年12月31日止年度

		Notes	2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
		附註		
REVENUE	收入	5	5,447,693	9,403,558
Net loss on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產之虧損淨額	6	(25,920,857)	(80,521,383)
Other operating expenses	其他營運開支		(12,380,812)	(18,998,620)
OPERATING LOSS	營運虧損		(32,853,976)	(90,116,445)
Finance costs	財務成本	7(a)	(1,216,964)	(2,842,992)
LOSS BEFORE TAX	除稅前虧損	7(b)	(34,070,940)	(92,959,437)
Income tax expense	所得稅開支	12	-	-
LOSS AND TOTAL COMPREHENSIVE LOSS FOR THE YEAR ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人應佔年內虧損及全面虧損總額		(34,070,940)	(92,959,437)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人應佔每股虧損	13		
- Basic	- 基本		(0.03)	(0.09)
- Diluted	- 攤薄		(0.03)	(0.09)

Statement of Financial Position

財務狀況表

At 31 December 2019 於2019年12月31日

		Notes 附註	2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
NON-CURRENT ASSETS	非流動資產			
Right-of-use asset	使用權資產	14(a)	242,796	–
Deposits	按金	15	72,205	216,175
Total non-current assets	非流動資產總值		315,001	216,175
CURRENT ASSETS	流動資產			
Prepayments	預付款項	15	283,437	564,493
Amount due from brokers	應收經紀人款項	15	203,762	2,271,370
Financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產	16	70,866,968	85,856,636
Cash and cash equivalents	現金及現金等值	18	403,338	2,787,626
Total current assets	流動資產總值		71,757,505	91,480,125
CURRENT LIABILITIES	流動負債			
Other payables and accruals	其他應付款項及應計費用	19	1,496,119	1,293,827
Amount due to brokers	應付經紀人款項	20	8,718,501	17,155,439
Amount due to a related company	應付一間關連公司款項	21	160,000	80,000
Lease liability	租賃負債	14(b)	179,379	–
Total current liabilities	流動負債總額		10,553,999	18,529,266
NET CURRENT ASSETS	流動資產淨值		61,203,506	72,950,859
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		61,518,507	73,167,034
NON-CURRENT LIABILITIES	非流動負債			
Lease liability	租賃負債	14(b)	77,107	–
Total non-current liabilities	非流動負債總額		77,107	–
Net assets	資產淨值		61,441,400	73,167,034
EQUITY	權益			
Issued capital	已發行股本	23	13,882,468	11,682,468
Reserves	儲備		47,558,932	61,484,566
Total equity	權益總值		61,441,400	73,167,034
NET ASSET VALUE PER SHARE	每股資產淨值		0.04	0.06

Gu Xu
顧旭
Director
董事

Chan Cheong Yee
陳昌義
Director
董事

Statement of Changes in Equity

權益變動表

For the year ended 31 December 2019 截至2019年12月31日止年度

		Issued capital 已發行股本 HK\$ 港元 (Note 23) (附註23)	Share premium 股份溢價 HK\$ 港元 (Note 23) (附註23)	Distributable reserve 可供分派儲備 HK\$ 港元 (Note) (附註)	Share options reserve 購股權儲備 HK\$ 港元 (Note 22) (附註22)	Accumulated losses 累計虧損 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2018	於2018年1月1日	389,415,599	255,273,132	-	-	(526,509,055)	118,179,676
Shares issued during the year	年內已發行股份	194,707,798	(146,030,849)	-	-	-	48,676,949
Share issue expenses	股份發行開支	-	(730,154)	-	-	-	(730,154)
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	-	(92,959,437)	(92,959,437)
Capital reduction	股本削減	(572,440,929)	-	15,427,143	-	557,013,786	-
At 31 December 2018 and 1 January 2019	於2018年12月31日及於2019年1月1日	11,682,468	108,512,129*	15,427,143*	-*	(62,454,706)*	73,167,034
Placing of shares	配售股份	2,200,000	19,800,000	-	-	-	22,000,000
Share issue expenses	股份發行開支	-	(771,694)	-	-	-	(771,694)
Equity-settled share-based payment	以權益結算的股份付款	-	-	-	1,117,000	-	1,117,000
Total comprehensive loss for the Year	本年度全面虧損總額	-	-	-	-	(34,070,940)	(34,070,940)
At 31 December 2019	於2019年12月31日	13,882,468	127,540,435*	15,427,143*	1,117,000*	(96,525,646)*	61,441,400

* These reserve accounts comprise the reserve of HK\$47,558,932 (2018: HK\$61,484,566) in the statement of financial position.

* 此等儲備賬目包括財務狀況表內之儲備47,558,932港元(2018年: 61,484,566港元)。

Note: Distributable reserve is a balance of credit derived from capital reduction which may be utilised by the directors of the Company. It gives greater flexibility to the Company to declare dividends and/or to undertake any corporate exercise which requires the use of distributable reserves in the future.

附註: 可供分派儲備為本公司董事可動用因股本削減而產生之進賬餘額。此為本公司於未來宣派股息及/或進行任何須動用可供分派儲備之企業活動時帶來更大靈活度。

Statement of Cash Flows

現金流量表

For the year ended 31 December 2019 截至2019年12月31日止年度

	Notes 附註	2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
CASH FLOWS FROM OPERATING ACTIVITIES	營運活動所得之現金流量		
Loss before tax	除稅前虧損	(34,070,940)	(92,959,437)
Adjustments for:	就以下項目調整：		
Finance costs	財務成本	1,216,964	2,842,992
Dividend income from listed equity security	上市權益證券股息收入	(72,785)	(4,116,000)
Dividend income from private equity	私募股權股息收入	–	(1,599,998)
Bank interest income	銀行利息收入	(933)	(572)
Depreciation of right-of-use asset	使用權資產折舊	99,975	–
Net realised loss on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產已變現虧損淨額	60,326,270	15,471,888
Net unrealised (gain)/loss on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產未變現(收益)/虧損淨額	(34,405,413)	65,049,495
Foreign exchange loss, net	外匯虧損淨額	99,588	–
Equity-settled share-based payment	以權益結算的股份付款	1,117,000	–
		(5,690,274)	(15,311,632)
Payments for purchase of financial assets at fair value through profit or loss	購買按公平值透過損益列賬之金融資產之付款	(151,680,945)	(344,464,254)
Proceeds from sale of financial assets at fair value through profit or loss	出售按公平值透過損益列賬之金融資產所得款項	140,522,669	361,847,968
Decrease in deposits and prepayments	按金及預付款項減少	425,026	198,437
Decrease in amount due from brokers	應收經紀人款項減少	2,195,107	5,740,921
(Decrease)/increase in amount due to brokers	應付經紀人款項(減少)/增加	(8,436,938)	7,698,731
Increase/(decrease) in other payables and accruals	其他應付款項及應計費用增加/(減少)	202,292	(420,231)
Increase in amount due to a related company	應付一間關連公司款項增加	80,000	–
Cash (used in)/from operations	營運(所用)/所得現金	(22,383,063)	15,289,940
Dividend income received from listed equity security	已收上市權益證券股息收入	72,785	4,116,000
Dividend income received from private equity funds	已收私募股權基金股息收入	–	1,599,998
Bank interest income received	已收銀行利息收入	933	572
Net cash flows (used in)/from operating activities	營運活動(所用)/所得現金流量淨值	(22,309,345)	21,006,510

Statement of Cash Flows

現金流量表

For the year ended 31 December 2019 截至2019年12月31日止年度

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
	Notes 附註		
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得之現金流量		
Proceeds from issue of shares	發行股份所得款項	22,000,000	48,676,949
Share issue expenses	股份發行開支	(771,694)	(730,154)
Interest paid	已付利息	(1,216,964)	(2,842,992)
Repayment of principal portion of lease liability	償還租賃負債的本金部分	(86,285)	–
Repayment of borrowings	償還借貸	–	(66,976,320)
Net cash flows from/(used in) financing activities	融資活動所得/(所用)現金流量淨值	19,925,057	(21,872,517)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值減少淨值	(2,384,288)	(866,007)
Cash and cash equivalents at beginning of Year	本年度初現金及現金等值	2,787,626	3,653,633
CASH AND CASH EQUIVALENTS AT END OF YEAR	本年度末現金及現金等值	403,338	2,787,626
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值結餘分析		
– Cash at banks	– 銀行現金	403,338	2,787,626

Notes to Financial Statements

財務報表附註

31 December 2019 2019年12月31日

1. CORPORATION INFORMATION

China New Economy Fund Limited was incorporated in the Cayman Islands on 1 February 2010 under the Companies Law of the Cayman Islands as an exempted company with limited liability. The Company was established for the purpose of acting as a closed-ended investment company.

The Company's registered office is at P.O. Box 309, Ugland House, South Church Street, George Town, Grand Cayman KY1-1104, Cayman Islands. The principal place of business of the Company is at Unit 702, 7/F., 135 Bonham Strand Trade Centre, 135 Bonham Strand, Sheung Wan, Hong Kong.

The principal investment objective of the Company is to achieve long-term capital appreciation through investing globally in both private and public enterprises that have demonstrated the ability to manufacture a product or deliver a service that is supported by the economies of Mainland China, Hong Kong, Macau and Taiwan.

During the Year, the Company's investment activities are managed by China Everbright Securities (HK) Limited (the "Investment Manager").

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") as issued by the International Accounting Standards Board ("IASB") and the disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have been measured at fair values. The financial statements are presented in Hong Kong dollars ("HK\$") except when otherwise indicated.

1. 公司資料

中國新經濟投資有限公司根據開曼群島公司法於2010年2月1日在開曼群島註冊成立為一間獲豁免有限責任公司。本公司以作為封閉式投資公司而建立。

本公司註冊辦事處地址為P.O. Box 309, Ugland House, South Church Street, George Town, Grand Cayman KY1-1104, Cayman Islands。本公司主要營業地點為香港上環文咸東街135號文咸東街135商業中心7樓702室。

本公司主要投資目標為透過投資全球具能力生產及提供獲中國內地、香港、澳門及台灣經濟支持之產品或服務之私人及公眾企業，以取得長期資本增值。

於本年度，本公司的投資活動由中國光大證券(香港)有限公司(「投資管理人」)管理。

2.1 編製基準

此等財務報表乃根據國際會計準則委員會(「國際會計準則委員會」)頒佈之國際財務報告準則(「國際財務報告準則」)及香港聯合交易所有限公司證券上市規則(「上市規則」)附錄16的披露規定而編製。除按公平值透過損益列賬之金融資產已以公平值計量外，此等財務報表已根據歷史成本法編製。除另有指明外，此等財務報表以港元(「港元」)呈列。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Company has adopted the following new and revised IFRSs for the first time for the current year's financial statements.

Amendments to IFRS 9	Prepayment Features with Negative Compensation
IFRS16	Leases
Amendments to IAS 19	Plan Amendment, Curtailment or Settlement
Amendments to IAS 28	Long-term Interests in Associates and Joint Ventures
IFRIC 23	Uncertainty over Income Tax Treatments
Annual Improvements 2015–2017 Cycle	Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23

Except for the amendments to IFRS 9 and IAS 19, and Annual Improvements to IFRSs 2015–2017 Cycle, which are not relevant to the preparation of the Company's financial statements, the nature and the impact of the new and revised IFRSs are described below:

The adoption of IFRIC 23 and the amendments to IAS 28 during the current year did not have any material impact to the financial statements.

2.2 會計政策及披露更改

本公司就本年度的財務報表首次採納以下新訂及經修訂國際財務報告準則。

國際財務報告準則第9號之修訂	具有負補償的提前償付特徵
國際財務報告準則第16號	租賃
國際會計準則第19號之修訂	計劃修正、縮減或清償
國際會計準則第28號之修訂	於聯營公司及合營企業之長期權益
國際財務報告詮釋委員會第23號	所得稅處理不確定性
2015年至2017年週期的年度改進	國際財務報告準則第3號、國際財務報告準則第11號、國際會計準則第12號及國際會計準則第23號之修訂

除與本公司之財務報表編製不相關之國際財務報告準則第9號之修訂及國際會計準則第19號之修訂及國際財務報告準則2015年至2017年週期的年度改進之外，新訂及經修訂國際財務報告準則的性質及影響載於下文：

於本年度採納國際財務報告詮釋委員會第23號及國際會計準則第28號之修訂對財務報表概無任何重大影響。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

IFRS 16 replaces IAS 17 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC – 15 *Operating Leases – Incentives* and SIC – 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under IFRS 16 is substantially unchanged from IAS 17. Lessors continue to classify leases as either operating or finance leases using similar principles as in IAS 17. Therefore, IFRS 16 did not have any financial impact on leases where the Company is the lessor.

The Company has adopted IFRS 16 using the modified retrospective method with the date of initial application of 1 January 2019. Under this method, the standard has been applied retrospectively with the cumulative effect of initial adoption recognised as an adjustment to the opening balance of accumulated losses at 1 January 2019, and the comparative information for 2018 was not restated and continued to be reported under IAS 17 and related interpretations.

2.2 會計政策及披露更改(續)

國際財務報告準則第16號取代國際會計準則第17號「租賃」、國際財務報告詮釋委員會第4號「釐定安排是否包括租賃」、準則詮釋委員會第15號「經營租賃－優惠」及準則詮釋委員會第27號「評估涉及租賃法律形式交易的內容」。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人將所有租賃按單一的資產負債表內模式入賬，以確認和計量使用權資產和租賃負債，除卻若干確認豁免。國際財務報告準則第16號大致沿用國際會計準則第17號內出租人的會計處理方式。出租人繼續使用與國際會計準則第17號之類似原則將租賃分類為經營或融資租賃。因此，國際財務報告準則第16號對本公司作為出租人的租賃並無任何財務影響。

本公司採用經修訂追溯法採納國際財務報告準則第16號，首次應用日期為2019年1月1日。根據此方法，該準則已予以追溯應用，及首次採納的累計影響確認為對於2019年1月1日累計虧損期初餘額的調整，而2018年的比較資料並無重列，並繼續根據國際會計準則第17號及相關詮釋進行列報。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

New definition of a lease

Under IFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Company elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying IAS 17 and IFRIC 4 at the date of initial application. Contracts that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed. Therefore, the definition of a lease under IFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

As a lessee – Leases previously classified as operating leases

Nature of the effect of adoption of IFRS 16

The Company has lease contracts for office premises. As a lessee, the Company previously classified leases as operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Company. Under IFRS 16, the Company applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low-value assets (elected on a lease-by-lease basis) and leases with a lease term of 12 months or less (“short-term leases”) (elected by class of underlying asset). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 January 2019, the Company recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

2.2 會計政策及披露更改(續)

租賃的新定義

根據國際財務報告準則第16號，倘合約為換取代價而授予於一段時間內控制使用已識別資產之權利，則該合約屬租賃或包含租賃。倘客戶有權享有因使用已識別資產所產生的絕大部分經濟利益及有權指示已識別資產的使用，即表示擁有控制權。本公司已選擇採用過渡性可行權宜方法，以允許該準則僅適用於首次應用日期根據國際會計準則第17號及國際財務報告委員會第4號先前被識別為租賃的合約。根據國際會計準則第17號及國際財務報告詮釋委員會第4號並非被識別為租賃的合約並無進行重新評估。因此，國際財務報告準則第16號項下租賃的定義僅應用於2019年1月1日或之後訂立或變更的合約。

作為承租人—之前分類為經營租賃的租賃

採納國際財務報告準則第16號的影響的性質

本公司擁有辦公室場地的租賃合約。作為承租人，本公司之前根據有關租賃是否將資產所有權之絕大部分回報及風險轉移至本公司之評估，將租賃分類為經營租賃。根據國際財務報告準則第16號，本公司採用單一法確認及計量所有租賃之使用權資產和租賃負債，惟低價值資產租賃（按個別租賃基準選擇）及租賃期為12個月或以下的租賃（「短期租賃」）（按相關資產類別選擇）之兩項選擇性豁免除外。本公司並非於2019年1月1日開始的租賃期內按直線法於經營租約下確認租金開支，而是確認使用權資產折舊（和減值，如有）以及尚未償還租賃負債的應計利息（為融資成本）。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

As a lessee – Leases previously classified as operating leases (Continued)

Impact on transition

Lease liabilities at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019 and included in lease liability. The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 January 2019.

All these assets were assessed for any impairment based on IAS 36 on that date. The Company elected to present the right-of-use assets separately in the statement of financial position.

The Company has used the following elective practical expedients when applying IFRS 16 at 1 January 2019:

- Applying the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application; and
- Using hindsight in determining the lease term where the contract contains options to extend/terminate the lease.

2.2 會計政策及披露更改(續)

作為承租人－之前分類為經營租賃的租賃(續)

過渡影響

2019年1月1日的租賃負債是按2019年1月1日的增量借款利率貼現的餘下租賃付款現值確認，計入租賃負債。使用權資產按就緊接2019年1月1日前財務狀況表內已確認租賃相關的任何預付或累計租賃付款金額作出調整後的租賃負債金額計量。

所有該等資產於當日均已根據國際會計準則第36號進行減值評估。本公司選擇單獨於綜合財務狀況表內呈列使用權資產。

本公司於2019年1月1日應用國際財務報告準則第16號時，已使用以下選擇性可行權宜方法：

- 對租賃期於初始應用日期起計12個月內屆滿的租賃應用短期租賃豁免；及
- 倘合約包含延長／終止租賃的選擇權，則事後釐定租賃期。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

Financial impact at 1 January 2019

The impact arising from the adoption of IFRS 16 at 1 January 2019 was as follows:

2.2 會計政策及披露更改(續)

於2019年1月1日之財務影響

於2019年1月1日採納國際財務報告準則第16號的影響如下：

		Increases/ (decreases) 增加/(減少) HK\$ 港元
Non-current assets	非流動資產	
Increase in right-of-use asset	使用權資產增加	-
Current liabilities	流動負債	
Increase in lease liability	租賃負債增加	-
Non-current liabilities	非流動負債	
Increase in lease liability	租賃負債增加	-

The lease liability as at 1 January 2019 reconciled to the operating lease commitments as at 31 December 2018 are as follows:

於2019年1月1日的租賃負債與2018年12月31日的經營租賃承擔對賬如下：

		HK\$ 港元
Operating lease commitments as at 31 December 2018	於2018年12月31日的經營租賃承擔	176,000
Less: Commitments relating to leases with a remaining lease term ended on or before 31 December 2019	減：與餘下租期於2019年12月31日或之前結束的租賃相關的承擔	(176,000)
Weighted average incremental borrowing rate as at 1 January 2019	於2019年1月1日的加權平均增量借款利率	N/A 不適用
Discounted operating lease commitments as at 1 January 2019	於2019年1月1日的經貼現經營租賃承擔	-
Lease liability as at 1 January 2019	於2019年1月1日的租賃負債	-

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Company has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in these financial statements.

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

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

² Effective for annual periods beginning on or after 1 January 2021

³ No mandatory effective date yet determined but available for adoption

The directors anticipate that the application of the above new and revised IFRSs will have no material impact on the financial statements in the foreseeable future.

2.3 已頒佈但尚未生效的國際財務報告準則

本公司並未於該等財務報表內應用以下已頒佈但尚未生效之新訂及經修訂國際財務報告準則。

國際財務報告準則第3號之修訂	業務之定義 ¹
國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號之修訂	利率基準改革 ¹
國際財務報告準則第10號及國際會計準則第28號之修訂	於投資者與其聯營公司或合營企業之間出售或注入資產 ³
國際財務報告準則第17號	保險合同 ²
國際會計準則第1號及國際會計準則第8號之修訂	重大之定義 ¹

¹ 於2020年1月1日或之後開始之年度期間生效

² 於2021年1月1日或之後開始之年度期間生效

³ 尚未釐定強制生效日期，惟可供採納

董事預期，於可預見將來，應用上述新訂及經修訂國際財務報告準則不會對財務報表造成重大影響。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Fair value measurement

The Company measures its equity investments at fair value at the end of each reporting period. 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 fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2.4 主要會計政策概要

公平值計量

本公司於各報告期末按公平值計量其股權投資。公平值為於計量日期在市場參與者進行之有序交易所出售資產可收取或轉讓負債須支付之價格。公平值計量乃基於假設於資產或負債的主要市場，或倘無主要市場，則於資產或負債最有利的市場進行出售資產或轉讓負債的交易而釐定。主要或最有利市場須為本公司可接觸者。一項資產或負債的公平值乃採用市場參與者於對資產或負債定價時採用的假設，假設市場參與者以其最佳經濟利益行事。

非金融資產的公平值計量乃考慮市場參與者通過將資產用途最佳及最大化或將其出售予另外能將資產用途最佳及最大化的市場參與者而產生經濟利益的能力。

本公司使用當時適當的估值技術及有充足的數據可供計量公平值，最大化使用相關可觀察輸入值及減少使用不可觀察輸入值。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 Based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 Based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 Based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.4 主要會計政策概要 (續)

公平值計量 (續)

所有於財務報表內以公平值計量或披露的資產及負債均以對公平值計量整體上重要的最低水平輸入值為基礎按公平值級次分類如下：

- 第一級 以可辨識資產或負債於活躍市場的報價(未經調整)為基礎
- 第二級 基於最低水平輸入值直接或間接為可觀察且對公平值計量屬重大的估值技術
- 第三級 基於最低水平輸入值為不可觀察且對公平值計量屬重大的估值技術

就按經常發生基準於財務報表確認的資產及負債而言，本公司於各報告期末通過重新評估類別(根據對公平值計量整體而言屬重大的最低水平輸入值)釐定各等級之間是否發生轉移。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, contract assets, financial assets, investment properties and non-current assets/a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, (only if there are revalued assets in the financial statements) unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2.4 主要會計政策概要 (續)

非金融資產減值

倘有跡象顯示出現減值或須就資產(不包括存貨、合約資產、金融資產、投資物業及非流動資產/分類為持作出售的出售集團)進行年度減值測試時,則會估計資產的可收回金額。資產可收回金額按資產或現金產生單位的使用價值及公平值減出售成本(以較高者為準)而計算,並就個別資產而確定,除非有關資產並無產生在頗大程度上獨立於其他資產或資產類別的現金流入,在此情況下,可收回金額就資產所屬的現金產生單位而確定。

減值虧損僅於資產賬面值超逾可收回金額時確認。於評估使用價值時,估計未來現金流量按可反映現時市場評估的貨幣時間價值及資產特定風險的稅前貼現率貼現至現值。減值虧損於產生期間在損益表中與已減值資產功能一致的開銷類別內扣除。

於各報告期末須評估有否跡象顯示過往確認的減值虧損不再存在或已減少。如有該跡象存在,則估計可收回金額。過往確認的資產(商譽除外)減值虧損僅會於用以釐定該資產可收回金額的估計改變時撥回,惟撥回後的數額不得高於假設過往年度並無就資產確認減值虧損而應有的賬面值(扣除任何折舊/攤銷)。減值虧損的撥回於產生期間計入損益表(僅當財務報表中存在重估資產時),除非資產以重估金額列賬,在此情況下,減值虧損的撥回根據該重估資產的相關會計政策入賬。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (applicable from 1 January 2019)

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

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease terms.

If ownership of the leased asset transfers to the Company by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for termination of a lease, if the lease term reflects the Company exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

2.4 主要會計政策概要 (續)

租賃 (自2019年1月1日起適用)

本公司於訂立合約時評估合約是否為租賃合約或包含租賃。倘合約授予權利在某一時期內控制已識別資產的使用以換取代價。該合約屬於租賃或包含租賃

本公司作為承租人

本公司對所有租賃採用單一確認及計量法，惟短期租賃及低價值資產租賃除外。本公司確認租賃負債以作出租賃付款，而使用權資產指使用相關資產的權利。

(a) 使用權資產

使用權資產於租賃開始日期 (即相關資產可供使用日期) 確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債款額、已產生初步直接成本及於開始日期或之前作出的租賃付款減任何已收取租賃獎勵。使用權資產於租期內按直線基準折舊。

倘租賃資產所用權於租期結束前轉讓予本公司或成本反映行使購買權，則折舊使用資產的估計可使用年期計算。

(b) 租賃負債

租賃負債於租賃開始日期，按租期內已作出的租賃付款現值確認。租賃付款包括定額付款 (含實質定額款項) 減任何應收租賃獎勵款項、取決於指數或利率的可變租賃付款以及預期根據剩餘價值擔保支付的金額。租賃付款亦包括本公司合理確定行使的購買選擇權的行使價及倘在租期內反映本公司正行使終止租賃選擇權時，有關終止租賃支付的罰款。不取決於指數或利率的可變租賃付款在出現觸發付款的事件或條件的期間內確認為開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (applicable from 1 January 2019) (Continued)

Company as a lessee (Continued)

(b) Lease liabilities (Continued)

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Company's lease liabilities are included in interest-bearing bank and other borrowings.

(c) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of office premises (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

2.4 主要會計政策概要 (續)

租賃 (自2019年1月1日起適用) (續)

本公司作為承租人 (續)

(b) 租賃負債 (續)

於計算租賃付款的現值時，由於租賃內所含利率不易釐定，本公司應用租賃開始日期的增量借款利率計算。於開始日期後，租賃負債金額的增加反映利息的增加，其減少則為租賃付款所致。此外，如有任何修改、租賃條款變動、租賃付款變動 (例如，因指數或利率變動導致未來租賃付款變動) 或購買相關資產的評估的變動，則重新計量租賃負債的賬面值。

本公司的租賃負債包括計息銀行及其他借貸。

(c) 短期租賃及低價值資產租賃

本公司將短期租賃確認豁免應用於其辦公室物業短期租賃 (即自租賃開始日期起計租期為十二個月或以下，並且不包含購買選擇權的租賃)。低價值資產租賃的確認豁免亦應用於被認為低價值的辦公設備及手提電腦租賃。

短期租賃的租賃付款及低價值資產租賃在租期內按直線法確認為開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (applicable before 1 January 2019)

Leases that transfer substantially all the rewards and risks of ownership of assets to the Company, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Company is the lessor, assets leased by the Company under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Company is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

2.4 主要會計政策概要 (續)

租賃 (於2019年1月1日前適用)

凡資產擁有權絕大部份回報與風險 (不包括法定所有權) 轉歸本公司所有的租賃, 均列作融資租賃。於融資租賃開始時, 租賃資產的成本乃按最低租賃款項的現值撥充資本, 並連同債務 (不包括利息部份) 一併入賬, 藉以反映購買與融資情況。根據已資本化的融資租賃持有的資產 (包括融資租賃項下預付土地租賃款項) 乃納入物業、廠房及設備內, 並按租期或資產的估計可使用年期兩者中的較短者折舊。有關租賃的財務成本於損益表中扣除, 以反映租期內的固定週期支出比率。

透過具融資性質的租購合約收購的資產列作融資租賃, 按其估計可使用年期予以折舊。

資產擁有權的絕大部份回報與風險歸屬於出租人的租賃列作經營租賃。倘本公司為出租人, 則本公司根據經營租賃出租的資產計入非流動資產, 經營租賃的應收租金在租賃期內按直線法計入損益表。倘本公司為承租人, 根據經營租賃的應付租金 (扣除已收出租人的任何獎勵) 在租賃期內以直線法於損益表中扣除。

經營租賃項下的預付土地租賃款項首次按成本入賬, 其後於租賃期內按直線法確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient of not adjusting the effect of a significant financing component, the Company initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset that is a debt instrument to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models and financial assets which are equity instruments are classified and measured at fair value through profit or loss.

2.4 主要會計政策概要 (續)

投資及其他金融資產

初始確認及計量

金融資產於初始確認時分類為其後按攤銷成本計量、按公平值計入其他全面收益及按公平值透過損益列賬。

金融資產於初始確認時之分類視乎金融資產之合約現金流量特徵及本公司管理該等金融資產之業務模式而定。除不包含重大融資成分或本公司已應用不調整重大融資成分影響之可行權宜方式之貿易應收款項外，本公司初步按公平值加(倘金融資產並非按公平值透過損益列賬)交易成本計量金融資產。不包含重大融資成分或本公司已應用可行權宜方式之貿易應收款項，乃根據下文「收入確認」所載政策按國際財務報告準則第15號所釐定之交易價格計量。

倘為債務工具的金融資產須按攤銷成本列賬或按公平值計入其他全面收益分類及計量，該金融資產需要產生純粹為支付本金及未償還本金的利息(「純粹為支付本金及利息」)之現金流量。現金流量並非純粹支付本金及利息之金融資產分類為按公平值透過損益列賬並按此計量(不論其業務模式如何)。

本公司管理金融資產之業務模式指其管理金融資產以產生現金流量之方法。業務模式釐定現金流量會否產生自收集合約現金流量、出售金融資產或兩者兼而有之。按攤銷成本分類及計量的金融資產以目的是持有金融資產以獲取合同現金流量的業務模式持有，而按公平值透過其他全面收益列賬的金融資產則以目的是收取合同現金流量及出售的業務模式持有。不屬於上述業務模式的金融資產及為股本工具的金融資產，按公平值透過損益列賬分類及計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Company commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Company had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as revenue in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

初始確認及計量 (續)

所有金融資產之常規買賣於交易日(即本公司承諾買賣該資產之日)確認。常規買賣為須在市場規定或慣例普遍確立的期間內交付資產之金融資產買賣。

其後計量

金融資產的其後計量乃視乎其如下分類而定：

按公平值透過損益列賬之金融資產

按公平值透過損益列賬之金融資產於財務狀況表按公平值列賬，而其公平值變動淨值則於損益表確認。

該類別包括本公司並無不可撤銷地選擇分類為按公平值計入其他全面收益之衍生工具及股權投資。當付款權已確立，而與股息相關之經濟利益很可能會流入本公司，且股息金額能夠可靠地計量時，分類為按公平值透過損益列賬之金融資產之股權投資股息亦於損益表確認為收益。

按攤銷成本列賬之金融資產 (債務工具)

按攤銷成本列賬之金融資產其後採用實際利率法計量並須進行減值。收益及虧損於有關資產終止確認、修訂或減值時在損益表中確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Company's statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

2.4 主要會計政策概要 (續)

終止確認金融資產

金融資產(或在適用情況下,金融資產的一部份或一組類似金融資產的一部份)主要在下列情況下被終止確認(即從本公司的財務狀況表中刪除):

- 收取該項資產所得現金流量的權利已經屆滿;或
- 本公司已轉讓其收取來自該資產現金流量的權利,或已根據「轉遞」安排承擔在並無重大延誤情況下向第三方全數支付已收取現金流量之責任;及於(a)本公司已轉讓該資產大部份風險及回報,或(b)本公司並無轉讓或保留該資產之大部份風險及回報,惟已轉讓該資產之控制權。

倘本公司已轉讓其自資產收取現金流量之權利(或已訂立轉遞安排),本公司評估其是否已保留該資產所有權的風險及回報以及相關程度。當其並無轉讓或保留資產的大部份風險及回報,亦無轉讓資產的控制權的情況下,本公司繼續確認已轉讓資產,惟以本公司繼續參與之程度確認。於該情況下,本公司亦確認相關負債。已轉讓資產及相關負債乃按反映本公司保留的權利及義務的基準計量。

以所轉讓資產作擔保的形式存在的繼續參與按該資產的初始賬面值與本公司可能須償還的最高代價兩者間的較低者計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets

The Company recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Company assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

For debt investments at fair value through other comprehensive income, the Company applies the low credit risk simplification. At each reporting date, the Company evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Company reassesses the external credit ratings of the debt investments. In addition, the Company considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

2.4 主要會計政策概要 (續)

金融資產的減值

本公司確認對並非按公平值透過損益列賬的所有債務工具預期信貸虧損（「預期信貸虧損」）的撥備。預期信貸虧損乃基於根據合約應付的合約現金流量與本公司預期收取的所有現金流量之間的差額，按原有實際利率相近的差額貼現。預期現金流量將包括同為合約條款組成部份的自銷售所持有抵押品所得的現金流量或其他提升信貸物品。

一般方法

預期信貸虧損分兩個階段確認。就自初始確認以來信貸風險並無大幅增加之信貸風險承擔而言，本公司會為未來12個月內可能發生之違約事件所產生之信貸虧損（12個月預期信貸虧損）計提預期信貸虧損撥備。就自初始確認以來信貸風險大幅增加之信貸風險承擔而言，本公司須就預期於風險承擔餘下年期產生之信貸虧損計提虧損撥備，而不論違約之時間（可用年期預期信貸虧損）。

於各報告日期，本公司會評估金融工具之信貸風險自初始確認以來有否大幅增加。於進行評估時，本公司會比較該金融工具於報告日期及於初始確認日期出現之違約風險，並會考慮毋須花費過多成本或精力即可獲得之合理而具理據支持的資料，包括過往及前瞻性資料。

就按公平值計入其他全面收益之債務投資而言，本公司應用低信貸風險簡化方法。於各報告日期，本公司會使用所有毋須花費過多成本或精力即可獲得之合理而具理據支持的資料評估債務投資是否被認為具低信貸風險。於進行該評估時，本公司會重新評估債務投資的外部信貸評級。此外，本公司認為，倘合約付款逾期超過30日，則信貸風險大幅增加。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2.4 主要會計政策概要 (續)

金融資產的減值 (續)

一般方法 (續)

本公司認為，倘合約付款逾期90日，則金融資產已違約。然而，於若干情況下，在並無計及本公司所持之任何信貸增強措施前，本公司亦可於內部或外部資料顯示本公司不大可能悉數收取尚未償還合約金額時，將金融資產視為違約。倘無法合理地預期收回合約現金流量，則本公司會撇銷金融資產。

按公平值計入其他全面收益之債務投資及按攤銷成本計量之金融資產須根據一般方法進行減值，並於下列計量預期信貸虧損之階段分類，惟如下文所詳述應用簡化方法之貿易應收款項及合約資產則除外。

- 第一階段 – 信貸風險自初始確認以來並無大幅增加，且虧損撥備按等同於12個月預期信貸虧損之金額計量之金融工具
- 第二階段 – 信貸風險自初始確認以來大幅增加（惟並非信貸減值金融資產），且虧損撥備按等同於可用年期預期信貸虧損之金額計量之金融工具
- 第三階段 – 於報告日期為信貸減值（惟並非購入或產生之信貸減值），且虧損撥備按等同於可用年期預期信貸虧損之金額計量之金融資產

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Company applies the practical expedient of not adjusting the effect of a significant financing component, the Company applies the simplified approach in calculating ECLs. Under the simplified approach, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include other payables and accruals, amount due to brokers and amount due to a related company and lease liability.

2.4 主要會計政策概要 (續)

金融資產的減值 (續)

簡化方法

就不包含重大融資成分或本公司應用可行權宜方式不調整重大融資成分之影響之貿易應收款項及合約資產而言，本公司應用簡化方法計算預期信貸虧損。根據簡化方法，本公司並無追蹤信貸風險變動，而是於各報告日期根據可用年期預期信貸虧損確認虧損撥備。本公司已建立基於過往信貸虧損經驗之撥備矩陣，並就債務人特定前瞻性因素及經濟環境作出調整。

金融負債

初步確認及計量

金融負債於初始確認時按適用情況歸類為按公平值透過損益列賬的金融負債、貸款及借貸、應付款項，或作為指定為有效對沖的對沖工具的衍生工具。

所有金融負債初始按公平值確認，貸款及借貸及應付款項則須扣除直接應佔交易成本。

本公司的金融負債包括其他應付款項及應計費用、應付經紀人款項及應付一間關連公司款項及租賃負債。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.4 主要會計政策概要 (續)

金融負債 (續)

其後計量

金融負債的其後計量乃視乎其如下分類而定：

按攤銷成本列賬之金融負債 (貸款及借貸)

初始確認後，計息貸款及借款其後採用實際利率法按攤銷成本計量。倘若折現影響屬非重大，按成本計量。在取消確認負債時及於按實際利率進行攤銷過程中，收益及虧損會在損益表中確認。

計算攤銷成本時將計及收購時的任何折讓或溢價，以及組成實際利率一部份的費用或成本。實際利率攤銷計入損益表之財務成本。

終止確認金融負債

當負債項下的責任被解除或取消或到期，則終止確認金融負債。

倘現有金融負債由同一貸方授予條款迥異的其他負債取代，或現有負債的條款經重大修訂，則該等變更或修訂視作終止確認原有負債並確認新負債，各賬面值的差額於損益表確認入賬。

抵銷金融工具

倘目前存在一項可依法強制執行的權利，可抵銷已確認金額，且亦有意以淨值結算或同時變現資產及償付債務，則金融資產及金融負債均可予抵銷，並把淨金額列入財務狀況表內。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition

Dividend income is recognised on the date on which the investments are quoted ex-dividend or, where no ex-dividend rate is quoted, when the shareholders' right to receive payment has been established and it is probable that the economic benefits associated with the dividend can be measured reliably. Dividend income is presented gross of any non-recoverable withholding taxes, which are disclosed separately in the statement of comprehensive income.

Revenue from sources other than dividends on equity investments classified as financial assets at fair value through profit or loss is described below.

Revenue from other sources

Income from profit guarantee is recognised when the amount is received or receivable.

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Company's operations. Employees (including directors) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model.

2.4 主要會計政策概要 (續)

收入確認

股息收入於投資按除息報價之日或在並無除息率報價情況下、於股東收取款項的權利確立時及與股息相關之經濟利益能夠可靠計量時予以確認。股息收入的呈列未扣除任何不可收回的預扣稅(已於全面收益表中單獨披露)。

分類為按公平值透過損益列賬之金融資產且來源於股權投資股息以外的收益載述如下。

來自其他來源的收入

溢利保證收入於收到或應收款項時確認。

利息收入以實際利率法，運用透過在金融工具的預計使用期或較短期間(如適用)實際貼現估計未來現金收益以計算金融資產賬面淨值的利率累積計算確認。

以股份為基礎的付款

本公司設有一項購股權計劃，旨在獎勵及回報合資格參與者對本公司業務成功作出之貢獻。本公司僱員(包括董事)收取以股份為基礎的付款的薪酬，而僱員則據此提供服務作為股本工具之代價(「權益結算交易」)。

於2002年11月7日後所授出與僱員進行之以權益結算交易之成本乃參考授出當日之公平值計算。公平值由外聘估值師以二項模式釐定。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

2.4 主要會計政策概要 (續)

以股份為基礎的付款 (續)

權益結算交易之成本連同權益之相應升幅會於達到表現及／或服務條件之期間於僱員福利開支內確認。於歸屬日期前各報告期間末就以權益結算交易確認之累計開支，反映已屆滿歸屬期限之程度及本公司對最終將歸屬之權益工具數目之最佳估計。某期間損益表之扣除或計入，指該期間期初及期末已確認累計開支之變動。

釐定獎勵之授出日公平值並不考慮服務及非市場表現條件，惟能達成條件之可能性則被評定為將最終歸屬為本公司權益工具數目之最佳估計之一部份。市場表現條件將反映在授出日之公平值。附帶於獎勵中但並無相關聯服務要求之其他任何條件皆視為非歸屬條件。反映非歸屬條件之獎勵公平值若當中不包含服務及／或表現條件乃即時予以支銷。

因未能達至非市場表現及／或服務條件，而導致最終並無歸屬之獎勵並不會確認支銷，惟包括一項市場或非歸屬條件之獎勵，無論市場或非歸屬條件是否達成，其均會被視為已歸屬，前提是所有其他表現及／或服務條件須已達成。

當以權益結算的報酬之條款修改時，倘符合有關報酬之原有條款，最低開支條款並無修改來確認。此外，就增加以股份為基礎付款的付款公平值總值或對僱員有利之修改而言，按修改日期之計算確認開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Company or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Related parties

A person or a close member of that person's family is related to the Company if that person:

- (a) the party is a person or a close member of that person's family and that person:
 - (i) has control or joint control over the Company;
 - (ii) has significant influence over the Company; or
 - (iii) is a member of the key management personnel of the Company or of a parent of the Company;

or

2.4 主要會計政策概要(續)

以股份為基礎的付款(續)

當以權益結算的報酬註銷時，會視作已於註銷當日處理，而該報酬尚未確認之任何開支會即時確認。此包括任何未能符合本公司或僱員控制以內非歸屬條件之報酬。然而，倘有一項新報酬替代註銷之報酬，並指定為授出當日之替代報酬，則該項註銷及新報酬會如上段所述被視為原有報酬之修改般處理。

計算每股攤薄盈利時，尚未行使購股權之攤薄影響反映為額外股份攤薄。

關連方

在下列情況下，個人或該人士之關係密切的家庭成員與本公司有關連：

- (a) 有關方為一名人士或該人士之關係密切家庭成員，而該人士：
 - (i) 控制或共同控制本公司；
 - (ii) 對本公司有重大影響；或
 - (iii) 為本公司或本公司母公司的主要管理人員的其中一名成員；

或

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

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

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

2.4 主要會計政策概要 (續)

關連方 (續)

- (b) 倘以下任何情況適用，則某實體與本公司有關連：
- (i) 該實體與本公司屬同一集團的成員公司 (這意味著該兩家實體的母公司、附屬公司和同系附屬公司均相互有關連)；
 - (ii) 一個實體為另一實體的聯營公司或合營企業 (或為另一實體所屬集團的成員公司的聯營企業或合營企業)；
 - (iii) 該實體及本公司均為同一第三方的合營企業；
 - (iv) 一個實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體為本公司或一家與本公司有關連的實體就僱員的福利而設的離職福利計劃；
 - (vi) 該實體受(a)所識別人士控制或受其共同控制；
 - (vii) 於(a)(i)所識別人士對該實體有重大影響或屬該實體 (或該實體母公司) 主要管理人員的其中一名成員；及
 - (viii) 該實體或其所屬集團的任何成員公司向本公司或本公司母公司提供主要管理人員服務。

個人關係密切的家庭成員是指其在和實體進行交易時，預期可能影響該個人或者被該個人影響的家庭成員。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share capital

The Company's ordinary shares are classified as equity as the Company has full discretion on repurchasing the shares and on dividend distributions.

Issuance and acquisition of ordinary shares are accounted for as equity transactions.

Upon issuance of shares, the consideration received is included in equity.

Transaction costs incurred by the Company in issuing or acquiring its own equity instruments are accounted for as a deduction from equity to the extent that they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided.

Own equity instruments which are acquired are deducted from equity and accounted for at amounts equal to the consideration paid, including any directly attributable incremental costs.

No gain or loss is recognised in the statement of comprehensive income on the purchase, sale, issuance or cancellation of the Company's own equity instruments.

Dividend distributions

Dividend distributions are at the discretion of the Company. A dividend distribution to the Company's shareholders is accounted for as a deduction from retained earnings. An interim dividend is recognised directly as a liability in the period in which it is irrevocably declared by the Board of Directors. A final dividend is recognised as a liability in the period in which it is approved by the annual general meeting of shareholders.

2.4 主要會計政策概要(續)

股本

由於本公司可全權酌情購回股份或進行股息分派，本公司的普通股被分類為權益。

發行及收購普通股按權益交易列賬。

發行股份後，收取的代價計入權益。

本公司於發行或收購本身權益工具時產生的交易成本按權益扣減列賬，並以本來可避免的權益交易直接應佔新增成本為限。

收購的本身權益工具可從權益中扣除，並按相等於已付代價(包括任何直接應佔新增成本)的金額列賬。

購買、出售、發行或註銷本公司本身權益工具概不會於全面收益表中確認損益。

股息分派

本公司酌情決定股息的分派。本公司股東的股息分派入賬方法乃於保留盈利中扣除。中期股息於董事會不可撤銷地宣派期間直接確認為負債。末期股息於獲股東週年大會股東批准之期間確認為負債。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Company's cash management.

For the purpose of the statement of financial position, cash and cash equivalents comprise cash at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Company operates.

2.4 主要會計政策概要 (續)

現金及現金等值

就現金流量表而言，現金及現金等值包括手頭現金及活期存款以及可隨時轉換為既定金額現金、所承受的價值變動風險較小，且可在一個較短的期限內（一般為三個月內）取得之短期高流動性投資，減去須按要求償還之銀行透支，並構成本公司現金管理之一部份。

就財務狀況表而言，現金及現金等值由銀行現金構成，當中包括使用不受限制的定期存款及與現金性質類似的資產。

撥備

當由於過往事件導致現時須承擔（法律或推定）責任，而未來可能須流失資源以履行責任，且能可靠估計責任的數額，則會確認為撥備。

如折現影響重大，則所確認的撥備數額是預計履行責任所需的未來開支在報告期末的現值。隨時間過去而增加的已折現現值，計入損益表的財務成本內。

所得稅

所得稅包括即期及遞延稅項。於損益以外確認的項目，其相關的所得稅確認於損益外，於其他全面收益或直接於權益確認。

即期稅項資產及負債乃按預期可自稅務機關收回或須支付予稅務機關的金額計量，此乃基於於本報告期末已頒佈或實際已頒佈稅率（及稅法），並計及本公司經營所在國家現行詮釋及慣例。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2.4 主要會計政策概要 (續)

所得稅 (續)

遞延稅項乃採用按負債法就報告期末時資產及負債的稅基與兩者用作財務申報賬面值之間的所有暫時性差額作出撥備。

遞延稅項負債就所有應課稅暫時性差額予以確認，但下列情況除外：

- 因業務合併以外的交易(交易當時並無因而影響會計溢利或應課稅損益者)而初始確認商譽或資產或負債所產生的遞延稅項負債；及
- 就附屬公司、聯營公司及合營企業的投資相關的應課稅暫時性差額，如暫時性差額的逆轉時間可予控制，且暫時差額不大可能在可預見將來逆轉。

在可能取得應課稅溢利而可動用可扣稅暫時性差額，以及未動用稅項抵免及未動用稅項虧損結轉時，就所有可扣稅暫時性差額、未動用稅項抵免及任何未動用稅項虧損結轉確認遞延稅項資產，但下列情況除外：

- 遞延稅項資產涉及因業務合併以外的交易(交易當時並無因而影響會計溢利或應課稅損益者)而初始確認資產或負債所產生的可扣稅暫時性差額；及
- 就附屬公司、聯營公司及合營企業的投資相關的可扣稅暫時性差額，僅於暫時性差額可能在可預見將來逆轉及有可能取得應課稅溢利而可動用暫時性差額的情況下，才能確認遞延稅項資產。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

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

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Company has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

The Company is exempted from all forms of taxation in Cayman Islands, including income, capital gains and withholding taxes. However, in some jurisdictions, investment income and capital gains are subject to withholding tax deducted at the source of the income. Withholding tax is a generic term used for the amount of withholding tax deducted at the source of the income. The Company presents the withholding tax separately from the gross investment income in profit or loss.

2.4 主要會計政策概要 (續)

所得稅 (續)

在各報告期末會審核遞延稅項資產的賬面值，如不再可能取得足夠應課稅溢利以運用全部或部分遞延稅項資產，則會作出相應調減。未確認的遞延稅項資產，則會在各報告期末重新評估，並於有可能取得足夠應課稅溢利以收回全部或部分遞延稅項資產時確認。

遞延稅項資產及負債是根據預期在變現資產或清償負債期間適用的稅率計算，而該稅率乃基於報告期末正式實施或實質實施的稅率（及税法）釐定。

當及僅當本公司擁有可依法強制執行的權利將即期稅項資產及即期稅項負債抵銷，而遞延稅項資產及遞延稅項負債乃與同一稅務機關對同一應課稅實體或於各未來期間預期有大額遞延稅項負債或資產需要清償或收回時，擬按淨額基準結算即期稅項負債及資產或同時變現資產及清償負債之不同應課稅實體徵收之所得稅有關，則遞延稅項資產及遞延稅項負債可予抵銷。

本公司於開曼群島獲豁免繳納各類稅項，包括所得稅、資本收益稅及預扣稅。然而，於若干司法管轄區，投資收入及資本收益須繳納在收入來源地扣除的預扣稅。預扣稅為收入來源地扣除預扣稅金額所用的總稱。本公司在損益中將預扣稅與投資收入總額單獨呈列預扣稅。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Functional and presentation currency

The Company's functional and presentation currency is the Hong Kong dollar, which is the currency of the primary economic environment in which it operates. The Company's performance is evaluated and its liquidity is managed in Hong Kong dollars. Therefore, the Hong Kong dollar is considered as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions.

Foreign currency translations

Foreign currency transactions during the Year are translated at the rates of exchange prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rate of exchange ruling at the end of the reporting date. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising from translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

Foreign currency transactions gains and losses on financial instruments classified as at fair value through profit or loss are included in profit or loss in the statement of comprehensive income as part of the "Net change in fair value of financial assets and liabilities at fair value through profit or loss". Foreign exchange differences on other financial instruments are included in profit or loss in the statement of comprehensive income as "Foreign exchange gains/loss, net".

2.4 主要會計政策概要 (續)

功能及呈列貨幣

本公司的功能及呈列貨幣為港元，港元是本公司經營所在主要經濟環境的貨幣。本公司的表現以港元評估，而流動資金亦以港元管理。因此，港元被認為是最能夠代表相關交易、事件及條件之經濟效果之貨幣。

外幣換算

本年度內的外幣交易按交易日的匯率換算。

以外幣計值的貨幣資產與負債按報告日期結束時適用的功能貨幣匯率換算。結算或換算貨幣項目而產生之差額於損益表內確認。

根據外幣歷史成本計算的非貨幣項目按首次交易日的匯率換算。根據外幣公平值計算的非貨幣項目按計量公平值當日的匯率換算。換算按公平值計量的非貨幣項目而產生的收益或虧損，按確認該項目的公平值變動的收益或虧損一致的方法處理（即倘該項目的公平值收益或虧損已於其他全面收益或損益內確認，則產生的換算差額亦分別於其他全面收益或損益確認）。

按公平值透過損益列賬之金融工具之外幣換算收益及虧損須計入其他全面收益表之損益內，列作「按公平值透過損益列賬之金融資產及負債之公平值變動淨值」之一部份。其他金融工具之外匯差額則計入全面收益表之損益內，列作「外匯收益／虧損，淨額」。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Going concern

The Company's management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. Therefore, the financial statements continue to be prepared on the going concern basis.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. However, existing circumstances and assumptions about future developments may change due to market changes or circumstances arising beyond the control of the Company. These changes are reflected in the assumptions when they occur.

3. 重大會計判斷、估計及假設

編製本公司的財務報表時，管理層須作出判斷、估計及假設，而該等判斷、估計及假設會影響收入、開支、資產及負債的呈報金額及其相關披露以及或然負債的披露。有關此等假設及估計的不確定性可能導致日後需要對受影響的資產或負債作出重大的賬面值調整。

判斷

於應用本公司的會計政策過程中，管理層已作出以下對於財務報表確認金額造成最主要影響之判斷，惟該等涉及估計之判斷則除外：

持續經營

本公司管理層已對本公司持續經營能力作出評估，並認為本公司於可見未來有足夠資源繼續經營其業務。此外，管理層並不知悉任何重大不明朗因素可能對本公司持續經營能力產生重大疑惑。因此，財務報表繼續根據持續經營基準而編製。

估計及假設

於報告日期，有關未來的主要假設及其他主要估計不明朗因素涉及重大風險，可導致資產與負債賬面值於下一財政年度須作出重大調整，有關假設及估計不明朗因素於下文描述。當編製財務報表時，本公司根據可獲得的參數作出假設及估計。然而，現有情況及對未來發展的假設或會因本公司控制能力外產生的市場變動或情況而改變。該等變動會在發生時於假設內有所反映。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (Continued)

Estimates and assumptions (Continued)

Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations and changes in tax laws on foreign withholding tax. Given the wide range of international investments, differences arising between the actual investment income and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective jurisdiction in which it invests. The amounts of these provisions are based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of investments.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Company is organised into business units based on the categories of investments. During the years ended 31 December 2019 and 2018, the Company has two reportable operating segments as follows:

Listed securities – Investments in equity securities listed on relevant stock exchange

Unlisted securities – Investments in private equity funds and private equities

The geographical analysis of Company's turnover and segment results by geographical areas for the years ended 31 December 2019 and 2018 is not presented as significant transactions of the Company are mainly based in Hong Kong.

Further details of the Company's investments are included in Note 6 and Note 16.

3. 重大會計判斷、估計及假設 (續)

估計及假設 (續)

稅項

對複雜稅務法規的詮釋和有關外國預扣稅稅法的變動存在不確定性。鑒於廣泛的國際投資，實際的投資收入與所作假設，或該假設的未來變化之間產生的差異可能需要對已確認的稅務費用作日後調整。本公司基於合理估計，對其各項投資所在司法管轄區稅務機關審計的可能結果提取撥備。該等撥備的金額基於各種因素，如前期稅務審計經驗，以及應課稅主體和相關稅務機關對稅務法規的不同詮釋。視各項投資所在地當時情況，多種事項均可能造成該種詮釋的差異。

4. 經營分部資料

就管理而言，本公司根據投資類別劃分業務單位。於截至2019年及2018年12月31日止年度，本公司擁有以下兩個可呈報經營分部：

上市證券－投資於在相關證券交易所上市的權益證券

非上市證券－投資於私募股權基金及私募股權

由於本公司的重大交易主要在香港進行，因此本公司並未就截至2019及2018年12月31日止年度呈列收益及分部業績的地理區域分析。

有關本公司投資的進一步詳情載於附註6及附註16。

4. OPERATING SEGMENT INFORMATION (Continued)

The following is an analysis of the Company's results by operating segment:

4. 經營分部資料(續)

以下為按經營分部劃分對本公司業績所作之分析：

		Listed securities 上市證券 HK\$ 港元	Unlisted securities 非上市證券 HK\$ 港元	Unallocated 未分配 HK\$ 港元	Total 總計 HK\$ 港元
For the year ended 31 December 2019 截至2019年12月31日止年度					
Segment revenue	分部收入	72,785	5,373,975	933	5,447,693
Segment results	分部業績	(17,178,072)	(3,296,025)	-	(20,474,097)
Bank interest income	銀行利息收入				933
Unallocated expenses	未分配開支				(13,597,776)
Loss before tax	除稅前虧損				(34,070,940)
For the year ended 31 December 2018 截至2018年12月31日止年度					
Segment revenue	分部收入	4,116,000	5,286,986	572	9,403,558
Segment results	分部業績	(55,476,713)	(15,641,684)	-	(71,118,397)
Bank interest income	銀行利息收入				572
Unallocated expenses	未分配開支				(21,841,612)
Loss before tax	除稅前虧損				(92,959,437)

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4. OPERATING SEGMENT INFORMATION (Continued)

For the years ended 31 December 2019 and 2018, segment results represented the net gain or losses on fair values of listed equity securities, unlisted private equity funds and private equities classified as financial assets at fair value through profit or loss and the corresponding interest income, dividend income as well as income from profit guarantee earned by each segment without the allocation of administrative expenses, finance costs, interest income from bank deposits and the Investment Manager's fees.

As management considers the Company's nature of business to be investment trading and there are no major customers, accordingly no information regarding major customers is presented.

The following is an analysis of the Company's assets and liabilities by operating segment:

4. 經營分部資料(續)

截至2019年及2018年12月31日止年度，分部業績指分類為按公平值透過損益列賬之金融資產之上市權益證券以及非上市私募股權基金及私募股權公平值收益或虧損淨額及相應利息收入、股息收入及各分部賺取之溢利保證收入，而不計及行政開支、財務成本及銀行存款利息收入以及投資管理人費用分配。

由於管理層認為本公司的業務性質為投資貿易且並無主要客戶，故概無呈列有關主要客戶的資料。

以下為按經營分部劃分對本公司資產及負債所作之分析：

		Listed securities 上市證券 HK\$ 港元	Unlisted securities 非上市證券 HK\$ 港元	Total 總計 HK\$ 港元
As at 31 December 2019	於2019年12月31日			
Segment assets:	分部資產：			
Financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產	46,483,968	24,383,000	70,866,968
Unallocated assets	未分配資產			1,205,538
Total assets	資產總值			72,072,506
Liabilities:	負債：			
Unallocated liabilities	未分配負債			10,631,106
Total liabilities	負債總額			10,631,106

4. OPERATING SEGMENT INFORMATION (Continued)

4. 經營分部資料(續)

		Listed securities 上市證券 HK\$ 港元	Unlisted securities 非上市證券 HK\$ 港元	Total 總計 HK\$ 港元
As at 31 December 2018	於2018年12月31日			
Segment assets:	分部資產：			
Financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產	52,803,636	33,053,000	85,856,636
Unallocated assets	未分配資產			5,839,664
Total assets	資產總值			91,696,300
Liabilities:	負債：			
Unallocated liabilities	未分配負債			18,529,266
Total liabilities	負債總額			18,529,266

For the purpose of monitoring segment performance and allocating resources between segments, all assets are allocated to reportable segments other than right-of-use asset, deposits, prepayments, amount due from brokers and cash and cash equivalents.

就監控分部表現及於分部間配置資源而言，除使用權資產、按金、預付款項、應收經紀人款項以及現金及現金等值外，所有資產均分配至可呈報分部。

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5. REVENUE

An analysis of revenue is as follows:

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Dividend income from listed equity security	上市權益證券股息收入	72,785	4,116,000
Dividend income from private equity	私募股權股息收入	–	1,599,998
Bank interest income	銀行利息收入	933	572
Income from profit guarantee (Note)	溢利保證收入(附註)	5,373,975	3,686,988
		5,447,693	9,403,558

Note: Income from profit guarantee relates to amounts received and receivable in respect of a private equity investment in Hong Kong under the profit guarantee terms set out in the relevant agreement.

5. 收入

收入分析如下：

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Dividend income from listed equity security	上市權益證券股息收入	72,785	4,116,000
Dividend income from private equity	私募股權股息收入	–	1,599,998
Bank interest income	銀行利息收入	933	572
Income from profit guarantee (Note)	溢利保證收入(附註)	5,373,975	3,686,988
		5,447,693	9,403,558

附註：溢利保證收入涉及根據相關協議所載的溢利保證條款就香港私募股權投資收取及應收的款項。

6. NET LOSS ON FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		Listed securities 上市證券 HK\$ 港元	Unlisted securities 非上市證券 HK\$ 港元	Total 總計 HK\$ 港元
For the year ended 31 December 2019	截至2019年12月31日止年度			
Net realised loss on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產已變現虧損淨額	(22,826,270)	(37,500,000)	(60,326,270)
Net unrealised gain on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產未變現收益淨額	5,575,413	28,830,000	34,405,413
Total of net realised and unrealised loss included in profit or loss	計入損益之已變現及未變現虧損總淨額	(17,250,857)	(8,670,000)	(25,920,857)

6. 按公平值透過損益列賬之金融資產之虧損淨額

6. NET LOSS ON FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

6. 按公平值透過損益列賬之金融資產之虧損淨額(續)

		Listed securities 上市證券 HK\$ 港元	Unlisted securities 非上市證券 HK\$ 港元	Total 總計 HK\$ 港元
For the year ended 31 December 2018	截至2018年12月31日 止年度			
Net realised (loss)/gain on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產已變現(虧損)/收益淨額	(30,057,839)	14,585,951	(15,471,888)
Net unrealised loss on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產未變現虧損淨額	(29,534,874)	(35,514,621)	(65,049,495)
Total of net realised and unrealised loss included in profit or loss	計入損益之已變現及未變現虧損總淨額	(59,592,713)	(20,928,670)	(80,521,383)

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7. LOSS BEFORE TAX

The Company's loss before tax is arrived at after charging:

7. 除稅前虧損

本公司之除稅前虧損經扣除以下各項後達致：

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
(a) Finance costs	(a) 財務成本		
Interest on other borrowings	其他借貸利息	1,212,495	1,019,901
Interest on notes and borrowings	票據及借貸利息	–	1,823,091
Interest on lease liability	租賃負債利息	4,469	–
		1,216,964	2,842,992
(b) Other items	(b) 其他項目		
Staff cost (excluding directors' remuneration and share-based payment)	員工成本(不包括董事酬金及股份付款)	3,370,125	2,699,065
Investment management fee (Note 11)	投資管理費(附註11)	960,000	960,000
Foreign exchange loss, net	外匯虧損·淨額	99,588	44,472
Auditors' remuneration	核數師酬金	500,000	730,000
Minimum operating lease payments in respect of properties	有關物業之最低經營租賃付款	–	561,294
Lease payments not included in the measurement of lease liability	計量租賃負債時並未計入的租賃付款	213,951	–
Consultancy fee	顧問費	63,000	756,000
Legal and professional fees	法律及專業人士費用	983,341	2,168,369
Commission and other charges	佣金及其他費用	301,510	5,672,160
Depreciation of right-of-use asset	使用權資產折舊	99,975	–
Equity-settled share-based payment	以權益結算的股份付款	1,117,000	–

8. DIRECTORS' REMUNERATION

Directors' remuneration for the Year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

8. 董事酬金

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部予以披露之本年度董事酬金如下：

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Fees	袍金	1,289,050	1,356,000
		1,289,050	1,356,000

The remuneration of each director for the year ended 31 December 2019 as follows:

截至2019年12月31日止年度各董事的酬金如下：

Name of Directors 董事姓名		Fees 袍金 HK\$ 港元	Bonus 紅利 HK\$ 港元	Total 總計 HK\$ 港元
Executive directors 執行董事				
Mr. Gu Xu	顧旭先生	360,000	-	360,000
Mr. Chan Cheong Yee	陳昌義先生	528,000	-	528,000
		888,000	-	888,000
Non-executive director 非執行董事				
Mr. Lam Chun Ho (Resigned on 5 June 2019)	林振豪先生 (於2019年6月5日辭任)	50,050	-	50,050
		50,050	-	50,050
Independent non-executive directors 獨立非執行董事				
Mr. Chong Ching Hoi	莊清凱先生	117,000	-	117,000
Mr. Leung Wai Lim	梁唯廉先生	117,000	-	117,000
Mr. Sun Boquan (Appointed on 5 June 2019)	孫伯全先生 (於2019年6月5日獲委任)	66,950	-	66,950
Mr. Pun Tit Shan (Resigned on 5 June 2019)	潘鐵珊先生 (於2019年6月5日辭任)	50,050	-	50,050
		351,000	-	351,000

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8. DIRECTORS' REMUNERATION (Continued)

The remuneration of each director for the year ended 31 December 2018 as follows:

Name of Directors 董事姓名		Fees 袍金 HK\$ 港元	Bonus 紅利 HK\$ 港元	Total 總計 HK\$ 港元
Executive directors 執行董事				
Mr. Gu Xu 顧旭先生		360,000	–	360,000
Mr. Chan Cheong Yee 陳昌義先生		528,000	–	528,000
		<u>888,000</u>	<u>–</u>	<u>888,000</u>
Non-executive director 非執行董事				
Mr. Lam Chun Ho (Redesignated on 25 April 2018)	林振豪先生 (於2018年4月25日調任)	117,000	–	117,000
		<u>117,000</u>	<u>–</u>	<u>117,000</u>
Independent non-executive directors 獨立非執行董事				
Mr. Pun Tat Shan	潘鐵珊先生	117,000	–	117,000
Mr. Chong Ching Hoi	莊清凱先生	117,000	–	117,000
Mr. Leung Wai Lim (Appointed on 10 October 2018)	梁唯廉先生 (於2018年10月10日獲委任)	26,419	–	26,419
Mr. Faris Ibrahim Taha Ayoub (Resigned on 10 October 2018)	Faris Ibrahim Taha Ayoub先生 (於2018年10月10日辭任)	90,581	–	90,581
		<u>351,000</u>	<u>–</u>	<u>351,000</u>

Fees paid to or for the executive directors are generally emoluments in respect of those persons' other services in connection with the management of the affairs of the Company. The non-executive and independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

8. 董事酬金(續)

截至2018年12月31日止年度各董事的酬金如下：

Name of Directors 董事姓名		Fees 袍金 HK\$ 港元	Bonus 紅利 HK\$ 港元	Total 總計 HK\$ 港元
Executive directors 執行董事				
Mr. Gu Xu 顧旭先生		360,000	–	360,000
Mr. Chan Cheong Yee 陳昌義先生		528,000	–	528,000
		<u>888,000</u>	<u>–</u>	<u>888,000</u>
Non-executive director 非執行董事				
Mr. Lam Chun Ho (Redesignated on 25 April 2018)	林振豪先生 (於2018年4月25日調任)	117,000	–	117,000
		<u>117,000</u>	<u>–</u>	<u>117,000</u>
Independent non-executive directors 獨立非執行董事				
Mr. Pun Tat Shan	潘鐵珊先生	117,000	–	117,000
Mr. Chong Ching Hoi	莊清凱先生	117,000	–	117,000
Mr. Leung Wai Lim (Appointed on 10 October 2018)	梁唯廉先生 (於2018年10月10日獲委任)	26,419	–	26,419
Mr. Faris Ibrahim Taha Ayoub (Resigned on 10 October 2018)	Faris Ibrahim Taha Ayoub先生 (於2018年10月10日辭任)	90,581	–	90,581
		<u>351,000</u>	<u>–</u>	<u>351,000</u>

向執行董事支付的費用一般為與管理本公司事務有關的服務的酬金。上文所示非執行董事及獨立非執行董事的酬金主要涉及彼等作為本公司董事而提供的服務。

9. EMPLOYEE BENEFIT EXPENSES

Salaries, wages and allowances	薪金、工資及津貼
Retirement benefit expenses	退休福利開支
– Defined contribution plan	– 一定額供款計劃
Equity-settled share based payment	以權益結算的股份付款

The Company operates a defined contribution scheme in Hong Kong which complies with the requirements under the Mandatory Provident Fund (“MPF”) Schemes Ordinance. Contributions to the MPF scheme follow the MPF Schemes Ordinance.

Under the MPF scheme, each of the Company (the employer) and its Hong Kong employees makes monthly contributions to the scheme at 5% of the employees’ relevant income, as defined in the MPF Schemes Ordinance. Both the Company and its employees’ monthly contributions are subject to a cap of HK\$1,500 and contributions beyond these amounts are voluntary. The contributions are fully and immediately vested upon payment.

As at 31 December 2019, there were no forfeited contributions (2018: Nil).

9. 僱員福利開支

2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
3,283,348	2,625,677
86,777	73,388
1,117,000	–
4,487,125	2,699,065

本公司根據強制性公積金(「強積金」)計劃條例的規定，在香港設有定額供款計劃。強積金計劃供款根據強積金計劃條例執行。

根據強積金計劃，本公司(僱主)及其香港僱員各自須每月按僱員相關收入(定義見強積金計劃條例)5%向該計劃作出供款。本公司及其僱員每月供款以1,500港元為最高上限，超出有關金額的供款則屬自願性質。供款即時悉數歸屬於僱員。

於2019年12月31日，概無供款被沒收(2018年：無)。

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10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the Year included two Directors (2018: two Directors), details of whose remunerations are set out in Note 8 above. Details of the remuneration for the Year of the remaining three (2018: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	2,616,051	2,004,648
Retirement benefit expenses	退休福利開支		
– Defined contribution plan	– 定額供款計劃	54,000	43,097
		2,670,051	2,047,745

The number of non-director and non-chief executive highest paid employees whose remuneration fall within the following bands are as follows:

		Number of individuals 人數	
		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Nil to HK\$1,000,000	零至 1,000,000 港元	2	2
HK\$1,000,001 – HK\$1,500,000	1,000,001 港元至 1,500,000 港元	1	1
		3	3

10. 五名最高薪酬僱員

本年度五名最高薪酬僱員包括兩名董事（2018年：兩名董事），彼等的薪酬詳情載於上文附註8。並非本公司董事或主要行政人員的其餘三名（2018年：三名）最高薪酬僱員的本年度薪酬詳情如下：

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	2,616,051	2,004,648
Retirement benefit expenses	退休福利開支		
– Defined contribution plan	– 定額供款計劃	54,000	43,097
		2,670,051	2,047,745

非董事及非主要行政人員最高薪酬僱員的薪酬屬以下範圍的人數如下：

		Number of individuals 人數	
		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Nil to HK\$1,000,000	零至 1,000,000 港元	2	2
HK\$1,000,001 – HK\$1,500,000	1,000,001 港元至 1,500,000 港元	1	1
		3	3

11. FEES

Administration fee

Amicorp Hong Kong Limited is entitled to receive an administration fee which is calculated based on the net asset value of the Company at valuation day equal to the rate of 0.11% per annum. With effect from 1 October 2019, Amicorp Hong Kong Limited transfers all its rights and obligations to Amicorp Fund Services Asia Limited (the "Administrator") as a part of internal reorganisation.

The administration fee is subject to a monthly minimum fee of USD8,000 plus 7% disbursement charge for the period from 1 January 2019 to 31 May 2019 and USD4,000 plus 7% disbursement charge from 1 June 2019 (2018: USD8,000 plus 7% disbursement charge) and is payable monthly in arrears.

The administration fee for the Year is HK\$570,322 (2018: HK\$817,711). As at 31 December 2019, an administration fee of HK\$66,870 (2018: HK\$67,041) was payable to the Administrator.

Custodian fee

The Company had terminated the custodian agreement with Deutsche Bank AG, Hong Kong Branch (the "Deutsche Bank Custodian Agreement") effective on 15 August 2019 and entered into a new custodian agreement with Bank of Communications Trustee Limited (the "Custodian").

Under the new custodian agreement, the Custodian is entitled to a custodian fee which is calculated based on the net asset value of the Company at valuation day equal to the rate of 0.04% per annum. The custodian fee is subject to a monthly minimum fee of HK\$12,500 and is payable monthly in arrears.

Prior to the termination of the Deutsche Bank Custodian Agreement, Deutsche Bank AG, Hong Kong Branch was entitled to receive a custodian fee which was calculated based on the net asset value of the Company at valuation day equal to the rate of 0.02% per annum. The custodian fee was subject to a monthly minimum fee of USD2,500 for the period from 1 January 2018 to 30 September 2018 and USD3,750 from 1 October 2018 and was payable monthly in arrears.

11. 費用

行政管理費

傲明香港有限公司有權收取行政管理費，其根據相等於按年本公司於估值日資產淨值之0.11%計算。自2019年10月1日起，傲明香港有限公司將其所有權利及義務轉讓予Amicorp Fund Services Asia Limited（「行政管理人」），作為內部重組的一部分。

行政管理費自2019年1月1日至2019年5月31日期間及自2019年6月1日起分別須受每月最低費用8,000美元加7%支出費及4,000美元加7%支出費（2018年：8,000美元加7%支出費）約束及須於每月月底支付。

本年度行政管理費為570,322港元（2018年：817,711港元）。於2019年12月31日，行政管理費為66,870港元（2018年：67,041港元）應付予行政管理人。

託管費

本公司已於2019年8月15日終止與德意志銀行香港分行的託管人協議（「德意志銀行託管人協議」），並與交通銀行信託有限公司（「託管人」）訂立新的託管人協議。

根據新託管人協議，託管人有權收取託管費，其根據相等於按年本公司於估值日資產淨值之0.04%計算。託管費每月按最低費用12,500港元繳納，須於每月月底支付。

於終止德意志銀行託管人協議前，德意志銀行香港分行有權收取託管費，其根據相等於按年本公司於估值日資產淨值之0.02%計算。於2018年1月1日至2018年9月30日期間託管費每月按最低費用2,500美元及自2018年10月1日起按3,750美元繳納及須於每月月底支付。

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11. FEES (Continued)

Custodian fee (Continued)

The custodian fee for the Year is HK\$288,677 (2018: HK\$264,895). As at 31 December 2019, a custodian fee of HK\$25,094 (2018: HK\$29,370) was payable to the Custodian.

Management fee

The Investment Manager is entitled to a monthly management fee of HK\$80,000 (2018: HK\$80,000) and payable monthly in arrears.

The management fee for the Year is HK\$960,000 (2018: HK\$960,000). As at 31 December 2019, management fee of HK\$160,000 (2018: HK\$80,000) was payable to the Investment Manager.

12. TAXATION

The major components of income tax charge for the years ended 31 December 2019 and 2018 are:

Current tax:	即期稅項：
Hong Kong Profits tax	香港利得稅
Deferred tax	遞延稅項
Tax charge for the year	年度稅項開支

11. 費用(續)

託管費(續)

本年度託管費為288,677港元(2018年：264,895港元)。於2019年12月31日，託管費25,094港元(2018年：29,370港元)應付予託管人。

管理費

投資管理人有權收取每月管理費為80,000港元(2018年：80,000港元)及須於每月月底支付。

本年度管理費為960,000港元(2018年：960,000港元)。於2019年12月31日，管理費160,000港元(2018年：80,000港元)應付予投資管理人。

12. 稅項

截至2019年12月31日及2018年12月31日止年度所得稅開支主要部份為：

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Current tax:	即期稅項：		
Hong Kong Profits tax	香港利得稅	-	-
Deferred tax	遞延稅項	-	-
Tax charge for the year	年度稅項開支	-	-

12. TAXATION (Continued)

A reconciliation of the tax expenses applicable to loss before tax using the statutory rate to the tax expense at the effective tax rate is as follows:

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Loss before tax	除稅前虧損	(34,070,940)	(92,959,437)
Tax at the statutory tax rate of 16.5%	按法定稅率 16.5% 計算的稅項	(5,621,705)	(15,338,307)
Income not subject to tax	無須納稅之收入	(5,689,199)	(943,368)
Expenses not deductible for tax	不可扣稅開支	288,935	10,927,084
Tax losses not recognised	未確認稅項虧損	11,021,969	5,354,591
Tax charge at the effective rate of 16.5%	按實際稅率 16.5% 計算的稅項開支	-	-

Cayman Islands

Under the current Cayman Islands law, there is no income tax, corporation tax, capital gains tax or any other kinds of tax on profits or gains or tax in the nature of estate duty or inheritance tax currently in effect.

Effective from the date of incorporation of the Company, and for a period of twenty years, no law that is hereafter enacted in the Cayman Islands imposing any tax on income will be levied on the Company.

12. 稅項 (續)

使用法定稅率之除稅前虧損所適用之稅項開支與按實際稅率計算之稅項開支對賬如下：

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Loss before tax	除稅前虧損	(34,070,940)	(92,959,437)
Tax at the statutory tax rate of 16.5%	按法定稅率 16.5% 計算的稅項	(5,621,705)	(15,338,307)
Income not subject to tax	無須納稅之收入	(5,689,199)	(943,368)
Expenses not deductible for tax	不可扣稅開支	288,935	10,927,084
Tax losses not recognised	未確認稅項虧損	11,021,969	5,354,591
Tax charge at the effective rate of 16.5%	按實際稅率 16.5% 計算的稅項開支	-	-

開曼群島

現時開曼群島法律並無任何正生效的所得稅、公司稅、資本增值稅或任何其他種類的溢利或收益稅或遺產或承繼稅。

自本公司註冊成立之日起二十年期間內，開曼群島之後頒佈的任何就收入施加任何稅項的法律概不會對本公司徵稅。

12. TAXATION (Continued)

Hong Kong

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the Company will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%.

No provision for Hong Kong Profits Tax has been made in the financial statements as the Company did not generate any assessable profit for the years ended 31 December 2019 and 2018.

At the end of reporting period, the Company has unused tax losses of approximately HK\$498,000,000 (2018: approximately HK\$431,000,000) available for offset against future profits that may be carried forward indefinitely. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams.

13. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic and diluted loss per share amount is based on the Company's loss of HK\$34,070,940 (2018: loss of HK\$92,959,437) for the Year attributable to ordinary equity holders of the Company and the weighted average number of ordinary shares in issue during the Year of 1,344,246,794 (2018: 1,076,494,078 ordinary shares).

No adjustment has been made to the basic loss per share for the year ended 31 December 2019 in arriving at diluted loss per share as the outstanding share options of the Company had anti-dilutive effect for the Year. No adjustment has been made to the basic loss per share amounts for the year ended 31 December 2018 in arriving at diluted loss per share as the Company had no potential ordinary shares in issue during the year.

12. 稅項 (續)

香港

於2018年3月21日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「該條例草案」)，引入利得稅兩級制。該條例草案於2018年3月28日經簽署生效，並於翌日在憲報刊登。根據利得稅兩級制，本公司將按8.25%之稅率就溢利首2,000,000港元繳納稅項，並將按16.5%之稅率繳納2,000,000港元以上溢利之稅項。

由於本公司截至2019年及2018年12月31日止年度並無產生任何應課稅溢利，故並無於財務報表計提香港利得稅撥備。

於報告期末，本公司有未動用稅項虧損約498,000,000港元(2018年：約431,000,000港元)可用於抵銷可無限期結轉的未來溢利。鑒於未來溢利流的不可預測性，並無就稅項虧損確認遞延稅項資產。

13. 本公司普通權益持有人應佔每股虧損

每股基本及攤薄虧損金額以本公司普通權益持有人應佔本年度本公司虧損34,070,940港元(2018年：虧損92,959,437港元)及本年度已發行普通股加權平均數1,344,246,794股(2018年：1,076,494,078股普通股)計算得出。

由於年內本公司發行在外的購股權具反攤薄作用，故未就計算每股攤薄虧損對截至2019年12月31日止年度的每股基本虧損作出調整。由於年內本公司並無已發行潛在普通股，故並未就計算每股攤薄虧損對截至2018年12月31日止年度的每股基本虧損金額作出調整。

14. LEASES

The Company as a lessee

The Company has lease contracts for office premises used in its operations. Leases of office premises have lease terms of 2 years. Generally, the Company is restricted from assigning and subleasing the leased assets outside the Company. The lease contract that include extension or termination options which are not considered to be exercisable by the Company.

(a) Right-of-use asset

The carrying amounts of the Company's right-of-use asset and the movements during the Year are as follows:

		Right-of-use asset 使用權資產 HK\$ 港元
As at 1 January 2019	於2019年1月1日	–
Additions	添置	342,771
Depreciation charge	折舊開支	(99,975)
As at 31 December 2019	於2019年12月31日	242,796

(b) Lease liability

The carrying amounts of lease liability and the movements during the Year are as follows:

		Lease liability 租賃負債 HK\$ 港元
Carrying amount at 1 January 2019	於2019年1月1日賬面值	–
New leases	新租賃	342,771
Payments	付款	(86,285)
Carrying amount at 31 December 2019	於2019年12月31日賬面值	256,486
Analysed into:	分析為：	
Current portion	流動部分	179,379
Non-current portion	非流動部分	77,107
Carrying amount at 31 December 2019	於2019年12月31日賬面值	256,486

14. 租賃

本公司作為承租人

本公司就其運營中使用的辦公物業訂有租賃合約。辦公物業租賃的租期為兩年。一般而言，本公司不可向本集團以外人士轉讓及分租租賃資產。租賃合約載有延期或終止選擇權，而有關選擇權被認為不可由本公司行使。

(a) 使用權資產

本公司使用權資產賬面值及年內變動如下：

(b) 租賃負債

於本年度內租賃負債賬面值及變動如下：

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14. LEASES (Continued)

(c) The amounts recognised in profit or loss in relation to leases are as follow:

		2019 2019年 HK\$ 港元
Interest on lease liability	租賃負債利息	4,469
Depreciation charge of right-of-use asset	使用權資產折舊開支	99,975
Expense relating to short-term leases (included in other operating expenses)	與短期租賃有關的開支 (計入其他經營開支)	213,951
Total amount recognised in profit or loss	於損益確認的總額	318,395

14. 租賃

(c) 於損益確認有關租賃的金額如下：

15. DEPOSITS, PREPAYMENTS AND AMOUNT DUE FROM BROKERS

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Non-current: Deposits	非流動： 按金	72,205	216,175
Current: Prepayments	流動： 預付款項	283,437	564,493
Amount due from brokers	應收經紀人款項	203,762	2,271,370
		487,199	2,835,863

As at the end of the reporting period, none of the above receivables is either past due or impaired.

於報告期末，上述應收款項並無逾期或減值。

16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

16. 按公平值透過損益列賬之金融資產

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Listed equity securities	上市權益證券		
– Hong Kong	– 香港	37,961,240	48,612,324
Listed equity security	上市權益證券		
– Australia	– 澳洲	2,104,911	–
Suspended listed equity securities	暫停買賣之上市權益證券		
– Hong Kong	– 香港	4,198,626	4,191,312
Suspended listed equity security	暫停買賣之上市權益證券		
– Australia	– 澳洲	2,219,191	–
Investments in private equity	投資於私募股權		
– British Virgin Islands	– 英屬處女群島	17,133,000	24,607,000
Investments in private equities	投資於私募股權		
– Hong Kong	– 香港	7,250,000	8,446,000
		70,866,968	85,856,636

The fair values of the listed equity securities, except for suspended listed equity securities, are determined based on the quoted market bid prices available on the relevant stock exchanges at the end of the reporting period.

The fair values of the suspended listed equity securities as at 31 December 2019 were determined by the board of directors based on the valuation report performed by independent qualified professional valuer. The unrealised loss represented by the decline in their fair values compared to their carrying amounts prior to the suspension of the securities were recognised in profit or loss. During the year ended 31 December 2019, an unrealised loss in respect of fair value changes of suspended listed equity securities amounting to HK\$1,734,499 (2018: loss of HK\$2,607,429) was recognised in profit or loss, which was determined based on the valuation experts' opinion about the fair values of these securities as at 31 December 2019.

除暫停買賣之上市權益證券外，上市權益證券公平值乃根據相關證券交易所於報告期末所提供的市場報價釐定。

暫停買賣之上市權益證券於2019年12月31日之公平值乃由董事會根據獨立合資格專業估值師進行之估值報告釐定。於證券暫停買賣之前其公平值低於賬面值之未變現虧損於損益內確認。截至2019年12月31日止年度，暫停買賣之上市權益證券公平值變動的未變現虧損1,734,499港元（2018年：虧損2,607,429港元）於損益內確認，此乃根據估值專家有關該等證券於2019年12月31日之公平值的估值意見而釐定。

16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

The Company invested in private equities which are not quoted in an active market. The fair value of the private equities at 31 December 2019 have been arrived at on the basis of a valuation carried out as at that date by independent qualified professional valuer not connected with the Company. The valuation of the investments in these private entities used discounted cash flow projections and adjusted net assets value methods and are within level 3 of fair value hierarchy. The most significant unobservable inputs are the rate of return on the investment and forecasted future cash flows.

Net unrealised gain on financial assets at fair value through profit or loss of HK\$34,405,413 (2018: loss of HK\$65,049,495) has been recognised in profit or loss. The Company does not own or control more than 20% of the voting rights in any one of these listed and unlisted investments. In the opinion of the Directors, the Company is not able to exercise any significant influence on the financial and operating policies of these investee companies, and all of these listed and unlisted investments are not regarded as associates of the Company and are accounted for as financial assets through profit or loss for the year ended 31 December 2019.

16. 按公平值透過損益列賬之金融資產 (續)

本公司投資的私募股權在交投活躍的市場中並無報價。於2019年12月31日，私募股權的公平值乃基於與本公司並無關聯的獨立合資格專業估值師於該日作出的估值計算得出。於該等私營實體的投資的估值乃採用貼現現金流預測及經調整資產淨值法，並位於公平值等級之第三級內。最為重大的不可觀察輸入數據乃為投資回報率及預測未來現金流。

按公平值透過損益列賬之金融資產之未變現收益淨額34,405,413港元(2018年：虧損65,049,495港元)已於損益內確認。本公司並無擁有或控制上述任何一項上市及非上市投資超過20%表決權。董事認為，本公司未能對該等被投資公司的財務及營運政策發揮任何重大影響力，因此於截至2019年12月31日止年度，全部該等上市及非上市投資概不被視為本公司的聯營公司，並入賬列作透過損益列賬之金融資產。

17. PARTICULARS OF MAJOR INVESTMENTS HELD BY THE COMPANY

Particulars of investments held by the Company as at 31 December 2019 disclosed pursuant to the Chapter 21 of the Listing Rules are as follows:

17. 本公司持有之主要投資之詳情

於2019年12月31日，本公司根據上市規則第21章披露其所持有投資的詳情如下：

Name of investee	Nature of business	Proportion of investee's capital owned	Cost	Market Value	Net asset/ (liability) attributable to the Company	Dividend received/ receivable during the Year	% of gross assets of the Company
所投資公司名稱	業務性質	擁有所投資公司資本比例	成本	市值	本公司應佔資產/(負債)淨值	於本年度已收/應收股息	佔本公司總資產百分比
			HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元	
<i>Financial assets at fair value through profit or loss</i> 按公平值透過損益列賬之金融資產							
Listed equity securities – Hong Kong 上市權益證券—香港							
Kin Pang Holdings Limited	Note a	4.98%	19,852	10,263	MOP11.40 million	–	14.24
建鵬控股有限公司	附註a	4.98%	19,852	10,263	澳門幣 11,400,000元	–	14.24
Hanvey Group Holdings Limited	Note b	4.97%	9,830	8,948	HK\$3.13 million	–	12.41
恆偉集團控股有限公司	附註b	4.97%	9,830	8,948	3,130,000 港元	–	12.41
Power Financial Group Limited	Note c	2.71%	15,159	6,863	HK\$39.75 million	–	9.52
權威金融集團有限公司	附註c	2.71%	15,159	6,863	39,750,000 港元	–	9.52
Century Ginwa Retail Holdings Limited	Note d	1.95%	6,697	4,953	RMB71.08 million	–	6.87
世紀金花商業控股有限公司	附註d	1.95%	6,697	4,953	人民幣 71,080,000元	–	6.87
Town Health International Medical Group Limited (Suspended as at 31 December 2019)	Note e	0.39%	41,835	3,173	HK\$15.66 million	73	4.40
康健國際醫療集團有限公司 (於2019年12月31日暫停買賣)	附註e	0.39%	41,835	3,173	15,660,000 港元	73	4.40
InvesTech Holdings Limited	Note f	1.08%	3,167	2,754	RMB7.86 million	–	3.82
威訊控股有限公司	附註f	1.08%	3,167	2,754	人民幣 7,860,000元	–	3.82

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17. PARTICULARS OF MAJOR INVESTMENTS HELD BY THE COMPANY (Continued)

17. 本公司持有之主要投資之詳情 (續)

Name of investee	Nature of business	Proportion of investee's capital owned	Cost	Market Value	Net asset/ (liability) attributable to the Company	Dividend received/ receivable during the Year	% of gross assets of the Company
所投資公司名稱	業務性質	擁有所投資公司資本比例	成本	市值	本公司應佔資產/(負債)淨值	於本年度已收/應收股息	佔本公司總資產百分比
			HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元	
<i>Financial assets at fair value through profit or loss (Continued)</i>							
<i>按公平值透過損益列賬之金融資產(續)</i>							
Listed equity securities – Australia							
上市權益證券 – 澳洲							
Dongfang Modern Agriculture Holding Group Limited (Suspended as at 31 December 2019)	Note g	0.19%	3,961	2,219	RMB5.40 million	–	3.08
東方現代農業控股集團有限公司 (於2019年12月31日暫停買賣)	附註g	0.19%	3,961	2,219	人民幣 5,400,000元	–	3.08
Crater Gold Mining Limited	Note h	2.85%	2,669	2,105	AUD(0.03) million	–	2.92
Crater Gold Mining Limited	附註h	2.85%	2,669	2,105	(30,000) 澳元	–	2.92
Private equity – British Virgin Islands							
私募股權 – 英屬處女群島							
Gransing Financial Group Limited	Provision of quality brokerage, corporate finance, asset management and financial adviser services to institutional and individual investors in Hong Kong and Mainland China through its subsidiaries	15.53%	42,799	17,133	HK\$23.53 million	–	23.77
鼎成金融集團有限公司	於香港及中國內地透過其附屬公司向機構及私人投資者提供優質經紀、企業融資、資產管理及財務顧問服務業務	15.53%	42,799	17,133	23,530,000 港元	–	23.77
Private equity – Hong Kong							
私募股權 – 香港							
Help U Credit Finance Limited	Engaged in money lending business in Hong Kong	19.95%	19,000	6,530	HK\$14.46 million	–	9.06
幫人財務有限公司	於香港從事借貸業務	19.95%	19,000	6,530	14,460,000 港元	–	9.06

17. PARTICULARS OF MAJOR INVESTMENTS HELD BY THE COMPANY (Continued)

Particulars of investments held by the Company as at 31 December 2018 disclosed pursuant to the Chapter 21 of the Listing Rules are as follows:

17. 本公司持有之主要投資之詳情 (續)

於2018年12月31日，本公司根據上市規則第21章披露其所持有投資的詳情如下：

Name of investee	Nature of business	Proportion of investee's capital owned	Cost	Market Value	Net asset attributable to the Company	Dividend received/receivable during the year	% of gross assets of the Company
所投資公司名稱	業務性質	擁有所投資公司資本比例	成本	市值	本公司應佔資產淨值	於年內已收/應收股息	佔本公司總資產百分比
			HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元	

Financial assets at fair value through profit or loss
按公平價值透過損益列賬之金融資產

Listed equity securities
上市權益證券

Kin Pang Holdings Limited	Engaged in the provision of building and ancillary services	3.50%	16,314	14,867	MOP7.33 million	-	16.21
建鵬控股有限公司	從事提供建築及配套服務	3.50%	16,314	14,867	澳門幣 7,330,000元	-	16.21
Power Financial Group Limited (Formerly known as Jun Yang Financial Holdings Limited)	Engaged in financial services businesses	4.54%	27,563	10,744	HK\$65.55 million	-	11.72
權威金融集團有限公司 (前稱君陽金融控股有限公司)	從事金融服務業務	4.54%	27,563	10,744	65,550,000 港元	-	11.72
Evershine Group Holdings Limited	Engaged in property development and investment business	0.22%	5,337	5,099	HK\$0.31 million	-	5.56
永耀集團控股有限公司	從事物業開發及投資業務	0.22%	5,337	5,099	310,000 港元	-	5.56
Hanvey Group Holdings Limited	Engaged in the design and development, manufacturing and distribution of watch products	2.60%	8,672	4,543	HK\$2.00 million	-	4.95
恆偉集團控股有限公司	從事設計及開發、製造及分銷手錶產品	2.60%	8,672	4,543	2,000,000 港元	-	4.95

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17. PARTICULARS OF MAJOR INVESTMENTS HELD BY THE COMPANY (Continued)

17. 本公司持有之主要投資之詳情 (續)

Name of investee	Nature of business	Proportion of investee's capital owned	Cost	Market Value	Net asset attributable to the Company	Dividend received/receivable during the year	% of gross assets of the Company
所投資公司名稱	業務性質	擁有所投資公司資本比例	成本	市值	本公司應佔資產淨值	於年內已收/應收股息	佔本公司總資產百分比
			HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元	
<i>Financial assets at fair value through profit or loss (Continued)</i>							
<i>按公平值透過損益列賬之金融資產(續)</i>							
Listed equity securities (Continued)							
上市權益證券(續)							
China Construction Bank Corporation	Provision of corporate and personal banking services, conducting treasury business, the provision of asset management, trustee, finance leasing, investment banking, insurance and other financial services	–	3,317	3,354	RMB4.11 million	–	3.66
中國建設銀行股份有限公司	提供公司和個人銀行業務、資金業務、並提供資產管理、信託、金融租賃、投資銀行、保險及其他金融服務	–	3,317	3,354	人民幣 4,110,000元	–	3.66
China Life Insurance Company Limited	Provides a range of insurance products, including individual and group life insurance, health insurance and accident insurance products	–	3,194	3,228	RMB0.06 million	–	3.52
中國人壽保險股份有限公司	提供一系列保險產品，包括個人及團體人壽保壽、健康險及意外險產品	–	3,194	3,228	人民幣 60,000元	–	3.52
Town Health International Medical Group Limited (Suspended as at 31 December 2018)	Engaged in the provision of healthcare and dental services, managed care business and beauty and cosmetic medicine business	0.39%	41,835	3,144	HK\$16.03 million	–	3.43
康健國際醫療集團有限公司 (於2018年12月31日暫停買賣)	從事提供醫療保健及牙科服務、醫療管理及醫學美容業務	0.39%	41,835	3,144	16,030,000 港元	–	3.43
Earthasia International Holdings Limited	Engaged in landscape architecture in Hong Kong, the Mainland China and the Philippines	0.12%	1,750	2,385	HK\$0.16 million	–	2.60
泛亞環地國際控股有限公司	在香港、中國內地及菲律賓從事景觀設計	0.12%	1,750	2,385	160,000 港元	–	2.60

17. PARTICULARS OF MAJOR INVESTMENTS HELD BY THE COMPANY (Continued)

17. 本公司持有之主要投資之詳情 (續)

Name of investee	Nature of business	Proportion of investee's capital owned	Cost	Market Value	Net asset attributable to the Company	Dividend received/receivable during the year	% of gross assets of the Company
所投資公司名稱	業務性質	擁有所投資公司資本比例	成本	市值	本公司應佔資產淨值	於年內已收/應收股息	佔本公司總資產百分比
			HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元	

Financial assets at fair value through profit or loss (Continued)
按公平值透過損益列賬之金融資產(續)

Private equity – British Virgin Islands
私募股權 – 英屬處女群島

Gransing Financial Group Limited (Formerly known as Morris Global Group Limited)	Provision of quality brokerage, corporate finance, asset management and financial adviser services to institutional and individual investors in Hong Kong and Mainland China through its subsidiaries	17.52%	42,799	24,607	HK\$26.92 million	–	26.84
鼎成金融集團有限公司(前稱摩雷獅國際集團有限公司)	於香港及中國內地透過其附屬公司向機構及私人投資者提供優質經紀、企業融資、資產管理及財務顧問服務業務	17.52%	42,799	24,607	26,920,000 港元	–	26.84

Private equity – Hong Kong
私募股權 – 香港

Help U Credit Finance Limited	Engaged in money lending business in Hong Kong	19.95%	19,000	7,270	HK\$7.19 million	–	7.93
幫人財務有限公司	於香港從事借貸業務	19.95%	19,000	7,270	7,190,000 港元	–	7.93

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17. PARTICULARS OF MAJOR INVESTMENTS HELD BY THE COMPANY (Continued)

Notes:

- (a) Kin Pang Holdings Limited (Kin Pang) was incorporated in The Cayman Islands and its shares are listed on the main board of the Stock Exchange of Hong Kong (stock code: 1722). Kin Pang is principally engaged in the provision of building and ancillary services.

For the financial year ended 31 December 2019, the audited profit attributable to shareholders of Kin Pang was approximately MOP14 million and its audited net assets attributable to shareholders of Kin Pang was approximately MOP229 million.

- (b) Hanvey Group Holdings Limited (Hanvey Group) was incorporated in The Cayman Islands and its shares are listed on the GEM board of the Stock Exchange of Hong Kong (stock code: 8219). Hanvey Group is principally engaged in the design and development, manufacturing and distribution of watch products.

For the financial year ended 31 December 2019, the unaudited loss attributable to shareholders of Hanvey Group was approximately HK\$15 million and its unaudited net assets attributable to shareholders of Hanvey Group was approximately HK\$63 million.

- (c) Power Financial Group Limited (Power Financial) was incorporated in Bermuda and its shares are listed on the main board of the Stock Exchange of Hong Kong (stock code: 397). Power Financial is principally engaged in financial services businesses.

For the six months ended 30 June 2019, the unaudited profit attributable to shareholders of Power Financial was approximately HK\$3 million and its unaudited net assets attributable to shareholders of Power Financial was approximately HK\$1,467 million.

- (d) Century Ginwa Retail Holdings Limited (Century Ginwa) was incorporated in Bermuda and its shares are listed on the main board of the Stock Exchange of Hong Kong (stock code: 162). Century Ginwa is a Hong Kong-based investment holding company principally engaged in store operation. Century Ginwa operates through two segments. Department Stores and Shopping Malls segment operates five department stores and a shopping mall. Supermarkets segment operates seven supermarkets. Century Ginwa mainly operates businesses in the west regions of China.

For the six months ended 30 September 2019, the unaudited loss attributable to shareholders of Century Ginwa was approximately RMB290 million and its unaudited net assets attributable to shareholders of Century Ginwa was approximately RMB3,645 million.

- (e) Town Health International Medical Group Limited (Town Health) was incorporated in Bermuda and its shares are listed on the main board of the Stock Exchange of Hong Kong (stock code: 3886). Town Health is principally engaged in the provision of healthcare and dental services, managed care business and beauty and cosmetic medicine business.

For the financial year ended 31 December 2019, the audited loss attributable to shareholders of Town Health was approximately HK\$8 million and its audited net assets attributable to shareholders of Town Health was approximately HK\$4,016 million.

Under the direction of the Securities and Futures Commission ("SFC"), trading in Town Health's shares has been suspended since 27 November 2017.

17. 本公司持有之主要投資之詳情 (續)

附註：

- (a) 建鵬控股有限公司(建鵬)於開曼群島註冊成立，其股份於香港聯交所主板上市(股份代號：1722)。建鵬主要從事提供建築及配套服務。

截至2019年12月31日止財政年度，建鵬股東應佔經審核溢利約為澳門幣14,000,000元，而建鵬股東應佔經審核資產淨值約為澳門幣229,000,000元。

- (b) 恆偉集團控股有限公司(恆偉集團)於開曼群島註冊成立，其股份於香港聯交所GEM上市(股份代號：8219)。恆偉集團主要從事設計及開發、製造及分銷手錶產品。

截至2019年12月31日止財政年度，恆偉集團股東應佔未經審核虧損約為15,000,000港元，而恆偉集團股東應佔未經審核資產淨值約為63,000,000港元。

- (c) 權威金融集團有限公司(權威金融)於百慕達註冊成立，其股份於香港聯交所主板上市(股份代號：397)。權威金融主要從事金融服務業務。

截至2019年6月30日止六個月，權威金融股東應佔未經審核溢利約為3,000,000港元，而權威金融股東應佔未經審核資產淨值約為1,467,000,000港元。

- (d) 世紀金花商業控股有限公司(世紀金花)於百慕達註冊成立，其股份於香港聯交所主板上市(股份代號：162)。世紀金花為一家建基於香港的投資控股公司，主要從事百貨商場業務。世紀金花透過兩個分部經營。百貨商場及購物中心分部經營五個百貨商場及一個購物中心。超級市場分部經營七個超級市場。世紀金花主要於中國西部經營業務。

截至2019年9月30日止六個月，世紀金花股東應佔未經審核虧損約為人民幣290,000,000元，而世紀金花股東應佔未經審核資產淨值約為人民幣3,645,000,000元。

- (e) 康健國際醫療集團有限公司(康健)於百慕達註冊成立，其股份於香港聯交所主板上市(股份代號：3886)。康健主要從事提供醫療及牙科服務、醫療管理及醫學美容業務。

截至2019年12月31日止財政年度，康健股東應佔經審核虧損約為人民幣8,000,000港元，而康健股東應佔經審核資產淨值約為4,016,000,000港元。

根據證券及期貨事務監察委員會(「證監會」)指示，康健股份自2017年11月27日起暫停交易。

17. PARTICULARS OF MAJOR INVESTMENTS HELD BY THE COMPANY (Continued)

Notes: (Continued)

- (f) InvesTech Holdings Limited (InvesTech) was incorporated in The Cayman Islands and its shares are listed on the main board of the Stock Exchange of Hong Kong (stock code: 1087). InvesTech is an investment holding company which principally engaged in the provision of network system integration including the provision of network infrastructure solutions, network professional services and mobile internet software of mobile office automation software business, the network equipment rental business, the trading of telecommunications equipment and money lending business.

For the financial year ended 31 December 2019, the audited loss attributable to shareholders of InvesTech was approximately RMB21 million and its audited net assets attributable to shareholders of InvesTech was approximately RMB728 million.

- (g) Dongfang Modern Agriculture Holding Group Limited (Dongfang Modern) was incorporated in Australia and its shares are listed on Australian Securities Exchange (stock code: DFM). Dongfang Modern is a holding company which carries on business of cultivation and sales of navel oranges, pomelos, tangerines and camellia located in the Ganzhou in China.

For the financial year ended 31 December 2018, the audited profit attributable to shareholders of Dongfang Modern was approximately RMB405 million and its audited net assets attributable to shareholders of Dongfang Modern was approximately RMB2,843 million.

Under the direction of the Australian Securities Exchange ("ASX"), trading in Dongfang Modern's shares has been suspended since 11 June 2019.

- (h) Crater Gold Mining Limited (Crater Gold Mining) was incorporated in Australia and its shares are listed on Australian Securities Exchange (stock code: CGN). Crater Gold Mining is a company engaged in producing gold and developing gold and base metal projects in Papua New Guinea and Australia.

For the six months ended 31 December 2019, the unaudited loss attributable to shareholders of Crater Gold Mining was approximately AUD3 million and its unaudited net liabilities attributable to shareholders of Crater Gold Mining was approximately AUD1 million.

17. 本公司持有之主要投資之詳情 (續)

附註：(續)

- (f) 威訊控股有限公司(威訊)於開曼群島註冊成立，其股份於香港聯交所主板上市(股份代號：1087)。威訊為投資控股公司，主要從事提供網絡系統整合，包括提供網絡基礎建設解決方案、網絡專業服務及移動辦公室自動化軟件業務的移動互聯網軟件、網絡設備租賃業務、買賣電信設備及放貸業務。

截至2019年12月31日止財政年度，威訊股東應佔經審核虧損約為人民幣21,000,000元，而威訊股東應佔經審核資產淨值約為人民幣728,000,000元。

- (g) 東方現代農業控股集團有限公司(東方現代)於澳洲註冊成立，其股份於澳洲證券交易所上市(股份代號：DFM)。東方現代為控股公司，於中國贛州進行臍橙、柚子、橘子及山茶茶茶種植及銷售業務。

截至2018年12月31日止財政年度，東方現代股東應佔經審核溢利約為人民幣405,000,000元，而東方現代股東應佔經審核資產淨值約為人民幣2,843,000,000元。

根據澳洲證券交易所(「澳交所」)指示，東方現代股份自2019年6月11日起暫停交易。

- (h) Crater Gold Mining Limited(Crater Gold Mining)於澳洲註冊成立，其股份於澳洲證券交易所上市(股份代號：CGN)。Crater Gold Mining為一家於巴布亞新幾內亞及澳洲從事生產黃金及開發黃金與基本金屬項目的公司。

截至2019年12月31日止六個月，Crater Gold Mining股東應佔未經審核虧損約為3,000,000澳元，而Crater Gold Mining股東應佔未經審核負債淨額約為1,000,000澳元。

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18. CASH AND CASH EQUIVALENTS

Cash at banks 銀行現金

Cash at bank earns interest at floating rates based on daily bank deposit rates. The cash at banks are placed with DBS Bank (Hong Kong) Limited and Public Bank (Hong Kong) Limited.

19. OTHER PAYABLES AND ACCRUALS

As at 31 December 2019 and 2018, the other payables and accruals were non-interest-bearing and had an average term of less than three months.

20. AMOUNT DUE TO BROKERS

As at 31 December 2019, amount due to brokers include HK\$8,718,501 (2018: HK\$17,155,239) of margin payable to brokers with interest rates at 12.125% per annum from 1 January 2019 to 31 October 2019 and 12% per annum from 1 November 2019 (2018: 12.125% per annum). As at 31 December 2019, the Company had pledged Hong Kong listed securities of approximately HK\$40 million to secure the margin payables to the brokers (2018: approximately HK\$48 million).

21. AMOUNT DUE TO A RELATED COMPANY

As at 31 December 2019 and 2018, the amount due to a related company represented management fee payable to the Investment Manager. The amount is non-interest-bearing and has a repayment term of less than one month.

18. 現金及現金等值

2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
403,338	2,787,626

銀行現金乃以基於每日銀行存款利率之浮動利率賺取利息。銀行現金已存入星展銀行(香港)有限公司及大眾銀行(香港)有限公司。

19. 其他應付款項及應計費用

於2019年及2018年12月31日，其他應付款項及應計費用乃不附利息及平均年期少於三個月。

20. 應付經紀人款項

於2019年12月31日，應付經紀人款項包括應付經紀人保證金8,718,501港元(2018年：17,155,239港元)，該等保證金於2019年1月1日至2019年10月31日按年利率12.125厘及自2019年11月1日起按年利率12厘(2018年：年利率12.125厘)計息。於2019年12月31日，本公司已抵押香港上市證券約40,000,000港元(2018年：約48,000,000港元)以擔保應付經紀人之保證金。

21. 應付一間關連公司款項

於2019年及2018年12月31日，應付一間關連公司款項指應付投資管理人的管理費。該款項不附利息及還款期限少於一個月。

22. SHARE OPTION SCHEME

The Company's Share Option Scheme was adopted on 1 June 2015, pursuant to an ordinary resolution passed at the extraordinary general meeting held on 28 May 2015.

The limit of the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes must not exceed 30% of the relevant class of securities of the Company in issue from time to time.

Details of the share options granted by the Company under the Share Option Scheme to the employees of the Company and the movement in such holdings during the Year were as follows:

Participant	Date of grant	Exercise period	Exercise price	Number of share options					Outstanding as at 31 December 2019	% of issued shares
				Outstanding as at 1 January 2019	Granted during the Year	Exercised during the Year	Cancelled/lapsed during the Year	Outstanding as at 31 December 2019		
				於2019年1月1日尚未行使	本年度授出	本年度行使	註銷/失效	尚未行使		
Employees 僱員	19/7/2019	19/7/2019 – 18/7/2029	0.0798	-	27,764,934	-	-	27,764,934	2.00	

The fair value of 27,764,934 share options granted under the Share Option Scheme on 19 July 2019 was determined to be approximately HK\$1,117,000 with reference to a valuation performed by an independent firm of professional valuer using a binomial model. The Company recognised a share option expense HK\$1,117,000 (2018: Nil) during the year ended 31 December 2019. The inputs into the model included grant date share price of HK\$0.078, exercise price of HK\$0.0798 per share, expected volatility of 65.51% determined based on historical volatility of the Company's shares for the past 510 weeks, expected option life of ten years, no expected dividend and estimated risk-free interest rate of 1.41%.

There is no vesting period of the share options granted and the share options outstanding as at 31 December 2019 has an average exercise price of HK\$0.0798.

On 17 January 2020, an additional 13,882,467 share options was granted by the Company to an employee with exercise price of HK\$0.065 per share. Therefore, at the date of approval of these financial statements, the Company had 41,647,401 share options outstanding under the Share Option Scheme, which represented approximately 3% of the Company's shares in issue as of that date.

22. 購股權計劃

根據於2015年5月28日舉行之股東特別大會上通過之普通決議案，本公司購股權計劃於2015年6月1日獲採納。

根據購股權計劃及任何其他購股權計劃授出但有待行使之尚未行使購股權獲全數行使後將予發行之證券數目限額，不得超過本公司不時已發行相關類別證券之30%。

本公司本年度根據購股權計劃向本公司僱員授出之購股權及所持購股權之變動詳情如下：

於2019年7月19日根據購股權計劃授出的27,764,934份購股權的公平值乃參考一家獨立公司的專業估值師使用二項式模式進行的估值釐定為約1,117,000港元。截至2019年12月31日止年度，本公司確認購股權開支1,117,000港元（2018年：無）。該模式的輸入數據包括於授出日期的股價每股0.078港元、行使價每股0.0798港元、預期波幅65.51%（乃根據本公司股份於過往510週的歷史波幅而釐定）、預期購股權年期10年、並無預期股息及估計無風險利率1.41%。

已授出的購股權並無歸屬期，及於2019年12月31日尚未行使之購股權的平均行使價為0.0798港元。

於2020年1月17日，本公司向一名僱員額外授出13,882,467份購股權，行使價為每股0.065港元。因此，於該等財務報表獲批准日期，本公司共有41,647,401份尚未根據購股權計劃行使的購股權，佔本公司於該日已發行股份約3%。

Notes to Financial Statements

財務報表附註

31 December 2019 2019年12月31日

23. ISSUED CAPITAL

23. 已發行股本

		Number of shares 股份數目	Nominal amount 面值 HK\$ 港元
Issued and fully paid	已發行及繳足		
Ordinary shares of nominal amount HK\$0.01 each at 31 December 2019	於2019年12月31日 每股面值0.01港元之普通股	1,388,246,794	13,882,468
Ordinary shares of nominal amount HK\$0.01 each at 31 December 2018	於2018年12月31日 每股面值0.01港元之普通股	1,168,246,794	11,682,468

A summary of movements in the Company's share capital is as follows:

本公司股本變動概述如下：

		Number of shares in issue 已發行 股份數目	Issued capital 已發行股本 HK\$ 港元	Share premium account 股份溢價賬 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2018	於2018年1月1日	778,831,198	389,415,599	255,273,132	644,688,731
Rights issue with bonus issue (Note (a))	供股及紅股(附註(a))	389,415,596	194,707,798	(146,030,849)	48,676,949
Capital reduction (Note (b))	股本削減(附註(b))	-	(572,440,929)	-	(572,440,929)
Share issue expenses	股份發行開支	-	-	(730,154)	(730,154)
At 31 December 2018 and 1 January 2019	於2018年12月31日及 2019年1月1日	1,168,246,794	11,682,468	108,512,129	120,194,597
Placing of shares (Note (c))	配售股份(附註(c))	220,000,000	2,200,000	19,800,000	22,000,000
Share issue expenses	股份發行開支	-	-	(771,694)	(771,694)
At 31 December 2019	於2019年12月31日	1,388,246,794	13,882,468	127,540,435	141,422,903

23. ISSUED CAPITAL (Continued)

Notes:

- (a) On 27 March 2018, a total of 97,353,899 ordinary shares at par value of HK\$0.50 per share and 292,061,697 bonus shares were issued for a total cash consideration, before the related issue expenses, of HK\$48,676,949. The issued and fully paid capital of the Company was increased to HK\$584,123,397, before deducting the rights issue expenses of HK\$730,154.
- (b) On 10 December 2018, the par value of each of the 1,168,246,794 issued ordinary shares was reduced from HK\$0.50 to HK\$0.01 per issued ordinary share by cancelling the paid up share capital to the extent of HK\$0.49 per issued ordinary share by way of a reduction of capital, so as to form issued new ordinary shares with par value of HK\$0.01 each, the Company's issued share capital of HK\$584,123,397 was reduced by HK\$572,440,929 to HK\$11,682,468.
- (c) On 14 March 2019, a total of 220,000,000 ordinary shares of HK\$0.01 each were placed at a price of HK\$0.10 per share (the "Placing Shares") for a total cash consideration, before the related issue expense, of HK\$22,000,000. The issued and fully paid capital of the Company was increased to HK\$13,882,468 and resulted in a share premium of HK\$19,800,000, before deducting the share placement expense of HK\$771,694. The net proceeds of the Placing Shares, after deduction of the costs of the Company, were subsequently applied for the investment in line with its ordinary course of business and pursuant to the investment objectives of the Company and for the general working capital of the Company to meet the running expenses of the Company such as rental and staff costs.

24. NET ASSET VALUE PER SHARE

The calculation of net asset value per share is based on the net assets of the Company as at 31 December 2019 of HK\$61,441,400 (2018: HK\$73,167,034) and on 1,388,246,794 ordinary shares being in issue as at 31 December 2019 (2018: 1,168,246,794 ordinary shares).

25. RELATED PARTY TRANSACTIONS

In addition to the related party transactions detailed elsewhere in these financial statements, the Company had the following transactions with related parties during the Year:

Investment Manager – China Everbright Securities (HK) Limited

The Investment Manager is responsible to manage, supervise and direct the investment, disposition and re-investment of the assets of the Company, on a discretionary basis, but subject to the investment objective and restrictions of the Company. The Investment Manager is entitled to receive management fees for its respective services in terms of the agreement dated 30 December 2016. Details of the fees to which the Investment Manager is entitled are provided in Note 11 to the financial statements. The Directors consider the key management personnel of the Company comprise of its Board of Directors, whose remuneration is shown in Note 8 to the financial statements.

23. 已發行股本(續)

附註：

- (a) 於2018年3月27日，本公司發行合共97,353,899股每股面值0.50港元之普通股及292,061,697股紅股，總現金代價(不包括相關發行開支)為48,676,949港元。本公司已發行及繳足股本增至584,123,397港元(扣除供股開支730,154港元前)。
- (b) 於2018年12月10日，藉股本削減之方式註銷每股已發行普通股0.49港元之繳足股本而將1,168,246,794股已發行普通股每股之面值由每股已發行普通股0.50港元削減至0.01港元，從而構成每股面值0.01港元之已發行新普通股，則本公司已發行股本584,123,397港元已削減572,440,929港元至11,682,468港元。
- (c) 於2019年3月14日，本公司按價格每股0.10港元配售合共220,000,000股每股面值0.01港元之普通股(「配售股份」)，以獲取總現金代價(扣除有關發行開支前)22,000,000港元。本公司的已發行及繳足股本增至13,882,468港元並產生股份溢價賬19,800,000港元(扣除股份配售開支771,694港元前)。配售股份之所得款項淨額(扣除本公司的成本後)隨後根據本公司投資目標用於符合其日常業務過程之投資，且用於本公司一般營運資金以繳付本公司之營運開支(如租金及員工成本)。

24. 每股資產淨值

每股資產淨值乃按本公司於2019年12月31日的資產淨值61,441,400港元(2018年：73,167,034港元)及於2019年12月31日已發行普通股1,388,246,794股(2018年：1,168,246,794股普通股)計算。

25. 關聯方交易

除在該等財務報表其他部份詳述的關聯方交易外，本公司於本年度與關聯方進行下列交易：

投資管理人—中國光大證券(香港)有限公司

投資管理人負責以全權酌情基準，管理、監督及指示本公司資產的投資、處置及再投資，惟須受本公司的投資目標及限制約束。投資管理人按2016年12月30日簽訂的協議條款，有權就其提供的各項服務收取管理費。有關投資管理人有權收取的費用詳情載於財務報表附註11。董事認為，本公司主要管理人員包括其董事會成員，彼等之薪酬見財務報表附註8。

Notes to Financial Statements

財務報表附註

31 December 2019 2019年12月31日

26. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2019

Financial assets

Financial assets included in deposits	計入按金的金融資產
Amount due from brokers	應收經紀人款項
Financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產
Cash and cash equivalents	現金及現金等值

Financial liabilities

Other payables and accruals	其他應付款項及應計費用
Amount due to brokers	應付經紀人款項
Amount due to a related company	應付一間關連公司款項
Lease liability	租賃負債

26. 按類別劃分金融工具

各金融工具類別於報告期末之賬面值如下：

2019年

金融資產

Financial assets at fair value through profit or loss 按公平值透過損益列賬之金融資產 HK\$ 港元	Financial assets at amortised cost 按攤銷成本列賬之金融資產 HK\$ 港元	Total 總計 HK\$ 港元
–	72,205	72,205
–	203,762	203,762
70,866,968	–	70,866,968
–	403,338	403,338
70,866,968	679,305	71,546,273

金融負債

Financial liabilities at amortised cost 按攤銷成本列賬之金融負債 HK\$ 港元

1,496,119
8,718,501
160,000
256,486
10,631,106

26. FINANCIAL INSTRUMENTS BY CATEGORY
(Continued)

2018

Financial assets

Financial assets included in deposits
Amount due from brokers
Financial assets at fair value through
profit or loss
Cash and cash equivalents

Financial liabilities

Other payables and accruals
Amount due to brokers
Amount due to a related company

計入按金的金融資產
應收經紀人款項
按公平值透過損益列賬之
金融資產
現金及現金等值

其他應付款項及應計費用
應付經紀人款項
應付一間關連公司款項

26. 按類別劃分金融工具(續)

2018年

金融資產

Financial assets at fair value through profit or loss 按公平值 透過損益列賬 之金融資產 HK\$ 港元	Financial assets at amortised cost 按攤銷 成本列賬之 金融資產 HK\$ 港元	Total 總計 HK\$ 港元
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–	216,175	216,175
–	2,271,370	2,271,370
85,856,636	–	85,856,636
–	2,787,626	2,787,626
85,856,636	5,275,171	91,131,807

金融負債

Financial liabilities at amortised cost 按攤銷成本列賬 之金融負債 HK\$ 港元

1,293,827
17,155,439
80,000
18,529,266

27. FAIR VALUE MEASUREMENT

(a) Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments:

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

Level 2 – Valuation techniques 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 of input that is significant to the fair value measurement is unobservable

27. 公平值計量

(a) 公平值等級

本公司使用下列等級釐定及披露金融工具之公平值：

第一級—可辨識資產或負債於活躍市場的報價(未經調整)

第二級—最低水平輸入值直接或間接為可觀察數據，且對公平值計量屬重大的估值技術

第三級—最低水平輸入值為不可觀察數據，且對公平值計量屬重大的估值技術

		31 December 2019 2019年12月31日			
		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Financial assets at fair value through profit or loss:	按公平值透過損益列賬之				
	金融資產：				
Listed	上市				
– Equity securities	– 權益證券	40,066,151	–	6,417,817	46,483,968
Unlisted	非上市				
– Private equities	– 私募股權	–	–	24,383,000	24,383,000
		40,066,151	–	30,800,817	70,866,968

27. FAIR VALUE MEASUREMENT (Continued)

(a) Fair value hierarchy (Continued)

		31 December 2018 2018年12月31日			
		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Financial assets at fair value through profit or loss:	按公平值透過損益列賬之金融資產：				
Listed	上市				
– Equity securities	– 權益證券	48,612,324	–	4,191,312	52,803,636
Unlisted	非上市				
– Private equities	– 私募股權	–	–	33,053,000	33,053,000
		<u>48,612,324</u>	<u>–</u>	<u>37,244,312</u>	<u>85,856,636</u>

When fair values of listed and quoted investments at the reporting date are based on quoted market prices in active market, without any deduction for transaction costs, the instruments are within Level 1 of the hierarchy.

When fair values of equity securities at the reporting date represent quoted prices in market that are considered less than active or consensus prices derived by third parties using valuation techniques where all significant inputs are directly or indirectly observable from market data, those equity securities are included within Level 2 of the hierarchy.

For all other financial instruments, the Company determines fair value using valuation techniques.

倘於報告日期上市及報價投資之公平值以交投活躍市場上的市場報價為基準(不扣除交易成本)，則有關工具位於等級第一級。

倘於報告日期之權益證券之公平值代表在不活躍市場的報價，或第三方使用估值技術(所有重要輸入值均可直接或間接從市場數據中觀察)得出的共識，則該工具屬於等級第二級。

就所有其他金融工具而言，本公司使用估值技術釐定公平值。

27. 公平值計量(續)

(a) 公平值等級(續)

27. FAIR VALUE MEASUREMENT (Continued)

(a) Fair value hierarchy (Continued)

Valuations are the responsibility of the Board of Directors of the Company. The valuation of investments in the suspended listed equity securities, private equity funds and the private equities are performed by management of the Company and reviewed by the investment committee of the Company. The investment committee considers the appropriateness of the valuation method and inputs, and may request alternative valuation methods applied to support the valuation arising from the method chosen. Any changes in valuation methods are discussed and agreed with the Company's Board of Directors.

The fair value of suspended investments which do not resume trading in a short period of time subsequent to year end, for which there is an absence of quoted price, was estimated by the management using guideline publicly traded comparable method ("GPTC") or adjusted net assets value method, as appropriate.

In the GPTC method, the fair value is based on prices of stocks of similar companies which are trading in a public market. A "value measure", which is usually a multiple computed by dividing the price of the guideline company's stock as at the valuation date by some relevant economic variable observed or calculated from the guideline company's financial statements, is then applied to the investee's economic variable and the resultant valuation is then adjusted by a marketability discount to arrive at the fair value measurement of the suspended investments. Such valuation methods are generally accepted in the industry. The model incorporates unobservable data inputs, which include market value of invested capital multiples and the marketability discount ratio, as described below.

The investments in the private equity funds are not quoted in an active market. Transactions in such investments do not occur on regular basis. The Company uses the net asset values ("NAV") of the funds to determine the fair value of the investments held as the Company determined that their NAV were determined on a fair value basis and NAV per unit of equity represented the price in which shareholders of the funds could subscribe for and redeem from the funds.

27. 公平值計量(續)

(a) 公平值等級(續)

估值乃屬本公司董事會的責任。暫停買賣之上市權益證券、私募股權基金及私募股權之投資的估值乃由本公司管理層進行，並經由本公司投資委員會審閱。投資委員會考慮估值方法及輸入值的合適性，或會要求應用其他估值方法以支持根據所選用方法而達致的估值。任何估值方法變動均經本公司董事會商討及同意。

倘暫停買賣之投資於年末後短期間內未能恢復買賣且其並無報價，則其公平值由管理層使用公開買賣可資比較指引(「公開買賣可資比較指引」)法或調整資產淨值方法後估計(如合適)。

在公開買賣可資比較指引法中，公平值乃以類似公司在公開市場的股份買賣價格為根據。「價值計量」通常是一個倍數，其計算方法是指引公司於估值日期的股份價格除以從該指引公司的財務報表中觀察或計算所得的若干相關經濟變數，其後應用於所投資公司的經濟變數，而由此產生的估值經市場流通量折讓調整，以得出暫停買賣之投資的公平值計量。該估值法獲業內公認。該模型包括下文所述不可觀察數據輸入值(包括所投資本的市值及市場流通量折讓率)。

私募股權基金投資於交投活躍的市場無報價。該等投資的交易並非定期進行。本公司採用其資產淨值(「資產淨值」)釐定所持投資之公平值，乃由於本公司認為其資產淨值乃按公平值基準釐定，且每單位權益之資產淨值指基金股東可認購及自基金贖回之價格。

27. FAIR VALUE MEASUREMENT (Continued)

(a) Fair value hierarchy (Continued)

The Company invested in private equities which are not quoted in an active market. The fair value of the private equities at 31 December 2019 and 31 December 2018 have been arrived at on the basis of a valuation carried out as at that date by independent qualified professional valuer not connected with the Company. The valuation of the investments in these private entities used discounted cash flows (“DCF”) projections under income approach based on estimates made by management of the Company and adjusted net assets value (“Adjusted NAV”) method under cost approach as appropriate and are within level 3 of fair value hierarchy.

A DCF analysis involves forecasting the appropriate future cash flow streams over an appropriate period and then discounting it back to a present value at an appropriate discount rate. This discount rate should consider the time value of money, inflation, and the risk inherent in ownership of the asset or security interest being valued.

The Adjusted NAV method calls for a summation of the fair values of all assets belonging to an entity and a reduction of that aggregate by the fair values of that entity's total liabilities. The fair value is represented by the adjusted book value of total assets net of liabilities owed to any person other than the beneficial owners of the subject company, after adjusting for any necessary discounts or premiums to the book values of the assets and liabilities to reflect their market values.

27. 公平值計量(續)

(a) 公平值等級(續)

本公司所投資的私募股權在交投活躍的市場中並無報價。於2019年12月31日及2018年12月31日，私募股權的公平值乃基於與本公司並無關聯的獨立合資格專業估值師於該日作出的估值計算得出。於該等私營實體之投資乃根據基於本公司管理層所作估計之收益法採用貼現現金流(「貼現現金流」)預測及根據成本法採用調整資產淨值(「調整資產淨值」)方法(如合適)進行估值，並位於公平值等級之第三級內。

貼現現金流分析涉及估測適當期間內的適當未來現金流，然後將其按適當的貼現率貼現至其現值。該貼現率須考慮貨幣時間價值、通貨膨脹以及被估值資產或證券權益擁有權的內在風險。

調整資產淨值方法將屬於一間實體的全部資產的公平值合計，並將總和減去該實體負債總額的公平值計算。公平值指資產總值扣除結欠有關公司實益擁有人以外任何人士之負債後之經調整賬面值，並已就資產及負債賬面值之任何必要貼現或溢價作出調整以反映其市值。

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27. FAIR VALUE MEASUREMENT (Continued)

(a) Fair value hierarchy (Continued)

Quantitative information of significant unobservable inputs – Level 3

Description	Fair value	Valuation techniques	Key unobservable inputs	Value of input	Relationship of unobservable inputs to fair value
說明	公平值 HK\$'000 千港元	估值技術	主要不可觀察輸入值	輸入值價值	不可觀察輸入值與公平值之關係
As at 31 December 2019					
於2019年12月31日					
Equity securities in Hong Kong	3,173	Guideline publicly traded comparable method	Market value of invested capital multiples to EBITDA	5.72	Higher the EBITDA, higher the fair value
香港權益證券	3,173	上市可資比較指引法	所投資本之市值乘以EBITDA	5.72	EBITDA越高，公平值越高
			Marketability discount	75%	Higher the marketability discount, lower the fair value
			市場流通量折讓	75%	市場流通量折讓越高，公平值越低

27. 公平值計量(續)

(a) 公平值等級(續)

重大不可觀察輸入值之定量資料—第三級

27. FAIR VALUE MEASUREMENT (Continued)

(a) Fair value hierarchy (Continued)

Quantitative information of significant unobservable inputs – Level 3 (Continued)

Description	Fair value	Valuation techniques	Key unobservable inputs	Value of input	Relationship of unobservable inputs to fair value
說明	公平值 HK\$'000 千港元	估值技術	主要不可觀察輸入值	輸入值價值	不可觀察輸入值與公平值之關係
As at 31 December 2019					
(Continued)					
於2019年12月31日(續)					
Equity securities in Hong Kong	460	Guideline publicly traded comparable method	Market value of invested capital multiples to Sales	0.57	Higher the Sales, higher the fair value
香港權益證券	460	上市可資比較指引法	所投資本之市值乘以銷售額	0.57	銷售額越高，公平值越高
			Marketability discount	75%	Higher the marketability discount, lower the fair value
			市場流通量折讓	75%	市場流通量折讓越高，公平值越低
Equity securities in Hong Kong	566	Adjusted net assets value method	Lack of control discount	75%	Higher the lack of control discount, lower the fair value
香港權益證券	566	調整資產淨值方法	缺乏控制權折讓	75%	缺乏控制權折讓越高，公平值越低
Equity securities in Australia	2,219	Market approach	Marketability discount	35%	Higher the marketability discount, lower the fair value
澳洲權益證券	2,219	市場法	市場流通量折讓	35%	市場流通量折讓越高，公平值越低

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財務報表附註

31 December 2019 2019年12月31日

27. FAIR VALUE MEASUREMENT (Continued)

(a) Fair value hierarchy (Continued)

Quantitative information of significant unobservable inputs – Level 3 (Continued)

Description	Fair value	Valuation techniques	Key unobservable inputs	Value of input	Relationship of unobservable inputs to fair value
說明	公平值 HK\$'000 千港元	估值技術	主要不可觀察輸入值	輸入值價值	不可觀察輸入值與公平值之關係
As at 31 December 2019					
(Continued)					
於2019年12月31日(續)					
Unlisted equity securities	17,853	Discounted cash flows	Discount rate for discounting estimated cash flows	15%	Higher the discount rate, lower the fair value
非上市權益證券	17,853	貼現現金流	貼現估計現金流量之貼現率	15%	貼現率越高，公平值越低
			Discount rate for lack of marketability	25% to 30%	Higher the discount rate of lack of marketability, lower the fair value
			缺少市場流通性的貼現率	25%至30%	缺少市場流通性的貼現率越高，公平值越低
Unlisted equity securities	6,530	Adjusted net assets value method	N/A	N/A	N/A
非上市權益證券	6,530	調整資產淨值方法	不適用	不適用	不適用

27. 公平值計量(續)

(a) 公平值等級(續)

重大不可觀察輸入值之定量資料—第三級(續)

27. FAIR VALUE MEASUREMENT (Continued)

(a) Fair value hierarchy (Continued)

Quantitative information of significant unobservable inputs – Level 3 (Continued)

Description	Fair value	Valuation techniques	Key unobservable inputs 主要不可觀察輸入值	Value of input 輸入值價值	Relationship of unobservable inputs to fair value 不可觀察輸入值與公平值之關係
說明	公平值 HK\$'000 千港元	估值技術			
As at 31 December 2018 於2018年12月31日					
Equity securities in Hong Kong	3,144	Guideline publicly traded comparable method	Market value of invested capital multiples to EBITDA	5.63	Higher the EBITDA, higher the fair value
香港權益證券	3,144	上市可資比較指引法	所投資本之市值乘以EBITDA	5.63	EBITDA越高，公平值越高
			Marketability discount	75%	Higher the marketability discount, lower the fair value
			市場流通量折讓	75%	市場流通量折讓越高，公平值越低
Equity securities in Hong Kong	480	Guideline publicly traded comparable method	Market value of invested capital multiples to EBITDA	9.18	Higher the EBITDA, higher the fair value
香港權益證券	480	上市可資比較指引法	所投資本之市值乘以EBITDA	9.18	EBITDA越高，公平值越高
			Marketability discount	75%	Higher the marketability discount, lower the fair value
			市場流通量折讓	75%	市場流通量折讓越高，公平值越低

Notes to Financial Statements

財務報表附註

31 December 2019 / 2019年12月31日

27. FAIR VALUE MEASUREMENT (Continued)

(a) Fair value hierarchy (Continued)

Quantitative information of significant unobservable inputs – Level 3 (Continued)

Description	Fair value	Valuation techniques	Key unobservable inputs	Value of input	Relationship of unobservable inputs to fair value
說明	公平值 HK\$'000 千港元	估值技術	主要不可觀察 輸入值	輸入值價值	不可觀察輸入值與 公平值之關係
As at 31 December 2018					
(Continued)					
於2018年12月31日(續)					
Equity securities in Hong Kong	567	Adjusted net assets value method	Lack of control discount	75%	Higher the lack of control discount, lower the fair value
香港權益證券	567	調整資產淨值方法	缺乏控制權折讓	75%	缺乏控制權折讓越高，公平值越低
Unlisted equity securities	25,783	Discounted cash flows	Discount rate for discounting estimated cash flows	14%	Higher the discount rate, lower the fair value
非上市權益證券	25,783	貼現現金流	貼現估計現金流量之貼現率	14%	貼現率越高，公平值越低
			Discount rate for lack of marketability	25% to 30%	Higher the discount rate of lack of marketability, lower the fair value
			缺少市場流通性的貼現率	25%至30%	缺少市場流通性的貼現率越高，公平值越低
Unlisted equity securities	7,270	Adjusted net assets value method	N/A	N/A	N/A
非上市權益證券	7,270	調整資產淨值方法	不適用	不適用	不適用

The fair value measurements of the investments in private equities and suspended listed equity securities are recognised as Level 3 fair value measurement.

重大不可觀察輸入值之定量資料—第三級(續)

(a) 公平值等級(續)

私募股權及暫停買賣之上市權益證券投資之公平值計量確認為第三級公平值計量。

27. FAIR VALUE MEASUREMENT (Continued)

(a) Fair value hierarchy (Continued)

The movements in fair value measurements in Level 3 during the Year are as follows:

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
At 1 January	於1月1日	37,244,312	113,366,362
Purchases	購買	-	-
Sell	出售	-	(52,585,950)
Transfer from level 1 to level 3	從第一級轉撥至第三級	3,643,900	-
Total loss recognised in profit and loss	於損益內確認之虧損總額	(10,087,395)	(23,536,100)
At 31 December	於12月31日	30,800,817	37,244,312

For financial assets at fair value through profit or loss, the total gains or losses recognised, including those for assets held at the end of reporting period, are presented in profit or loss in "net loss on financial assets at fair value through profit or loss".

As at 31 December 2019, the Company reclassified one listed equity security from Level 1 to Level 3 following the suspension of trading of the investment. The financial asset is namely Dongfang Modern Agriculture Holding Group Limited.

Transfers between levels of fair value hierarchy, are deemed to have occurred at the end of the reporting period.

There were no transfers between Level 1 and Level 2 of fair value measurement.

27. 公平值計量(續)

(a) 公平值等級(續)

本年度第三級公平值計量變動如下：

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
At 1 January	於1月1日	37,244,312	113,366,362
Purchases	購買	-	-
Sell	出售	-	(52,585,950)
Transfer from level 1 to level 3	從第一級轉撥至第三級	3,643,900	-
Total loss recognised in profit and loss	於損益內確認之虧損總額	(10,087,395)	(23,536,100)
At 31 December	於12月31日	30,800,817	37,244,312

就按公平值透過損益列賬之金融資產而言，已確認之收益或虧損總額（包括於報告期末所持該等資產之收益或虧損）乃於損益內呈列為「按公平值透過損益列賬之金融資產虧損淨額」。

於2019年12月31日，本公司於投資暫停交易後，將一支上市權益證券由第一級重新分類為第三級。金融資產乃屬東方現代農業控股集團有限公司名下資產。

公平值等級各級之間的轉撥被視為於報告期末已發生。

第一級及第二級之間並無轉撥公平值計量。

27. FAIR VALUE MEASUREMENT (Continued)

(a) Fair value hierarchy (Continued)

The following table shows the total amount of all transfers of financial assets at fair value through profit or loss from Level 1 to Level 3 of the fair value hierarchy:

	按公平值透過損益列賬 之金融資產
Financial assets at fair value through profit or loss	
– Listed equity security	– 上市權益證券

The amount shown above represented the fair values based on last traded price of the security prior to trade suspensions.

During the year ended 31 December 2018, there were no transfer of fair value measurement between Level 1 and Level 2 and no transfer into or out of Level 3 fair value measurements.

The Company did not have any financial liabilities measured at fair value as at 31 December 2019 and 2018.

27. 公平值計量(續)

(a) 公平值等級(續)

下表載列所有從公平值層級第一級轉撥至第三級的按公平值透過損益列賬之金融資產總額：

Transfer from Level 1 to Level 3 從第一級轉撥至第三級

	2019 2019年	2018 2018年
	3,643,900	–

以上所示金額代表暫停買賣前基於證券最後交易價的公平值。

截至2018年12月31日止年度，第一級與第二級公平值計量之間並無轉撥，第三級公平值計量亦無轉入或轉出。

本公司於2019年及2018年12月31日並無任何按公平值計量的金融負債。

28. NOTE TO THE STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the Year, the Company had non-cash additions to lease liability of HK\$342,771, in respect of lease arrangements for office premises (2018: HK\$ Nil).

(b) Changes in liabilities arising from financing activities

At 1 January 2019	於2019年1月1日
Repayment of principal portion of lease liability	償還租賃負債的本金部分
Non-cash movements	非現金變動
At 31 December 2019	於2019年12月31日
At 1 January 2018	於2018年1月1日
Proceeds from borrowings	借貸之所得款項
Repayment of borrowings	償還借貸
At 31 December 2018	於2018年12月31日

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's objective in managing risk is the creation and protection of shareholders' value. The ultimate responsibility in defining and maintaining the Company's risk control framework, setting the appropriate risk parameters for the Company and in continuously monitoring compliance of the Company's portfolio with the investment objective and policies and investment restrictions lies with the Board of Directors of the Company, that will be advised by the Investment Manager.

A risk committee consisting of executive director and an independent non-executive director has been formed to monitor the operational and portfolio risks to the Company. The risk committee will monitor the Investment Manager including reviewing whether the investment objective and policies and investment restrictions are being followed by the Investment Manager. In case of any deviation, the risk committee will discuss deviations with the Investment Manager immediately and monitor any agreed remedial action. For all material deviations the risk committee will formulate recommendations to the Board on the appropriate remedial actions to be made. The risk committee will meet on a monthly basis, or more regularly if a meeting is requested by any risk committee member.

28. 現金流量表附註

(a) 主要非現金交易

於本年度，本公司就辦公室物業租賃安排產生租賃負債非現金添置342,771港元(2018年：零港元)。

(b) 來自融資活動之負債變動

Lease liability 租賃負債 HK\$ 港元	Borrowings 借貸 HK\$ 港元
At 1 January 2019	於2019年1月1日
Repayment of principal portion of lease liability	償還租賃負債的本金部分
Non-cash movements	非現金變動
At 31 December 2019	於2019年12月31日
At 1 January 2018	於2018年1月1日
Proceeds from borrowings	借貸之所得款項
Repayment of borrowings	償還借貸
At 31 December 2018	於2018年12月31日

29. 財務風險管理目標及政策

本公司的風險管理目標乃創造及保障股東價值。本公司董事會負有界定及保持本公司的風險控制框架、設定本公司合適的風險參數及持續監察本公司的投資組合以遵循投資目標及政策和投資限制的最終責任，投資管理人就此向董事會提供意見。

本公司已成立風險委員會，成員包括執行董事及獨立非執行董事，以監察本公司的營運及投資組合風險。風險委員會將監察投資管理人的表現，包括審視投資管理人有否遵循投資目標及政策和投資限制。倘有任何偏離，風險委員會將即時與投資管理人商討偏離情況並監察任何已同意的補救行動。對於所有重大的偏離情況，風險委員會將向董事會提出採取適當補救行動的建議。風險委員會每月開會一次，如任何風險委員會成員要求則會增加定期會議次數。

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Company is exposed to equity price risk arising from individual equity investments classified as listed equity securities, equity securities investments in private equity funds and investment in private equities which are classified in the statement of financial position as financial assets at fair value through profit or loss in Note 16 as at the end of the reporting period.

The sensitivity analysis below demonstrates management's best estimate of the effect on the loss and net assets attributable to equity holders of the Company due to a reasonably possible change in equity indices or fair values of the listed investments with all other variables held constant. In practice, the actual trading results may differ from the sensitivity analysis below and the difference could be material.

Listed equity securities

The Company's investments in listed equity securities are listed on the Hong Kong Stock Exchange and Australian Securities Exchange.

The market equity indices for the following stock exchanges, at the close of business of the nearest trading day in the year to the end of the reporting period, and their respective highest and lowest points during the years were as follows:

		31 December 2019 2019年12月31日	High/low 高/低
Hong Kong – Hang Seng Index	香港－恒生指數	28,189.8	30,280.1/24,896.9
		31 December 2018 2018年12月31日	High/low 高/低
Hong Kong – Hang Seng Index	香港－恒生指數	25,845.7	33,484.1/24,540.6

29. 財務風險管理目標及政策(續)

股票價格風險

股票價格風險是指股票指數水平及個別證券價值變動而導致的權益證券公平值下跌的風險。於報告期末本公司所面對的股票價格風險源自分類為個別權益投資，該等投資分類為上市權益證券、私募股權基金內的私募股權投資及於財務狀況表內作為按公平值透過損益計入金融資產列賬之私募股權投資(附註16)。

以下敏感度分析列示出在所有其他變量保持不變的情況下，管理層對股票指數或上市投資之公平值合理可能變動影響本公司權益持有人應佔虧損及資產淨值所作的最佳估計。在實踐中，實際交易結果或會與下文敏感度分析有所不同，差異或會重大。

上市權益證券

本公司之上市權益證券投資乃於香港聯交所及澳洲證券交易所上市。

年內至報告期末的最近交易日營業時間結束時，下列證券交易所的市場股票指數，以及其於本年度各自的最高及最低點如下：

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Equity price risk (Continued)

Listed equity securities (Continued)

2019

Relevant market index 相關市場指數	Beta 數據	% of reasonable possible change of the relevant benchmark index 相關基準指數合理可能變動的百分比	Change in loss and net assets (before tax effect) 虧損及資產淨值變動 (除稅務影響前) HK\$ 港元
Hong Kong – Hang Seng Index 香港—恒生指數	0.276	± 10	± 1,443,078

2018

Relevant market index 相關市場指數	Beta 數據	% of reasonable possible change of the relevant benchmark index 相關基準指數合理可能變動的百分比	Change in loss and net assets (before tax effect) 虧損及資產淨值變動 (除稅務影響前) HK\$ 港元
Hong Kong – Hang Seng Index 香港—恒生指數	0.399	± 10	± 2,106,865

Private equity funds and private equities

At 31 December 2019, the loss (2018: loss) before tax would decrease/increase by approximately HK\$2,438,300 for the private equities (2018: HK\$3,305,300) should the fair values of the investments increase/decrease by 10% (2018: 10%).

29. 財務風險管理目標及政策 (續)

股票價格風險 (續)

上市權益證券 (續)

2019年

Relevant market index 相關市場指數	Beta 數據	% of reasonable possible change of the relevant benchmark index 相關基準指數合理可能變動的百分比	Change in loss and net assets (before tax effect) 虧損及資產淨值變動 (除稅務影響前) HK\$ 港元
Hong Kong – Hang Seng Index 香港—恒生指數	0.276	± 10	± 1,443,078

2018年

Relevant market index 相關市場指數	Beta 數據	% of reasonable possible change of the relevant benchmark index 相關基準指數合理可能變動的百分比	Change in loss and net assets (before tax effect) 虧損及資產淨值變動 (除稅務影響前) HK\$ 港元
Hong Kong – Hang Seng Index 香港—恒生指數	0.399	± 10	± 2,106,865

私募股權基金及私募股權

於2019年12月31日，倘投資之公平值上漲／下跌10% (2018年：10%)，私募股權之除稅前虧損 (2018年：虧損) 分別減少／增加約2,438,300港元 (2018年：3,305,300港元)。

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Exposure to liquidity risk arises because of the possibility that the Company could be required to pay its liabilities earlier than expected. To limit this risk, management monitors the Company's liquidity position from time to time.

The Company aims to maintain sufficient cash to meet its liquidity requirements by the ongoing monitoring of cash positions and future cash flows. The following table summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted cash flows. Balances due within six months equal their carrying amounts, as the impact of discounting is insignificant. The table also analyses the maturity profile of the Company's financial assets (undiscounted where appropriate) in order to provide a complete view of the Company's contractual commitments and liquidity.

The maturity grouping of financial liabilities is based on the remaining period from the end of the reporting period to the contractual maturity date. When a counterparty has a choice of when the amount is paid, the liability is allocated to the earliest period in which the Company can be required to pay.

Analysis of equity securities at fair value through profit or loss into maturity groupings is based on the expected date on which these assets will be realised. For other assets, the analysis into maturity groupings is based on the remaining period from the end of the reporting period to the contractual maturity date or, if earlier, the expected date on which the assets will be realised.

29. 財務風險管理目標及政策(續)

流動資金風險

流動資金風險乃指本公司將難以履行其以現金或另外的金融資產償還金融負債的責任的風險。流動資金風險源於本公司可能被要求提前償還債務。為限制此風險，管理層會不時監察本公司的流動資金狀況。

本公司持續監察現金狀況及未來現金流，旨在維持充裕現金，以滿足其流動資金要求。下表基於合約未折現現金流量概述本公司金融負債的到期情況。由於折現影響並不重大，六個月內到期的結餘等於其賬面值。該表亦分析本公司金融資產的到期情況(未經折現，倘適合)，以完整反映本公司的合約承擔及流動資金。

金融負債的到期分組乃基於自報告期末至合約到期日的餘下期間。倘交易對方可選擇還款時間，負債將分配至本公司按要求須支付的最近期內。

按公平值透過損益列賬計入到期分組的權益證券分析乃基於該等資產將變現的預計日期。計入到期分組的其他資產分析乃基於自報告期末至合約到期日的餘下期間或(倘更早)該資產將變現的預計日期。

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

29. 財務風險管理目標及政策(續)

Liquidity risk (Continued)

流動資金風險(續)

At 31 December 2019

於2019年12月31日

		On demand	Less than 3 months	3 to less than 12 months	1 to 5 years	No fixed maturity	Contractual undiscounted cash flows	Total carrying amount
		按要求	少於3個月	3個月至少於12個月	1至5年	無固定到期日	合約未折現現金流量	賬面總值
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元
Financial assets included in deposits	計入按金的金融資產	-	-	-	72,205	-	-	72,205
Amount due from brokers	應收經紀人款項	76,722	127,040	-	-	-	-	203,762
Financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產	40,066,151	-	-	6,417,817	24,383,000	-	70,866,968
Cash and cash equivalents	現金及現金等值	403,338	-	-	-	-	-	403,338
Total financial assets	金融資產總值	40,546,211	127,040	-	6,490,022	24,383,000	-	71,546,273
Other payables and accruals	其他應付款項及應計費用	-	1,496,119	-	-	-	-	1,496,119
Amount due to brokers	應付經紀人款項	8,718,501	-	-	-	-	-	8,718,501
Amount due to a related company	應付一間關連公司款項	-	160,000	-	-	-	-	160,000
Lease liability	租賃負債	-	44,420	134,959	77,107	-	260,916	256,486
Total financial liabilities	金融負債總額	8,718,501	1,700,539	134,959	77,107	-	260,916	10,631,106

Notes to Financial Statements

財務報表附註

31 December 2019 2019年12月31日

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

At 31 December 2018

		On demand	Less than 3 months	3 to less than 12 months 3個月至 12個月	1 to 5 years 1至5年	No fixed maturity 無固定 到期日	Contractual undiscounted cash flows 合約未折現 現金流量	Total carrying amount 賬面總值
		按要求 HK\$ 港元	少於3個月 HK\$ 港元	少於12個月 HK\$ 港元	1至5年 HK\$ 港元	到期日 HK\$ 港元	現金流量 HK\$ 港元	賬面總值 HK\$ 港元
Financial assets included in deposits	計入按金的金融資產	-	-	-	216,175	-	-	216,175
Amount due from a broker	應收經紀人款項	-	2,271,370	-	-	-	-	2,271,370
Financial assets at fair value through profit or loss	按公平值透過損益列賬之 金融資產	48,612,324	-	-	4,191,312	33,053,000	-	85,856,636
Cash and cash equivalents	現金及現金等值	2,787,626	-	-	-	-	-	2,787,626
Total financial assets	金融資產總值	51,399,950	2,271,370	-	4,407,487	33,053,000	-	91,131,807
Other payables and accruals	其他應付款項及應計費用	-	240,327	-	-	1,053,500	-	1,293,827
Amount due to brokers	應付經紀人款項	13,331,731	3,823,708	-	-	-	-	17,155,439
Amount due to a related company	應付一間關連公司款項	-	80,000	-	-	-	-	80,000
Total financial liabilities	金融負債總額	13,331,731	4,144,035	-	-	1,053,500	-	18,529,266

29. 財務風險管理目標及政策(續)

流動資金風險(續)

於2018年12月31日

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument and future cash flows will fluctuate as a result of changes in market interest rates.

The majority of the Company's interest rate exposure arises from cash and cash equivalents.

The following table demonstrates the sensitivity of the Company's profit or loss for the year to a reasonably possible change in interest rates, with all other variables held constant. The sensitivity of the profit or loss for the year (before tax) is the effect of the assumed changes in interest rates on:

- The net interest for one year, based on the net cash position held at the end of the reporting period.

In practice, the actual trading results may differ from the below sensitivity analysis and the difference could be significant.

29. 財務風險管理目標及政策(續)

利率風險

利率風險指金融工具及未來現金流量的價值隨著市場利率改變而波動的風險。

本公司大部份利率風險來自現金及現金等值。

下表說明，在所有其他變量保持不變時，本公司本年度損益對利率的可能合理變動的敏感度。本年度損益(除稅前)敏感度是指利率的假設變動對下列各項的影響：

- 基於報告期末所持淨現金狀況之一年內利息淨額。

事實上，實際交易業績可能與下述敏感度分析有所區別且差額較為顯著。

		Net exposure	Change in basis point	Sensitivity of interest income/ (expense)	Sensitivity of changes in fair value of investments
		淨風險	基點變動	利息收入/ (支出) 敏感度	投資公平值變動的敏感度
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
2019	2019年				
Cash and cash equivalents	現金及現金等值	403,338	±50	±2,017	-
2018	2018年				
Cash and cash equivalents	現金及現金等值	2,787,626	±50	±13,938	-

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates.

The financial assets and financial liabilities of the Company are denominated in Hong Kong dollars and United States dollars. Since the Hong Kong dollar is pegged to the United States dollar, the Board of Directors considers the Company's exposure to foreign currency risk to be minimal; as such no sensitivity analysis has been presented in these financial statements.

Credit risk

Credit risk is the risk that the counterparty to a financial instrument will cause a financial loss for the Company by failing to discharge an obligation. The Company's exposure to credit risk is monitored by the Investment Manager on an ongoing basis.

The Company is exposed to credit risk on its cash and cash equivalents and investments placed with DBS Bank Limited, Public Bank (Hong Kong) Limited and Bank of Communication Trustee Limited, which management believes is of high credit quality.

The credit risk on amounts due from brokers is limited because most of the receivable amounts are from the investments sold which will be settled shortly after trade date.

The Company's maximum exposure to credit risk in the event the counterparties fail to perform their obligations without taking into account of any collateral held as at the reporting date in relation to each class of recognised financial assets is the carrying amount of those assets as disclosed in the statement of financial position.

Capital management

As a result of the ability to issue and repurchase shares, the capital of the Company can vary depending on subscriptions to the Company and repurchases by the Company. The primary objectives of the Company's capital management are to safeguard the Company's ability to continue as a going concern and to invest the capital in investments meeting the description and risk exposure indicated in the Company's prospectus. The Investment Manager manages the capital of the Company in accordance with the Company's investment objectives and policies. The Company is not subject to externally imposed capital requirements.

29. 財務風險管理目標及政策(續)

貨幣風險

貨幣風險指金融工具的價值因匯率變動而波動的風險。

本公司金融資產及金融負債以港元及美元列值。由於港元與美元掛鈎，董事會認為，本公司的外匯風險甚微；因此，並無於該等財務報表中呈列敏感度分析。

信貸風險

信貸風險乃指本公司金融工具的對手方未能履行責任而導致本公司財務虧損的風險。投資管理人會持續監察本公司承受的信貸風險。

本公司因存於星展銀行有限公司、大眾銀行(香港)有限公司及交通銀行信託有限公司的現金及現金等值以及投資而承受信貸風險，管理層認為其信貸質素良好。

應收經紀人款項之信貸風險有限，乃因大部份應收款項乃來自自己出售投資並將於交易日後短時間內結付。

倘對手方未能履行責任且不考慮於報告日期持有的任何抵押品，則本公司就每類已確認金融資產而須承受之最大信貸風險為已於財務狀況表內所披露之該等資產之賬面值。

資本管理

由於本公司有發行及購回股份之能力，本公司的資本會因本公司認購及購回而變化。本公司資本管理之主要目標乃保障本公司之持續經營及對符合本公司招股章程所述投資情況及承擔風險之投資投入資本之能力。投資管理人根據本公司的投資目標及政策管理本公司的資本。本公司不受外部施加的資本要求的約束。

30. EVENTS AFTER REPORTING PERIOD

Proposed share consolidation, change in board lot size and rights issue

The Company proposed a share consolidation of every four issued and unissued existing shares of par value HK\$0.01 each into one consolidated share of par value of HK\$0.04, the authorised share capital of the Company will become HK\$1,000,000,000 divided into 25,000,000,000 consolidated shares of HK\$0.04 each, of which 347,061,698 consolidated shares will be in issue, the board lot size for trading on the Stock Exchange from 20,000 existing shares to 10,000 consolidated shares conditional upon the share consolidation becoming effective. The Company proposed to implement a rights issue on the basis of one rights share for every one consolidated share at the subscription price of HK\$0.16 per rights share, to raise proceeds of approximately HK\$54.6 million after deducting expenses. Details of the share consolidation, change in board lot size and rights issue are set out in the announcements of the Company dated 3 March 2020 and circular dated 16 March 2020.

Coronavirus impact

Since early January 2020, the coronavirus outbreak has spread across mainland China and beyond, causing disruption to business and economic activity. The impact on fair value of the Company's financial assets at fair value through profit or loss, GDP and other key indicators will be considered when determining the severity and likelihood of downside economic scenarios that will be used to estimate the fair values of investments in 2020.

31. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current year's presentation.

32. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 30 March 2020.

30. 報告期後事項

建議股份合併、更改每手買賣單位及供股

本公司建議將每四股每股面值0.01港元之已發行及未發行現有股份合併為一股每股面值0.04港元之合併股份，本公司之法定股本將變為1,000,000,000港元，分為25,000,000,000股每股面值0.04港元之合併股份，其中將發行347,061,698股合併股份，待股份合併生效後，於聯交所買賣之每手買賣單位由20,000股現有股份更改為10,000股合併股份。本公司建議按每持有一股合併股份獲發一股供股股份之基準進行供股，認購價為每股供股股份0.16港元，以籌集所得款項約54,600,000港元（扣減開支後）。股份合併、每手買賣單位變動及供股之詳情載於本公司日期為2020年3月3日之公告及日期為2020年3月16日之通函。

冠狀病毒影響

自2020年1月初以來，冠狀病毒疫情已在中國內地以至其他地方蔓延，導致商業及經濟活動受阻。於釐定用於估算2020年投資公平值的經濟下行嚴重程度及可能性時，將考慮對本公司按公平值透過損益列賬之金融資產的公平值、GDP及其他關鍵指標的影響。

31. 比較數字

若干比較數字已重新分類以符合本年度之呈列方式。

32. 財務報表的批准

本財務報表已於2020年3月30日獲董事會批准及授權刊發。

Summary of Financial Information

財務資料概要

31 December 2019 2019年12月31日

A summary of the results and of the assets and liabilities of the Company for the last five financial years, as extracted from the published audited financial statements is set out below:

本公司最近五個財政年度之業績及資產及負債概要(摘自已刊發經審核財務報表)載列如下:

RESULTS

業績

		Year ended 31 December 2019 截至2019年 12月31日 止年度 HK\$ 港元	Year ended 31 December 2018 截至2018年 12月31日 止年度 HK\$ 港元	Year ended 31 December 2017 截至2017年 12月31日 止年度 HK\$ 港元	Year ended 31 December 2016 截至2016年 12月31日 止年度 HK\$ 港元	Year ended 31 December 2015 截至2015年 12月31日 止年度 HK\$ 港元
REVENUE	收入	5,447,693	9,403,558	821,073	2,470,078	10,945,842
PROFIT/(LOSS) BEFORE TAX	除稅前溢利/(虧損)	(34,070,940)	(92,959,437)	(509,376,596)	57,041,138	(204,133,713)
Income Tax	所得稅	-	-	(1,361,062)	(9,167,538)	34,597,597
PROFIT/(LOSS) AND TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人 應佔年內溢利/(虧損) 及全面(虧損)/收益 總值	(34,070,940)	(92,959,437)	(510,737,658)	47,873,600	(169,536,116)

ASSETS AND LIABILITIES

資產及負債

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元	2017 2017年 HK\$ 港元	2016 2016年 HK\$ 港元	2015 2015年 HK\$ 港元
TOTAL ASSETS	資產總值	72,072,506	91,686,300	192,596,874	716,278,353	340,069,316
TOTAL LIABILITIES	負債總額	(10,631,106)	(18,529,266)	(74,417,198)	(248,404,588)	(15,386,255)
		61,441,400	73,167,034	118,179,676	467,873,765	324,683,061

China New Economy Fund Limited
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