



CHINA FINANCIAL LEASING GROUP LIMITED

中國金融租賃集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號：2312



2018 年報
Annual Report

* For identification purpose only 僅供識別

CONTENTS

目錄

- 
- 2** Company Profile
公司簡介
- 3** Directors' Statement
董事報告
- 6** Management Discussion and Analysis
管理層討論及分析
- 19** Corporate Governance Report
企業管治報告
- 35** Environmental, Social and Governance Report
環境、社會及管治報告
- 43** Biographical Details of Directors
董事履歷詳情
- 48** Report of the Directors
董事會報告書
- 57** Independent Auditor's Report
獨立核數師報告書
- 63** Consolidated Statement of Profit or Loss and
Other Comprehensive Income
綜合損益及其他全面收益表
- 64** Consolidated Statement of Financial Position
綜合財務狀況表
- 65** Consolidated Statement of Changes in Equity
綜合權益變動表
- 66** Consolidated Statement of Cash Flows
綜合現金流量表
- 68** Notes to the Consolidated Financial Statements
綜合財務報表附註
- 146** Five Year Financial Summary
五年財務概要
- 147** Corporate Information
公司資料

COMPANY PROFILE

公司簡介

China Financial Leasing Group Limited (Stock Code: 2312, “CFLG” or the “Company”, with its subsidiaries, collectively the “Group”) is an investment company. Incorporated in the Cayman Islands, the Company’s shares have been listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since October 2002.

CFLG strives to create value for its shareholders, leveraging on favourable market conditions. With strong government industry support, unique investment approach, and in-depth knowledge of the investment market, CFLG would remain highly adaptive to market conditions and would continue to look out for opportunities in potential sectors.

中國金融租賃集團有限公司(股份代號：2312，「中國金融租賃」或「本公司」，及其附屬公司，統稱「本集團」)為一間投資公司。本公司於開曼群島註冊成立，股份自二零零二年十月起在香港聯合交易所有限公司(「聯交所」)上市。

中國金融租賃致力憑藉有利的市場環境為其股東創造價值。通過政府對行業大力支持，本身獨特的投資方式以及對投資市場的深入認識，中國金融租賃始終對市場情況反應靈活，並將持續留意有潛力行業內的機會。



DIRECTORS' STATEMENT

董事報告

Dear Shareholders,

The board (the "Board") of directors (the "Directors") is pleased to present you with the 2018 Annual Report of China Financial Leasing Group Limited (the "Company"), with its subsidiaries (collectively the "Group") for the year ended 31 December 2018.

During the year of 2018, Hang Seng Index had crashed over 20% from its peak and entered into a bear market territory. The market sentiment was affected by (i) the trade war between the United States of America (the "United States") and the People's Republic of China (the "PRC") (the "Trade War"); (ii) the strong United States Dollar and weak Renminbi ("RMB"); (iii) rate hikes; and (iv) quantitative tightening from Federal Reserve of the United States (the "Federal Reserve").

The Hong Kong stock market did deteriorate rapidly beyond the Trade War and RMB devaluation in the second half of 2018. As a result, the Group's investment portfolio made a loss in the second half of 2018, which set off against the gain recorded in the first half of 2018. However, the overall investment portfolio performance of the Group outperformed the overall Hong Kong stock market.

PRC ECONOMY

In the second half of 2018, the Trade War was started by the United States imposing 25% tariff on the PRC's products. Besides the pressure from tariff hike, the depreciation of RMB had impacted the market sentiment. The Caixin/Markit Manufacturing Purchasing Managers' Index fell below 50 in December 2018, which means the economy is in contraction territory and the downward pressure may continue.

The annual Central Economic Work Conference held in December 2018 stated the key tasks for the PRC's economy in 2019 included, but not limited to, (i) an implementation of proactive fiscal policy and prudent monetary policy; (ii) tax and fee cuts; (iii) strengthening the technological innovation; and (iv) loosening the market access in the PRC and protect the intellectual property rights of foreign companies.

董事(「董事」)會(「董事會」)欣然向閣下呈報中國金融租賃集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)截止二零一八年十二月三十一日止年度之二零一八年年報。

於二零一八年，恆生指數由高位急跌逾20%，進入熊市區域。市場氣氛受(i)美利堅合眾國(「美國」)與中華人民共和國(「中國」)之間的貿易戰(「貿易戰」)；(ii)美元強勢及人民幣弱勢；(iii)加息；及(iv)美國聯邦儲備局(「聯儲局」)量化緊縮所影響。

香港股票市場因二零一八年下半年貿易戰及人民幣貶值急速下滑。因此，本集團的投資組合於二零一八年下半年錄得虧損，對沖了二零一八年上半年所錄得溢利。然而，本集團投資組合整體表現仍比香港股票市場整體表現良好。

中國經濟

於二零一八年下半年，美國對中國產品實施25%關稅，掀開貿易戰序幕。除增加關稅壓力外，人民幣貶值亦影響市場情緒。財新/Markit製造業採購經理人指數於二零一八年十二月跌破50點，顯示經濟已進入收縮區間，下行壓力或會持續。

於二零一八年十二月舉行的年度中央經濟工作會議指出，二零一九年中國經濟的主要任務包括但不限於(i)實施積極的財政政策和穩健的貨幣政策；(ii)減稅降費；(iii)提昇科技創新能力；及(iv)放寬外商進入中國市場及保護外商知識產權。

DIRECTORS' STATEMENT

董事報告

The People's Bank of China cut the reserve requirement ratio by 100 basis points in January 2019, it looked to reduce the risk of sharp slowdown in the PRC economy from the global financial crisis and the pressure from the Trade War. In addition, the National Development and Reform Commission stated that a stronger domestic market will be one of the priorities for the PRC's economy in 2019. It is expected that the domestic consumption will be accelerated from the preferential measures to boost the automobiles, home appliances, residential leasing, household assistance service, elderly and child care.

The Gross Domestic Product (the "GDP") of the PRC grew 6.6% in 2018, the slowest annual growth since 1990. Therefore, the market widely expects a challenging downside risk on the PRC's economy in 2019. The market is expecting policies from the PRC authorities to boost up the economy.

UNITED STATES AND EUROPEAN ECONOMY

The GDP of the United States in 2018 was in growth of 4.2% and 3.4% in second and third quarter respectively. It is expected the growth rate is gradually slowing down for the following quarters, owing to the negative impact of the Trade War towards the economy of the United States. Despite the Federal Reserve had hiked the interest rates to 2.5% in 2018, they would take a patient approach to a further rate hikes considering a slowing global growth and pressure of inflation. The market considered the United States may have reached the peak of the interest rate cycle and the risk of recession is increasing, therefore, a loosening monetary policy is expected in 2019.

European Central Bank ("ECB") has ended the asset purchase programme in December 2018. Mario Draghi, the president of ECB, admitted that the economy of eurozone continued to perform weaker than expected. The persistence of uncertainties relating to geopolitical factors and threat of protectionism are impacting to the economic sentiment.

中國人民銀行於二零一九年一月將存款準備金率下調100個基準點，期望減低環球金融危機及貿易戰壓力使中國經濟急速放緩的風險。此外，國家發展和改革委員會指出，增強國內市場將會是二零一九年中國經濟的重點之一。預期針對汽車、家電、住屋租賃、家庭協助服務、護老及幼兒照護等的優惠政策將促進國內消費增長。

中國國內生產總值(「國內生產總值」)於二零一八年增長6.6%，自一九九零年以來最慢的年度增長。因此，市場普遍預料二零一九年中國經濟面臨挑戰性下行風險。市場憧憬中國當局推出刺激經濟的政策。

美國及歐洲經濟

美國國內生產總值於二零一八年第二季及第三季分別增長4.2%及3.4%。預料增長率因貿易戰對美國經濟負面影響將於未來季度逐漸放緩。儘管聯儲局於二零一八年已將利率上調至2.5%，其將會考慮到環球經濟增長放緩及通脹壓力而對進一步加息採取有耐心態度。市場認為美國或已到達加息週期高位，且經濟衰退風險正在上升，因此預期二零一九年貨幣政策將會放寬。

歐洲中央銀行(「歐洲央行」)已於二零一八年十二月結束資產買入計劃。歐洲央行行長馬里奧德拉基承認歐元區經濟表現比預期疲弱。經濟情緒受地緣政治因素及保護主義威脅相關持續不明朗因素影響。



DIRECTORS' STATEMENT

董事報告

PROSPECT

The economic growth in 2019 are expected to slow down. The uncertainties will add more volatility to global and local markets. Considering the Trade War's tension, slowing down of global economic growth, and Brexit in the United Kingdom, these will put the market in a volatile situation. However, expecting a loose monetary policies by global Central Banks to stimulate the global economy, which makes the market have some supports on this expectation.

Considering the above global economic factors, the Group will be more cautious on the investment portfolio. As the Group is able to make use of competitive edge, we will continue to look for quality investment opportunities to enhance the shareholders' return.

Last but not least, on behalf of the Board, allow me to express our sincere appreciation to the management and staff of the Group for their dedication and hard work throughout the year as well as to shareholders for their continuous support.

Chan Chi Hang

Executive Director

Hong Kong, 28 March 2019

前景

二零一九年經濟增長預期將會放緩。不明朗因素將加劇環球及本地市場波動。貿易戰緊張局勢、環球經濟增長放緩、英國脫歐均令市場處於波動狀態。然而，對世界各地中央銀行將會放寬貨幣政策刺激環球經濟的預期使市場有一些支撐。

考慮到上述環球經濟因素，本集團將在投資組合方面更為謹慎。由於本集團能利用競爭優勢，我們將繼續尋求優質投資機會，從而提高股東回報。

最後，本人謹代表董事會，對本集團之管理層及員工於過去一年之努力與貢獻表示謝意，同時亦對股東之持續支持致以誠摯感謝。

列位股東 台照

陳志恆

執行董事

香港，二零一九年三月二十八日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

During the year ended 31 December 2018, China Financial Leasing Group Limited (the “Company”) with its subsidiaries (collectively the “Group”) was mainly engaged in short to medium term capital appreciation by investing in a diversified portfolio of investments in listed and unlisted securities.

Impacted by the trade war between the United States of America (the “United States”) and the People’s Republic of China (the “PRC”) (the “Trade War”) and the weakening Renminbi (“RMB”) in the second half of 2018, the listed equity securities market sentiment was adversely impacted. The Group continues to monitor the listed and unlisted investment portfolio in cautions. S&P/HKEX GEM Index is one of the key performance indicators of the Company, which crashed approximately 46% in 2018. The small and mid-cap stocks constituents were largely underperformed when compared with Hang Seng Index. However, the Group was able to complete the share placements in April and August 2018 for replenishing the working capital and identifying potential investments, which may also enable the Group to diversify the investment portfolio. Overall for the year ended 31 December 2018, the Group recorded losses of approximately HK\$5,146,000 on financial assets at fair value through profit or loss. Based on the above and the operating expenses incurred during the year, the Group recorded losses of approximately HK\$27,128,000 for the year.

OUTLOOK

The International Monetary Fund revised down the global economic growth for 2019, in addition to all large Central Banks, like Federal Reserve of the United States, European Central Bank and Bank of England, also feel anxious on the economies outlook and face a risk of challenging environment.

業務回顧

截至二零一八年十二月三十一日止年度，中國金融租賃集團有限公司(「本公司」)，及其附屬公司(統稱「本集團」)主要業務為透過多元化投資組合，投資於上市及非上市證券，以獲取短中期資本升值。

受二零一八年下半年美利堅合眾國(「美國」)與中華人民共和國(「中國」)之間的貿易戰(「貿易戰」)，以及人民幣(「人民幣」)走弱的影響，上市股本證券市場情緒受到不利影響。本集團持續謹慎地監察其上市及非上市投資組合。本公司其中一項關鍵績效指標標準普爾／香港交易所GEM指數於二零一八年大瀉約46%。小型及中型成份股表現整體落後於恆生指數。然而，本集團成功於二零一八年四月及八月完成股份配售，以補充營運資金及識別潛在投資，進而使本集團可以將投資組合多元化。就截至二零一八年十二月三十一日止年度整體而言，本集團錄得透過損益按公平值計算之財務資產虧損約為5,146,000港元。基於上述及年度營運開支，本集團於本年度錄得虧損約為27,128,000港元。

展望

國際貨幣基金組織已下調二零一九年環球經濟增長預測。此外，美國聯邦儲備局、歐洲中央銀行及英倫銀行等大型中央銀行亦對經濟前景有所憂慮，並面臨挑戰性環境的風險。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

If strong United States Dollars and weak emerging market currencies (which also include devaluation of RMB) persists, it will impact fund flow of emerging market and increase the volatility in the emerging market, which would adversely affect the market sentiment. Since the Hong Kong stock market may remain volatile in 2019, the Company will remain cautious on equity market and overall market environment. A lot of challenges are expected in 2019. The Group will continue to monitor the market closely and explore more investment opportunities in order to enhance the investment return for shareholders (“Shareholders”) of the Company.

FINANCIAL REVIEW

As at 31 December 2018, the carrying value of the Group’s listed equity investments was approximately HK\$111,843,000 (2017: HK\$62,797,000) while carrying value of the Group’s unlisted equity investment was approximately HK\$14,518,000 (2017: HK\$16,427,000).

The Group recorded sales proceeds from disposals of trading listed equity securities of approximately HK\$140,995,000 (2017: HK\$82,241,000) for the year ended 31 December 2018. The realised and unrealised losses on financial assets at fair value through profit or loss for the year ended 31 December 2018 were approximately HK\$2,701,000 (2017: HK\$4,285,000) and HK\$2,445,000 (2017: HK\$19,854,000) respectively. Loss for the year was approximately HK\$27,128,000 (2017: HK\$45,370,000) which was mainly attributable to the operating expenses and equity investments losses.

倘美元保持強勢，新興市場貨幣持續走弱(包括人民幣貶值)，將會影響新興市場的資金流動及加劇新興市場波動，進而對市場情緒造成不利影響。鑒於香港股票市場於二零一九年可能持續波動，本公司將在股本市場及整體市場環境方面保持謹慎態度。預料二零一九年將會出現不少挑戰。本集團將繼續密切留意市場情況，並探討更多投資機遇從而提高本公司股東(「股東」)回報。

財務回顧

於二零一八年十二月三十一日，本集團上市股本投資之賬面值約為111,843,000港元(二零一七年：62,797,000港元)及本集團非上市股本投資之賬面值約為14,518,000港元(二零一七年：16,427,000港元)。

本集團於截至二零一八年十二月三十一日止年度出售上市股本證券錄得出售款項約為140,995,000港元(二零一七年：82,241,000港元)。截至二零一八年十二月三十一日止年度，透過損益按公平值計算之財務資產之已變現及未變現虧損分別約為2,701,000港元(二零一七年：4,285,000港元)及2,445,000港元(二零一七年：19,854,000港元)。本年度之虧損約為27,128,000港元(二零一七年：45,370,000港元)，虧損主要由於營運開支以及股本投資虧損所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EQUITY INVESTMENTS

Listed below are the particulars of the Group's major listed and unlisted equity investments as at 31 December 2018:

股本投資

本集團於二零一八年十二月三十一日之主要上市及非上市股本投資載列如下：

Name of investees	Principal activities	Number of shares held	Approximate percentage of interests held	Cost	Market prices	Market value/fair value	Dividend received for the year ended 31 December 2018 截至二零一八年十二月三十一日止年度收取之股息	Dividend cover	Approximate percentage of investments attributable to the Group's net assets 應佔本集團淨資產之投資概約百分比
所投資公司名稱	主要業務	所持股份數目	所持權益概約百分比	成本 (HK\$'000) (千港元)	市價 (HK\$) (港元)	市價/公平值 (HK\$'000) (千港元)	股息 (HK\$'000) (千港元)	股息比率	
Listed equity securities									
上市股本證券									
(a) Asia Television Holdings Limited (707) ("Asia Television") 亞洲電視控股有限公司 (707) (「亞洲電視」)	Engaged in fabric and clothing business, securities investment and brokerage services, media, cultural and entertainment business, and money lending business 從事布料及成衣業務、證券投資及經紀服務、媒體、文化及娛樂業務及放債業務	114,000,000	1.62%	30,399	0.275	31,350	—	N/A 不適用	23.25%
(b) Future Bright Mining Holdings Limited (2212) ("Future Bright Mining") 高鵬礦業控股有限公司 (2212) (「高鵬礦業」)	Marble and marble-related business and trading of commodities 從事大理石及大理石相關業務及商品貿易	181,000,000	4.68%	34,025	0.113	20,453	—	N/A 不適用	15.17%
(c) ISP Global Limited (8487) ("ISP Global") ISP Global Limited (8487) (「ISP Global」)	Engaged in the sales, installation and maintenance of sound and communication system solutions, and alert alarm systems in Singapore 於新加坡從事銷售、安裝及維護音響及通訊系統解決方案及警報系統服務	5,200,000	Less than 1% 少於1%	8,722	2.820	14,664	—	N/A 不適用	10.87%
(d) C&N Holdings Limited (8430) ("C&N Holdings") 春能控股有限公司(8430) (「春能控股」)	Provision of transport and storage services, trucking and hubbing services to the logistics industry in Singapore 於新加坡物流提供運輸及倉儲服務，並提供貨運及集散服務	30,000,000	4.69%	14,179	0.430	12,900	—	N/A 不適用	9.57%
(e) Miji International Holdings Limited (1715) ("Miji International") 米技國際控股有限公司 (1715) (「米技國際」)	Develop, manufacture and sell premium kitchen appliances in the PRC 於中國開發、製造及出售優質廚房用具	45,140,000	3.01%	20,850	0.275	12,414	—	N/A 不適用	9.21%

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Name of investees	Principal activities	Number of shares held	Approximate percentage of interests held	Cost	Market prices	Market value/fair value	Dividend received for the year ended 31 December 2018 截至二零一八年十二月三十一日止年度收取之股息	Dividend cover	Approximate percentage of investments attributable to the Group's net assets 應佔本集團淨資產之投資概約百分比
所投資公司名稱	主要業務	所持股份數目	所持權益概約百分比	成本 (HK\$'000) (千港元)	市價 (HK\$) (港元)	市值/公平值 (HK\$'000) (千港元)	股息 (HK\$'000) (千港元)	股息比率	
(f) Stream Ideas Group Limited (8401) ("Stream Ideas Group") 源想集團有限公司(8401) (「源想集團」)	Provision of online advertising services which consist of social viral service, engager service and mass blogging service 提供網上廣告服務包括擴散式傳播服務、互動參與服務及大眾博客服務	9,800,000	4.90%	9,795	0.840	8,232	—	N/A 不適用	6.10%
(g) RMH Holdings Limited (8437) ("RMH Holdings") 德斯控股有限公司(8437) (「德斯控股」)	Provision of specialty care services with medical, surgical, laser and aesthetic treatments in Singapore 於新加坡透過醫療、外科、激光及美容療程提供專業護理服務	27,000,000	4.50%	14,888	0.290	7,830	—	N/A 不適用	5.81%
(h) Asia Resources Holdings Limited (899) ("Asia Resources") 亞洲資源控股有限公司 (899) (「亞洲資源」)	Engaged in water exploitation operations, property sales and investment operations in the PRC 於中國從事水資源開發營運、物業銷售及投資營運	50,000,000	Less than 1% 少於1%	6,717	0.080	4,000	—	N/A 不適用	2.97%
Unlisted equity securities 非上市股本證券									
(i) 深圳聯合能源控股有限公司("聯合能源") 深圳聯合能源控股有限公司(「聯合能源」)	Engaged in the business of providing consumer financial services to owners of motor vehicles in the PRC 於中國從事汽車車主提供消費者金融服務之業務	N/A 不適用	3.00%	15,000	N/A 不適用	14,518	—	N/A 不適用	10.77%

(a) Asia Television

The investment Committee of the Company (the "Investment Committee") noted that Asia Television involved into the rescue and acquisition of Asia Television Limited ("ATV"), it is believed that the rescue and acquisition of ATV could develop the media, cultural and entertainment business.

(a) 亞洲電視

本公司的投資委員會(「投資委員會」)注意到，亞洲電視參與了拯救及收購亞洲電視有限公司(「亞視」)，相信拯救及收購亞視有助發展媒體、文化及娛樂業務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Investment Committee considered that Asia Television continued to consolidate its existing business in fabric and clothing business, money lending business and the media, cultural and entertainment business which could generate relatively stable income stream in the future. It is also expected that the media, culture and entertainment business will be benefited from the rescue and acquisition of ATV.

(b) Future Bright Mining

The Investment Committee noted that apart from existing marble and marble-related business, Future Bright Mining had developed the trading of commodities business, which would diversify its income source and enhance its performance.

The Investment Committee considered that Future Bright Mining intended to increase the variety of marble and marble-related products through acquiring the marble projects in the PRC which would further grow the marble and marble-related business of Future Bright Mining.

(c) ISP Global

The Investment Committee noted that the revenue of ISP Global decreased because of (i) the site delays in sales of sound and communication systems and related services projects; and (ii) less projects being awarded to ISP Global in the integrated sales of sound and communication segment.

The Investment Committee considered that ISP Global planned to expand manpower capabilities and fleet of machinery and equipment, which would enhance resources to bid for future projects. ISP Global is also assessing the possibilities of business expansion in the geographical territories of Malaysia and the PRC which could diversify the revenue from other regions.

投資委員會認為，亞洲電視繼續鞏固其現有布料及成衣業務、放債業務及媒體、文化及娛樂業務，於未來可產生較穩定收入來源，並預期媒體、文化及娛樂業務將受惠於拯救及收購亞視。

(b) 高鵬礦業

投資委員會注意到，除現有大理石及大理石相關業務外，高鵬礦業已發展商品貿易業務，將會使其收入來源多元化並提升其表現。

投資委員會認為，高鵬礦業擬藉收購於中國的大理石項目增加大理石及大理石相關產品種類，將會進一步為高鵬礦業的大理石及大理石相關業務帶來增長。

(c) ISP Global

投資委員會注意到，ISP Global的收益減少是因為(i)銷售音響及通訊系統以及相關服務項目的工作現場延誤；及(ii)於音響及通訊分部綜合銷售中獲授的項目減少。

投資委員會認為，ISP Global計劃擴充人員配置以及機器及設備，將會增加就未來項目進行投標的資源。ISP Global亦正評估將業務拓展至馬來西亞及中國等區域，進而使來自其他地區之收入多元化。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

(d) C&N Holdings

The Investment Committee noted C&N Holdings is a provider of transport and storage services to the logistics industry in Singapore, the uncertainties in the global trade economy led to the decrease in revenue.

The Investment Committee considered that C&N Holdings would continue maintain its growth in the industry and enhance overall competitiveness and market share in Singapore. It is expected that C&N Holdings would increase service capacity through the acquisition of new vehicles and expansion of the workforce to keep up with the business expansion.

(e) Miji International

The Investment Committee noted that the shares of Miji International were successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") in July 2018. Revenue from the sales of kitchen appliances was growing because of the purchasing power of the PRC consumers and the development of online platforms.

The Investment Committee considered that the revenue growth of Miji International will be driven by (i) its sales to middle-class consumers; (ii) the expansion of its sales channels; and (iii) the devotion of resources on marketing activities to promote its brand and products.

(f) Stream Ideas Group

The Investment Committee noted that the shares of Stream Ideas Group were successfully listed on GEM of the Stock Exchange in March 2018. It is also noted that the revenue of Stream Ideas Group was growing in Taiwan, Malaysia and Singapore market.

The Investment Committee considered that the experience, reputation and a first mover advantage of Stream Ideas Group would leverage its strengths to reinforce the leading industry position.

(d) 春能控股

投資委員會注意到，春能控股於新加坡為物流業提供運輸及存儲服務的供應商，而全球貿易經濟不明朗導致其收益減少。

投資委員會認為，春能控股將會繼續維持於行業內的增長並加強整體競爭力及擴大於新加坡的市場份額。預期春能控股將會通過購買新車輛增加服務能力，並擴大集團的員工數量以滿足業務擴大需求。

(e) 米技國際

投資委員會注意到，米技國際的股份於二零一八年七月成功於香港聯合交易所有限公司（「聯交所」）主板上市。來自銷售廚房用具之收入有所增長，乃因中國消費者的購買力及線上平台的發展。

投資委員會認為，米技國際的收入增長將由(i)針對中產消費者的銷售；(ii)銷售渠道的擴大；及(iii)更多資源投入於市場營銷活動以推廣其品牌及產品所推動。

(f) 源想集團

投資委員會注意到，源想集團的股份於二零一八年三月成功於聯交所GEM上市，亦注意到源想集團於台灣、馬來西亞及新加坡市場之收益有所增長。

投資委員會認為，源想集團將會善用其經驗、信譽及先行者優勢以鞏固其領先的行業地位。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

(g) RMH Holdings

The Investment Committee noted that the revenue of RMH Holdings from consultation services, and prescription and dispensing services were benefited from the increase in total number of patient visits.

The Investment Committee considered that RMH Holdings (i) continued to seek to enlarge market share in Singapore; and (ii) gained market penetration into the medical aesthetics field. It is expected that the market position of RMH Holdings will be strengthened.

(h) Asia Resources

The Investment Committee noted that Asia Resources recorded losses from water business and property business.

The Investment Committee considered that despite the losses from water business and property business of Asia Resources, it is expected that completion of facilities in Hunan would improve the profitability of Asia Resources.

(i) 聯合能源

The Investment Committee noted that the fair value of 聯合能源 decreased during the year which may due to the PRC economic slowdown with the hit by Trade War and a slumping global economy.

The Investment Committee considered that the motor vehicles market in the PRC remains huge which would benefit 聯合能源 in long run. The Investment Committee is optimistic to the future returns for the investment in 聯合能源.

(g) 德斯控股

投資委員會注意到，德斯控股來自諮詢服務及處方及配藥服務之收益受惠於求診病人總數增加。

投資委員會認為，德斯控股(i)持續致力擴大於新加坡的市場份額；及(ii)增加於醫學美容領域的市場滲透率。預期德斯控股之市場地位將得以鞏固。

(h) 亞洲資源

投資委員會注意到，亞洲資源之水業務及物業業務均錄得虧損。

投資委員會認為，儘管亞洲資源之水業務及物業業務錄得虧損，預期於湖南之設備竣工後將改善亞洲資源之盈利能力。

(i) 聯合能源

投資委員會注意到，聯合能源的公平值於年內下跌，或因貿易戰及環球經濟疲弱導致中國經濟放緩所致。

投資委員會認為，中國汽車市場仍然龐大，長遠而言將對聯合能源有利。投資委員會對投資於聯合能源之未來回報態度樂觀。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY, FINANCIAL RESOURCES AND FUNDING

As at 31 December 2018, the Group maintained cash and cash equivalents of approximately HK\$927,000 (2017: HK\$918,000) which were mainly denominated in Hong Kong dollars. The Group will monitor the exposure and take prudent measures when necessary.

The gearing ratio of the Group as at 31 December 2018 was Nil (2017: Nil).

The Group had net assets of approximately HK\$134,858,000 (2017: HK\$83,369,000) and there were no borrowings or long term liabilities as at 31 December 2018 (2017: Nil).

CAPITAL STRUCTURE

As at 31 December 2018, the Company's total number of issued shares (the "Shares") was 1,606,649,882 of HK\$0.02 each. On 29 March 2018, the Company entered into a placing agreement (the "Placing Agreement I") with Supreme China Securities Limited ("Supreme") as placing agent where Supreme agreed to place, on a best effort basis, a maximum of 220,000,000 new shares of the Company ("Placing Share I") of HK\$0.02 each at HK\$0.135 per Placing Share I to not less than six placees who were independent third parties. The placing price of HK\$0.135 per Placing Share I represents a discount of approximately 17.68% to the benchmarked price of the Shares, which is the higher of (i) the closing price of HK\$0.162 as quoted on the Stock Exchange on the date of the Placing Agreement I; and (ii) the average closing price of HK\$0.164 in the last five consecutive trading days prior to the date of the Placing Agreement I. The intended and actual use of proceeds from the share placement was for general working capital and investments. The placing transaction was completed on 23 April 2018 and a total of 220,000,000 ordinary Shares were issued. The gross and net proceeds were approximately HK\$29,700,000 and HK\$28,958,000 respectively. The net placing price per Share was approximately HK\$0.132.

流動資金、財務資源及資金

於二零一八年十二月三十一日，本集團維持現金及現金等值項目約為927,000港元（二零一七年：918,000港元），主要以港元計值。本集團將監察有關風險，並於有需要時採取審慎措施。

於二零一八年十二月三十一日，本集團之資產負債比率為零（二零一七年：零）。

於二零一八年十二月三十一日，本集團擁有淨資產約為134,858,000港元（二零一七年：83,369,000港元），且無借款或長期負債（二零一七年：零）。

資本架構

於二零一八年十二月三十一日，本公司已發行股份（「股份」）總數為1,606,649,882股，每股面值0.02港元。於二零一八年三月二十九日，本公司與智華證券有限公司（「智華」）（作為配售代理）訂立一項配售協議（「配售協議I」），據此，智華同意盡力以每股配售股份I 0.135港元配售最多220,000,000股每股面值0.02港元之本公司新股份（「配售股份I」）予不少於六名承配人，而承配人則為獨立第三方。配售股份I每股配售價為0.135港元，較股份之基準價格折讓約17.68%，而股份之基準價格為以下之較高者：(i)股份於配售協議I日期在聯交所所報收市價0.162港元；及(ii)股份於配售協議I日期前最後五個連續交易日之平均收市價0.164港元。股份配售所得款項之擬定及實際用途為一般營運資金及投資。配售交易已於二零一八年四月二十三日完成及合共發行220,000,000普通股股份。所得款項總額及淨額分別約為29,700,000港元及28,958,000港元。每股配售淨價約為0.132港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

On 12 July 2018, the Company entered into a placing agreement (the “Placing Agreement II”) with Supreme as placing agent where Supreme agreed to place, on a best effort basis, a maximum of 267,000,000 new shares of the Company (“Placing Share II”) of HK\$0.02 each at HK\$0.175 per Placing Share II to not less than six placees who were independent third parties. The placing price of HK\$0.175 per Placing Share II represents a discount of approximately 18.60% to the benchmarked price of the Shares, which is the higher of (i) the closing price of HK\$0.215 as quoted on the Stock Exchange on the date of the Placing Agreement II; and (ii) the average closing price of HK\$0.207 in the last five consecutive trading days prior to the date of the Placing Agreement II. The intended and actual use of proceeds from the share placement was for general working capital and investments. The placing transaction was completed on 1 August 2018 and a total of 267,000,000 ordinary Shares were issued. The gross and net proceeds were approximately HK\$46,725,000 and HK\$45,557,000 respectively. The net placing price per Share was approximately HK\$0.171.

During the year, three employees and one consultant of the Company exercised the share options (the “Share Options”) to subscribe 27,500,000 Shares of HK\$0.02 each at the exercise price of HK\$0.15 per Share. As a result, 27,500,000 ordinary Shares of the Company were issued.

Total consideration received by the Company from the exercise of the Share Options was approximately HK\$4,125,000 during the year.

EVENTS AFTER THE REPORTING PERIOD

(a) On 31 January 2019, China Financial Leasing Investments Limited (“CFL Investments”), a wholly-owned subsidiary of the Company, as potential purchaser, entered into a non-legally binding memorandum of understanding (the “MOU I”) with potential vendors (the “Potential Vendors I”). Pursuant to the MOU I, CFL Investments intends to acquire, and the Potential Vendors I intend to dispose of, part of the issued share capital in Guangdong Golding Mobile Multimedia Co., Ltd.

於二零一八年七月十二日，本公司與智華（作為配售代理）訂立一項配售協議（「配售協議II」），據此，智華同意盡力以每股配售股份II 0.175港元配售最多267,000,000股每股面值0.02港元之本公司新股份（「配售股份II」）予不少於六名承配人，而承配人則為獨立第三方。配售股份II每股配售價為0.175港元，較股份之基準價格折讓約18.60%，而股份之基準價格為以下之較高者：(i)股份於配售協議II日期在聯交所報收市價0.215港元；及(ii)股份於配售協議II日期前最後五個連續交易日之平均收市價0.207港元。股份配售所得款項之擬定及實際用途為一般營運資金及投資。配售交易已於二零一八年八月一日完成及合共發行267,000,000普通股股份。所得款項總額及淨額分別約為46,725,000港元及45,557,000港元。每股配售淨價約0.171港元。

年內，本公司三名僱員及一名顧問行使購股權（「購股權」），以按行使價每股0.15港元認購27,500,000股每股面值0.02港元之股份。據此，本公司發行27,500,000普通股股份。

年內，本公司經行使購股權所收取之總代價約為4,125,000港元。

報告期後事項

(a) 於二零一九年一月三十一日，本公司之全資附屬公司中國金融租賃投資有限公司（「中國金融租賃投資」），作為潛在買方與潛在賣方（「潛在賣方I」）訂立不具法律約束力之諒解備忘錄（「諒解備忘錄I」）。根據諒解備忘錄I，中國金融租賃投資擬收購潛在賣方I擬出售廣東金鼎移動傳媒有限公司之部分已發行股本。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

On the same day, CFL Investments, as potential purchaser, entered into another non-legally binding memorandum of understanding (the “MOU II”) with potential vendors (the “Potential Vendors II”). Pursuant to the MOU II, CFL Investments intends to acquire, and the Potential Vendors II intend to dispose of, part of the issued share capital in 深圳市騰瑞豐科技有限公司.

Further details of MOU I and MOU II were disclosed in the announcement of the Company dated 31 January 2019.

- (b) As at the date of approval of this annual report, the realised and unrealised losses on financial assets at fair value through profit or loss from changes in fair value on financial assets at fair value through profit or loss held as at 31 December 2018 amounted to approximately HK\$4,936,000 and HK\$7,921,000 respectively.

Except for above mentioned, there were no material events occurred after the financial report date.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

The Group has not made any material acquisition or disposal of subsidiaries during the year under review.

EMPLOYEE BENEFITS

As at 31 December 2018, the Group had 14 employees. Total employee benefits expenses (excluding directors' emoluments) and directors' emoluments for the year ended 31 December 2018 were approximately HK\$5,430,000 and HK\$1,853,000 respectively. The remuneration policy of the Group is reviewed annually and employees are remunerated based on their performance, experience and the prevailing market practice. No director or executive is involved in dealing with his/her own remuneration.

於同一日，中國金融租賃投資，作為潛在買方與潛在賣方（「潛在賣方II」）訂立另一份不具法律約束力之諒解備忘錄（「諒解備忘錄II」）。根據諒解備忘錄II，中國金融租賃投資擬收購潛在賣方II擬出售深圳市騰瑞豐科技有限公司之部分已發行股本。

關於諒解備忘錄I及諒解備忘錄II的進一步詳情載於本公司日期為二零一九年一月三十一日之公告。

- (b) 於本年報獲批准日期，於二零一八年十二月三十一日所持透過損益按公平值計算之財務資產之公平值變動導致透過損益按公平值計算之財務資產之已變現及未變現虧損分別約為4,936,000港元及7,921,000港元。

除上文所述外，於財務報告日期後，概無發生重大事項。

重大收購及出售附屬公司

本集團於回顧年度並無作出任何重大收購或出售附屬公司。

僱員福利

於二零一八年十二月三十一日，本集團僱用14名僱員。於截至二零一八年十二月三十一日止年度之總僱員福利開支（除去董事酬金）及董事酬金分別約為5,430,000港元及1,853,000港元。本集團之薪酬政策按年檢討，及僱員根據其表現、經驗及現行市場慣例獲得薪酬。概無董事或行政人員參與決定其自身的薪酬。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In addition to salary payments, the Group has participated in the Mandatory Provident Fund Scheme (the “MPF Scheme”) in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Pursuant to the rules of the MPF Scheme, the Group and its employees are each required to make contributions to the MPF Scheme at 5% of each employee’s monthly relevant income subject to a monthly maximum amount of HK\$1,500.

The Company maintains a share option scheme, pursuant to which Share Options are granted to selected directors, employees or other eligible participants of the Group, with a view to attract and retain quality personnel and to provide them with incentive to contribute to the business and operation of the Group. During the year, a total of 27,500,000 Share Options were exercised while no Share Options were granted, lapsed or cancelled. For details, please refer to the note 25 to the consolidated financial statement under the section headed “Share-based Payments”.

CHARGES ON GROUP’S ASSETS

During the year, there were no charges on the Group’s assets (2017: Nil).

COMPLIANCE WITH LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance with such requirements may affect the substantiality of the business. The Group has allocated various resources to ensure ongoing compliance with rules and regulations.

During the year under review, the Group has in material compliance with the relevant laws and regulations in Hong Kong.

除支付薪資外，本集團於香港參與強制性公積金計劃（「強積金計劃」）。強積金計劃是根據強制性公積金計劃條例向強制性公積金計劃管理局登記。強積金計劃之資產與本集團資金分開持有及受獨立信託人管理。根據強積金計劃規則，本集團及其僱員各自須按每位僱員的每月相關收入之5%向強積金計劃供款，每名僱員的每月最高供款為1,500港元。

本公司保持一項購股權計劃，據此本集團向選定董事、僱員或其他合資格參與人授予購股權，旨在吸納及留住優秀人才，並鼓勵彼等對本集團之業務及營運作出貢獻。年內，共27,500,000份購股權被行使及並無購股權授出、失效或註銷。詳情請參閱綜合財務報表附註25「股份基礎付款」一節內。

本集團資產抵押

年內，本集團並無任何資產抵押（二零一七年：無）。

遵守法例及法規

本集團確認法規要求的重要性，不符合該等要求的風險可能影響業務內容。本集團已分配多項資源，確保持續符合規則及規例。

於回顧年度內，本集團已在重大方面遵守香港相關法例及法規。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

PRINCIPAL RISKS AND UNCERTAINTIES

The Group is principally engaged in short to medium term capital appreciation by investing in a diversified portfolio of investments in listed and unlisted securities, which are exposed to certain market risks including price risk, credit risk, liquidity risk and interest rate risk. The details are set out in note 6 to the consolidated financial statements under the section headed “Financial Risk Management”.

FOREIGN EXCHANGE EXPOSURE

The Group’s exposures to foreign currencies mainly arises from its investments in financial assets denominated in RMB. The Group currently does not have any foreign currency hedging policy. However, the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

CONTINGENT LIABILITIES

During the year, there were no contingent liabilities noted by the directors of the Company (2017: Nil).

SIGNIFICANT INVESTMENTS

As at 31 December 2018, the significant investments of the Group are included in the Management Discussion and Analysis under the section headed “Equity Investments”.

DIVIDEND POLICY

The Company has adopted a dividend policy, pursuant to which allowing Shareholders to participate in the Company’s profits whilst to retain adequate reserves for future growth. The declaration and payment of dividends by the Company is also subject to any restrictions under the Laws of the Cayman Islands, the articles of association of the Company and any applicable laws, rules and regulations.

The board (the “Board”) of directors of the Company may from time to time determine and pay to the Shareholders such interim dividends as it considers appropriate. The Board may recommend the payment of final dividends which are required to be approved by Shareholders in general meetings.

主要風險及不確定性

本集團主要從事透過投資於上市及非上市證券的多元化投資組合在短期至中期內達致資本升值，因而面對價格風險、信貸風險、流動資金風險及利率風險等若干市場風險。詳情載於綜合財務報表附註6「財務風險管理」一節內。

外匯風險

本集團之外匯風險主要來自其對以人民幣計值之財務資產投資。現時本集團並無任何外幣對沖政策。然而，本集團將監控匯兌風險並會於有需要時考慮對沖重大外幣風險。

或然負債

年內，本公司董事未曾知悉有任何或然負債(二零一七年：無)。

重大投資

於二零一八年十二月三十一日，本集團之重大投資於管理層討論及分析「股本投資」一節呈列。

股息政策

本公司已採納股息政策，據此，可讓股東分享本公司溢利的同時保留充足儲備供未來增長所用。本公司宣派及派付股息亦須受開曼群島法例、本公司章程細則及任何適用法例、規則及規例規限。

本公司董事會(「董事會」)可不時釐定並向股東派付其認為合適的中期股息。董事會可建議派付末期股息，惟須經股東於股東大會上批准。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In determining/recommending the frequency, amount and form of any dividend in any financial year/period, the Board shall consider the following factors:

- (i) the actual and expected financial results of the Group;
- (ii) economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group;
- (iii) the Group's business strategies, including future cash commitments and investment needs to sustain the long-term growth aspect of the business;
- (iv) the current and future operations, liquidity position and capital requirements of the Group; and
- (v) any other factors that the Board deems appropriate.

FINAL DIVIDEND

The Board did not recommend the payment of a final dividend for the year ended 31 December 2018 (2017: Nil).

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2018.

釐定／建議任何財政年度／期間任何股息之次數、金額及方式時，董事會將考慮以下因素：

- (i) 本集團實際及預期財務業績；
- (ii) 或會對本集團的業務或財務表現及狀況有影響的經濟情況及其他內部或外部因素；
- (iii) 本集團的業務策略，包括未來現金承擔及投資需求以維持業務之長期增長方面；
- (iv) 本集團當時及未來營運、現金流動狀況及資金需求；及
- (v) 董事會視為合適的任何其他因素。

末期股息

董事會並不建議派付截至二零一八年十二月三十一日止年度之末期股息(二零一七年：無)。

購買、贖回或出售本公司上市證券

截至二零一八年十二月三十一日止年度，本公司或其附屬公司並無購買、贖回或出售本公司任何上市證券。



CORPORATE GOVERNANCE REPORT

企業管治報告

China Financial Leasing Group Limited (the “Company”), with its subsidiaries (collectively the “Group”) is committed to maintaining good corporate governance standards and procedures to ensure the integrity, transparency and quality of disclosure, thereby enhancing shareholder value.

CORPORATE GOVERNANCE CODE

The Company has adopted the code provisions of The Corporate Governance Code And Corporate Governance Report (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as its own code of corporate governance practices. During the year ended 31 December 2018, the Company was in compliance with the code provisions set out in the CG Code except for the deviation from code provision A.4.1.

Code provision A.4.1 of the CG Code provides that non-executive directors should be appointed for a specific term and subject to re-election. The independent non-executive directors are not appointed for a specific term but they are subject to retirement by rotation at least once in every three years in accordance with the articles of association of the Company (the “Articles”).

Save as aforesaid and in the opinion of the directors (the “Directors”) of the Company, the Company was in compliance with the code provisions set out in the CG Code during the year ended 31 December 2018.

中國金融租賃集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)致力維持良好企業管治水平及程序，確保行事持正、透明度及披露質素，從而提高股東價值。

企業管治守則

本公司已採納香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載之企業管治守則及企業管治報告中之守則條文(「企業管治守則」)，作為本公司之企業管治常規守則。於截至二零一八年十二月三十一日止年度，本公司遵守企業管治守則載列之守則條文，惟偏離守則條文第A.4.1條者除外。

企業管治守則之守則條文第A.4.1條規定，非執行董事應按指定任期獲委任，並膺選連任。獨立非執行董事並未按指定任期獲委任，但須根據本公司章程細則(「細則」)每三年內至少一次輪席退任。

除上述者外，本公司董事(「董事」)認為，本公司於截至二零一八年十二月三十一日止年度已遵守企業管治守則所載之守則條文。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standards of dealings regarding securities transactions by Directors as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

All the Directors have confirmed that they have complied with the required standards as set out in the Model Code throughout the year ended 31 December 2018.

BOARD OF DIRECTORS

The board (the "Board") of Directors is responsible for the leadership and control of the Company and oversees the Group's businesses, investment and strategic decisions and performance. The Board delegated authority and responsibility for day-to-day portfolio management of the Group to the investment manager, while reserving certain key matters for the approval by the Board. In addition, the Board has also delegated various responsibilities to the Board committees.

Further details of these committees are set out in this report. The Board currently consists of five Directors including one executive Director, and four independent non-executive Directors:

Executive Director

Mr. Chan Chi Hang

Independent non-executive Directors

Mr. Yip Ming

Mr. Tsang Chung Sing Edward

Mr. Zhang Bin

Mr. Wang Ruiyang

董事之證券交易

本公司已採納上市規則附錄十所載之上市發行人之董事進行證券交易之標準守則(「標準守則」)所列董事進行證券交易有關交易之規定標準。

全體董事確認，於截至二零一八年十二月三十一日止整個年度內，彼等一直遵守標準守則所載之規定標準。

董事會

董事會(「董事會」)負責領導及監控本公司，以及監督本集團之業務、投資及策略決定和表現。投資經理獲董事會授予權力及責任負責本集團之日常投資組合管理工作，惟若干重要事務須留待董事會批准除外。此外，董事會亦已委託不同責任予董事委員會。

有關該等委員會之詳情，已列載於本報告內。董事會目前由五名董事組成，包括一名執行董事及四名獨立非執行董事：

執行董事

陳志恆先生

獨立非執行董事

葉明先生

曾松星先生

張彬先生

王瑞陽先生



CORPORATE GOVERNANCE REPORT

企業管治報告

The Board members have no financial, business, family or other material/relevant relationships with each other. Such balanced Board composition is formed to ensure strong independence exists across the Board and has met the recommended practice under the CG Code for the Board to have at least one-third of its members comprising independent non-executive Directors. The biographical information of the Directors are set out under the section headed “Biographical Details of Directors” on pages 43 to 47 of this annual report.

CHAIRMAN AND GENERAL MANAGER

The office of the chairman of the Board is currently vacant that the roles and duties of which are assumed by the Board. The general manager is responsible for day-to-day management of business. Therefore, a clear division of responsibilities is in place and a balance of power and authority is ensured.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The four independent non-executive Directors are persons of high caliber, with academic and professional qualifications, and extensive experience in several fields including accounting, financial, management, etc. With their extensive experience, they provide strong support towards the effective discharge of the duties and responsibilities of the Board.

All independent non-executive Directors have given their annual confirmation of independence to the Company, and the Company considered that they are independent under Rule 3.13 of the Listing Rules.

All independent non-executive Directors are not appointed for a specific term, but they are subject to retirement by rotation in accordance with the Articles.

董事會成員彼此之間並無財務、業務、家族或其他重大／相關關係。董事會之組合取得平衡以確保董事會具有強大之獨立性，並已符合企業管治守則中規定董事會成員中最少有三分之一成員為獨立非執行董事之建議常規。董事之履歷載於本年報第43至47頁內之「董事履歷詳情」一節。

主席及總經理

董事會主席一職現時懸空，其角色及職責由董事會承擔。總經理負責日常業務管理。因此，職責已作出清晰劃分，確保權力及權限保持平衡。

獨立非執行董事

四名獨立非執行董事俱為能幹之人士，具備學歷及專業資歷，在多方面(包括於會計、財務及管理)具有豐富經驗。憑藉彼等之豐富經驗，彼等對董事會有效地履行其職責及職務提供強力支援。

全體獨立非執行董事已根據上市規則第3.13條之規定，就其獨立性向本公司發出年度確認函，本公司認為彼等確實為獨立人士。

全體獨立非執行董事之委任並無固定任期，惟彼等均須根據細則輪席告退。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD MEETINGS

During the year ended 31 December 2018, the Board has held 16 meetings. All Directors are given an opportunity to include any matters in the agenda for all Board meetings and are given sufficient time to review documents and information relating to matters to be discussed during the Board meetings in advance. For all regular Board meetings, the Board reviewed the operation and financial performance, and reviewed and approved the annual and interim results. And in order to ensure all Directors could plan in advance their availability, a notice of at least 14 days is given for regular meeting.

Details of the attendance of the Board meetings are as follows:

董事會會議

截至二零一八年十二月三十一日止年度，董事會已舉行16次會議。全體董事均有機會就所有董事會會議議題提供擬議事宜，亦獲給予充份時間，以預先審閱將於董事會會議上討論事宜之相關文件及資料。於董事會之定期董事會會議內，董事會檢討營運及財務表現，並檢討及批准年度及中期業績。為確保全體董事均能預先規劃時間出席會議，於常規會議董事均會獲發最少14天通知。

董事會會議之出席詳情如下：

Name of Directors 董事姓名		Attendance/Number of meetings 出席次數／會議次數
<i>Executive Directors</i>	<i>執行董事</i>	
Mr. Jim Ka Shun ¹	詹嘉淳先生 ¹	12/12
Mr. Chan Chi Hang ²	陳志恆先生 ²	6/6
<i>Non-Executive Director</i>	<i>非執行董事</i>	
Mr. Ma Chao ³	馬超先生 ³	4/6
<i>Independent Non-Executive Directors</i>	<i>獨立非執行董事</i>	
Mr. Yip Ming	葉明先生	16/16
Mr. Lau Siu Hang ⁴	劉少恒先生 ⁴	14/14
Mr. Tsang Chung Sing Edward	曾松星先生	16/16
Mr. Zhang Bin ⁵	張彬先生 ⁵	4/4
Mr. Wang Ruiyang ⁶	王瑞陽先生 ⁶	2/2

1. Mr. Jim Ka Shun resigned on 3 August 2018.
2. Mr. Chan Chi Hang was appointed on 20 July 2018.
3. Mr. Ma Chao was appointed on 2 May 2018 and resigned on 3 August 2018.
4. Mr. Lau Siu Hang resigned on 3 September 2018.
5. Mr. Zhang Bin was appointed on 3 August 2018.
6. Mr. Wang Ruiyang was appointed on 3 September 2018.

1. 詹嘉淳先生於二零一八年八月三日辭任。
2. 陳志恆先生於二零一八年七月二十日獲委任。
3. 馬超先生於二零一八年五月二日獲委任及於二零一八年八月三日辭任。
4. 劉少恒先生於二零一八年九月三日辭任。
5. 張彬先生於二零一八年八月三日獲委任。
6. 王瑞陽先生於二零一八年九月三日獲委任。

CORPORATE GOVERNANCE REPORT

企業管治報告

Board minutes are kept by the company secretary (the “Company Secretary”) of the Company and are open for inspection by the Directors. Every Board member is entitled to have access to Board papers and related materials and has unrestricted access to the advice and services of the Company Secretary, and has the right to seek external professional advice if so required.

Appropriate insurance cover has been arranged in respect of relevant actions against its Directors.

DIRECTORS’ INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Each newly appointed Director would receive an induction covering the Group’s business operations, policies and procedures and the statutory and regulatory obligations of a director of a listed company. The Group also provides briefings and other training to develop and refresh the Directors’ knowledge and skills. The Company continuously updates Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices. Circulars or guidance notes are issued to Directors and senior management where appropriate, to ensure awareness of best corporate governance practices.

董事會會議記錄由本公司的公司秘書(「公司秘書」)存置並公開予董事查閱。每名董事會成員均有權查閱董事會文件及有關資料，並可不受限制地得到公司秘書之意見及服務，並有權於需要時尋求外界專業意見。

本公司已安排適當保險，使其董事於面對有關法律行動時得到保障。

董事就任及持續專業發展

任何獲委任之新董事將獲提供涵蓋本集團業務營運、政策及程序及上市公司董事法定及監管責任之就任須知。本集團亦會提供簡介及其他培訓，讓董事發展及了解最新知識及技能。本公司持續提供有關上市規則及其他適用監管規定之最新信息予董事，以確保董事遵守該等規則及提高彼等對良好企業管治常規之認識。於適當情況下，本公司會向董事及高級管理層發出通函或指引，以確保知悉最佳企業管治常規。

CORPORATE GOVERNANCE REPORT

企業管治報告

According to the records provided by the Directors, during the period from 1 January 2018 to 31 December 2018, the Directors participated in the following trainings:

根據董事提供之記錄，於二零一八年一月一日至二零一八年十二月三十一日期間，董事已參與下列培訓：

Name of Directors 董事姓名	Type of trainings 培訓類型
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Executive Directors

執行董事

Mr. Jim Ka Shun ¹	詹嘉淳先生 ¹	—
Mr. Chan Chi Hang ²	陳志恆先生 ²	B

Non-Executive Director

非執行董事

Mr. Ma Chao ³	馬超先生 ³	—
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Independent Non-Executive Directors

獨立非執行董事

Mr. Yip Ming	葉明先生	B
Mr. Lau Siu Hang ⁴	劉少恆先生 ⁴	—
Mr. Tsang Chung Sing Edward	曾松星先生	B
Mr. Zhang Bin ⁵	張彬先生 ⁵	B
Mr. Wang Ruiyang ⁶	王瑞陽先生 ⁶	B

A: attending seminars and/or conferences and/or forums relating to directors' duties

A: 出席有關董事職責之研討會及／或會議及／或論壇

B: reading newspaper, journals and updates relating to the economy, general business or directors' duties etc.

B: 閱讀有關經濟、一般業務或董事職責等之報章、刊物及更新資料

1. Mr. Jim Ka Shun resigned on 3 August 2018.
2. Mr. Chan Chi Hang was appointed on 20 July 2018.
3. Mr. Ma Chao was appointed on 2 May 2018 and resigned on 3 August 2018.
4. Mr. Lau Siu Hang resigned on 3 September 2018.
5. Mr. Zhang Bin was appointed on 3 August 2018.
6. Mr. Wang Ruiyang was appointed on 3 September 2018.

1. 詹嘉淳先生於二零一八年八月三日辭任。
2. 陳志恆先生於二零一八年七月二十日獲委任。
3. 馬超先生於二零一八年五月二日獲委任及於二零一八年八月三日辭任。
4. 劉少恆先生於二零一八年九月三日辭任。
5. 張彬先生於二零一八年八月三日獲委任。
6. 王瑞陽先生於二零一八年九月三日獲委任。

CORPORATE GOVERNANCE REPORT

企業管治報告

NOMINATION OF DIRECTORS

The Nomination Committee was established on 21 December 2011 with written terms of reference in compliance with the Listing Rules, and currently consists of three independent non-executive Directors, namely Mr. Yip Ming (chairman of the Nomination Committee), Mr. Tsang Chung Sing Edward and Mr. Zhang Bin.

The Nomination Committee is mainly responsible for reviewing the structure, size and composition of the Board, identifying qualified individuals to become members of the Board, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors. Moreover, the committee will ensure that the Board has the appropriate balance of skills, experience and diversity of perspectives necessary to enhance the effectiveness of the Board and to maintain high standards of corporate governance.

During the year, the Nomination Committee held 5 meetings. Details of the attendance of the Nomination Committee meetings are as follows:

董事之提名

提名委員會於二零一一年十二月二十一日成立，並遵照上市規則設立其職權範圍，其目前由三名獨立非執行董事，即葉明先生(提名委員會主席)、曾松星先生及張彬先生組成。

提名委員會主要負責審核董事會之架構、規模以及構成，物色合資格人士加入董事會，評估獨立非執行董事之獨立性以及就委任或再度委任董事向董事會提供推薦意見。此外，委員會將確保董事會成員在技能、經驗及視角的多元化方面達到適當的平衡，從而提升董事會之效率及保持高標準的企業管治。

年內，提名委員會舉行了5次會議。提名委員會會議之出席詳情如下：

Name of Nomination Committee members

提名委員會成員姓名

Attendance/Number of meetings

出席次數／會議次數

Mr. Yip Ming	葉明先生	5/5
Mr. Lau Siu Hang ¹	劉少恒先生 ¹	4/4
Mr. Tsang Chung Sing Edward	曾松星先生	5/5
Mr. Zhang Bin ²	張彬先生 ²	1/1

1. Mr. Lau Siu Hang resigned on 3 September 2018.
2. Mr. Zhang Bin was appointed as a member of Nomination Committee on 3 September 2018.

1. 劉少恒先生於二零一八年九月三日辭任。
2. 張彬先生於二零一八年九月三日獲委任為提名委員會成員。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIVERSITY OF THE BOARD

The Company has adopted a Board diversity policy to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age (eighteen years old or above), cultural and educational background, qualification, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The Nomination Committee monitors the implementation of the Board diversity policy to ensure the effectiveness of the Board diversity policy.

REMUNERATION OF DIRECTORS

The Company established the Remuneration Committee on 28 June 2005 with written terms of reference in compliance with the Listing Rules, and currently consists three independent non-executive Directors, namely Mr. Zhang Bin (chairman of the Remuneration Committee), Mr. Yip Ming and Mr. Tsang Chung Sing Edward. The Remuneration Committee is mainly responsible for the determination of the specific remuneration packages of all Directors and senior management (including benefits in kind, pension rights and compensation payments), making recommendations to the Board on the matters relating to the Company's policy and structure for the remuneration of the Directors and senior management, and on the establishment of a formal and transparent procedure for developing policy on such remuneration.

During the year, the Remuneration Committee held 5 meetings. Details of the attendance of the Remuneration Committee meetings are as follows:

Name of Remuneration Committee members

薪酬委員會成員姓名

Attendance/Number of meetings

出席次數／會議次數

Mr. Lau Siu Hang ¹	劉少恒先生 ¹	4/4
Mr. Yip Ming	葉明先生	5/5
Mr. Tsang Chung Sing Edward	曾松星先生	5/5
Mr. Zhang Bin ²	張彬先生 ²	1/1

1. Mr. Lau Siu Hang resigned on 3 September 2018.
2. Mr. Zhang Bin was appointed as the chairman of Remuneration Committee on 3 September 2018.

董事會之多元化

本公司已採納董事會多元化政策，透過考慮多項因素，包括但不限於性別、年齡（18歲或以上）、文化及教育背景、學歷、種族、專業經驗、技能、知識及服務年期，務求達致董事會多元化。全體董事會成員委任乃基於用人唯才之準則，而為有效達致董事會多元化，各候選人將按客觀條件加以考慮。

提名委員會一直監督董事會多元化政策之執行工作，以確保董事會多元化政策之有效性。

董事酬金

本公司於二零零五年六月二十八日成立薪酬委員會，並遵照上市規則設立其職權範圍，其現時由三名獨立非執行董事，即張彬先生（薪酬委員會主席）、葉明先生及曾松星先生組成。薪酬委員會主要負責釐定所有董事及高級管理層之具體酬金組合（包括實物利益、退休金權利及補償金額），就本公司有關董事及高級管理層之薪酬政策及架構、就制定有關薪酬政策確立正規及透明之程序向董事會提供建議，以及為制訂該等薪酬相關之政策設定正式及具透明度之程序。

年內，薪酬委員會共舉行了5次會議。薪酬委員會會議之出席詳情如下：

1. 劉少恒先生於二零一八年九月三日辭任。
2. 張彬先生於二零一八年九月三日獲委任為薪酬委員會主席。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDITOR'S REMUNERATION

The Audit Committee is mainly responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of such auditor; reviewing the interim and annual reports and accounts of the Group; and overseeing the Group's financial reporting system and internal control procedures. During the year under review, the remuneration paid/payable to the Company's auditor, RSM Hong Kong, is set out below:

核數師酬金

審核委員會主要負責就外聘核數師之委任、重聘及免職向董事會提供推薦意見及批准聘任外聘核數師之薪酬及聘任條款，以及考慮該等核數師辭任或免職之任何問題；審核本集團之中期及年度報告以及賬目；及監督本集團之財務報告系統及內部監控程序。於回顧年度，已付／應付予本公司核數師羅申美會計師事務所之酬金載列如下：

Fee paid/payable
已付／應付費用
HK\$'000
千港元

Audit services

核數服務

320

AUDIT COMMITTEE

The Audit Committee was established on 7 October 2002. The Audit Committee currently consists of three independent non-executive Directors, namely Mr. Tsang Chung Sing Edward (chairman of the Audit Committee), Mr. Yip Ming and Mr. Zhang Bin.

審核委員會

本公司於二零零二年十月七日成立審核委員會。審核委員會現時由三名獨立非執行董事，即曾松星先生(審核委員會主席)、葉明先生及張彬先生組成。

The terms of reference adopted by the Audit Committee are aligned with the code provisions set out in the CG Code.

審核委員會採納之職權範圍符合企業管治守則所載之守則條文。

The Audit Committee shall meet the external auditor to discuss any area of concern during the audit or review. The Audit Committee reviews the interim and annual reports before submission to the Board. The Audit Committee focuses not only on the impact of standards, but also on the Listing Rules and the legal requirements in the review of the Group's interim and annual reports.

審核委員會應與外聘核數師開會，以討論於審計或審閱期間發現之任何重要事宜。審核委員會將於中期報告及年報呈交董事會前進行審閱。審核委員會於審閱本集團中期報告及年報之時不單關注準則之影響，亦關注上市規則及法律規定之影響。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year, the Audit Committee held 2 meetings and has reviewed the Group's unaudited interim results of the six months ended 30 June 2018 and audited annual results for the year ended 31 December 2017 together with the auditor of the Group. In the opinion of the Audit Committee, the preparation of such results complied with the applicable accounting standards and the Listing Rules.

年內，審核委員會共舉行了2次會議，並連同本集團之核數師審閱本集團截至二零一八年六月三十日止六個月之未經審核中期業績以及截至二零一七年十二月三十一日止年度之經審核全年業績。審核委員會認為，該等業績之編製符合適用會計準則及上市規則。

Major work completed by the Audit Committee during the year includes:

審核委員會於年內完成的重要工作包括：

- reviewed the Group's annual report, interim financial information and annual financial statements;
 - reviewed significant accounting and audit issues;
 - reviewed the external auditor's qualifications, independence and performance;
 - assisted the Board to evaluate on the effectiveness of financial reporting procedures and internal control system;
 - advised on material event or drawing the attention of the management on related risks; and
 - reviewed the adequacy and effectiveness of the Group's systems of risk management and internal control.
- 審閱本集團的年報、中期財務資料及年度財務報表；
 - 審閱主要會計及核數事宜；
 - 審閱外聘核數師的資格、獨立身份及表現；
 - 協助董事會評估財務申報流程及內部監控系統的有效性；
 - 就重大事件提供意見或敦請管理層垂注有關風險；及
 - 審閱本集團風險管理及內部監控系統的合適性及有效性。

Details of the attendance of the Audit Committee meetings are as follows :

審核委員會會議之出席詳情如下：

Name of Audit Committee members

Attendance/Number of meetings

審核委員會成員姓名

出席次數／會議次數

Mr. Tsang Chung Sing Edward	曾松星先生	2/2
Mr. Yip Ming	葉明先生	2/2
Mr. Lau Siu Hang ¹	劉少恒先生 ¹	2/2
Mr. Zhang Bin ²	張彬先生 ²	—

1. Mr. Lau Siu Hang resigned on 3 September 2018.
2. Mr. Zhang Bin was appointed as a member of Audit Committee on 3 September 2018.

1. 劉少恒先生於二零一八年九月三日辭任。
2. 張彬先生於二零一八年九月三日獲委任為審核委員會成員。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPANY SECRETARY

During the year ended 31 December 2018, the Company Secretary has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

SHAREHOLDERS' RIGHTS

The Company commits to place shareholders' interests as top priority and protect their rights as provided in the Articles. Shareholders can visit the Company's website (www.cflg.com.hk) to gain access to the Company's up-to-date information. They are entitled to be given due notice to attend all the general meetings of the Company, vote all the resolutions (except for those which shareholders may have conflict of interest and are required to abstain from voting) and raise questions to the management on the Group's status and development plans.

Shareholders as duly registered holders of the ordinary shares of the Company ("Members") are also entitled to requisition to convene an extraordinary general meeting in accordance with the Articles. Details of the requirements and procedures are as follows:

(i) Any one or more Members holding not less than one tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company may send a written requisition to the Board or the Company Secretary to convene a general meeting;

公司秘書

於截至二零一八年十二月三十一日止年度，公司秘書已妥善遵守上市規則第3.29條項下之相關專業培訓規定。

以投票方式表決

根據上市規則第13.39(4)條規定，股東於股東大會上所作的任何表決必須以投票方式進行，惟主席誠意決定以允許純粹與程序或行政事宜相關之決議案可以舉手投票方式表決除外。

股東權利

本公司致力將股東權益放在首位，並保障本公司之細則提供予彼等之權利。股東可瀏覽本公司網站(www.cflg.com.hk)以取得本公司之最新資料。彼等有權收取適當通知，出席所有本公司股東大會、投票表決所有決議案(除股東可能有利益衝突並須放棄投票者外)及就本集團之狀況及發展計劃向本公司之管理層提出詢問。

正式註冊為本公司普通股持有人之股東(「股東」)亦有權根據細則提出召開股東特別大會之請求。有關請求及程序之詳情如下：

(i) 持有本公司繳足股本(附帶權利出席本公司股東大會)不少於十分之一之任何一名或多名股東，有權向董事會或公司秘書發出請求書，要求召開股東大會；

CORPORATE GOVERNANCE REPORT

企業管治報告

- (ii) The requisition must be duly signed by the requisitioner, specifying the requisitioner's name, contact details and the number of ordinary shares of the Company that the requisitioner is holding and the matters proposed to be discussed and transacted in the general meeting. The requisition must be deposited at the Company's principal place of business in Hong Kong at Room 2202, 22nd Floor, 118 Connaught Road West, Hong Kong;
 - (iii) The Company will verify the requisition and upon confirming that the requisition is proper and in order, the Board will proceed with the necessary procedures including the convening of a general meeting; and
 - (iv) The general meeting shall be held within two (2) months after the deposit of the requisition.
- (ii) 請求書必須由請求人正式簽署，列明請求人之姓名、聯絡資料及請求人持有本公司普通股之數目，以及建議於股東大會討論及處理之事務。請求書必須存放至本公司之香港主要營業地點香港干諾道西118號22樓2202室；
 - (iii) 本公司將核實請求書，並於確認請求書屬適合及適當後，董事會將進行召開股東大會之必要程序；及
 - (iv) 股東大會須於存放請求書後兩(2)個月內舉行。

If the Board does not within twenty-one (21) days from the date of the deposit of the requisition proceed duly to convene a general meeting, the requisitioner himself may convene a general meeting in the same manner.

倘董事會於存放請求書日期後二十一(21)日內未正式召開股東大會，則請求人可以相同方式自行召開股東大會。

INVESTOR RELATIONS

The Company is committed to a policy of open and regular communication and reasonable disclosure of information to its shareholders so that they can exercise their rights in an informed manner. Information about the Company is disseminated to the shareholders through:

- (i) delivery of interim and annual results and reports to all shareholders;
 - (ii) publication of announcements on interim and annual results on the websites of the Company and the Stock Exchange, and issuance of other announcements and shareholders' circulars in accordance with the continuing disclosure obligations under the Listing Rules; and
- (i) 向全體股東提呈中期和全年業績及報告；
 - (ii) 根據上市規則之持續披露責任於本公司及聯交所之網站刊登中期及全年業績公佈、發表其他公佈及刊發股東通函；及

投資者關係

本公司致力保持開放及定期溝通之政策，並且向其股東及投資者合理地作出資料披露，令彼等可於知情之情況下行使其權利。關於本公司之資料通過以下方式向股東發佈：



CORPORATE GOVERNANCE REPORT

企業管治報告

(iii) the general meeting of the Company is an effective communication channel between the Board and shareholders. As such, the Board members attended the 2018 annual general meeting and other extraordinary general meetings during the year to provide shareholders with opportunities to understand the latest development of the Group and raise questions.

(iii) 本公司之股東大會乃董事會與股東之間的有效溝通渠道。因此，年內董事會成員出席二零一八年股東週年大會及其他股東特別大會，為股東提供瞭解本集團最新發展之機會及提出詢問。

The 2018 annual general meeting was held on 25 May 2018 and there was one extraordinary general meeting held on 11 January 2018. The attendance record of the Directors at the general meetings is set out below:

二零一八年股東週年大會於二零一八年五月二十五日舉行及於二零一八年一月十一日舉行了一次股東特別大會。董事於股東大會之出席記錄載列如下：

Name of Directors 董事姓名		Attendance/Number of general meetings 出席次數／股東大會次數
<i>Executive Directors</i> 執行董事		
Mr. Jim Ka Shun ¹	詹嘉淳先生 ¹	2/2
Mr. Chan Chi Hang ²	陳志恆先生 ²	—
<i>Non-Executive Director</i> 非執行董事		
Mr. Ma Chao ³	馬超先生 ³	1/1
<i>Independent Non-Executive Directors</i> 獨立非執行董事		
Mr. Yip Ming	葉明先生	2/2
Mr. Lau Siu Hang ⁴	劉少恒先生 ⁴	2/2
Mr. Tsang Chung Sing Edward	曾松星先生	2/2
Mr. Zhang Bin ⁵	張彬先生 ⁵	—
Mr. Wang Ruiyang ⁶	王瑞陽先生 ⁶	—

1. Mr. Jim Ka Shun resigned on 3 August 2018.
2. Mr. Chan Chi Hang was appointed on 20 July 2018.
3. Mr. Ma Chao was appointed on 2 May 2018 and resigned on 3 August 2018.
4. Mr. Lau Siu Hang resigned on 3 September 2018.
5. Mr. Zhang Bin was appointed on 3 August 2018.
6. Mr. Wang Ruiyang was appointed on 3 September 2018.

1. 詹嘉淳先生於二零一八年八月三日辭任。
2. 陳志恆先生於二零一八年七月二十日獲委任。
3. 馬超先生於二零一八年五月二日獲委任及於二零一八年八月三日辭任。
4. 劉少恒先生於二零一八年九月三日辭任。
5. 張彬先生於二零一八年八月三日獲委任。
6. 王瑞陽先生於二零一八年九月三日獲委任。

During the year ended 31 December 2018, there were no significant changes in the Company's constitutional documents.

截至二零一八年十二月三十一日止年度，本公司之章程文件並無重大改動。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Board acknowledges its responsibility to prepare the Group's accounts for each financial period and to ensure that the financial statements are in accordance with statutory requirements and applicable accounting standards. The Board also ensures the timely publication of the consolidated financial statements. The Directors, having made appropriate enquiries, confirm that they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

CORPORATE GOVERNANCE FUNCTIONS

The Board as a whole is responsible for performing the corporate governance duties including:

- (i) to develop and review the Company's policies and practices on corporate governance;
- (ii) to review and monitor the training and continuous professional development of Directors and senior management;
- (iii) to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements;
- (iv) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (v) to review the Company's compliance with the code and disclosure in the corporate governance report.

董事對財務報表之責任

董事會確認其負責編製本集團各財務期間之賬目，並須確保財務報表符合法定要求及適用會計準則。董事會亦確保綜合財務報表準時刊發。董事於作出適當查詢後，確認彼等並不知悉任何可能會對本集團持續經營能力造成重大疑慮之事件或情況之重大不確定因素。

企業管治職能

董事會整體負責執行企業管治職責，包括：

- (i) 發展及檢討本公司有關企業管治之政策及常規；
- (ii) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (iii) 檢討及監察遵守法定及監管規定之本公司政策及常規；
- (iv) 發展、檢討及監察適用於僱員及董事之行為守則及合規手冊(如有)；及
- (v) 檢討本公司遵守企業管治報告之守則及披露。



CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for overseeing the Group's risk management and internal control systems and reviewing their effectiveness at least annually.

As a part of the Group's risk management and internal control systems, appropriate policies and controls have been designed and established by the Group to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, and key risks that may impact on the Group's performance are appropriately identified and managed.

However, the risk management and internal control systems can only provide reasonable and not absolute assurance against material misstatement or loss, as they are designed to manage, rather than eliminate the risk of failure to achieve business objectives.

The Group has adopted a three-tier risk management approach to identify, evaluate and manage significant risks. The operating units of the Group, as a first line of defence, identify, evaluate, mitigate and monitor the risks, and report such risk management activities to the Group's management on a regularly basis. The Group's management, as the second line of defence, provides support to the operating units and ensure that the significant risks are properly managed and within the acceptable range and report the situation to the Board at each regularly scheduled meeting. The Board, as the final line of defence, conducts an annual review of the overall effectiveness of the Group's risk management and internal control systems.

風險管理及內部監控

董事會確認監督本集團風險管理及內部監控系統以及每年至少檢討一次該系統是否有效的責任。

作為本集團風險管理及內部監控系統的一部分，本集團設計並制訂適當的政策及監控程序，以保證資產免遭不當使用或出售、貫徹及遵守相關規則及規定、根據相關會計標準及監管申報規定進行可靠財務及會計記錄，以及及時發現並管理可能影響本集團表現的重要風險。

然而，就避免重大的失實陳述或損失而言，風險管理及內部監控系統僅能作出合理而非絕對的保證，由於該系統旨在管理而非消除未能達成業務目標的風險。

本集團已採納三級風險管理方法以識別、評估及管理重大風險。本集團營運單位，作為第一道防線，負責識別、評估、降低及監察風險，並定期就有關風險管理活動向本集團管理層報告。作為第二道防線，本集團管理層向營運單位提供支持，確保重大風險得以恰當管理並在可接受範圍內，並於定期召開的會議向董事會報告情況。董事會作為最後一道防線，負責每年審閱本集團風險管理及內部監控系統的整體有效性。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Group does not have an internal audit function and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. It was decided that the Board would be directly responsible for internal control of the Group and for reviewing its effectiveness. Procedures have been designed for safeguarding assets against unauthorised use or disposition, ensuring the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensuring compliance with applicable laws, rules and regulations. The situation will be reviewed from time to time.

During the year, the Board has reviewed and discussed the risk management and internal control systems and no material internal control failings, weaknesses or deficiencies have been identified during the course of the review.

Based on the above, the Board were not aware of any areas of concern that would have a material impact on the Group's financial position or results of operations and considered the risk management and internal control systems to be generally effective and adequate including the adequacy of resources, staff qualifications and experience, training programs and budget of the accounting, internal control and financial reporting functions.

With respect to the monitoring and disclosure of inside information, the Group has formulated its guidelines, with an aim to ensure that the insiders abide by the confidentiality requirement and fulfill the disclosure obligation of the inside information.

本集團並無內部審核功能及認為根據目前本集團業務之規模、性質及複雜性，毋須即時於本集團內設立內部審核功能。本集團決定直接由董事會負責本集團之內部監控並審閱其效能，並已制訂程序以防止資產未經授權使用或出售、確保存有正確記錄以提供可靠財務資料作內部使用或刊發，以及確保遵守適用法律、法規及規定。該情況將不時進行檢討。

本年度內，董事會已審閱及與本集團管理層討論風險管理及內部監控系統，於審閱過程中概無發現重大內部監控失靈、弱點或缺陷。

根據以上所述，董事會並不知悉任何需關注事項會對本集團的財務狀況或營運業績產生重大影響，並認為風險管理及內部監控系統的運作整體上充足且有效，包括在資源、員工資歷及經驗、培訓計劃及在會計、內部監控及財務匯報職能的預算等方面均屬充足。

關於內幕消息的監控及披露，本集團已就保證內幕人士遵循保密要求及履行內幕消息的披露義務制定相關的指引。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

China Financial Leasing Group Limited (the “Company”), with its subsidiaries (collectively the “Group”) is pleased to demonstrate its commitment to sustainable development. The Group prepared the Environmental, Social and Governance (“ESG”) Report (the “ESG Report”) pursuant to the Environmental, Social and Governance Reporting Guide provided in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. This report covers the Group’s operation in Hong Kong for the year ended 31 December 2018 and discloses information on the Group’s ESG management approach, strategy, priorities, objectives, compliance with the relevant laws and regulations and the Group’s performance.

The board (the “Board”) of directors (the “Directors”) has overall responsibility for the Group’s ESG strategy and reporting and has determined to integrate the ideas of environmental and social responsibility into the Group’s operation and management activities. The Board has reviewed and approved this ESG Report.

STAKEHOLDERS ENGAGEMENT

The Group endeavours to create sustainable growth and long-term value for its stakeholders, who mainly comprise the Group’s employees and investors. The Group continues to interact with the Group’s stakeholders on ongoing basis in order to understand their views and collect their feedback. The communication channels with stakeholders include annual general meeting and staff meetings, etc.

ENVIRONMENTAL

The Group is committed to acting in an environmentally responsible manner through its office management and daily operation. The Group adheres to the principle of recycling and reducing, and implement green office practices to minimise the impact of businesses on the environment.

為展示中國金融租賃集團有限公司(「本公司」)，及其附屬公司(統稱「本集團」)對可持續發展的承諾，本集團根據香港聯合交易所有限公司證券上市規則附錄二十七規定的環境、社會及管治報告指引編製本環境、社會及管治(「環境、社會及管治」)報告(「ESG報告」)。本報告涵蓋本集團截至二零一八年十二月三十一日止年度於香港營運的情況，並披露有關本集團的環境、社會及管治管理方法、策略、重點、目標、遵守相關法律及法規以及本集團的表現的資料。

董事(「董事」)會(「董事會」)對本集團的環境、社會及管治策略及報告負全責，並決定將環境及社會責任的觀點與本集團的營運及管理活動相結合。董事會已審閱及批准本ESG報告。

持份者參與

本集團致力於為其持份者創造可持續增長及長期價值，持份者主要包括本集團之僱員及投資者。本集團持續與持份者交流，以了解彼等的觀點及蒐集彼等的反饋。本集團與持份者的溝通渠道包括股東週年大會及員工會議等。

環境

本集團於整個辦公室管理及日常營運過程中秉承對環境負責之態度。本集團堅守循環再用及減少使用的原則，並實踐綠色辦公室常規達至盡量減少公司對環境的影響。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Below practices are being implemented by the Group for energy saving measure:

- (i) double-sided printing and copying, promoting using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliance;
- (ii) maintain the temperature at 25.5°C, an optimal temperature for comfort and energy savings;
- (iii) staff is recommended to switch off the lights and air conditioning in the meeting room when it is not in use;
- (iv) widespread adoption of multi-function photocopiers (with printing, scanning and fax functions); and
- (v) promote paperless environment by encouraging the use of soft and electronic copy for the document instead of hard copy.

Being an investment company, the Group is also aware of the investment decisions and its potential impact to the environment. Should the opportunity arise, the Group would consider the risk of the projects and return dynamics as well as the positive environmental effects it will have.

EMISSION

As a responsible corporate citizen, the Group is committed to protecting natural resources and the global environment. Our commitment to emission reduction, energy and resources conservation encompasses every aspect of the Group's operation, and the Group has complied with laws and regulation related to environmental protection. In light of the Group's business nature, the operation of the Group does not generate air, water or land pollutions or raise any significant environmental issues.

Electricity consumed by the Group in principle place of business is supplied by The Hongkong Electric Company, Limited. The electricity consumption by the Group was approximately 5,300 kWh.

以下是本集團已實施在節能方面的措施：

- (i) 採用雙面列印及複印、推廣環保用紙及透過關掉不使用的照明及電器來減少能源消耗；
- (ii) 把室溫保持在攝氏二十五點五度這個最舒適及節能的溫度；
- (iii) 當會議室閒置時，員工會關掉房中的空調和燈；
- (iv) 廣泛採用多功能的影印機(具備打印、掃描及傳真功能)；及
- (v) 通過鼓勵使用文件的軟拷貝及電子複本而非紙本，來推行無紙化環境。

作為投資公司，本集團亦知悉投資決策及其對環境的潛在影響。倘時機適合，本集團可能考慮項目的風險回報機制之餘亦考量其對環境的積極影響。

排放

身為有責任的企業公民，本集團致力於保護天然資源及全球環境。本集團於營運的各個方面皆致力減排、節能及珍惜資源，並已遵守與環境保護有關之法律及規例。鑒於本集團的業務性質，本集團之營運不會產生空氣、水質或土地污染或產生任何重大環境問題。

本集團主要營業地點中所用電力乃由香港電燈有限公司及供應。年內，本集團所消耗電量約為5,300千瓦時。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Since the Group's business does not involve manufacturing activities, solid waste is mainly generated in daily office operations without generation of hazardous waste. The Group encourages employees to go paperless as much as possible by limiting print outs as well as communicating via e-mail as opposed to fax. Employees are also encouraged to re-use paper and conserve paper usage by printing double-sided to the extent practicable. During the year, the Group used a total of approximately 109,000 pieces of paper in its normal business operations of which approximately 94,000 pieces of paper were attributable to the printing of the financial statements and materials related to general meetings distributed to shareholders of the Company.

Regulatory compliance

During the year under review, the Group was not aware of any incidents of non-compliance with laws and regulations that have a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

USE OF RESOURCES

The Group has undertaken various resources saving measures to demonstrate the efforts in efficient use of resources in the daily operations. Employees are encouraged to optimise resources to help the Group to minimise the impact on the environment and natural resources e.g. use of public transportation. The Group owns a yacht and private motor vehicles that run on petrol gas and gasoline. During the year, a total of approximately 5,600 litres of petrol and gasoline was used for the yacht and private motor vehicles. Although non-significant amounts of water is consumed through the business activities, the Group also encourages water saving by driving water-saving habits and posting green messages in the workplace to remind the employees to use water effectively.

由於本集團業務不涉及製造業務，固體廢物主要於日常辦公室運作中產生，並無產生有害廢物。本集團鼓勵僱員盡量無紙化辦公，減少打印並以電郵(而非傳真)通訊。為免浪費用紙，本集團亦鼓勵員工在切實可行的情況下重用紙張及採用雙面打印。年內，本集團於正常業務營運使用合共約109,000張印刷紙張，當中約94,000張是源自打印向本公司股東派發的財務報表及股東大會相關之文件。

法規遵從

於回顧年度，本集團並不知悉任何就空氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生而言對本集團有重大影響的法律及法規不合規事宜。

資源利用

本集團已進行各種資源節約措施，以證明本集團於日常營運中有效利用資源方面的努力。本集團鼓勵僱員優化使用資源(如使用公共交通工具)以幫助本集團將對環境及自然資源的影響降到最低。本集團擁有使用汽油及柴油的遊艇及私人汽車。年內，本集團的遊艇及私人汽車所使用汽油及柴油合共約為5,600升。儘管業務活動消耗水量並不顯著，但本集團亦鼓勵節約用水，推行節水習慣及在工作場所張貼環保標語以提醒僱員有效用水。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

THE ENVIRONMENTAL AND NATURAL RESOURCES

Since the Groups core operations are confined to the office environment, the impact of the Group on the environment and natural resources is not significant. It is mainly attributed to the use of electricity, water and papers in the office. During the year, the Group set a number of measures to reduce the use of resources (refers to above sections “Environmental” and “Emission” for details). In order to have further reductions on the environmental impact and use of natural resources, the Group will continue to make assessment and minimise the environmental impact.

EMPLOYMENT

The Group provides the employees with fair and competitive remuneration to motivate them. The Group may also at its sole discretion, to grant share options to employees as a long-term incentive aiming to motivate employees pursuing Group’s goal and objectives. Employees and Directors can subscribe shares of the Company based on their performance and contribution to the Group.

In addition, the Group’s policies and guidelines on recruitment and promotion are formulated based on the principles that:

- (i) we are an equal opportunity employer;
- (ii) we make decisions to engagement relating to candidate’s relevance experiences and qualifications and staff’s promotion relating to performance; and
- (iii) working hours, leaves and other fringe benefits are in line with industry practice and/or (if applicable) adjusted based on experience, qualifications and seniority of staff.

環境及自然資源

由於本集團的核心業務限於辦公室環境，本集團對環境及自然資源的影響並不重大，主要體現在辦公區用電、用水及消耗紙張。年內，本集團採取了一系列措施（有關詳情請參閱上文「環境」及「排放」），以減少資源的使用。為進一步減低環境影響及自然資源使用，本集團將持續評估並將環境影響降至最低。

僱傭

本集團給予僱員公平及具競爭力的薪酬以鼓勵彼等。本集團亦可按其全權酌情決定向僱員授予購股權作為長期激勵，旨在鼓勵僱員追求本集團的目標。僱員及董事可根據其表現及對本集團的貢獻認購本公司股份。

此外，本集團在招聘及晉升方面的政策及指引為：

- (i) 我們是平等機會僱主；
- (ii) 我們按照應徵者相關經驗及學歷以決定聘用及員工的表現以決定晉升；及
- (iii) 工作時數、假期及其他待遇及福利與行業慣例一致，及／或（如適用）按經驗、資格及年資調整。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

A breakdown of the number of the Group's staff and Directors as at 31 December 2018 is as follows:

於二零一八年十二月三十一日，本集團在職員工及董事人數統計如下：

		Staff 員工	Directors 董事	Total 合計
Number (At 31 December 2018)	人數(於二零一八年十二月三十一日)	14	5	19

The Group's human resources practices are established to align with the applicable laws and regulations with regard to recruitment, compensation and dismissal, other benefits and welfare, promotion, working hours, equal opportunities, diversity and anti-discrimination. The Group embraces diversity and provides employees with equal opportunity. Employees are assessed and hired based on their capabilities, regardless of their age, gender, nationality, cultural background, religious belief, etc. During the year ended 31 December 2018, the Group complied with Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) and other labour related laws and regulations.

本集團就招聘、補償及解僱、其他福利、晉升、工時、平等機會、多樣性及反歧視方面訂有符合適用法律及法規的人力資源常規。本集團接受多樣化，並為僱員提供平等機會。本集團會根據僱員的能力而無論其年齡、性別、國籍、文化背景及宗教信仰等對僱員進行評估及錄用。於截至二零一八年十二月三十一日止年度，本集團已遵守強制性公積金計劃條例(香港法例第485章)及其他勞動相關法例及法規。

DEVELOPMENT AND TRAINING

The Group believes two-way communication is crucial to employee engagement that drives job satisfaction and high productivity. The Group has provided a platform for quality communication between employees and management. Promotion is executed on a fair and open basis and any form of discrimination is not tolerated. Competent employees will be considered for internal promotion in recognition of their efforts and contribution when there is a job vacancy.

發展及培訓

本集團相信雙向溝通對推動員工的投入度，以提高工作滿意度和生產率至關重要。本集團已為員工及管理層之間提供高質溝通平台。升職乃按公平及公開基準執行且概不容忍任何形式的歧視。在有職位空缺的情況下，合符資格的僱員將被考慮進行內部晉升，以表彰他們的努力及貢獻。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

HEALTH AND SAFETY

The Group is subject to the health and safety requirements of Hong Kong including, but not limited to, the Occupational Health and Safety Ordinance. The Board believes that it is in compliance with such requirements for the year ended 31 December 2018. The Group's liability to the employees is covered by insurance, which are required by law to take out. The Board further confirmed that there was no material violation of currently applicable safety regulations nor were there any material employee safety issues involving the Group. During the year ended 31 December 2018, no fines or penalties for non-compliance of safety laws and regulations were imposed on the Group.

LABOUR STANDARD

No child or forced labour were employed in the Group's operations during the year which was in compliance with the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) in terms of employment management.

The Group lists specific requirements to hire the most suitable candidate. All resume, original identification card, original certificate should be first checked during interview. The Group may also contact candidate's preceded employer for reference.

The Group adopted a Board diversity policy under which the Board composition includes members with different skills, industry knowledge and experience, education, background and other qualities without discrimination.

During the year, the Group had no non-compliance case regarding violation of relevant child labour and forced labour laws.

健康及安全

本集團須遵守香港的健康及安全規定，包括但不限於職業安全及健康條例。截至二零一八年十二月三十一日止年度，董事會認為其已遵守該等規定。本集團對僱員的責任乃由本集團根據法例須投購的保險所涵蓋。董事會進一步確認，概無嚴重違反現時適用的安全規例，亦概無涉及本集團的任何重大僱員安全事宜。截至二零一八年十二月三十一日止年度，概無就違反安全法例及規例向本集團判處任何罰款或懲罰。

勞工準則

於本年度內，本集團的經營業務並無僱用童工或強制勞工。本集團的僱傭管理符合僱傭條例(香港法例第57章)。

本集團會列出具體要求以招聘最合適人選。所有履歷表、身份證正本及證書正本應首先在面試時檢查。本集團亦可能聯絡應徵者的前僱主以作參考。

本集團已設立了董事會多元化政策。組成董事會所包括的成員擁有不同的技能、行業知識及經驗、教育、背景及其他特質，沒有歧視。

於本年度內，本集團並無有關違反有關童工或強制勞工法律的不合規個案。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

LAWFUL GOVERNANCE

The Group has complied with the applicable employment-related laws and regulations currently in force in Hong Kong (including but not limited to those relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity diversity, anti-discrimination, other benefits and welfare), as well as the Group does not employ staffs who are below 18 years of age. The Group provides such rights and benefits to the employees which are no less than those required statutorily. No employees are paid less than the minimum wage specified by the Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong). Monthly salary payments are made on time according to respective employment contracts.

SUPPLY CHAIN MANAGEMENT AND PRODUCT RESPONSIBILITY

The Company is an investment company. During the year ended 31 December 2018, the Group mainly engages in investments in listed and unlisted equity securities. It does not have any major supplier of products, raw materials or services.

依法管治

本集團遵守香港現行之適用的僱傭相關法例及法規(包括但不限於與薪酬及解僱、招聘及晉升、工作時數、假期、平等機會多元化、反對歧視、其他待遇及福利有關之法律及規例)同時亦無僱用未滿18歲之員工，並向員工提供不低於法定標準的勞工權利及福利。概無向任何僱員支付低於最低工資條例(香港法例第608章)之工資，每月薪金乃根據各員工的僱傭合約按時支付。

供應鏈管理及產品責任

截至二零一八年十二月三十一日止年度，由於本公司作為一間投資公司，而本集團業務主要為其於上市及非上市股本證券之投資，故沒有任何為本集團提供產品、原材料或服務之主要供貨商。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ANTI-CORRUPTION

With integrity being a core part of the Group's business ethics, the Group strictly complies with the laws and regulations regarding bribery, extortion, fraud and money laundering, such as the Prevention of Bribery Ordinance (Chapter 201 of the laws of Hong Kong). To maintain high standards of corporate governance, the Group fulfills the commitment through abiding by anti-corruption policies and guidelines, such as acceptance of gifts and conflicts of interest. To live up to the anti-corruption commitment, whistleblowing policy is also formulated by the Group. The employees of the Group are encouraged to report any suspected misconduct and violation of rules. Investigation work for whistleblowing reports is handled with strict confidentiality under all circumstances to preserve anonymity.

During the year ended 31 December 2018, the Group had not been charged for any corruption within the Board, its senior management and its staff, as well as its subsidiaries and their employees, during their employment.

The Group, together with the current Board, gives the utmost priority to regulatory compliance. The Board advocates a high level of independence so as to make independent judgements. Therefore, the Company has appointed four independent non-executive Directors. In selecting the Board members, the Company already considered the experience, knowledge and background of all four independent non-executive Directors that can contribute to the diversity and caliber of the Group.

COMMUNITY INVOLVEMENT

The Group always endeavours to serve the community and therefore highly respects its corporate social responsibilities. The Group has also supported charity work/organisations/non-governmental organisation by participating in various activities or making donation in the total sum of approximately HK\$3,068,000. For the sake of social betterment, the Group will also identify charitable, non-profit or educational institutions and foundations that share its beliefs.

反貪污

誠信為本集團商業道德的核心部分，本集團嚴格遵守如防止賄賂條例(香港法例第201章)等有關賄賂、勒索、欺詐及洗錢的法律及規例。為維持高水平的企業管治，本集團通過遵守如有關接受饋贈及利益衝突等反貪政策及指導方針以履行本集團的承諾保持高標準的企業管治。為履行本集團的反貪承諾，本集團亦已制定舉報政策。本集團鼓勵員工舉報任何涉嫌不當行為及違規行為。調查舉報報告之工作於任何情況下均以嚴格保密方式處理，以保持舉報人士匿名。

截至二零一八年十二月三十一日止年度，本集團概無因本公司董事會、高級管理層及員工、以及旗下附屬公司或其僱員(於受僱期間)貪污而被起訴。

本集團，連同現屆董事會，給予監管合規最優先的關注。董事會認為，董事會應具備強烈獨立性，有效行使獨立判斷。因此，本公司已委任四名獨立非執行董事。於遴選董事會成員時，本公司已考量該四名獨立非執行董事可為本集團的多元化及才能作出貢獻的經驗、知識及背景。

社區參與

本集團一向致力回饋社會，重視履行企業的社會責任。本集團亦向慈善工作／組織／非政府組織，參與各項活動或捐款合共約為3,068,000港元。本集團日後亦會繼續物色與本公司理念一致的慈善、非牟利或教育機構及基金組織，以回饋社會。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

EXECUTIVE DIRECTOR

Mr. Chan Chi Hang (“Mr. Chan”), aged 43, was appointed as executive Director of China Financial Leasing Group Limited (the “Company”) on 20 July 2018. Mr. Chan is a holder of Bachelor of Business Administration in Finance from The Hong Kong University of Science and Technology in 1998. Mr. Chan is currently a licensed person and a responsible officer to carry out type 9 (asset management) regulated activities under the Securities and Futures Ordinance (“SFO”). Mr. Chan has approximately 18 years of relevant experience in financial industry, including asset management and providing investment advisory services. Mr. Chan is the director and type 9 (asset management) responsible officer of BG Asset Management Limited (“BG Asset”) (formerly known as Jaala Asset Management Limited) since June 2017 and responsible for the investment portfolio management. BG Asset is a licensed corporation under the SFO with type 9 (asset management) to provide asset management service to the clients. Mr. Chan also served as chief operating officer of Gold Mountains Asset Management Limited from July 2016 to May 2017, director of Partners Asset Management (HK) Limited from January 2015 to July 2016, and fund manager of CLSA Alternative Investment Management Limited from January 2007 to April 2011.

Mr. Chan has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the articles of association of the Company (the “Articles”), Mr. Chan is subject to retirement at the Company’s next annual general meeting and being eligible offer himself for re-appointment. Thereafter, Mr. Chan is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Chan is HK\$900,000 per annum which is determined by the board (the “Board”) of directors (the “Directors”) with reference to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, Mr. Chan does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Chan does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

執行董事

陳志恆先生(「陳先生」)，43歲，於二零一八年七月二十日起獲委任為中國金融租賃集團有限公司(「本公司」)執行董事。陳先生於一九九八年取得香港科技大學工商管理財務學學士學位。陳先生現時為證券及期貨條例(「證券及期貨條例」)下進行第9類(資產管理)受規管活動之持牌人士及負責人員。陳先生於金融行業擁有約18年相關經驗，包括資產管理及提供投資顧問服務。自二零一七年六月起，陳先生為北港資產管理有限公司(「北港資產」)(前稱俊盈資產管理有限公司)之董事及第9類(資產管理)負責人員，負責管理投資組合。北港資產為證券及期貨條例下的第9類(資產管理)之持牌法團，為客戶提供資產管理服務。陳先生曾於二零一六年七月至二零一七年五月為金山資產管理有限公司之首席營運總監、於二零一五年一月至二零一六年七月為博大資產管理(香港)有限公司之董事及於二零零七年一月至二零一一年四月為中信里昂另類投資管理有限公司之基金經理。

陳先生與本公司就有關委任訂立並無特定年期之委任書。根據本公司之章程細則(「細則」)，陳先生須於本公司下屆股東週年大會上將會退任，並符合資格膺選連任。此後，陳先生須至少每三年輪值告退一次。陳先生之薪酬為每年900,000港元，陳先生之薪酬乃由董事(「董事」)會(「董事會」)經參考其資歷及經驗、於本公司之職責及職務、本公司之表現及目前市況釐定。

除上文披露者外，陳先生概無於本公司或其附屬公司擔任任何其他職務，或於過去三年內於其他上市公眾公司擔任董事。陳先生與本公司其他董事、高級管理層、主要或控股股東概無任何關連。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yip Ming (“Mr. Yip”), aged 64, was appointed as independent non-executive Director of the Company on 19 December 2014. Mr. Yip is a member of The Institute of Fire Engineers. Mr. Yip had worked in the Hong Kong Fire Services Department for about 30 years and retired in 2009 at the position of Senior Divisional Officer. During his tenure, Mr. Yip had been seconded to attend professional and management training at The Michigan State Police Training Centre, United States of America in 1997, Fire Services Collages, England in 2003 and Peking University in 2006. Mr. Yip has also been appointed as the Honorary Aides De Camp to the Governor of Hong Kong from 1994 to 1997 and to the Chief Executive of Hong Kong Special Administrative Region from 1998 to 2001. After his retirement in 2009, Mr. Yip worked as consultant in the Pyrotek Technology Limited until May 2014.

Mr. Yip has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Mr. Yip is subject to retirement at the Company’s next annual general meeting and being eligible offer himself for re-appointment. Thereafter, Mr. Yip is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Yip is HK\$200,000 per annum which is determined by the Board with reference to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, Mr. Yip does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Yip does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

獨立非執行董事

葉明先生(「葉先生」)，64歲，於二零一四年十二月十九日起獲委任為本公司獨立非執行董事。葉先生為資深消防工程師學會會員。葉先生於香港消防處工作約30年，並於二零零九年退任高級消防區長。於任職期間，葉先生分別於一九九七年、二零零三年及二零零六年獲調派於美國密歇根州警察培訓中心、英國 Fire Services Collages及北京大學接受專業及管理培訓。葉先生亦自一九九四年至一九九七年獲香港總督及自一九九八年至二零零一年獲香港特別行政區行政長官委任為名譽副官。自其於二零零九年退任後，葉先生於派諾得科技有限公司擔任顧問至二零一四年五月。

葉先生與本公司就有關委任訂立並無特定年期之委任書。根據細則，葉先生須於本公司下屆股東週年大會上將會退任，並符合資格膺選連任。此後，葉先生須至少每三年輪值告退一次。葉先生之薪酬為每年200,000港元，葉先生之薪酬乃由董事會經參考其資歷及經驗、於本公司之職責及職務、本公司之表現及目前市況釐定。

除上文披露者外，葉先生概無於本公司或其附屬公司擔任任何其他職務，或於過去三年內於其他上市公眾公司擔任董事。葉先生與本公司其他董事、高級管理層、主要或控股股東概無任何關係。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Mr. Tsang Chung Sing Edward (“Mr. Tsang”), aged 64, was appointed as independent non-executive Director of the Company on 26 June 2015. Mr. Tsang is a holder of a Bachelor Degree in Commerce from Curtin University, Australia and a Master Degree in Business Accounting from Monash University, Australia. Mr. Tsang is also a fellow member of The Hong Kong Institute of Certified Public Accountants and a member of CPA Australia. Mr. Tsang had held senior positions in a number of Hong Kong listed companies.

Mr. Tsang has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Mr. Tsang is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Tsang is HK\$200,000 per annum which is determined by the Board with reference to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, Mr. Tsang does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies. Mr. Tsang does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

曾松星先生(「曾先生」)，64歲，於二零一五年六月二十六日起獲委任為本公司獨立非執行董事。曾先生於澳洲科廷大學取得商科學士學位及於澳洲蒙納許大學取得商業會計碩士學位，曾先生亦為香港會計師公會之資深會員及澳洲會計師公會之會員。曾先生於多間香港上市公司擔任高級職位。

曾先生與本公司就有關委任訂立並無特定年期之委任書。根據細則，曾先生須至少每三年輪值告退一次。曾先生之薪酬為每年200,000港元，曾先生之薪酬乃由董事會經參考其資歷及經驗、於本公司之職責及職務、本公司之表現及目前市況釐定。

除上文披露者外，曾先生概無於本公司或其附屬公司擔任任何其他職位，或於其他上市公眾公司擔任董事。曾先生與本公司其他董事、高級管理層、主要或控股股東概無任何關連。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Mr. Zhang Bin (“Mr. Zhang”), aged 46, was appointed as independent non-executive Director of the Company on 3 August 2018. Mr. Zhang obtained a bachelor degree in business administration from Shandong University in 2010. Mr. Zhang is a senior economist. Mr. Zhang is also a qualified secretary of the board of directors of Shenzhen Stock Exchange and a qualified independent director of Shenzhen Stock Exchange. Mr. Zhang has extensive years of experience in management of industrial enterprise, securities management and administrative management. Mr. Zhang has been an independent director of Zhuhai Zhongfu Enterprise Co., Limited (a company listed on Shenzhen Stock Exchange) from March 2015 to August 2015 and an independent director of Nuode Investment Co., Limited (a company listed on Shanghai Stock Exchange) from July 2015 to January 2018. Mr. Zhang has been a director of management department, office supervisor, head of securities department and officer of securities affairs of Kairuide Holding Co., Limited (a company listed on Shenzhen Stock Exchange) (formerly known as Shandong Demian Incorporated Company) from 2002 to 2013. Mr. Zhang has been a deputy general manager and a secretary to the board of directors since July 2013, and the non-independent director since August 2013.

Mr. Zhang has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Mr. Zhang is subject to retirement at the Company's next annual general meeting and being eligible offer himself for re-appointment. Thereafter, Mr. Zhang is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Zhang is HK\$200,000 per annum which is determined by the Board with reference to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Save as disclosed above, Mr. Zhang does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Zhang does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

張彬先生(「張先生」)，46歲，於二零一八年八月三日起獲委任為本公司獨立非執行董事。張先生於二零一零年取得山東大學工商企業管理本科學歷。張先生為高級經濟師，並擁有深圳證券交易所董事會秘書資格及深圳證券交易所獨立董事資格。張先生擁有多年工業企業管理、證券主管、行政管理經驗。張先生曾於二零一五年三月至二零一五年八月擔任珠海中富實業股份有限公司(一間於深圳證券交易所上市公司)之獨立董事；於二零一五年七月至二零一八年一月擔任諾德投資股份有限公司(一間於上海證券交易所上市公司)獨立董事。張先生於二零零二年至二零一三年，於凱瑞德控股股份有限公司(一間於深圳證券交易所上市公司)(前稱山東德棉股份有限公司)擔任管理科長、辦公室主任、證券部部長及證券事務代表，自二零一三年七月起擔任副總經理及董事會秘書及於二零一三年八月起擔任非獨立董事。

張先生與本公司就有關委任訂立並無特定年期之委任書。根據細則，張先生須於本公司下屆股東週年大會上退任，並符合資格膺選連任。此後，張先生須至少每三年輪值告退一次。張先生之薪酬為每年200,000港元，張先生之薪酬乃由董事會經參考其資歷及經驗、於本公司之職責及職務、本公司之表現及目前市況釐定。

除上文披露者外，張先生概無於本公司或其附屬公司擔任任何其他職務，或於過去三年於其他上市公眾公司擔任董事。張先生與本公司其他董事、高級管理層、主要或控股股東概無任何關連。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Mr. Wang Ruiyang (“Mr. Wang”), aged 31, was appointed as independent non-executive Director of the Company on 3 September 2018. Mr. Wang obtained a Bachelor’s degree in Biological Engineering from Zhejiang Gongshang University in 2010. Mr. Wang has experience in human resources, administration, financial management and sales experience. Mr. Wang has been a sale manager of Guangzhou Shunzhou Logistics Co., Limited* from July 2010 to January 2016 and statutory representative of Wenzhou Hangchen Crafts Co., Limited* from March 2016 to January 2018. Mr. Wang is currently an executive director of Meehaa International Industry (Shenzhen) Co., Limited* since March 2018.

Mr. Wang has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Mr. Wang is subject to retirement at the Company’s next annual general meeting and being eligible offer himself for re-appointment. Thereafter, Mr. Wang is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Wang is HK\$200,000 per annum which is determined by the Board with reference to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, Mr. Wang does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Wang does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

王瑞陽先生(「王先生」)，31歲，於二零一八年九月三日起獲委任為本公司獨立非執行董事。王先生於二零一零年取得浙江工商大學生物工程本科學歷。王先生擁有人事、行政、財務管理及銷售經驗。王先生於二零一零年七月至二零一六年一月為廣州順舟物流有限公司為銷售經理；及於二零一六年三月至二零一八年一月為溫州杭辰工藝禮品有限公司為法人；自二零一八年三月起，王先生擔任美哈國際實業(深圳)有限公司的執行董事。

王先生與本公司就有關委任訂立並無特定年期之委任書。根據細則，王先生須於本公司下屆股東週年大會上將會退任，並符合資格膺選連任。此後，王先生須至少每三年輪值告退一次。王先生之薪酬為每年200,000港元，王先生之薪酬乃由董事會經參考其資歷及經驗、於本公司之職責及職務、本公司之表現及目前市況釐定。

除上文披露者外，王先生概無於本公司或其附屬公司擔任任何其他職務，或於過去三年於其他上市公眾公司擔任董事。王先生與本公司其他董事、高級管理層、主要或控股股東概無任何關連。

* For identification purpose only

* 僅供識別

REPORT OF THE DIRECTORS

董事會報告書

The board (the “Board”) of directors (the “Directors”) is pleased to submit their report together with the audited consolidated financial statements of China Financial Leasing Group Limited (the “Company”) and its subsidiaries (collectively the “Group”) for the year ended 31 December 2018.

PRINCIPAL ACTIVITIES

The Group is principally engaged in short to medium term capital appreciation by investing in a diversified portfolio of investments in listed and unlisted securities. Details of the principal activities of the subsidiaries are set out in note 17 to the consolidated financial statements.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and indication of likely future development in the Group’s business, can be found in the Management Discussion and Analysis set out on pages 6 to 18 of this annual report. This discussion forms part of this Report of the Directors.

RESULTS AND APPROPRIATIONS

The Group’s results for the year ended 31 December 2018 are set out in the consolidated statement of profit or loss and other comprehensive income on page 63.

The Directors did not recommend the payment of a final dividend for the year ended 31 December 2018.

DONATIONS

Charitable and other donations made by the Group during the year amounted to HK\$3,068,000.

TOTAL NUMBER OF ISSUED SHARES

Details of the movements in the total number of issued shares of the Company during the year are set out in note 21 to the consolidated financial statements.

董事(「董事」)會(「董事會」)欣然提呈彼等之報告，連同中國金融租賃集團有限公司(「本公司」)及其附屬公司(統稱為「本集團」)截至二零一八年十二月三十一日止年度之經審核綜合財務報表。

主要業務

本集團主要從事透過投資於上市及非上市證券之多元化投資組合達致中短期資本增值。附屬公司主要業務詳情載於綜合財務報表附註17。

載於本年報管理層討論及分析第6至18頁之內容包含按照香港公司條例附表5要求須作出有關該等業務之進一步討論及分析，其中包括闡述本集團面臨的主要風險及不確定性以及本集團日後可能出現的業務發展。該討論構成本董事會報告書一部分。

業績及備撥

本集團截至二零一八年十二月三十一日止年度之業績載於綜合損益及其他全面收益表第63頁。

董事並不建議派付截至二零一八年十二月三十一日止年度之末期股息。

捐款

於本年度，本集團作出慈善及其他捐款3,068,000港元。

已發行股份總數

本公司年內之已發行股份總數變動詳情載於綜合財務報表附註21。



REPORT OF THE DIRECTORS

董事會報告書

SHARE OPTION SCHEME

The Company adopted a new share option scheme (the “SO Scheme”) on 12 January 2012. The purpose of the SO Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution to the Group. Eligible participants of the SO Scheme include, without limitation, any persons who are employees, officers, agents, consultants or representatives of the Group. The SO Scheme became unconditional upon The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting on 13 January 2012 the approval of the listing of and the permission to deal in the shares falling to be issued pursuant to the exercise of any options to be granted under the SO Scheme and, unless otherwise cancelled or amended, shall remain in force for 10 years from the adoption date.

The maximum number of shares issuable under share options to each eligible participant in the SO Scheme and the other scheme (if any) in any 12-month’s period shall not exceed 1% of the total number of issued shares of the Company for the time being. Any further grant of share options to any eligible participant in excess of this limit is subject to shareholders’ approval in a general meeting. The total number of shares which may be issued upon exercise of all share options to be granted under the SO Scheme and the other schemes (if any) must not in aggregate exceed 10% of the shares of the Company in issue (the “10% Limit”) as at 12 January 2012, being the date of passing the resolution by the shareholders at the extraordinary general meeting approving and adopting the SO Scheme. The Company may seek approval of its shareholders in a general meeting to refresh the 10% Limit at any time in accordance with the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange.

購股權計劃

本公司於二零一二年一月十二日採納一項新購股權計劃(「購股權計劃」)。購股權計劃旨在令本公司能夠向合資格參與者授出購股權，以激勵或獎勵其為本集團所作貢獻。購股權計劃之合資格參與者包括(但不限於)本集團之僱員、高級職員、代理、顧問或代表。購股權計劃待香港聯合交易所有限公司(「聯交所」)於二零一二年一月十三日批准根據行使購股權計劃項下授出之任何購股權而將予發行之股份上市及准予買賣時成為無條件，除非經註銷或修訂，否則於採納日期起十年內有效。

於任何十二個月期間，根據購股權計劃以及其他購股權計劃(如有)授予各合資格參與者之購股權可予發行股份最高數目不得超過本公司當時之已發行股份總數之1%。向任何合資格參與者進一步授出超越此限額之購股權須先獲股東於股東大會上批准。根據購股權計劃以及其他購股權計劃(如有)將予授出之所有購股權獲行使時可予發行之股份總數，合共不得超過本公司於二零一二年一月十二日(即股東於股東特別大會通過批准及採納購股權計劃之決議案之日期)已發行股份之10%(「10%上限」)。本公司可隨時按照聯交所證券上市規則(「上市規則」)於股東大會上尋求其股東批准更新10%上限。

REPORT OF THE DIRECTORS

董事會報告書

The maximum number of shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the SO Scheme and other schemes (if any) shall not exceed 30% of the total number of issued shares of the Company from time to time. The making of an offer to any Directors, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Directors who or whose associate is a proposed grantee of the share options).

In addition, any share options granted to a substantial shareholder or an independent non-executive Director of the Company or any of their respective associates, in excess of 0.1% of the total number of issued shares of the Company at any time or with an aggregate value (based on the closing price of the Company's shares at the date of the offer) in excess of HK\$5,000,000, within any 12-month's period, are subject to the shareholders' approval in a general meeting in accordance with the Listing Rules.

Any offer may be accepted by an eligible participant in respect of less than the number of shares which are offered provided that such number is clearly stated in the duplicate letter comprising acceptance of the offer duly signed by such eligible participants and received by the Company together with a remittance in favour of the Company of HK\$1 (which shall not be later than 21 days from the offer date). The exercise price of the share options is determinable by the Directors, but shall not be less than the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the offer date; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the offer date; and (iii) the nominal value of the Company's shares.

On 25 May 2018, the share option limit was refreshed by the shareholders of the Company at the annual general meeting that maximum of 133,964,988 options convertible to 133,964,988 shares at HK\$0.02 each can be issued. As at the date of this annual report, 133,964,988 options convertible to 133,964,988 shares at HK\$0.02 each can be issued, representing approximate 8.34% of the total number of issued shares as at the date of this annual report.

因行使合資格參與人根據購股權計劃及其他購股權計劃(如有)授出所有尚未行使惟將予行使之購股權可能配發及發行之股份合共最多不得超過本公司不時已發行股份總數之30%。向本公司之任何董事、主要行政人員或主要股東、或彼等各自之任何聯繫人士作出要約須先獲獨立非執行董事(不包括彼或彼之聯繫人為購股權之建議承授人之任何獨立非執行董事)批准。

此外，於任何十二個月期間內，向本公司之主要股東或獨立非執行董事、或彼等各自之任何聯繫人士授出超逾本公司不時已發行股份總數之0.1%，或總值(按本公司股份於授出日期之收市價計算)超逾5,000,000港元之購股權，須遵照上市規則於股東大會上獲股東批准。

合資格參與者可就少於所要約建議之股份數目接納任何要約建議，但該數目乃清楚載於本公司於要約建議可能註明之時間(不得遲於要約日期起計二十一日)接獲該合資格參與者妥為簽署之要約建議接納函件副本，連同支付予本公司之匯款1港元。購股權之行使價由董事釐定，惟不可低於(i)本公司股份於要約日期在聯交所每日報價表上所報之收市價；(ii)本公司股份於緊接要約日期前五個交易日在聯交所每日報價表上所報之平均收市價；及(iii)本公司股份之面值(以最高者為準)。

於二零一八年五月二十五日，本公司股東於股東週年大會上更新購股權限額，最高可發行133,964,988份購股權，可兌換為133,964,988股每股面值0.02港元之股份。於本年報日期，還有133,964,988份購股權可兌換為133,964,988股每股面值0.02港元之股份可予發行，佔於本年報日期的已發行股份總數約8.34%。

REPORT OF THE DIRECTORS

董事會報告書

On 5 September 2017, the Board resolved to grant a total of 52,700,000 share options (the “Share Options”) to eligible participants of the Group. The exercise price of the Share Options was HK\$0.15 each. The exercise period of the Share Options was from 5 September 2017 to 4 September 2020. No vesting period or vesting condition was imposed on the Share Options. During the year, 27,500,000 Share Options were exercised while no Share Options were granted, lapsed or cancelled. For details, please refer to the note 25 to the consolidated financial statement under the section headed “Share-based Payments”.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 146 of this annual report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the articles of association of the Company (the “Articles”) or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company’s listed securities during the year ended 31 December 2018.

DISTRIBUTABLE RESERVES

Under the Companies Law (2007 Revision) of the Cayman Islands, approximately HK\$264,673,000 in the share premium account and approximately HK\$19,444,000 in the reserve arising from capital reduction of the Company completed on 10 December 2012, is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business. The share premium account may also be distributed in the form of fully paid bonus shares.

於二零一七年九月五日，董事會決議授出合共52,700,000份購股權（「購股權」）予本集團合資格參與者。購股權行使價為每股0.15港元。購股權行使期由二零一七年九月五日至二零二零年九月四日。購股權不設歸屬期或歸屬條件。年內，共27,500,000份購股權被行使及並無購股權授出、失效或註銷。詳情請參閱綜合財務報表附註25「股份基礎付款」一節內。

五年財務概要

最近五個財政年度之本集團業績及資產及負債之概要載於本年報第146頁。

優先購買權

本公司之章程細則（「細則」）或開曼群島（本公司註冊成立之司法權區）法例並無有關本公司須按比例向現有股東提呈新股之優先購買權之條文。

購買、贖回或出售本公司上市證券

截至二零一八年十二月三十一日止年度，本公司或其任何附屬公司並無購買、贖回或出售本公司任何上市證券。

可供分派儲備

根據開曼群島公司法（二零零七年修訂版），為數約264,673,000港元之股份溢價賬及於儲備中由本公司於二零一二年十二月十日完成之資本削減產生之約為19,444,000港元可供分派予本公司股東，惟在緊隨建議分派股息當日後，本公司須有能力清償其在日常業務過程中到期之債務。股份溢價賬亦可以繳足紅股之方式分派。

REPORT OF THE DIRECTORS

董事會報告書

DIRECTORS

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

Executive Directors

Mr. Jim Ka Shun¹
Mr. Chan Chi Hang²

Non-Executive Director

Mr. Ma Chao³

Independent Non-Executive Directors

Mr. Yip Ming
Mr. Lau Siu Hang⁴
Mr. Tsang Chung Sing Edward
Mr. Zhang Bin⁵
Mr. Wang Ruiyang⁶

1. Mr. Jim Ka Shun resigned on 3 August 2018.
2. Mr. Chan Chi Hang was appointed on 20 July 2018.
3. Mr. Ma Chao was appointed on 2 May 2018 and resigned on 3 August 2018.
4. Mr. Lau Siu Hang resigned on 3 September 2018.
5. Mr. Zhang Bin was appointed on 3 August 2018.
6. Mr. Wang Ruiyang was appointed on 3 September 2018.

Pursuant to article 88(1) of the Articles, Mr. Yip Ming will retire by rotation and, being eligible, offer himself for re-election at the 2019 Annual General Meeting ("2019 AGM").

Pursuant to Article 87(3) of the Articles, Mr. Chan Chi Hang, Mr. Zhang Bin and Mr. Wang Ruiyang are subject to re-election and, being eligible, offer themselves for re-election at the 2019 AGM.

INDEPENDENCE CONFIRMATION

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

董事

年內及直至本年報日期，本公司之董事如下：

執行董事

詹嘉淳先生¹
陳志恆先生²

非執行董事

馬超先生³

獨立非執行董事

葉明先生
劉少恒先生⁴
曾松星先生
張彬先生⁵
王瑞陽先生⁶

1. 詹嘉淳先生於二零一八年八月三日辭任。
2. 陳志恆先生於二零一八年七月二十日獲委任。
3. 馬超先生於二零一八年五月二日獲委任及於二零一八年八月三日辭任。
4. 劉少恒先生於二零一八年九月三日辭任。
5. 張彬先生於二零一八年八月三日獲委任。
6. 王瑞陽先生於二零一八年九月三日獲委任。

根據細則第88(1)條，葉明先生須在二零一九年股東週年大會（「二零一九年股東週年大會」）上輪席退任，惟符合資格膺選連任。

根據細則第87(3)條，陳志恆先生、張彬先生及王瑞陽先生須在二零一九年股東週年大會上退任，惟符合資格膺選連任。

確認獨立性

本公司已獲得本公司各獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認函。本公司認為全體獨立非執行董事均具備獨立身份。

REPORT OF THE DIRECTORS

董事會報告書

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the 2019 AGM has a service contract with the Company which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE GROUP'S BUSINESS

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's subsidiaries was a party and in which a Director of the Company and the Director's connected party had a material interest, whether directly and indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS IN SHARES

As at 31 December 2018, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares (as defined in the Securities and Futures Ordinance (the "SFO")) and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules.

董事之服務合約

擬於二零一九年股東週年大會膺選連任之董事，概無與本集團訂立不可於一年內在免付賠償之情況下(法定賠償除外)由本公司終止之服務合約。

董事於有關本集團業務之重大交易、安排及合約之重大權益

本公司附屬公司概無訂立有關本集團業務，且本公司董事及董事之關連方於其中直接或間接擁有重大權益，並於年末或年內任何時間存續之重大交易、安排及合約。

董事於股份之權益

於二零一八年十二月三十一日，概無董事或本公司主要行政人員於本公司或任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份(定義見證券及期貨條例(「證券及期貨條例」))及債券中，擁有根據證券及期貨條例第352條已記入該條規定存置之登記冊之權益或淡倉；或根據上市規則附錄十所載之上市發行人董事進行證券交易的標準守則已另行知會本公司及聯交所之權益或淡倉。

REPORT OF THE DIRECTORS

董事會報告書

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2018, according to the information publicly disclosed, persons who had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO, are set out below:

主要股東

於二零一八年十二月三十一日，依照公開披露之資料，根據證券及期貨條例第336條規定備存之登記冊所載，在本公司之股份及相關股份擁有權益或淡倉之人士載列如下：

Name of shareholders	Type of interests	Position	Number of ordinary shares held	Approximate percentage of the Company's total number of issued shares
股東名稱	權益類別	倉盤	所持普通股數目	已發行股份總數概約百分比
Talent Capital Holding Group Co., Limited ("Talent Capital") (Note 1)	Beneficial owner	Long	350,000,000	21.78%
Talent Capital Holding Group Co., Limited (「Talent Capital」)(附註1)	實益擁有人	好倉		
Lin Dailian (Note 1)	Interest of controlled corporation	Long	350,000,000	21.78%
林代聯(附註1)	受控制公司之權益	好倉		
Lin Diexin	Beneficial owner	Long	155,760,000	9.69%
林疊鑫	實益擁有人	好倉		
Victory Spring Ventures Limited ("Victory Spring") (Note 2)	Beneficial owner	Long	145,820,000	9.08%
Victory Spring Ventures Limited (「Victory Spring」)(附註2)	實益擁有人	好倉		

Note:

1. According to the information available to the Company, 350,000,000 shares are held by Talent Capital in the capacity of beneficial owner. Talent Capital is wholly owned by Lin Dailian. Accordingly, Lin Dailian is deemed to have interests in the 350,000,000 Shares.

附註：

1. 根據本公司所得資料，350,000,000股股份由Talent Capital以實益擁有人身份持有。Talent Capital由林代聯全資擁有。因此，林代聯被視作於350,000,000股股份中擁有權益。

REPORT OF THE DIRECTORS

董事會報告書

2. According to the information available to the Company, these shares are registered in the name of Victory Spring, the issued capital of which is owned as to 90% by Liu Jie and 10% by Ye Zhichun. Under the SFO, Liu Jie is deemed to be interested in all the shares registered in the name of Victory Spring.

2. 根據本公司所得資料，該等股份以Victory Spring的名義登記，其已發行股本由Liu Jie擁有90%及由葉志春擁有10%。根據證券及期貨條例，Liu Jie被視為擁有以Victory Spring名義登記的所有股份的權益。

CONNECTED TRANSACTIONS

During the year, the Company has paid/payable HK\$400,000 as investment management fee to Avia Asset Management Limited, the investment manager of the Company for the provision of investment management services to the Company. The above transaction constitutes a de minimis continuing connected transaction which is exempted from reporting, annual review, announcement and independent shareholders' approval requirement under Rule 14A.76 (1) of the Listing Rules.

關連交易

年內，本公司已支付／應付400,000港元予本公司投資經理輝亞資產管理有限公司作為投資管理費向本公司提供投資管理服務。上述交易構成一項微不足道之持續關連交易，獲豁免遵守上市規則第14A.76(1)條之申報、年度審核、公佈及獨立股東批准規定。

On 3 October 2018, UOB Kay Hian (Hong Kong) Limited became the custodian (the "Custodian") of the Company to provide custody services in relation to the securities and cash which the Company may from time to time deposit with the Custodian. The fees payable by the Company to the Custodian for the services constitutes de minimis continuing connected transaction which is exempted from reporting, annual review, announcement and independent shareholders' approval requirement under Rule 14A.76 (1) of the Listing Rules.

於二零一八年十月三日，大華繼顯(香港)有限公司成為本公司託管商(「託管商」)，以就本公司可能不時存入託管商之證券及現金提供託管服務。本公司就託管商提供之服務應付託管商之費用構成微不足道之持續關連交易，獲豁免遵守上市規則第14A.76(1)條之申報、年度審核、公佈及獨立股東批准規定。

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year.

管理合約

年內並無訂立或存有任何關於本集團全部或任何重大部份業務之管理及行政合約。

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 during the year and up to the date of this annual report.

公眾持股量

根據本公司可公開取閱之資料以及就董事所知，於本年度及直至本年報日期為止，本公司維持上市規則所規定之足夠公眾持股量。

REPORT OF THE DIRECTORS

董事會報告書

AUDIT COMMITTEE

The Audit Committee was established in accordance with the requirements of the code provisions of the Corporate Governance Code and Corporate Governance Report of reviewing and providing supervision over the Group's financial reporting process and internal controls.

As at the date of this annual report, the Audit Committee comprises three independent non-executive Directors, Mr. Tsang Chung Sing Edward (as the chairman), Mr. Yip Ming and Mr. Zhang Bin.

The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2018.

AUDITOR

The consolidated financial statements for the year ended 31 December 2018 have been audited by RSM Hong Kong.

At the Company's last annual general meeting, RSM Hong Kong (中瑞岳華(香港)會計師事務所) was re-appointed as auditor of the Company. On 22 November 2018 our auditor changed the Chinese name under which it practices to RSM Hong Kong (羅申美會計師事務所) and accordingly has signed its report under its new name.

RSM Hong Kong will retire and, being eligible, offers itself for re-appointment. A resolution will be submitted to the 2019 AGM for the re-appointment of RSM Hong Kong as auditor of the Company.

On behalf of the Board
China Financial Leasing Group Limited
Chan Chi Hang
Executive Director

Hong Kong, 28 March 2019

審核委員會

本公司已按企業管治守則及企業管治報告之規定成立審核委員會，以審閱及監察本集團之財務申報程序及內部監控。

於本年報日期，審核委員會由三名獨立非執行董事組成，分別為曾松星先生(作為主席)、葉明先生及張彬先生。

審核委員會已審閱本集團截至二零一八年十二月三十一日止年度之經審核綜合財務報表。

核數師

截至二零一八年十二月三十一日止年度之綜合財務報表已由羅申美會計師事務所審核。

中瑞岳華(香港)會計師事務所已於本公司上屆股東週年大會上重獲委任為本公司核數師。核數師於二零一八年十一月二十二日更改其中文執業名稱為羅申美會計師事務所，因而以其新名稱簽署報告。

羅申美會計師事務所將退任，並有資格重選連任。一項決議案將於二零一九年股東週年大會提呈，藉以重新委任羅申美會計師事務所為本公司核數師。

代表董事會
中國金融租賃集團有限公司
陳志恆
執行董事

香港，二零一九年三月二十八日



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書



**TO THE SHAREHOLDERS OF
CHINA FINANCIAL LEASING GROUP LIMITED**
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Financial Leasing Group Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 63 to 145, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

致中國金融租賃集團有限公司全體股東
(於開曼群島註冊成立之有限公司)

意見

我們已審計列載於第63至145頁的中國金融租賃集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一八年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表及綜合財務報表附註(包括主要會計政策概要)。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映 貴集團於二零一八年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露規定妥為擬備。

意見基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。根據該等準則，我們的責任於本報告核數師就審計綜合財務報表須承擔的責任中進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，我們獨立於 貴集團，且我們已根據守則履行我們的其他道德責任。我們相信，我們所獲得的審計憑證能充足和適當地為我們的意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matter we identified is the fair value measurement of unlisted equity investments.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對我們審計本期綜合財務報表最為重要的事項。該等事項是在我們審計整體綜合財務報表及出具意見時進行處理，而我們不會對該等事項提供單獨的意見。我們確定之關鍵審計事項為非上市股本投資之公平值計量。

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們於審計時如何處理關鍵審計事項

Fair value measurement of unlisted equity investments

Refer to note 19 to the consolidated financial statements.

As at 31 December 2018, the Group's unlisted equity investments categorised as level 3 fair value measurement amounted to approximately HK\$14,518,000. Determination of the fair value involves significant management estimation, in particular the selection of unobservable inputs. As the unlisted equity investments are measured at fair value at each reporting date, the fair value measurement has significant impact on the financial performance and position of the Group.

非上市股本投資之公平值計量

請參閱綜合財務報表附註19。

於二零一八年十二月三十一日，貴集團分類為第三層級之非上市股本投資約為14,518,000港元。公平值之釐定涉及重大管理層估計，尤其是不可觀察輸入值之挑選。由於非上市股本投資乃於各報告日期按公平值計量，公平值計量對貴集團之財務表現及狀況有重大影響。

Our procedures in relation to fair value measurement of unlisted equity investments included:

- Assessing whether the valuation methodologies adopted by management were appropriate;
- Testing the evidence supporting the unobservable inputs utilised in the level 3 fair value measurement; and
- Evaluate the adequacy of the level 3 fair value measurement disclosures in the consolidated financial statements.

我們就非上市股本投資之公平值計量設定的程序包括：

- 評估管理層所採納估值方法之適當性；
- 測試於第三層級公平值計量中使用不可觀察輸入值之支持證據；及
- 評核於綜合財務報表之第三層級公平值計量披露之準確性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

OTHER INFORMATION

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

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

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

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

其他資料

董事須對其他資料負責。其他資料包括載入年報的所有資料，但不包括綜合財務報表及我們有關的核數師報告。

我們對綜合財務報表作出的意見並不包括其他資料，我們亦不會對此發表任何形式的核證結論。

就我們審計綜合財務報表而言，我們的責任為閱讀其他資料，並於此過程中，考慮其他資料是否與綜合財務報表或我們於審計中所得知的情況有重大抵觸，或似乎有重大錯誤陳述。基於我們已執行的工作，倘我們認為此其他資料有重大錯誤陳述，我們須報告有關事實。就此，我們毋須作出報告。

董事就綜合財務報表須承擔的責任

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

於擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及採用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或除此之外並無其他實際可行的辦法。

審核委員會協助董事履行彼等就監督貴集團財務申報程序須承擔的責任。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

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

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

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

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

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

核數師就審計綜合財務報表須承擔的責任

我們的目標為合理確定綜合財務報表整體而言是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並出具載有我們意見的核數師報告。我們僅向閣下(作為整體)報告我們的意見，除此之外別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔責任。

合理確定屬高層次的保證，惟根據香港審計準則進行的審計工作概不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而產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

根據香港審計準則進行審計時，我們運用專業判斷，並於整個審計過程中保持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險、設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部控制的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計有關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with 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.

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.

核數師就審計綜合財務報表須承擔的責任(續)

- 評估董事所採用會計政策的合適性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營為會計基礎的恰當性作出結論，並根據所獲得的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，我們須於核數師報告中提請注意綜合財務報表中的相關披露，或倘有關披露不足，則修訂我們的意見。我們的結論乃基於截至核數師報告日期所獲得的審計憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。
- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易及事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足及適當的審計憑證，以就綜合財務報表發表意見。我們須負責集團審計的方向、監督及執行。我們須為我們的審計意見承擔全部責任。

我們與審核委員會就(其中包括)審計的計劃範圍、時間安排及重大審計發現進行溝通，該等發現包括我們在審計過程中識別的內部控制的任何重大缺陷。

我們亦向審核委員會作出聲明，說明我們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我們獨立性的所有關係及其他事宜，以及相關防範措施(如適用)。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

The engagement partner on the audit resulting in this independent auditor's report is Ms. Ng Wai Kwun.

核數師就審計綜合財務報表須承擔的責任(續)

從與審核委員會溝通的事項中，我們釐定對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項的事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在報告中溝通某事項造成的負面後果超出產生的公眾利益，則我們決定不應在報告中溝通有關事項。

出具獨立核數師報告的審計項目合夥人為吳慧筠女士。

RSM Hong Kong

Certified Public Accountants

29th Floor
Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

28 March 2019

羅申美會計師事務所

執業會計師

香港
銅鑼灣
恩平道28號
利園二期
29樓

二零一九年三月二十八日



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Note 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue	收入	8	18	—
Other income	其他收入	9	30	189
Net loss on financial assets at fair value through profit or loss	透過損益按公平值計算之財務資產虧損淨額		(5,146)	(24,139)
Loss on disposal of available-for-sale financial assets	出售可供出售財務資產虧損		—	(1,021)
			(5,098)	(24,971)
Administrative expenses	行政開支		(22,030)	(20,399)
Loss before tax	除稅前虧損		(27,128)	(45,370)
Income tax expense	所得稅開支	10	—	—
Loss for the year	年度虧損	11	(27,128)	(45,370)
Other comprehensive income	其他全面收益			
<i>Items that may be reclassified to profit or loss:</i>	<i>可重新分類至損益之項目：</i>			
Exchange differences on translating foreign operations	換算海外業務之匯兌差額		(23)	51
Reclassification adjustment for amount transferred to profit or loss upon disposal of available-for-sale financial assets	就轉入損益的出售可供出售財務資產的金額作出重新分類調整		—	1,021
Fair value changes of available-for-sale financial assets	可供出售財務資產之公平值變動		—	856
Other comprehensive income for the year, net of tax	年度其他全面收益，扣除稅項		(23)	1,928
Total comprehensive income for the year attributable to owners of the Company	本公司擁有人應佔年度全面收入總額		(27,151)	(43,442)
Loss per share	每股虧損			
Basic (cents per share)	基本(每股港仙)	15	1.96	5.12
Diluted (cents per share)	攤薄(每股港仙)		1.96	5.12

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2018

於二零一八年十二月三十一日

		Note	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	6,853	2,400
Available-for-sale financial assets	可供出售財務資產	18	—	16,427
Financial assets at fair value through profit or loss	透過損益按公平值計算之財務資產	19	14,518	—
			21,371	18,827
Current assets	流動資產			
Financial assets at fair value through profit or loss	透過損益按公平值計算之財務資產	19	111,843	62,797
Deposits and prepayments	按金及預付款項	20	1,213	1,226
Bank and cash balances	銀行及現金結餘		927	918
			113,983	64,941
Current liabilities	流動負債			
Accruals	應計費用		496	399
Net current assets	流動資產淨值		113,487	64,542
NET ASSETS	淨資產		134,858	83,369
Capital and reserves	資本及儲備			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	21	32,133	21,843
Reserves	儲備	23	102,725	61,526
TOTAL EQUITY	總權益		134,858	83,369
Net asset value per share (cents per share)	每股資產淨值 (每股港仙)	24	8.39	7.63

Approved by the Board of Directors on 28 March 2019 and are signed on its behalf by:

於二零一九年三月二十八日經董事會批准，並由以下董事代為簽署：

Chan Chi Hang

陳志恆

Executive Director

執行董事

Yip Ming

葉明

Independent Non-executive Director

獨立非執行董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Share capital	Share premium	Capital reduction reserve	Share option reserve	Investment revaluation reserve	Foreign currency translation reserve	Accumulated losses	Total equity
		股本	股份溢價	資本削減儲備	購股權儲備	投資重估儲備	外幣換算儲備	累計虧損	總權益
		(note 21)	(note 23(b)(i))	(note 23(b)(ii))	(note 23(b)(iii))	(note 23(b)(iv))	(note 23(b)(v))		
		(附註21)	(附註23(b)(i))	(附註23(b)(ii))	(附註23(b)(iii))	(附註23(b)(iv))	(附註23(b)(v))		
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2017	於二零一七年一月一日	14,839	147,041	19,444	6,833	(633)	—	(116,999)	70,525
Total comprehensive income for the year	年度全面收入總額	—	—	—	—	1,877	51	(45,370)	(43,442)
Issue of shares on placements (note 21(a))	配售時發行股份(附註21(a))	6,500	44,340	—	—	—	—	—	50,840
Share issue expenses	股份發行開支	—	(1,321)	—	—	—	—	—	(1,321)
Share options cancelled	已註銷購股權	—	—	—	(6,833)	—	—	6,833	—
Share-based payments (note 25)	股份基礎付款(附註25)	—	—	—	2,987	—	—	—	2,987
Issue of shares under share option scheme (note 21(b))	根據購股權計劃發行股份(附註21(b))	504	4,680	—	(1,404)	—	—	—	3,780
Changes in equity for the year	年度權益變動	7,004	47,699	—	(5,250)	1,877	51	(38,537)	12,844
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	21,843	194,740	19,444	1,583	1,244	51	(155,536)	83,369
Adjustment on initial application of HKFRS 9 (note 3(a))	首次應用香港財務報告準則第9號之調整(附註3(a))	—	—	—	—	(1,244)	—	1,244	—
Restated balance at 1 January 2018	於二零一八年一月一日重述結餘	21,843	194,740	19,444	1,583	—	51	(154,292)	83,369
Total comprehensive income for the year	年度全面收入總額	—	—	—	—	—	(23)	(27,128)	(27,151)
Issue of shares on placements (note 21(c))	配售時發行股份(附註21(c))	9,740	66,685	—	—	—	—	—	76,425
Share issue expenses	股份發行開支	—	(1,910)	—	—	—	—	—	(1,910)
Issue of shares under share option scheme (note 21(d))	根據購股權計劃發行股份(附註21(d))	550	5,158	—	(1,583)	—	—	—	4,125
Changes in equity for the year	年度權益變動	10,290	69,933	—	(1,583)	—	(23)	(27,128)	51,489
At 31 December 2018	於二零一八年十二月三十一日	32,133	264,673	19,444	—	—	28	(181,420)	134,858

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Note 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動現金流量			
Loss before tax	除稅前虧損		(27,128)	(45,370)
Adjustments for:	就以下項目作出調整：			
Depreciation	折舊	16	1,668	1,167
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益		—	(26)
Loss on disposal of available-for-sale financial assets	出售可供出售財務資產虧損		—	1,021
Equity-settled share-based payments	權益結算股份基礎付款		—	2,987
Net loss on financial assets at fair value through profit or loss	透過損益按公平值計算之財務資產虧損淨額		5,146	24,139
Operating loss before working capital changes	營運資金變動前經營虧損		(20,314)	(16,082)
Purchases of financial assets at fair value through profit or loss	購買透過損益按公平值計算之財務資產		(194,088)	(102,933)
Proceeds from disposals of financial assets at fair value through profit or loss	出售透過損益按公平值計算之財務資產之所得款項		140,995	82,241
Decrease/(increase) in deposits and prepayments	按金及預付款項減少/(增加)		13	(881)
Increase in accruals	應計費用增加		97	12
Net cash used in operating activities	經營活動所用現金淨額		(73,297)	(37,643)
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動現金流量			
Purchases of property, plant and equipment	購置物業、廠房及設備	16	(6,121)	(667)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		—	180
Purchases of available-for-sale financial assets	購買可供出售財務資產		—	(15,000)
Proceeds from disposal of available-for-sale financial assets	出售可供出售財務資產所得款項		—	130
Net cash used in investing activities	投資活動所用現金淨額		(6,121)	(15,357)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動現金流量		
Proceeds from issue of shares on placements	配售時發行股份之所得款項	76,425	50,840
Proceeds from issue of shares under share options scheme	根據購股權計劃發行股份之所得款項	4,125	3,780
Share issue expenses paid	已付股份發行開支	(1,910)	(1,321)
Net cash generated from financing activities	融資活動所得現金淨額	78,640	53,299
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目淨額(減少)/增加	(778)	299
Effect of foreign exchange changes	外匯變動影響	787	(132)
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於一月一日之現金及現金等值項目	918	751
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	於十二月三十一日之現金及現金等值項目	927	918
ANALYSIS OF CASH AND CASH EQUIVALENTS	現金及現金等值項目分析		
Bank and cash balances	銀行及現金結餘	927	918

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

1. GENERAL INFORMATION

China Financial Leasing Group Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (2007 Revision) of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is Room 2202, 22nd Floor, 118 Connaught Road West, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in short to medium term capital appreciation by investing in a diversified portfolio of investments in listed and unlisted securities on a general perspective. The principal activities of its subsidiaries are set out in note 17 to the consolidated financial statements.

2. BASIS OF PREPARATION

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

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

1. 一般資料

中國金融租賃集團有限公司(「本公司」)根據開曼群島公司法(二零零七年修訂版)於開曼群島註冊成立為獲豁免之有限公司。本公司之註冊辦事處及主要營業地點之地址分別為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands及香港干諾道西118號22樓2202室。本公司股份在香港聯合交易所有限公司(「聯交所」)主板上市。

本公司及其附屬公司(統稱「本集團」)主要從事全面投資於上市及非上市證券之多元化投資組合以達致短中期資本升價，而附屬公司主要業務則載於綜合財務報表附註17。

2. 編製基準

該等綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則(「香港財務報告準則」)編製。香港財務報告準則包括香港財務報告準則(「香港財務報告準則」);香港會計準則(「香港會計準則」);及詮釋。該等綜合財務報表亦遵守聯交所證券上市規則之適用披露條文及香港公司條例(第622章)之披露規定。本集團採納之主要會計政策披露如下。

香港會計師公會已頒佈於本集團本會計期間首次生效或可予提早採納之若干新訂及經修訂香港財務報告準則。附註3載列因初次應用與本集團有關並已反映於本期及過往會計期間綜合財務報表內之新訂及經修訂準則而產生的會計政策變動資料。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

(a) Application of new and revised HKFRSs

The HKICPA has issued a number of new and revised HKFRSs that are first effective for annual periods beginning on or after 1 January 2018. Of these, HKFRS 9 Financial Instruments is relevant to the Group's consolidated financial statements.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

HKFRS 9 Financial instruments

HKFRS 9 replaces the provisions of HKAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9, i.e. applied the classification and measurement requirements retrospectively to instruments that have not been derecognised as at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 January 2018. The difference between carrying amounts as at 31 December 2017 and the carrying amounts as at 1 January 2018 are recognised in the opening accumulated losses and other components of equity, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 Financial Instruments: Recognition and Measurement.

3. 採納新訂及經修訂香港財務報告準則

(a) 應用新訂及經修訂香港財務報告準則

香港會計師公會已頒佈若干於二零一八年一月一日或之後開始之年度期間首次生效之新訂及經修訂香港財務報告準則。其中，香港財務報告準則第9號財務工具對本集團綜合財務報表有影響。

本集團未有應用尚未於本會計期間生效的新訂準則或詮釋。

香港財務報告準則第9號財務工具

香港財務報告準則第9號取代香港會計準則第39號有關財務資產及財務負債的確認、分類及計量、終止確認財務工具、財務資產減值及對沖會計的條文。

本集團已按照香港財務報告準則第9號載列之過渡條文應用香港財務報告準則第9號，即對於二零一八年一月一日(首次應用日期)尚未終止確認之工具追溯應用分類及計量規定，及不對於二零一八年一月一日已終止確認之工具應用有關規定。於二零一七年十二月三十一日與二零一八年一月一日之間之差額確認於期初累計虧損及權益其他項目，並無重列對比資料。

因此，若干對比資料可能不能與根據香港會計準則第39號財務工具：確認及計量編製之對比資料比較。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

(a) Application of new and revised HKFRSs (Continued)

HKFRS 9 Financial instruments (Continued)

The adoption of HKFRS 9 resulted in the following changes to the Group's accounting policies:

(i) Classification

From 1 January 2018, the Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value through other comprehensive income ("FVTOCI") or fair value through profit or loss ("FVTPL"); and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVTOCI.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號財務工具(續)

採納香港財務報告準則第9號導致以下本集團會計政策變動：

(i) 分類

由二零一八年一月一日開始，本集團按以下計量類別對其財務資產進行分類：

- 其後透過其他全面收益按公平值計算(「透過其他全面收益按公平值計算」)或透過損益按公平值計算(「透過損益按公平值計算」)；及
- 按攤銷成本計量。

分類取決於本集團管理財務資產及現金流量合約條款之業務模式。

就按公平值計量之資產而言，其收益及虧損將於損益或其他全面收益列賬。就並非持作買賣的權益性工具投資而言，此將取決於本集團是否不可撤銷地選擇於初始確認時列作透過其他全面收益按公平值計算呈列的權益投資。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

(a) Application of new and revised HKFRSs (Continued)

HKFRS 9 Financial instruments (Continued)

(ii) *Measurement*

At initial recognition, the Group measures a financial assets at its fair value plus, in the case of a financial assets not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as revenue when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVTPL are recognised as net gain/loss on financial assets at fair value through profit or loss in the consolidated statement of profit or loss and other comprehensive income.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號財務工具(續)

(ii) *計量*

於首次確認時，如非透過損益按公平值計算之財務資產，本集團按該財務資產之公平值加直接歸屬於該財務資產收購之交易成本計量。透過損益按公平值計算之財務資產之交易成本則於損益列作開支。

本集團其後按公平值計量所有股本投資。倘本集團管理層已選擇於其他全面收益呈列股本投資的公平值收益及虧損，則於終止確認此類投資後，公平值收益及虧損不再重新分類至損益。當本集團收取付款的權利確立時，此類投資的股息繼續於損益中確認為收入。

透過損益按公平值計算之財務資產的公平值變動於綜合損益及其他全面收益表確認為透過損益按公平值計算之財務資產的收益／虧損淨額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

(a) Application of new and revised HKFRSs (Continued)

HKFRS 9 Financial instruments (Continued)

(iii) Impairment

From 1 January 2018, the Group assesses on a forward looking basis the expected credit losses (“ECL”) associated with its financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The following table and the accompanying notes below explain the original measurement categories under HKAS 39 and the new measurement categories under HKFRS 9 for each class of the Group’s financial assets as at 1 January 2018.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號財務工具(續)

(iii) 減值

由二零一八年一月一日起，本集團按前瞻性基準評核與按攤銷成本列賬之預期信貸虧損(「預期信貸虧損」)。所應用之減值方法取決於信貸風險是否已大幅增加。

下表及下文的隨附附註說明本集團各類財務資產於二零一八年一月一日在香港會計準則第39號項下之原計量類別及在香港財務報告準則第9號項下之新計量類別。

Financial assets 財務資產	Note 附註	Classification under HKAS 39 香港會計準則第39號項下之分類	Classification under HKFRS 9 香港財務報告準則第9號項下之分類	Carrying amount under HKAS 39 香港會計準則第39號項下之賬面值 HK\$'000 千港元	Carrying amount under HKFRS 9 香港財務報告準則第9號項下之賬面值 HK\$'000 千港元
Equity investments 股本投資	(a)	Available-for-sale 可供出售	FVTPL 透過損益按 公平值計算	16,427	16,427
Equity investments 股本投資	(b)	FVTPL 透過損益按 公平值計算	FVTPL 透過損益按 公平值計算	62,797	62,797
Deposits 按金		Loans and receivables 貸款及 應收款項	Amortised cost 按攤銷成本	832	832
Bank and cash balances 銀行及 現金結餘		Loans and receivables 貸款及 應收款項	Amortised cost 按攤銷成本	918	918

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

(a) Application of new and revised HKFRSs (Continued)

HKFRS 9 Financial instruments (Continued)

The impact of these changes on the Group's equity is as follows:

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號財務工具(續)

該等變動對本集團權益之影響如下：

		Effect on investment revaluation reserve 對投資重估 儲備之影響 HK\$'000 千港元	Effect on accumulated losses 對累計虧損 之影響 HK\$'000 千港元
Opening balance	期初結餘		
— HKAS 39	— 香港會計準則 第39號	1,244	(155,536)
Reclassify unlisted equity securities from available-for-sale to financial assets at FVTPL	將非上市股本投資從 可供出售重新分類 至透過損益按公平 值計算之財務資產	(1,244)	1,244
Opening balance	期初結餘		
— HKFRS 9	— 香港財務報告 準則第9號	—	(154,292)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

(a) Application of new and revised HKFRSs (Continued)

HKFRS 9 Financial instruments (Continued)

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

The Group did not designate or de-recognise any financial assets or financial liabilities at FVTPL at 1 January 2018.

Notes:

- (a) Unlisted equity securities were reclassified from available-for-sale to FVTPL in accordance with the transition provisions set out in HKFRS 9. As a result, unlisted equity securities with a fair value of approximately HK\$16,427,000 were reclassified from available-for-sale financial assets to financial assets at FVTPL and fair value gains of approximately HK\$1,244,000 were reclassified from the investment revaluation reserve to accumulated losses on 1 January 2018.
- (b) Listed equity securities — held for trading are required to be held as FVTPL as under HKFRS 9. There was no impact on the amounts recognised in relation to these assets from the adoption of HKFRS 9.

For assets in scope of the HKFRS 9 impairment model, impairment losses are generally expected to increase and become more volatile. The Group has determined that no material impact for the application of HKFRS 9 impairment model requirements at 1 January 2018.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號財務工具(續)

所有財務負債之計算分類維持不變。於二零一八年一月一日所有財務負債之賬面值不受首次應用所影響。

本集團於二零一八年一月一日並無指定或終止確認任何透過損益按公平值計算之財務資產或財務負債。

附註：

- (a) 非上市股本投資按照香港財務報告準則第9號載列之過渡條文從可供出售重新分類至透過損益按公平值計算。因此，公平值約為16,427,000港元之非上市股本投資重新分類至透過損益按公平值計算，公平值收益約為1,244,000港元於二零一八年一月一日從投資重估儲備重新分類至累計虧損。
- (b) 上市股本證券—持作買賣根據香港財務報告準則第9號規定須作透過損益按公平值計算持有。就該等資產而言，採用香港財務報告準則第9號並無對所確認金額產生影響。

就屬香港財務報告準則第9號減值模型範圍資產而言，普遍預料減值虧損將會增加且出現更多波動。本集團已釐定於二零一八年一月一日應用香港財務報告準則第9號減值模型並無產生重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

(b) New and revised HKFRSs in issue but not yet effective

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 January 2018. These new and revised HKFRSs include the following which may be relevant to the Group.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團未有提前應用已頒佈但尚未於二零一八年一月一日開始之財政年度生效的新訂及經修訂香港財務報告準則。該等新訂及經修訂香港財務報告準則包括以下可能與本集團相關之準則。

**Effective for
accounting periods
beginning
on or after
於該日或之後開始的
會計期間生效**

HKFRS 16 Leases
香港財務報告準則第16號租賃

1 January 2019
二零一九年一月一日

Annual Improvements to HKFRSs 2015–2017 Cycle
香港財務報告準則於二零一五年至二零一七年周期之年度改善

1 January 2019
二零一九年一月一日

The Group is in the process of making an assessment of what the impact of these amendment and new standard is expected to be in the period of initial application. So far the Group has identified some aspects of HKFRS 16 which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. While the assessment has been substantially completed for HKFRS 16, the actual impacts upon the initial adoption of the standard may differ as the assessment completed to date is based on the information currently available to the Group, and further impacts may be identified before the standard is initially applied in the Group's interim financial report for the six months ending 30 June 2019. The Group may also change its accounting policy elections, including the transition options, until the standard is initially applied in that interim financial report.

本集團正在評估該等修訂本及新訂準則於首次應用期間預期之影響。本集團迄今為止已識別香港財務報告準則第16號可能對綜合財務報表產生重大影響之若干方面。預期影響之進一步詳情討論如下。儘管有關香港財務報告準則第16號之評估已大致完成，惟首次採納準則時產生之實際影響可能有所不同，因為至今完成之評估乃根據本集團現時可得資料作出，而於本集團截至二零一九年六月三十日止六個月中期財務報告中首次應用準則前可能會識別其他影響。本集團亦可能變更其會計政策選擇(包括過渡選擇)，直至於中期財務報告首次應用準則。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

(b) New and revised HKFRSs in issue but not yet effective (Continued)

HKFRS 16 Leases

HKFRS 16 replaces HKAS 17 Leases and related interpretations. The new standard introduces a single accounting model for lessees. For lessees the distinction between operating and finance leases is removed and lessees will recognise right-of-use assets and lease liabilities for all leases (with optional exemptions for short-term leases and leases of low value assets). HKFRS 16 carries forward the accounting requirements for lessors in HKAS 17 substantially unchanged. Lessors will therefore continue to classify leases as operating or financing leases.

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

Based on a preliminary assessment, the standard will affect primarily the accounting for the Group's operating leases. The Group's office, accommodation property and berth of yacht are currently classified as operating leases and the lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term. Under HKFRS 16 the Group may need to recognise and measure a liability at the present value of the future minimum lease payments and recognise a corresponding right-of-use asset for these leases. The interest expense on the lease liability and depreciation on the right-of-use asset will be recognised in profit or loss. The Group's assets and liabilities will increase and the timing of expense recognition will also be impacted as a result.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號租賃
香港財務報告準則第16號取代香港會計準則第17號租賃及相關詮釋。該新訂準則引入有關承租人的單一會計處理模式。承租人無需區分經營和融資租賃，但需就全部租賃確認使用權資產及租賃負債(短期租賃及低價值資產之租賃可獲選擇性豁免)。香港財務報告準則第16號大致保留香港會計準則第17號有關出租人的會計處理規定。因此，出租人需繼續將租賃分類為經營或融資租賃。

香港財務報告準則第16號於二零一九年一月一日或之後開始之年度期間生效。本集團擬應用簡化過渡法且將不會重列首次採納前年度的比較金額。

根據初步評估，該準則將主要影響本集團經營租賃的會計處理。本集團之辦公室、住所物業及遊艇泊位現分類為經營租賃，租賃款項(扣除來自出租人之任何獎勵)於租期內按直線法確認為開支。根據香港財務報告準則第16號，本集團可能需就該等租賃按未來最低租賃款項之現值確認及計量負債，並確認其相應使用權資產。租賃負債之利息開支及使用權資產之折舊將於損益中確認。本集團的資產及負債將增加且開支確認之時間亦會受到影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

(b) New and revised HKFRSs in issue but not yet effective (Continued) *HKFRS 16 Leases (Continued)*

As disclosed in note 27, the Group's future minimum lease payments under non-cancellable operating leases for its office, accommodation property and berth of yacht amounted to HK\$1,568,000 as at 31 December 2018. These leases are expected to be recognised as lease liabilities, with corresponding right-of-use assets, once HKFRS 16 is adopted. The amounts will be adjusted for the effects of discounting and the transition reliefs available to the Group.

Other than the recognition of lease liabilities and right-of-use assets, the Group expects that the transition adjustments to be made upon the initial adoption of HKFRS 16 will not be material. However, the expected changes in accounting policies as described above could have a material impact on the Group's consolidated financial statements from 2019 onwards.

4. SIGNIFICANT ACCOUNTING POLICIES

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

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

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續) *香港財務報告準則第16號租賃(續)*

誠如附註27所披露，於二零一八年十二月三十一日，本集團辦公室、住所物業及遊艇泊位之不可撤銷經營租賃項下之未來最低租賃款項約為1,568,000港元。一旦採納香港財務報告準則第16號後，預期該等租賃將確認為租賃負債，並確認相應使用權資產。有關金額將就折讓影響及本集團可用之過渡安排作出調整。

除確認租賃負債及使用權資產外，本集團預料於首次採用香港財務報告準則第16號將作出之過渡調整將不會屬重大。然而，上述預期會計政策之變動或會對本集團由二零一九年起之綜合財務報表有重大影響。

4. 重大會計政策

此等綜合財務報表乃按歷史成本常規編製，惟於下列會計政策另有提及者除外(例如按公平值計量的若干財務資產)。

財務報表乃遵照香港財務報告準則編製，當中須採用若干主要會計估計，亦規定管理層須於應用本集團會計政策的過程中作出判斷。就綜合財務報表而言屬重大之假設及估計已於附註5披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

(a) Consolidation

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

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

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

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

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

4. 重大會計政策(續)

編製此等綜合財務報表所應用的重大會計政策載列如下。

(a) 綜合

綜合財務報表包括本公司及其附屬公司截至十二月三十一日的財務報表。附屬公司指本集團有控制權的實體。當本集團承受或享有參與實體所得的可變回報，且有能力透過其對實體的權力影響該等回報時，則本集團控制該實體。當本集團的現有權力賦予其目前掌控有關業務(即大幅影響實體回報的業務)時，則本集團對該實體行使權力。

在評估控制權時，本集團會考慮其潛在投票權以及其他人士持有的潛在投票權。在持有人能實際行使潛在投票權的情況下，方會考慮其權利。

附屬公司在控制權轉移至本集團之日綜合入賬，而在控制權終止之日起停止綜合入賬。

集團內公司間之交易、結餘及未變現溢利均予以對銷。除非交易提供憑證顯示所轉讓資產出現減值，否則未變現虧損亦予以對銷。倘有需要，附屬公司之會計政策會作出調整，以確保符合本集團採納之政策。

於本公司財務狀況表中，於一間附屬公司之投資按成本減值虧損列賬，除非有關投資被分類為持作出售(或計入被分類為持作出售之出售集團)則另當別論。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Foreign currency translation

(i) *Functional and presentation currency*

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

(ii) *Transactions and balances in each entity's financial statements*

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

4. 重大會計政策(續)

(b) 外幣換算

(i) *功能及呈列貨幣*

納入本集團各實體財務報表的項目，均以實體於主要經濟環境經營的貨幣(「功能貨幣」)計量。綜合財務報表以港元呈列，即本公司的功能貨幣及呈列貨幣。

(ii) *於各實體財務報表的交易及結餘*

外幣交易於初步確認時採用交易當日的匯率換算為功能貨幣。外幣的貨幣性資產及負債按各報告期末的匯率兌換。按此換算政策產生的收益及虧損均於損益確認。

按公平值計量及以外幣計值的非貨幣性項目乃按釐定公平值當日的匯率換算。

倘非貨幣性項目的盈虧於其他全面收益內確認，該盈虧的任何外匯部分乃於其他全面收益內確認。倘非貨幣性項目的盈虧於損益內確認，該盈虧的任何外匯部分乃於損益內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Foreign currency translation (Continued)

(iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

4. 重大會計政策(續)

(b) 外幣換算(續)

(iii) 綜合賬目換算

本集團所有實體之功能貨幣倘有別於本公司之呈列貨幣，則其業績及財務狀況須按以下方式換算為本公司之呈列貨幣：

- 所呈列每份財務狀況表內資產及負債按該財務狀況表日期之收市匯率換算；
- 收入及開支按期內平均匯率換算，除非此平均匯率不足以合理概約反映於交易日期適用匯率之累計影響，則在此情況下，收入及開支按交易日期之匯率換算；及
- 所有由此而產生之匯兌差額均於其他全面收益內確認及於外幣換算儲備內累計。

於綜合時，因換算貨幣性項目而產生之匯兌差額構成於海外實體投資淨額之部分，並於其他全面收益內確認及於外幣換算儲備內累計。當售海外業務時，該等匯兌差額乃於綜合損益重新分類為出售盈虧部份。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Property, plant and equipment

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

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

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

Yacht and motor vehicles	4 years
Furniture and office equipment	2–4 years
Leasehold improvements	Over the lease term

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

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

4. 重大會計政策(續)

(c) 物業、廠房及設備

持作生產商品或提供服務，或行政用途之物業、廠房及設備於綜合財務狀況表按成本減其後累計折舊及其後累計減值虧損列賬(如有)。

其後成本乃計入資產賬面值或確認為個別資產(如適用)，但只有在該項目有可能為本集團流入未來經濟利益以及可以可靠地計量該項目的成本之情況下才以此方式處理。所有其他檢修及維修乃於其產生期間在損益內確認。

物業、廠房及設備乃以直線法於可使用年期內按足以撇銷其成本減去其剩餘價值計算折舊。以下為主要可使用年期：

遊艇及汽車	四年
傢俬及辦公室設備	二至四年
租賃物業裝修	於租約期內

剩餘價值、可使用年期及折舊方法會於各報告期末進行審閱及調整(如適用)。

出售物業、廠房及設備的收益或虧損是出售相關資產所得款項淨額與賬面值兩者的差額，並於損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Operating leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

(e) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group entity becomes a party to the contractual provisions of the instrument.

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

4. 重大會計政策(續)

(d) 經營租賃

資產擁有權的所有風險及回報並無大部分轉予本集團的租賃入賬列為經營租賃。租賃款項(扣除來自出租人之任何獎勵)於租賃期內以直線法在損益中確認為開支。

(e) 確認及取消確認財務工具

當本集團成為工具合約條文的一方，則在綜合財務狀況表確認財務資產及財務負債。

財務資產及財務負債最初以公平值計算。首次確認時，因收購或發行財務資產及財務負債產生之直接交易成本(透過損益按公平值計算之財務資產除外)將視乎情況增加或扣減財務資產或財務負債之公平值。收購透過損益按公平值計算之財務資產或財務負債直接產生之交易成本，即時在損益確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Recognition and derecognition of financial instruments (Continued)

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(f) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

4. 重大會計政策(續)

(e) 確認及取消確認財務工具(續)

僅從資產收取現金流量之合約權利已屆滿，或當其財務資產及其財務資產擁有權之絕大部分風險及回報轉讓予另一實體時，該財務資產方取消確認。倘本集團既不轉讓亦不保留財務資產擁有權之絕大部分風險及回報，且繼續控制獲轉讓資產，則本集團確認其於有關資產的保留權益，以及就其可能需要支付款項的相關負債。倘本集團保留財務資產擁有權之絕大部分風險及回報，則本集團繼續確認有關資產，且亦就所得款項確認一項有抵押借款。

本集團之財務負債僅於本集團有關合約之特定責任獲解除、取消或屆滿時取消確認。取消確認之財務負債賬面值與已付及應付代價之差額於損益確認。

(f) 財務資產

所有財務資產之日常買賣，於交易日確認及終止確認。日常買賣乃指購買或出售根據有關市場規則或慣例設定之時限內交付之財務資產。所有已確認財務資產其後視乎其分類按攤銷成本或公平值整體計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial assets (Continued)

Equity investments

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVTOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to accumulated losses. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVTOCI, are recognised in profit or loss as revenue.

Policy prior to 1 January 2018

Investments in securities held for trading were classified as financial assets measured at FVTPL. Any attributable transaction costs were recognised in profit or loss as incurred. At the end of each reporting period the fair value was remeasured, with any resultant gain or loss being recognised in profit or loss.

4. 重大會計政策(續)

(f) 財務資產(續)

股本投資

股本證券投資乃分類為透過損益按公平值計算，除非該股本投資並非持作買賣，且最初確認該投資時，本集團選擇將該投資指定為透過其他全面收益按公平值計算(不得重新分類)，致使其後公平值變動於其他全面收益確認。該等選擇乃按逐項工具基準作出，惟僅在投資符合發行人對股本之定義時方可作出。如作出該等選擇，於其他全面收益累計之金額會保留於公平值儲備(不得重新分類)，直至該投資獲出售。於出售時，累計於公平值儲備(不得重新分類)之金額會轉撥至累計虧損，而非重新分類至損益。股本證券投資所得股息不論分類為透過損益按公平值計算或透過其他全面收益計算均於損益確認為收益。

二零一八年一月一日前政策

持作買賣投資分類為透過損益按公平值計算之財務資產。所有應佔交易成本於損益確認為已產生交易成本。公平值於各報告期末重新計算，所產生之收益或虧損確認於損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial assets (Continued)

Policy prior to 1 January 2018 (Continued)

Investments which did not fall into the above category were classified as available-for-sale financial assets. At the end of each reporting period the fair value was remeasured, with any resultant gain or loss being recognised in other comprehensive income and accumulated separately in equity in the investment revaluation reserve (recycling). Dividend income from equity investments was recognised in profit or loss. When the investments were derecognised or impaired, the cumulative gain or loss recognised in equity was reclassified to profit or loss.

(g) Other receivables

A receivable is recognised when the group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

(h) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Cash and cash equivalents are assessed for ECL.

4. 重大會計政策(續)

(f) 財務資產(續)

二零一八年一月一日前政策(續)

不屬於上述類別之投資則分類為可供出售財務資產。公平值於各報告期末重新計算，所產生之收益或虧損確認於其他綜合收益，並個別地累計於權益之投資重估儲備(可重新分類)。股本投資所得股息收入確認於損益。有關投資獲終止確認或減值時，確認於權益之累計收益或虧損會重新分類至損益。

(g) 其他應收款項

應收款項於本集團擁有收取代價之無條件權利時予以確認。收取代價之權利僅於有關代價之付款到期前需要時間流逝的情況下方屬無條件。

應收款項按攤銷成本以實際利率法減信貸虧損撥備列賬。

(h) 現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金、在銀行及其他財務機構的活期存款，以及期限短、流動性強、易於轉換成已知金額的現金、且因於收購時為於三個月內到期而面臨很小價值變動風險的投資。就綜合現金流量表而言，須按要償還並為本集團現金管理的組成部分的銀行透支，亦包括在現金及現金等值項目內。現金及現金等值項目經評估是否有預期信貸虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(j) Other payables

Other payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(k) Equity instruments

An equity instrument is any contract that evidence a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

4. 重大會計政策(續)

(i) 財務負債及權益性工具

財務負債及權益性工具按所訂立合約安排的內容及香港財務報告準則中財務負債及權益性工具的定義分類。權益性工具指能證明擁有本集團在減除所有負債後的資產中的剩餘權益的合約。就特定財務負債及權益性工具所採納的會計政策列載如下。

(j) 其他應付款項

其他應付款項初步按公平值確認，其後採用實際利率法按攤銷成本計量，除非貼現影響甚微，在此情況下，則按成本列賬。

(k) 權益性工具

權益性工具為任何可作為一項實體之資產經扣除所有負債後有留存權益之實證的合約。本公司發行之權益性工具按已收所得款項扣除直接發行成本列賬。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Revenue recognition

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or FVTOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

Dividend income is recognised when the shareholders' rights to receive payment are established.

Policy prior to 1 January 2018

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

Interest income is recognised on a time-proportion basis using the effective interest method.

Dividend income is recognised when the shareholders' rights to receive payment are established.

4. 重大會計政策(續)

(i) 收入確認

收入於客戶獲得個別產品或服務的控制權時按本集團預期有權收取之承付代價金額(不包括代表第三方收取之金額)確認。收入不包括增值稅或其他銷售稅並經扣除任何貿易折讓。

利息收入以實際利息法隨累計確認。就並未出現信貸減值之按攤銷成本計算或透過其他全面收益確認按公平值計算(可重新分類)之財務資產而言，對有關資產採用實際利率。就出現信貸減值之財務資產而言，對有關資產之攤銷成本(即賬面總值扣除虧損撥備)採用實際利率。

股息收入於股東收取付款之權利確立時予以確認。

於二零一八年一月一日前政策
收入按已收或應收代價的公平值計量，並於經濟利益將流入本集團而收入金額能可靠地計量時確認。

利息收入按時間比例採用實際利率法確認。

股息收入於股東收取付款之權利確立時予以確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued) 4. 重大會計政策(續)

(m) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group operates a mandatory provident fund scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The Group’s contributions to the MPF Scheme are calculated at 5% of the salaries and wages subject to a monthly maximum amount of HK\$1,500 per employee and vest fully with employees when contributed into the MPF Scheme.

(iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits, and when the Group recognises restructuring costs and involves the payment of termination benefits.

(m) 僱員福利

(i) 僱員應享假期

僱員應享年假及長期服務假期隨員工累積假期予以確認。本集團已因僱員提供服務至報告期末的年假及長期服務假期而產生的估計負債作出撥備。

僱員應享病假及產假於僱員放假時方會確認。

(ii) 退休金責任

根據香港強制性公積金計劃條例，本集團會為所有香港合資格僱員參與強制性公積金計劃(「強積金計劃」)。本集團於強積金計劃供款為薪金及工資的5%，每名僱員的每月最高供款金額為1,500港元，並於注資予強積金計劃時全數歸屬予僱員。

(iii) 終止服務福利

終止服務福利會於本集團無法撤回福利提供及本集團確認重組成本並涉及支付終止服務福利的較早日期予以確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and consultants.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or, if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

(o) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

4. 重大會計政策(續)

(n) 股份基礎付款

本集團向若干董事、僱員及顧問支付以權益結算股份基礎付款。

向董事及僱員支付以權益結算股份基礎付款按權益性工具於授出日期之公平值計量(不包括非市場為本之歸屬條件之影響)。於以權益結算股份基礎付款授出日期所釐定的公平值，乃依據本集團對最終歸屬股份之估計，並對非市場為本之歸屬條件之影響作出調整，按直線法於歸屬期間支銷。

向顧問支付之以權益結算股份基礎付款乃按提供服務之公平值計量，或倘不能可靠計量提供服務的公平值，則按所授出權益性工具的公平值計量。公平值乃於本集團接受服務日期計量及確認為開支。

(o) 稅項

所得稅為當期稅項與遞延稅項的總和。

當期應付稅項乃按年度應課稅溢利計算。由於其他年度的應課稅或可扣減收入或開支項目以及永遠毋須課稅或不可扣減的項目，應課稅溢利與損益中所確認的溢利不同。本集團的當期稅項負債，應按報告期末前已執行或實質上已執行的稅率計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Taxation (Continued)

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

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

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

4. 重大會計政策(續)

(o) 稅項(續)

遞延稅項根據綜合財務報表中資產及負債的賬面值與用作計算應課稅溢利的相應稅基兩者之間的差額。通常會就所有應課稅暫時性差額確認遞延稅項負債，而遞延稅項資產乃於有應課稅溢利可用以抵銷可扣減暫時性差額、未動用稅項虧損或未動用稅項抵免時確認。倘暫時性差額是因既不影響應課稅溢利也不影響會計溢利的交易中的資產及負債的初步確認而產生，則不會確認該等資產及負債。

遞延稅項負債就於附屬公司的投資導致的應課稅暫時性差額確認，除非本集團能夠控制暫時性差額的撥回及暫時性差額於可見將來將不太可能撥回。

遞延稅項資產的賬面值會於各報告期末作出檢討，並在不再可能有足夠應課稅溢利抵銷全部或部分將予收回之資產時作出相應調低。

遞延稅項乃基於報告期末前已執行或實質上已執行的稅率，按預期於清償負債或變現資產期間應用的稅率計算。遞延稅項於損益中確認，惟倘其與其他全面收益或直接於權益確認之項目有關，則在此情況下遞延稅項亦於其他全面收益或直接於權益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Taxation (Continued)

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

(p) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss and other comprehensive income to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit.

Value in use is the present value of the estimated future cash flows of the asset/cash-generating unit. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/cash-generating unit whose impairment is being measured.

Impairment losses for cash-generating units are allocated pro rata amongst the assets of the cash-generating unit. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

4. 重大會計政策(續)

(o) 稅項(續)

遞延稅項資產及負債的計量反映本集團預期於報告期末收回或結算其資產及負債賬面值的稅務後果。

當有法定可強制執行權利將即期稅項資產與即期稅項負債互相抵銷，且彼等與同一稅務當局徵收的所得稅相關，以及本集團擬按淨額基準結算即期稅項資產及負債，則會將遞延稅項資產與負債互相抵銷。

(p) 非財務資產減值

非財務資產之賬面值於各報告日期檢討有否出現減值跡象，倘資產已減值，則作為開支透過綜合損益及其他全面收益表撇減至其估計可收回金額。可收回金額就個別資產釐定，惟倘資產並無產生很大程度上獨立於其他資產或資產組合之現金流入，則可收回金額就資產所屬之現金產生單位釐定。可收回金額按個別資產或現金產生單位之使用價值與公平值減出售成本兩者中之較高者計算。

使用價值為資產／現金產生單位估計未來現金流量之現值。現值按反映貨幣時間價值及資產／現金產生單位(已計量減值)之特有風險之稅前貼現率計算。

現金產生單位減值虧損按比例在現金產生單位資產間進行分配。因估計變動而導致其後可收回金額增加將計入損益直至撥回減值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Impairment of financial assets

The Group recognises a loss allowance for ECL on other receivables. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the other receivables.

For all financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

4. 重大會計政策(續)

(q) 財務資產減值

本集團針對其他應收款項的預期信貸虧損確認虧損撥備。預期信貸虧損的金額於每個報告日期予以更新，以反映自首次確認以來信貸風險的變動。

就所有金融工具而言，如自首次確認以來信貸風險已大幅增加，則本集團確認全期預期信貸虧損。然而，倘自首次確認以來信貸風險並無大幅增加，則本集團按與十二個月預期信貸虧損之等額計算有關金融工具之虧損撥備。

全期預期信貸虧損指於金融工具預期壽命內發生所有可能的違約事件而導致的預期信貸虧損。相反，十二個月預期信貸虧損則指預期於報告日期後十二個月內可能發生的違約事件而導致的部分全期預期信貸虧損。

信貸風險顯著增加

為評估信貸風險自首次確認後是否已大幅增加，本集團會將金融工具於報告日出現違約的風險與該金融工具於首次確認當日出現違約的風險相比較。本集團進行評估時，會考慮合理及有依據的量化及質性資料，包括參考過往經驗及無須耗費不必要的成本或精力而取得的前瞻性資料。納入考量之前瞻性資料包括來自經濟專家報告、金融分析師、政府機構、相關智庫及其他類似機構所觀望本集團債務人所經營行業之前景、以及考慮不同外部來源對與本集團主要業務相關的實際及預測經濟資料。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

4. 重大會計政策(續)

(q) 財務資產減值(續)

信貸風險顯著增加(續)

具體而言，評估信貸風險是否自首次確認以來已大幅增加時會考慮以下資料：

- 金融工具的外部(如有)或內部的信貸評級實際上或預期嚴重惡化；
- 具體金融工具的信貸風險的外部市場指標嚴重轉差；
- 業務、金融或經濟環境目前受到或預期出現不利影響，並預計嚴重使債務人的債務償還能力下降；
- 債務人的經營業績實際上或預期嚴重惡化；
- 有關相同債務人的其他金融工具之信貸風險大幅增加；及
- 債務人面對的監管、經濟或技術環境在實際上或預計會發生重大不利變動，導致債務人的債務償還能力嚴重下降。

不論上述評估結果，本集團認為，當合約付款逾期超過三十天，則自首次確認以來信貸風險已大幅增加，除非本集團有合理及有依據之資料證明。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (i) The financial instrument has a low risk of default;
- (ii) The debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and
- (iii) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of “investment grade” in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of “performing”. Performing means that the counterparty has a strong financial position and there is no past due amounts.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

4. 重大會計政策(續)

(q) 財務資產減值(續)

信貸風險顯著增加(續)

儘管如此，本集團假設倘若債務工具於報告日期確定為信貸風險低，自首次確認後債務工具的信貸風險則尚未大幅增加。倘若：

- (i) 金融工具之違約風險低；
- (ii) 借款人在近期內履行合約現金流量責任的能力強；及
- (iii) 經濟和商業環境的不利影響從長遠來看，可能但不一定會降低借款人履行合約現金流量責任的能力。

則金融工具可被確定為具有低信貸風險。本集團認為，如財務資產具有按照環球理解定義之「投資級別」之外部信貸評級，或倘並無外部評級可用，有關資產具有「良好」之內部評級。良好指對手方財務狀況強固，且並無逾期款項。

本集團定期監察用於識別信貸風險是否有大幅增加之標準是否有效，並對其進行適當修訂，以確保該標準能於款項逾期前識別信貸風險是否有大幅增加。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Impairment of financial assets (Continued)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;

4. 重大會計政策(續)

(q) 財務資產減值(續)

違約之定義

本集團認為，就內部信貸風險管理而言，以下事件構成違約事件，因過往經驗顯示符合以下任何標準之應收款項一般無法收回：

- 對手方違反財務契諾時；或
- 內部產生或外部來源資料顯示，債務人很可能無法向債權人(包括本集團)悉數還款(不計及本集團所持有任何抵押品)。

不論上文分析，本集團認為，倘財務資產逾期超過九十天，則違約已經發生，惟本集團擁有合理及有依據資料顯示一項更滯後的違約標準更為合適，則另作別論。

出現信貸減值之財務資產

如一項或多項事件發生，導致財務資產的估計未來現金流量受到負面影響，則財務資產出現信貸減值。財務資產出現信貸減值之證據包括有關以下事件之可觀察數據：

- 發行人或對手方出現嚴重財務困難；
- 違約，例如逾期或拖欠事件；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Impairment of financial assets (Continued)

Credit-impaired financial assets (Continued)

- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or
- The disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of other receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

4. 重大會計政策(續)

(q) 財務資產減值(續)

出現信貸減值之財務資產(續)

- 對手方之貸款人因與對手方出現財務困難相關經濟或合約理由授予對手方貸款人一般不會考慮的寬免；
- 對手方很可能將宣佈破產或進行財務重組；或
- 有關財務資產之活躍市場因財務困難而消失。

撇銷政策

如有資料顯示債務人出現嚴重財務困難且並無實際收回可能性(包括債務人被清盤或已進入破產程序，或如屬其他應收款項，有關款項逾期超過兩年(以較早發生者為準))，則本集團將該財務資產撇銷。已撇銷財務資產仍可面臨本集團收回款項程序之強制執行活動，包括尋求法律意見(如適用)。任何收回款項確認於損益。

預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率程度(即倘發生違約時的損失程度)及違約風險敞口的函數。違約概率及違約損失率程度之評估乃按過往數據為依據，並按前瞻性資料作出調整。至於所面臨違約風險金額，就財務資產而言，乃為有關資產於報告日期之賬面總值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Impairment of financial assets (Continued) *Measurement and recognition of ECL (Continued)*

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account and does not reduce the carrying amount of the financial asset in the consolidated statement of financial position.

Policy prior to 1 January 2018

At the end of each reporting period, the Group assesses whether its financial assets (other than those at fair value through profit or loss) are impaired, based on objective evidence that, as a result of one or more events that occurred after the initial recognition, the estimated future cash flows of the (group of) financial asset(s) have been affected.

For available-for-sale equity instruments, a significant or prolonged decline in the fair value of the investment below its cost is considered also to be objective evidence of impairment.

4. 重大會計政策(續)

(q) 財務資產減值(續) *預期信貸虧損的計量及確認(續)*

就財務資產而言，預期信貸虧損以根據合約中應付本集團的所有合約現金流量與本集團預期收取的所有現金流量之間的差額進行估算，並按初始實際利率貼現。

倘本集團已於過往報告期針對一項金融工具按與全期預期信貸虧損相等金額計算虧損撥備，惟於現行報告日期該金融工具不再符合全期預期信貸虧損之條件，則本集團於現行報告日期按與十二個月預期信貸虧損相等金額計算虧損撥備(除使用簡化方法之資產外)。

本集團就所有金融工具於損益確認減值收益或虧損，並通過虧損撥備賬對其賬面值進行相應調整，而不會於綜合財務狀況表扣減有關財務資產之賬面值。

二零一八年一月一日前政策

本集團會於各報告期末根據客觀證據(即(一組)財務資產之估計未來現金流量由於初步確認後發生之一項或多項事件而受到影響)評估其財務資產(透過損益按公平值計算之財務資產除外)有否減值。

就可供出售權益性工具而言，投資之公平值大幅或長期下降至低於其成本亦被視為減值之客觀證據。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Impairment of financial assets (Continued) Policy prior to 1 January 2018 (Continued)

For all financial assets, the carrying amount is directly reduced by the impairment loss.

For financial assets measured at amortised cost, if the amount of the impairment loss decreases in a subsequent period and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed directly through profit or loss. However, the reversal must not result in a carrying amount that exceeds what the amortised cost of the financial asset would have been had the impairment not been recognised at the date the impairment is reversed.

(r) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

4. 重大會計政策(續)

(q) 財務資產減值(續) 二零一八年一月一日前政策 (續)

就全部財務資產而言，賬面值會直接按減值虧損作出扣減。

就按攤銷成本計量的財務資產而言，倘減值虧損之金額於其後期間減少，而該減少可以客觀地與確認減值後發生之一項事件有關，則先前已確認之減值虧損直接透過損益撥回。然而，撥回不得導致撥回減值當日之賬面值超過該財務資產於未確認減值時之攤銷成本。

(r) 撥備及或然負債

倘本集團因過往事件負上現有法律或推定責任而可能需要以經濟利益流出履行義務，並能作出可靠估計時，便會就未有確定時間或金額之負債確認撥備。倘貨幣時間價值重大，撥備會以履行義務預期支出的現值列賬。

倘需要經濟利益流出的可能性不大，或未能可靠估計有關金額，則除非經濟利益流出的可能性極微，否則有關責任將列作或然負債披露。須視乎一項或多項未來事件是否發生才能確定存在與否的潛在責任，亦會披露為或然負債，除非經濟利益流出的可能性極微則作別論。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

5. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

(a) Property, plant and equipment and depreciation

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned.

The carrying amount of property, plant and equipment as at 31 December 2018 was approximately HK\$6,853,000 (2017: HK\$2,400,000).

4. 重大會計政策(續)

(s) 報告期後事項

提供本集團於報告期末狀況額外資料的報告期後事項為調整事項，並反映於綜合財務報表。並非調整事項的報告期後事項，倘屬重大時，則於綜合財務報表附註內披露。

5. 估計不明朗因素的主要來源

於報告期末，涉及未來及其他估計不明朗因素的主要來源，有對下一財政年度的資產及負債的賬面值造成重大調整之重大風險的主要假設討論如下。

(a) 物業、廠房及設備及折舊

本集團釐定其物業、廠房及設備之估計可使用年期、剩餘價值及相關折舊開支。是項估計乃根據類似性質及功能之物業、廠房及設備之實際可使用年期及剩餘價值之過往經驗作出。當可使用年期及剩餘價值與先前估計不同時，本集團將修訂折舊開支，或將已棄用技術過時或非策略資產作出撇銷或撇減。

於二零一八年十二月三十一日，物業、廠房及設備之賬面值約為6,853,000港元(二零一七年：2,400,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

5. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(b) Fair value of unlisted equity investments

The Group appointed an independent professional valuer to assess the fair value of unlisted equity investments. In determining the fair value, the valuer has utilised a method of valuation which involves certain estimates. The directors have exercised their judgement and are satisfied that the method of valuation and inputs used are reflective of the current market conditions.

The carrying amount of unlisted equity investments as at 31 December 2018 was approximately HK\$14,518,000 (2017: HK\$16,427,000).

6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: price risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Price risk

The Group is exposed to equity price risk mainly through its investment in equity securities. The management manages this exposure by maintaining a portfolio of investments with different risk and return profiles. The Group's equity price risk is mainly concentrated on equity securities quoted on the Stock Exchange.

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period.

If equity prices had been 10% (2017: 10%) higher/lower, loss after tax for the year ended 31 December 2018 would decrease/increase by approximately HK\$11,184,000 (2017: HK\$6,278,000). This is mainly due to the changes in fair value of held-for-trading investment.

5. 估計不明朗因素的主要來源 (續)

(b) 非上市股本投資公平值

本集團已委任一名獨立專業估值師對非上市股本投資的公平值進行評估。於釐定公平值時，估值師採用涉及若干估計的估值方法。董事已行使其判斷，並相信該估值方法及所用輸入數據能反映當前的市況。

於二零一八年十二月三十一日，非上市股本投資的賬面值約為14,518,000港元(二零一七年：16,427,000港元)。

6. 財務風險管理

本集團的業務面對多種財務風險：價格風險、信貸風險、流動資金風險及利率風險。本集團整體風險管理計劃專注於不可預測之金融市場並尋求降低對本集團財務表現之潛在不利影響。

(a) 價格風險

本集團主要透過其權益證券投資承受權益價格風險。管理層透過持有一個不同風險及回報之投資組合管理是項風險。本集團之權益價格風險主要集中在於在聯交所報價之股本證券。

以下敏感度分析乃根據於報告期末所面臨的權益價格風險釐定。

倘權益價格上升/下降10% (二零一七年：10%)，截至二零一八年十二月三十一日止年度除稅後虧損將減少/增加約11,184,000港元(二零一七年：6,278,000港元)。此乃主要由於持作買賣投資公平值變動所致。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities and from its financing activities, including equity instruments and deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

All of the Group's financial assets at amortised cost are considered to have low credit risk, and the loss allowance recognised during the period was therefore limited to 12-month expected losses. Financial instruments are considered to be low credit risk when they have a low rate of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term. The Group's financial liabilities are repayable on demand or within one year.

Based on the assessment of the directors, despite the continuous operating loss incurred by the Group over the years, the liquidity risk encountered by the Group is minimal considered that the Group will have sufficient cash resources to satisfy its future working capital after taking into account the ability of the Group to conduct fund raising activities and the ability to realise the financial assets at FVTPL.

6. 財務風險管理(續)

(b) 信貸風險

信貸風險指對手方未有根據金融工具或客戶合約履行其義務而導致財務損失。本集團面臨的信貸風險來自其經營活動及融資活動(包括權益性工具及存放於銀行及金融機構之存款、外匯交易及其他金融工具)。本集團面臨來自現金及現金等值物的信貸風險有限，原因為對手方乃得到國際信貸評級機構發出高信貸評級的銀行，本集團認為屬低信貸風險。

本集團所有按攤銷成本計算之財務資產被認為屬低信貸風險，故於期內所確認的虧損撥備限於十二個月預期虧損。金融工具如具低違約率且發行人具強大能力以於短期內履行合約現金流責任，則被視為屬低信貸風險。

(c) 流動資金風險

本集團的政策是定期監控現時及預期流動資金需要，以確保維持足夠現金儲備滿足短期及長期之流動資金需要。本集團的財務負債可按要求或於一年內償付。

根據董事評估，儘管本集團多年持續產生經營虧損，本集團的流動資金風險甚低，原因是經考慮本集團有能力進行集資活動及有能力變現透過損益按公平值計算之財務資產，本集團有充足現金資源以應付未來營運資金。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (Continued) 6. 財務風險管理(續)

(d) Interest rate risk

The Group has no significant interest-bearing assets and liabilities, the Group's operating cash flows are substantially independent of changes in market interest rates.

(d) 利率風險

本集團並無重大計息資產及負債，本集團的經營現金流量基本不受市場利率變動影響。

(e) Categories of financial instruments at 31 December 2018

(e) 於二零一八年十二月三十一日的財務工具組別

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Financial assets:	財務資產：		
Financial assets at FVTPL:	透過損益按公平值計算之財務資產：		
Mandatorily measured at FVTPL	強制性透過損益按公平值計算	126,361	62,797
Financial assets measured at amortised costs	按攤銷成本計算之財務資產	1,798	—
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等值項目)	—	1,750
Available-for-sale financial assets	可供出售財務資產	—	16,427
Financial liabilities:	財務負債：		
Financial liabilities at amortised cost	按攤銷成本計算之財務負債	496	399

(f) Fair values

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

(f) 公平值

本集團財務資產及財務負債的賬面值誠如綜合財務狀況表所反映，與其各自公平值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

7. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

7. 公平值計量

公平值為市場參與者於計量日期進行之有序交易中出售資產所收取或轉讓負債所支付之價格。以下公平值計量披露使用的公平值層級將用於計量公平值的估值技術之輸入值分為三個層級：

第一層級 本集團可於計量日期
輸入值： 獲得之相同資產或負債之活躍市場報價(未經調整)。

第二層級 第一層級所包括之報價以外之直接或間接的資產或負債可觀察輸入值。

第三層級 資產或負債之不可觀察輸入值。

本集團的政策乃於導致該轉移之事件或狀況出現變動當日確認自三個層級中的任何一個層級的轉入及轉出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

7. FAIR VALUE MEASUREMENTS 7. 公平值計量(續)

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

(a) 於二零一八年十二月三十一日的公平值層級披露：

Description	概述	Fair value measurements using: 使用下列輸入值之公平值計量：			Total 總計
		Level 1 第一層級 HK\$'000 千港元	Level 2 第二層級 HK\$'000 千港元	Level 3 第三層級 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Recurring fair value measurements:	經常性公平值計量：				
Financial assets	財務資產				
Financial assets at FVTPL	透過損益按公平值計算之財務資產				
Listed equity securities	上市股本證券	111,843	—	—	111,843
Unlisted equity securities	非上市股本證券	—	—	14,518	14,518
Total	總計	111,843	—	14,518	126,361

Description	概述	Fair value measurements using: 使用下列輸入值之公平值計量：			Total 總計
		Level 1 第一層級 HK\$'000 千港元	Level 2 第二層級 HK\$'000 千港元	Level 3 第三層級 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Recurring fair value measurements:	經常性公平值計量：				
Financial assets	財務資產				
Financial assets at FVTPL	透過損益按公平值計算之財務資產				
Listed equity securities	上市股本證券	62,797	—	—	62,797
Available-for-sale financial assets	可供出售財務資產				
Unlisted equity securities	非上市股本證券	—	—	16,427	16,427
Total	總計	62,797	—	16,427	79,224

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

7. FAIR VALUE MEASUREMENTS 7. 公平值計量(續)

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

(b) 按第三層級公平值計量之資產對賬：

Description	概述	Financial assets at FVTPL – unlisted equity securities 透過損益按公平值計算之財務資產 – 非上市股本證券 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	16,427
Total gains or losses recognised	於下表確認之收益或虧損總額	
in profit or loss (#)	損益(#)	(1,099)
in other comprehensive income	其他全面收益	(810)
At 31 December 2018	於二零一八年十二月三十一日	14,518
(#) Include gains or losses for assets held at end of reporting period	(#) 包括於報告期末持有之資產之收益或虧損	(1,099)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

7. FAIR VALUE MEASUREMENTS 7. 公平值計量(續)

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

(b) 按第三層級公平值計量之資產對賬：(續)

Description	概述	Available-for-sale financial assets – unlisted equity securities 可供出售財務資產 – 非上市股本證券 HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日	518
Total gains or losses recognised	於下表確認之收益或虧損總額	
in profit or loss (#)	損益(#)	(1,021)
in other comprehensive income	其他全面收益	2,060
Purchase	購買	15,000
Disposal	出售	(130)
At 31 December 2017	於二零一七年十二月三十一日	16,427
(#) Include gains or losses for assets held at end of reporting period	(#) 包括於報告期末持有之資產之收益或虧損	—

The total gains or losses recognised in other comprehensive income are presented in fair value changes of available-for-sale financial assets and exchange differences on translating foreign operations in the consolidated statement of profit or loss and other comprehensive income.

於其他全面收益確認之收益或虧損總額於綜合損益及其他全面收益表中呈列為可供出售財務資產及換算海外業務產生之匯兌差額之公平值變動。

The total gains or losses recognised in profit or loss including those for assets held at the end of reporting period are presented in net loss on financial assets at FVTPL in the consolidated profit or loss and other comprehensive income.

於損益確認之收益或虧損總額(包括於報告期末所持有資產)於綜合損益及其他全面收益表中呈列為透過損益按公平值計算之財務資產之淨虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

7. FAIR VALUE MEASUREMENTS 7. 公平值計量(續) (Continued)

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

The Group's chief financial officer is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The chief financial officer reports directly to the Board of Directors for these fair value measurements. Discussions of valuation processes and results are held between the chief financial officer and the Board of Directors at least twice a year.

For level 3 fair value measurements, the Group will normally engage external valuation experts with the recognised professional qualifications and recent experience to perform the valuations.

(c) 本集團於二零一八年十二月三十一日所採用估值程序以及公平值計量所採用的估值技術及輸入值披露：

本集團首席財務官負責就財務申報目的而言之資產及負債公平值計量，包括第三層級公平值計量。首席財務官直接向董事會報告該等公平值計量。首席財務官與董事會至少每年對估值程序及結果進行兩次討論。

就第三層級公平值計量而言，本集團將通常委聘具認可專業資格及有近期估值經驗之外部估值專家。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

7. FAIR VALUE MEASUREMENTS 7. 公平值計量(續)

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

Key unobservable inputs used in level 3 fair value measurements are mainly as below:

(c) 本集團於二零一八年十二月三十一日所採用估值程序以及公平值計量所採用的估值技術及輸入值披露：(續)
第三層公平值計量所使用之重大不可觀察輸入值主要載列如下：

Description	Valuation technique	Unobservable inputs	Value	Effect on fair value for increase of inputs	Fair value
概述	估值技術	不可觀察輸入值	價值	輸入值增大對公平值之影響	公平值 HK\$'000 千港元
Private equity investments classified as financial assets at FVTPL (2017: Private equity investments classified as available-for-sale financial assets)	Market approach 市場法	Price to earnings 市盈率	13.48 (2017: 15.44)	Increase 升高	14,518 (2017: 16,427)
Private equity investments classified as available-for-sale financial assets)		Net profit 純利潤	HK\$43,250,000 (2017: HK\$40,691,000)	Increase 升高	
分類為透過損益按公平值計算之財務資產之私募權益投資(二零一七年：分類為可供出售財務資產之私募權益投資)		Discount for lack of market liability 缺乏可銷性折讓	13.83% (2017: 16.45%)	Decrease 降低	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

8. REVENUE

Revenue recognised during the year is as follows:

Interest income on bank deposits 銀行存款之利息收入
Dividend income 股息收入

8. 收入

年內確認之收入如下：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
----------------------------------	----------------------------------

1	—
17	—
18	—

The results arising from the fair value change of financial assets at FVTPL are shown separately in the consolidated statement of profit or loss and other comprehensive income under the line of “Net loss on financial assets at fair value through profit or loss”. The gross proceeds from trading of securities for the year amounted to approximately HK\$140,995,000 (2017: HK\$82,241,000).

The Group has identified its operating segments and prepared segment information based on the regular internal financial information reported to the Group's executive directors for their decisions about resources allocation to the Group's business components and review of these components' performance.

For both years ended 31 December 2017 and 2018, the Group has identified only one segment and the sole business of this segment is investment in listed and unlisted securities. No separate analysis of segment information by business segment is presented.

The Group's revenue from external customers and its non-current assets by geographical areas are not presented as the geographical segments other than Hong Kong are less than 10% of the aggregate amount of all segments.

透過損益按公平值計算之財務資產的公平值變動所得結果於綜合損益及其他全面收益表「透過損益按公平值計算之財務資產虧損淨額」下獨立列示。本年度買賣證券所得款項總額約為140,995,000港元(二零一七年：82,241,000港元)。

本集團已識別其經營分部，並根據本集團執行董事獲提供以作本集團業務分部之資源分配及檢討該等分部表現決策的定期內部財務資料而編製分部資料。

截至二零一七年及二零一八年十二月三十一日止年度，本集團僅識別一個分部，該分部的唯一業務為於上市及非上市證券的投資。並無另外呈列按業務分部劃分的分部資料分析。

本集團並無呈列按地區劃分的來自外部客戶的收入及非流動資產，原因是香港境外地區分部之收入少於所有分部總額的10%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

9. OTHER INCOME

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Net foreign exchange gains	匯兌收益淨額	—	132
Gain on disposal of property, plant and equipment	出售物業、廠房及 設備收益	—	26
Sundry income	雜項收入	30	31
		30	189

10. INCOME TAX EXPENSE

The Group is not subject to any taxation under the jurisdictions of the Cayman Islands and the British Virgin Islands during the year (2017: Nil).

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements since the Group has no assessable profit for the year (2017: Nil).

9. 其他收入

10. 所得稅開支

年內，本集團毋須繳付開曼群島及英屬處女群島司法權區內的任何稅項(二零一七年：無)。

由於本集團年內並無應課稅溢利(二零一七年：無)，故並無香港利得稅在綜合財務報表內作出撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

10. INCOME TAX EXPENSE (Continued)

The reconciliation between the income tax expense and the product of loss before tax multiplied by the Hong Kong Profits Tax rate is as follows:

10. 所得稅開支(續)

所得稅開支與除稅前虧損乘以香港利得稅稅率之乘積對賬如下:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Loss before tax	除稅前虧損	(27,128)	(45,370)
Tax at the Hong Kong Profits Tax rate of 16.5% (2017: 16.5%)	按香港利得稅稅率16.5% (二零一七年: 16.5%) 計算之稅項	(4,476)	(7,486)
Tax effect of income that is not taxable	不可扣減收入之稅項影響	(3)	—
Tax effect of expenses that are not deductible	不可扣減開支之稅項影響	2,059	1,882
Tax effect of other temporary differences not recognised	其他未確認暫時性差額之稅項影響	(62)	3,296
Tax effect of tax losses not recognised	未確認稅項虧損之稅項影響	2,607	2,311
Tax effect of utilisation of tax losses not previously recognised	使用先前未確認稅項虧損之稅項影響	(26)	—
Effect of different tax rate of a subsidiary operating in other jurisdiction	於其他司法權區經營之附屬公司使用不同稅率之影響	(99)	(3)
Income tax expense	所得稅開支	—	—

At the end of the reporting period the Group has unused tax losses of approximately HK\$201,729,000 (2017: HK\$180,692,000) available for offset against future profits and are subject to the approval of Inland Revenue Department. No deferred tax asset has been recognised due to the unpredictability of future profit streams. The tax losses may be carried forward indefinitely.

於報告期末，本集團未動用稅項虧損約201,729,000港元(二零一七年: 180,692,000港元)，可抵銷未來溢利及需獲稅務局的核准。並無遞延稅項資產因未來溢利流的不可預測性而獲確認。稅項虧損可無限期結轉。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

11. LOSS FOR THE YEAR

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

11. 年度虧損

本集團年度虧損於扣除/(計入)以下各項後呈列：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Auditor's remuneration	核數師酬金	320	310
Depreciation	折舊	1,668	1,167
Net foreign exchange loss/(gains)	匯兌虧損/(收益)淨額	786	(132)
Other equity-settled share-based payments	其他權益結算股份基礎付款	—	317
Operating lease charges for land and buildings	土地及樓宇經營租賃費用	3,137	1,756

12. EMPLOYEE BENEFITS EXPENSE

12. 僱員福利開支

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Employee benefits expense:	僱員福利開支：		
Salaries, bonuses and allowances	薪金、花紅及津貼	5,282	5,876
Equity-settled share-based payments	權益結算股份基礎付款	—	2,210
Retirement benefit scheme contributions	退休福利計劃供款	148	169
		5,430	8,255

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

12. EMPLOYEE BENEFITS EXPENSE (Continued) 12. 僱員福利開支(續)

(a) Pensions – defined contribution plans

Contributions totalling approximately HK\$27,000 (2017: HK\$25,000) were payable to the fund at the end of the reporting period.

(b) Five highest paid individuals

The five highest paid individuals in the Group during the year included Nil (2017: 1) director whose emoluments are reflected in the analysis presented in note 13. The emoluments of the remaining 5 (2017: 4) individuals are set out below:

(a) 退休金 – 定額供款計劃

供款總額約27,000港元(二零一七年: 25,000港元)已於報告期末向基金支付。

(b) 五名最高薪酬人士

本集團年內五名最高薪酬人士包括零名(二零一七年: 1名)董事, 其薪酬反映在附註13呈列之分析。餘下5名(二零一七年: 4名)人士之酬金載列如下:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	3,641	2,806
Equity-settled share-based payments	權益結算股份基礎付款	—	1,807
Retirement benefit scheme contributions	退休福利計劃供款	90	72
		3,731	4,685

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

12. EMPLOYEE BENEFITS EXPENSE (Continued)

(b) Five highest paid individuals (Continued)

The emoluments fell within the following bands:

		Number of individuals 人數	
		2018 二零一八年	2017 二零一七年
Nil to HK\$1,000,000	零至1,000,000港元	4	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	1	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至 2,000,000港元	—	1
		5	4

During the year, no emoluments were paid by the Group to any of the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2017: Nil).

The emoluments paid or payable to the remaining 1 (2017: 1) member of senior management fell within the following band:

		Number of individual 人數	
		2018 二零一八年	2017 二零一七年
Nil to HK\$1,000,000	零至1,000,000港元	1	1

(b) 五名最高薪酬人士(續) 酬金介乎以下範圍：

年內，本集團並無向任何最高薪酬人士支付酬金，作為加入本集團或加入後之獎勵或作為辭職補償(二零一七年：無)。

付予或須付予餘下1名(二零一七年：1名)高級管理層成員之酬金介乎以下範圍：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

13. BENEFITS AND INTERESTS OF DIRECTORS 13. 董事福利及權益

(a) Directors' emoluments

The remuneration of every director is set out below:

(a) 董事酬金

每名董事薪酬載列如下：

Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking
就作為本公司或其附屬公司董事之人士服務已付或應收酬金

		Fees	Discretionary bonus	(Note i) Estimated money value of other benefits (附註(i)) 其他福利之估計貨幣價值	Total
		袍金 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	HK\$'000 千港元	總計 HK\$'000 千港元
Executive Directors	執行董事				
Mr. Jim Ka Shun (Note (ii))	詹嘉淳先生(附註(ii))	353	—	—	353
Mr. Chan Chi Hang (Note (iii))	陳志恆先生(附註(iii))	407	—	—	407
		760	—	—	760
Non-executive Director	非執行董事				
Mr. Ma Chao (Note (iv))	馬超先生(附註(iv))	309	—	—	309
Independent Non-executive Directors	獨立非執行董事				
Mr. Yip Ming	葉明先生	200	—	—	200
Mr. Lau Siu Hang (Note (v))	劉少恒先生(附註(v))	135	100	—	235
Mr. Tsang Chung Sing Edward	曾松星先生	200	—	—	200
Mr. Zhang Bin (Note (vi))	張彬先生(附註(vi))	83	—	—	83
Mr. Wang Ruiyang (Note (vii))	王瑞陽先生(附註(vii))	66	—	—	66
		684	100	—	784
Total for 2018	二零一八年總計	1,753	100	—	1,853
Executive Director	執行董事				
Mr. Jim Ka Shun (Note (ii))	詹嘉淳先生(附註(ii))	600	—	460	1,060
Independent Non-executive Directors	獨立非執行董事				
Mr. Gan Wei Ping (Note (viii))	甘偉平先生(附註(viii))	48	—	—	48
Mr. Yip Ming	葉明先生	200	—	—	200
Mr. Lau Siu Hang (Note (v))	劉少恒先生(附註(v))	200	—	—	200
Mr. Tsang Chung Sing Edward	曾松星先生	200	—	—	200
		648	—	—	648
Total for 2017	二零一七年總計	1,248	—	460	1,708

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

13. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

Notes:

- (i) Estimated money values of other benefits include leave pay, share options, insurance premium and club memberships, etc.
- (ii) Resigned on 3 August 2018.
- (iii) Appointed on 20 July 2018.
- (iv) Appointed on 2 May 2018 and resigned on 3 August 2018.
- (v) Resigned on 3 September 2018.
- (vi) Appointed on 3 August 2018.
- (vii) Appointed on 3 September 2018.
- (viii) Retired on 26 May 2017.

There was no arrangement under which a director waived or agreed to waive any emoluments during the year (2017: Nil).

(b) Directors' material interests in transactions, arrangements and contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

13. 董事福利及權益(續)

(a) 董事酬金(續)

附註：

- (i) 其他福利之估計貨幣價值包括假期薪金、購股權、保險費及會所會籍。
- (ii) 於二零一八年八月三日辭任。
- (iii) 於二零一八年七月二十日獲委任。
- (iv) 於二零一八年五月二日獲委任，並於二零一八年八月三日辭任。
- (v) 於二零一八年九月三日辭任。
- (vi) 於二零一八年八月三日獲委任。
- (vii) 於二零一八年九月三日獲委任。
- (viii) 於二零一七年五月二十六日卸任。

年內，並無董事放棄或同意放棄任何酬金之安排(二零一七年：無)。

(b) 董事於交易、安排及合約之重大權益

於年末或於年內任何時間，本公司概無就本集團業務訂立任何本公司董事及董事關連方於當中直接或間接擁有重大權益之重大交易、安排及合約。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

14. DIVIDENDS

The directors do not recommend the payment of any dividend for the year ended 31 December 2018 (2017: Nil).

15. LOSS PER SHARE

Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year attributable to owners of the Company of approximately HK\$27,128,000 (2017: HK\$45,370,000) and the weighted average number of ordinary shares of 1,383,895,087 (2017: 886,080,841) in issue during the year.

Diluted loss per share

The effect of all potential ordinary shares would be anti-dilutive for the years ended 31 December 2018 and 2017. Diluted loss per share was the same as the basic loss per share for the years ended 31 December 2018 and 2017.

14. 股息

董事並不建議派付截至二零一八年十二月三十一日止年度之任何股息(二零一七年：無)。

15. 每股虧損

每股基本虧損

本公司擁有人應佔每股基本虧損乃按本公司擁有人應佔年度虧損約為27,128,000港元(二零一七年：45,370,000港元)及年內已發行的普通股之加權平均股數1,383,895,087(二零一七年：886,080,841)計算。

每股攤薄虧損

截至二零一八年及二零一七年十二月三十一日止年度之所有潛在普通股之影響將具反攤薄作用。截至二零一八年及二零一七年十二月三十一日止年度之每股攤薄虧損與每股基本虧損相同。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Yacht and motor vehicles 遊艇及汽車 HK\$'000 千港元	Furniture and office equipment 傢俬及 辦公室設備 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本				
At 1 January 2017	於二零一七年一月一日	3,757	295	—	4,052
Additions	添置	—	470	197	667
Disposal	出售	(355)	—	—	(355)
At 31 December 2017 and 1 January 2018	於二零一七年 十二月三十一日及 二零一八年一月一日	3,402	765	197	4,364
Additions	添置	6,069	47	5	6,121
At 31 December 2018	於二零一八年 十二月三十一日	9,471	812	202	10,485
Accumulated depreciation	累計折舊				
At 1 January 2017	於二零一七年一月一日	870	128	—	998
Charge for the year	年度費用	934	198	35	1,167
Disposal	出售	(201)	—	—	(201)
At 31 December 2017 and 1 January 2018	於二零一七年 十二月三十一日及 二零一八年一月一日	1,603	326	35	1,964
Charge for the year	年度費用	1,228	329	111	1,668
At 31 December 2018	於二零一八年 十二月三十一日	2,831	655	146	3,632
Carrying amount	賬面值				
At 31 December 2018	於二零一八年 十二月三十一日	6,640	157	56	6,853
At 31 December 2017	於二零一七年 十二月三十一日	1,799	439	162	2,400

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

17. INVESTMENTS IN SUBSIDIARIES

Particulars of the subsidiaries as at 31 December 2018 are as follows:

17. 於附屬公司之投資

於二零一八年十二月三十一日之附屬公司詳情如下：

Name 名稱	Place of incorporation/ registration and operation 註冊成立/ 登記及經營地點	Particular of issued share capital 已發行股本詳情	Percentage of ownership/ voting power/profit sharing 擁有權/投票權/溢利分佔百分比				Principal activities 主要業務
			Direct 直接		Indirect 間接		
			2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	
Affluent Crest Investments Limited 峰冠投資有限公司	Hong Kong 香港	1 ordinary share 1股普通股	100%	100%	—	—	Provision of management services 提供管理服務
China Finance Qianhai Limited 中國金融前海有限公司	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 1股面值1美元之普通股	100%	100%	—	—	Investment holding 投資控股
Colour Charm Holdings Limited 彩昌控股有限公司	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 1股面值1美元之普通股	100%	100%	—	—	Asset holding 持有資產
Peaceful Gain Limited 利和有限公司	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 1股面值1美元之普通股	100%	100%	—	—	Investment holding 投資控股
China Financial Leasing Investments Limited ("CFL Investments") 中國金融租賃投資有限公司 ([中國金融租賃投資])	Hong Kong 香港	1 ordinary share 1股普通股	100%	100%	—	—	Provision of management services 提供管理服務

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

17. INVESTMENTS IN SUBSIDIARIES 17. 於附屬公司之投資(續) (Continued)

Name 名稱	Place of incorporation/ registration and operation 註冊成立/ 登記及經營地點	Particular of issued share capital 已發行股本詳情	Percentage of ownership/ voting power/profit sharing 擁有權/投票權/溢利分佔百分比				Principal activities 主要業務	
			Direct 直接		Indirect 間接			
			2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年		
China Finance Qianhai (Hong Kong) Limited 中國金融前海(香港)有限公司	Hong Kong 香港	1 ordinary share 1股普通股	—	—	100%	100%	Inactive 暫無業務	
China Financial Leasing Group (Hong Kong) Limited 中國金融租賃集團(香港)有限公司	Hong Kong 香港	1 ordinary share 1股普通股	—	—	100%	100%	Investment holding 投資控股	
深圳頂誠信息諮詢有限公司 ("深圳頂誠")	People's Republic of China (the "PRC")	Registered capital of Renminbi 15,000,000	—	—	100%	100%	Investment holding and provision of consultancy services	
深圳頂誠信息諮詢有限公司 ([深圳頂誠])	中華人民共和國 ([中國])	註冊資本為人民幣 15,000,000元					投資控股及提供諮詢 服務	

深圳頂誠 is a wholly-owned foreign enterprise established in the PRC.

The above list contains the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

深圳頂誠為於中國成立之外商獨資企業。

以上列表包括主要影響本集團業績、資產或負債之附屬公司詳情。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

18. AVAILABLE-FOR-SALE FINANCIAL ASSETS 18. 可供出售財務資產

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Unlisted equity securities, at fair value 按公平值計算之非上市 股本證券	—	16,427

Particulars of the Company's available-for-sale financial assets as at 31 December 2017 were as follows:

於二零一七年十二月三十一日之本公司可供出售財務資產詳情如下：

Name of investee company 所投資公司名稱	Place of registration 註冊成立地點	Particular of issued share capital 已發行股本詳情	Proportion of investee's capital owned 所擁有被投資公司資本比例	Cost HK\$'000 千港元	Fair value HK\$'000 千港元	Fair value gains HK\$'000 千港元	Exchange differences 匯兌差額 HK\$'000 千港元	Dividend income received during the year 年內所收股息收入	Dividend cover 股息比率	Net assets attributable to the Company 本公司應佔資產淨值 HK\$'000 千港元
深圳聯合能源控股有限公司 (formerly known as Shenzhen Ucar Southern Energy Co. Ltd.) ("聯合能源")	PRC	Registered capital of Renminbi 10,309,278	3.00%	15,000	16,427	1,244	183	—	N/A	1,201
深圳聯合能源控股有限公司 (前稱深圳優卡南方能源有限公司)(「聯合能源」)	中國	註冊資本為人民幣 10,309,278元								

聯合能源 and its subsidiaries were principally engaged in the business of providing consumer financial services to owners of motor vehicles in the PRC.

聯合能源及其附屬公司於中國主要從事為汽車車主提供消費者金融服務之業務。

Available-for-sale financial assets were denominated in Renminbi as at 31 December 2017.

於二零一七年十二月三十一日，可供出售財務資產以人民幣計值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

19. FINANCIAL ASSETS AT FVTPL

19. 透過損益按公平值計算之財務資產

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Equity securities listed in Hong Kong, at cost	按成本計算之香港上市股本證券	147,680	97,288
Net fair value loss	公平值虧損淨額	(35,837)	(34,491)
		111,843	62,797
Unlisted equity securities, at fair value	非上市股本證券，按公平值計算	14,518	—
Fair value as at 31 December	於十二月三十一日之公平值	126,361	62,797
Analysed as:	分析為：		
Non-current assets	非流動資產	14,518	—
Current assets	流動資產	111,843	62,797
		126,361	62,797

Financial assets at FVTPL are denominated in the following currencies:

透過損益按公平值計算之財務資產以下列貨幣計值：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Hong Kong dollars	港元	111,843	62,797
Renminbi	人民幣	14,518	—
		126,361	62,797

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

19. FINANCIAL ASSETS AT FVTPL (Continued)

The carrying amounts of the above financial assets are mandatorily measured at FVTPL in accordance with HKFRS 9.

The investments included above represent investments in equity securities that offer the Group the opportunity for return through dividend income and fair value gains. They have no fixed maturity or coupon rate.

The fair values of listed securities are based on quoted market prices. For unlisted securities, the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis and option pricing models, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

The realised and unrealised losses on financial assets at FVTPL for the year ended 31 December 2018 are approximately HK\$2,701,000 (2017: HK\$4,285,000) and HK\$2,445,000 (2017: HK\$19,854,000) respectively, the aggregate of which was recorded as net loss on financial assets at fair value through profit or loss in the consolidated statement of profit or loss and other comprehensive income.

19. 透過損益按公平值計算之 財務資產(續)

以上財務資產之賬面值按照香港財務報告準則第9號強制性按公平值計量。

上文所包括的投資指股本證券之投資，其透過股息收入及公平值收益為本集團提供回報機會。該等投資並無固定到期日或票面息率。

上市證券之公平值乃按所報市價計算。非上市證券方面，本集團使用估值技術確立公平值，包括使用近期公平交易、參考大致上相同的其他工具、貼現現金流分析及期權定價模型，盡量使用市場輸入數據及盡量不依賴個別實體輸入數據。

截至二零一八年十二月三十一日止年度，透過損益按公平值計算之財務資產之已變現及未變現虧損分別約為2,701,000港元(二零一七年：4,285,000港元)及2,445,000港元(二零一七年：19,854,000港元)，有關總額已於綜合損益及其他全面收益表中計入透過損益按公平值計算之財務資產之虧損淨額項下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

19. FINANCIAL ASSETS AT FVTPL 19. 透過損益按公平值計算之財務資產(續)

Particulars of the Company's financial assets at FVTPL as at 31 December 2018 are as follows:

本公司於二零一八年十二月三十一日之透過損益按公平值計算之財務資產詳情如下：

Name of investee company 所投資公司名稱	Place of incorporation/ registration 註冊成立地點	Number of shares held 所持股份數目	Proportion of investee's capital owned 所擁有被投資公司資本比例	Cost 成本	Market value/fair value 市值/公平值	Fair value gains/(losses) 公平值收益/(虧損)	Exchange differences 匯兌差異	Dividend income received during the year 年內所收股息收入	Dividend cover 股息比率	Net assets attributable to the Company 本公司應佔資產淨值
										HK\$'000 千港元
(a) Asia Television Holdings Limited ("Asia Television") 亞洲電視控股有限公司(「亞洲電視」)	Cayman Islands 開曼群島	114,000,000	1.62%	30,399	31,350	951	—	—	N/A 不適用	8,495
(b) Asia Resources Holdings Limited ("Asia Resources") 亞洲資源控股有限公司(「亞洲資源」)	Bermuda 百慕達	50,000,000	Less than 1% 少於1%	6,717	4,000	(2,717)	—	—	N/A 不適用	14,862
(c) Miji International Holdings Limited ("Miji International") 米技國際控股有限公司(「米技國際」)	Cayman Islands 開曼群島	45,140,000	3.01%	20,850	12,414	(8,436)	—	—	N/A 不適用	5,859
(d) Future Bright Mining Holdings Limited ("Future Bright Mining") 高鵬礦業控股有限公司(「高鵬礦業」)	Cayman Islands 開曼群島	181,000,000	4.68%	34,025	20,453	(13,572)	—	—	N/A 不適用	4,425
(e) Stream Ideas Group Limited ("Stream Ideas Group") 源想集團有限公司(「源想集團」)	Cayman Islands 開曼群島	9,800,000	4.90%	9,795	8,232	(1,563)	—	—	N/A 不適用	2,863
(f) C&N Holdings Limited ("C&N Holdings") 春能控股有限公司(「春能控股」)	Cayman Islands 開曼群島	30,000,000	4.69%	14,179	12,900	(1,279)	—	—	N/A 不適用	5,819
(g) RMH Holdings Limited ("RMH Holdings") 德斯控股有限公司(「德斯控股」)	Cayman Islands 開曼群島	27,000,000	4.50%	14,888	7,830	(7,058)	—	—	N/A 不適用	3,774
(h) ISP Global Limited ("ISP Global") ISP Global Limited (「ISP Global」)	Cayman Islands 開曼群島	5,200,000	Less than 1% 少於1%	8,722	14,664	5,942	—	—	N/A 不適用	550
(i) Long Success International Holdings Limited ("Long Success") 百齡國際(控股)有限公司(「百齡國際」)	Bermuda 百慕達	13,450,000	Less than 1% 少於1%	8,105	—	(8,105)	—	—	N/A 不適用	—
(j) 聯合能源 聯合能源	PRC 中國	N/A 不適用	3.00%	15,000	14,518	145	(627)	—	N/A 不適用	2,390
				162,680	126,361	(35,692)	(627)	—		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

19. FINANCIAL ASSETS AT FVTPL (Continued)

A brief description of the business and financial information of the listed investee companies, based on their published annual and interim reports, is as follows:

- (a) Asia Television is principally engaged in (i) processing, printing and sales of finished fabrics and subcontracting services and the trading of fabric and clothing business; (ii) money lending business; (iii) securities investment and brokerage services business; and (iv) media, cultural and entertainment business. The audited consolidated loss attributable to owners of Asia Television for the year ended 31 December 2018 was approximately HK\$949,909,000. As at 31 December 2018, the audited consolidated net asset value attributable to owners of Asia Television was approximately HK\$525,800,000.
- (b) Asia Resources is principally engaged in water exploitation operations, property sales and investment operations in the PRC. The audited consolidated loss attributable to owners of Asia Resources for the year ended 31 March 2018 was approximately HK\$123,989,000. As at 31 March 2018, the audited consolidated net asset value attributable to owners of Asia Resources was approximately HK\$2,145,072,000. The unaudited consolidated loss attributable to owners of Asia Resources for the six months ended 30 September 2018 was approximately HK\$38,378,000. As at 30 September 2018, the unaudited consolidated net asset value attributable to owners of Asia Resources was approximately HK\$2,262,555,000.

19. 透過損益按公平值計算之 財務資產(續)

根據有關上市所投資公司已公佈的年度及中期報告編撰之業務及財務資料簡介如下：

- (a) 亞洲電視主要從事(i)成衣及布料加工、印花及銷售業務；(ii)放債業務；(iii)證券投資及經紀服務業務；及(iv)媒體、文化及娛樂業務。截止二零一八年十二月三十一日止年度，亞洲電視擁有人應佔經審核綜合虧損約為949,909,000港元。於二零一八年十二月三十一日，亞洲電視擁有人應佔經審核綜合資產淨值約為525,800,000港元。
- (b) 亞洲資源主要從事於中國進行水資源開發營運、物業銷售及投資營運。截止二零一八年三月三十一日止年度，亞洲資源擁有人應佔經審核綜合虧損約為123,989,000港元。於二零一八年三月三十一日，亞洲資源擁有人應佔經審核綜合資產淨值約為2,145,072,000港元。截止二零一八年九月三十日止六個月，亞洲資源擁有人應佔未經審核綜合虧損約為38,378,000港元。於二零一八年九月三十日，亞洲資源擁有人應佔未經審核綜合資產淨值約為2,262,555,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

19. FINANCIAL ASSETS AT FVTPL (Continued)

- (c) Miji International is principally engaged in the development, manufacturing and selling of kitchen appliances in the PRC. Miji International's shares have been listed on the Stock Exchange since 16 July 2018. The audited consolidated profit attributable to owners of Miji International for the year ended 31 December 2018 was approximately HK\$26,585,000. As at 31 December 2018, the audited consolidated net asset value attributable to owners of Miji International was approximately HK\$194,710,000.
- (d) Future Bright Mining is principally engaged in (i) excavate and sale of marble blocks; (ii) production and sale of marble related products; and (iii) trading of commodities. The audited consolidated loss attributable to owners of Future Bright Mining for the year ended 31 December 2018 was approximately HK\$58,770,000. As at 31 December 2018, the audited consolidated net asset value attributable to owners of Future Bright Mining was approximately HK\$94,605,000.
- (e) Stream Ideas Group is principally engaged in the provision of on-line advertising services. The audited consolidated loss attributable to owners of Stream Ideas Group for the year ended 31 March 2018 was approximately HK\$26,293,000. As at 31 March 2018, the audited consolidated net asset value attributable to owners of Stream Ideas Group was approximately HK\$56,565,000. The unaudited consolidated profit attributable to owners of Stream Ideas Group for the six months ended 30 September 2018 was approximately HK\$2,062,000. As at 30 September 2018, the unaudited consolidated net asset value attributable to owners of Stream Ideas Group was approximately HK\$58,438,000.

19. 透過損益按公平值計算之 財務資產(續)

- (c) 米技國際主要從事於中國開發、製造及出售廚房用具。米技國際股份自二零一八年七月十六日於聯交所上市。截止二零一八年十二月三十一日止年度，米技國際擁有人應佔經審核綜合溢利約為26,585,000港元。於二零一八年十二月三十一日，米技國際擁有人應佔經審核綜合資產淨值約為194,710,000港元。
- (d) 高鵬礦業主要從事(i)挖掘並銷售大理石荒料；(ii)生產並銷售大理石相關產品；及(iii)商品貿易。截止二零一八年十二月三十一日止年度，高鵬礦業擁有人應佔經審核綜合虧損約為58,770,000港元。於二零一八年十二月三十一日，高鵬礦業擁有人應佔經審核綜合資產淨值約為94,605,000港元。
- (e) 源想集團主要從事提供網上廣告服務。截止二零一八年三月三十一日止年度，源想集團擁有人應佔經審核綜合虧損約為26,293,000港元。於二零一八年三月三十一日，源想集團擁有人應佔經審核綜合資產淨值約為56,565,000港元。截止二零一八年九月三十日止六個月，源想集團擁有人應佔未經審核綜合溢利約為2,062,000港元。於二零一八年九月三十日，源想集團擁有人應佔未經審核綜合資產淨值約為58,438,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

19. FINANCIAL ASSETS AT FVTPL (Continued)

- (f) C&N Holdings is principally engaged in the provision of transport and storage services to the logistics industry in Singapore. The audited consolidated profit attributable to owners of C&N Holdings for the year ended 31 December 2018 was approximately HK\$2,715,000. As at 31 December 2018, the audited consolidated net asset value attributable to owners of C&N Holdings was approximately HK\$124,134,000.
- (g) RMH Holdings is principally engaged in the provision of specialty care services for a variety of dermatological conditions by utilising medical, surgical, laser and aesthetic treatments in Singapore. The audited consolidated profit attributable to owners of RMH Holdings for the year ended 31 December 2018 was approximately HK\$10,758,000. As at 31 December 2018, the audited consolidated net asset value attributable to owners of RMH Holdings was approximately HK\$83,868,000.

19. 透過損益按公平值計算之 財務資產(續)

- (f) 春能控股主要從事於新加坡為物流業提供各類運輸及倉儲服務。截止二零一八年十二月三十一日止年度，春能控股擁有人應佔經審核綜合溢利約為2,715,000港元。於二零一八年十二月三十一日，春能控股擁有人應佔經審核綜合資產淨值約為124,134,000港元。
- (g) 德斯控股主要從事提透過醫療、外科、激光及美容療程，為影響皮膚、頭髮及指甲的各種皮膚問題提供專業護理服務。截止二零一八年十二月三十一日止年度，德斯控股擁有人應佔經審核綜合溢利約為10,758,000港元。於二零一八年十二月三十一日，德斯控股擁有人應佔經審核綜合資產淨值約為83,868,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

19. FINANCIAL ASSETS AT FVTPL (Continued)

(h) ISP Global is principally engaged in the sales, installation and maintenance of sound and communication system solutions and alert alarm systems in Singapore. The audited consolidated loss attributable to owners of ISP Global for the year ended 30 June 2018 was approximately HK\$9,574,000. As at 30 June 2018, the audited consolidated net asset value attributable to owners of ISP Global was approximately HK\$84,538,000. The unaudited consolidated profit attributable to owners of ISP Global for the six months ended 31 December 2018 was approximately HK\$368,000. As at 31 December 2018, the unaudited net asset value attributable to owners of ISP Global was approximately HK\$84,630,000.

(i) Long Success's shares were suspended for trading on the Stock Exchange on 3 December 2013 and delisted on 19 October 2016.

(j) 聯合能源 and its subsidiaries were principally engaged in the business of providing consumer financial services to owners of motor vehicles in the PRC. The audited consolidated profit attributable to owners of 聯合能源 for the year ended 31 December 2018 was approximately HK\$43,250,000. As at 31 December 2018, the audited consolidated net asset value attributable to owners of 聯合能源 was approximately HK\$79,658,000.

19. 透過損益按公平值計算之 財務資產(續)

(h) ISP Global主要從事於新加坡銷售、安裝及維護音響及通訊系統解決方案以及警報系統。截止二零一八年六月三十日止年度，ISP Global擁有人應佔經審核綜合虧損約為9,574,000港元。於二零一八年六月三十日，ISP Global擁有人應佔經審核綜合資產淨值約為84,538,000港元。截止二零一八年十二月三十一日止六個月，ISP Global擁有人應佔未經審核綜合溢利約為368,000港元。於二零一八年十二月三十一日，ISP Global擁有人應佔未經審核綜合資產淨值約為84,630,000港元。

(i) 百齡之股份自二零一三年十二月三日起於聯交所暫停交易及於二零一六年十月十九日除牌。

(j) 聯合能源及其附屬公司主要從事於中國向汽車車主提供消費者金融服務之業務。截止二零一八年十二月三十一日止年度，聯合能源擁有人應佔經審核綜合溢利約為43,250,000港元。於二零一八年十二月三十一日，聯合能源擁有人應佔經審核綜合資產淨值約為79,658,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

20. DEPOSITS AND PREPAYMENTS

20. 按金及預付款項

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Deposits	按金	871	1,112
Prepayments	預付款項	342	114
		1,213	1,226

21. SHARE CAPITAL

21. 股本

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Authorised: 15,000,000,000 ordinary shares of HK\$0.02 each	法定： 15,000,000,000股每股面值 0.02港元之普通股	300,000	300,000
Issued and fully paid: 1,606,649,882 (2017: 1,092,149,882) ordinary shares of HK\$0.02 each	已發行及繳足： 1,606,649,882股 (二零一七年： 1,092,149,882股) 每股面值0.02港元之 普通股	32,133	21,843

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

21. SHARE CAPITAL (Continued)

A summary of the movements in the issued share capital of the Company during the year is as follows:

21. 股本(續)

年內本公司已發行股本變動概要如下：

			Number of ordinary shares of HK\$0.02 each 每股面值 0.02港元之 普通股數目	Par value 面值 HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日		741,949,882	14,839
Issue of shares on placements	配售時發行股份	(a)	325,000,000	6,500
Exercise of share options	行使購股權	(b)	25,200,000	504
At 31 December 2017 and 1 January 2018	於二零一七年 十二月三十一日及 二零一八年一月一日		1,092,149,882	21,843
Issue of shares on placements	配售時發行股份	(c)	487,000,000	9,740
Exercise of share options	行使購股權	(d)	27,500,000	550
At 31 December 2018	於二零一八年 十二月三十一日		1,606,649,882	32,133

Notes:

- (a) On 20 April 2017, the Company entered into a placing agreement with Supreme China Securities Limited ("Supreme") as placing agent where Supreme agreed to place on a best effort basis a maximum of 148,000,000 new shares of the Company ("Placing Share I") of HK\$0.02 each at HK\$0.20 per Placing Share I to at least six placees who were professional investors according to the definition of The Securities and Future Ordinance. The intended and actual use of proceeds from the share placement was for general working capital and investments. The placing transaction was completed on 10 May 2017 and a total of 148,000,000 shares were issued. The gross and net proceeds were approximately HK\$29,600,000 and HK\$28,810,000 respectively. The net placing price was approximately HK\$0.195.

附註：

- (a) 於二零一七年四月二十日，本公司與智華證券有限公司(「智華」)(作為配售代理)訂立一項配售協議，據此，智華同意盡力以每股配售股份1 0.20港元配售最多148,000,000股每股面值0.02港元之本公司新股份(「配售股份I」)予不少於六名承配人(為專業投資者(定義見證券及期貨條例))。股份配售所得款項之擬定及實際用途為一般營運資金及投資。配售交易已於二零一七年五月十日完成及合共發行148,000,000股股份。所得款項總額及淨額分別約29,600,000港元及28,810,000港元。配售淨價約0.195港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

21. SHARE CAPITAL (Continued)

Notes: (Continued)

(a) (Continued)

On 11 September 2017, the Company entered into a placing agreement with Supreme as placing agent where Supreme agreed to place on a best effort basis a maximum of 177,000,000 new shares of the Company ("Placing Share II") of HK\$0.02 each at HK\$0.12 per Placing Share II to at least six placees who were professional investors according to the definition of The Securities and Future Ordinance. The intended and actual use of proceeds from the share placement was for general working capital and investments. The placing transaction was completed on 28 September 2017 and a total of 177,000,000 shares were issued. The gross and net proceeds were approximately HK\$21,240,000 and HK\$20,709,000 respectively. The net placing price was approximately HK\$0.117.

(b) During the year ended 31 December 2017, the subscription rights attaching to 25,200,000 shares options issued pursuant to the share option scheme of the Company were exercised at the subscription price of HK\$0.15 per share, resulting in the issue of 25,200,000 shares of HK\$0.02 each for a total cash consideration of approximately HK\$3,780,000.

(c) On 29 March 2018, the Company entered into a placing agreement with Supreme as placing agent where Supreme agreed to place on a best effort basis a maximum of 220,000,000 new shares of the Company ("Placing Share III") of HK\$0.02 each at HK\$0.135 per Placing Share III to at least six placees who were professional investors according to the definition of the Securities and Future Ordinance. The intended and actual use of proceeds from the share placement was for general working capital and investments. The placing transaction was completed on 23 April 2018 and a total of 220,000,000 shares were issued. The gross and net proceeds were approximately HK\$29,700,000 and HK\$28,958,000 respectively. The net price was approximately HK\$0.132.

On 12 July 2018, the Company entered into a placing agreement with Supreme as placing agent where Supreme agreed to place on a best effort basis a maximum of 267,000,000 new shares of the Company ("Placing Share IV") of HK\$0.02 each at HK\$0.175 per Placing Share IV to at least six placees who were professional investors according to the definition of the Securities and Future Ordinance. The intended and actual use of proceeds from the share placement was for general working capital and investments. The placing transaction was completed on 1 August 2018 and a total of 267,000,000 shares were issued. The gross and net proceeds were approximately HK\$46,725,000 and HK\$45,557,000 respectively. The net price was approximately HK\$0.171.

21. 股本(續)

附註：(續)

(a) (續)

於二零一七年九月十一日，本公司與智華(作為配售代理)訂立一項配售協議，據此，智華同意盡力以每股配售股份II 0.12港元配售最多177,000,000股每股面值0.02港元之本公司新股份(「配售股份II」)予不少於六名承配人(為專業投資者(定義見證券及期貨條例))。股份配售所得款項之擬定及實際用途為一般營運資金及投資。配售交易已於二零一七年九月二十八日完成及合共發行177,000,000股股份。所得款項總額及淨額分別約21,240,000港元及20,709,000港元。配售淨價約0.117港元。

(b) 於截至二零一七年十二月三十一日止年度，認購權持有人按每股股份0.15港元之認購價行使根據本公司購股權計劃發行的25,200,000份購股權所附的認購權，本公司發行25,200,000股每股面值0.02港元的股份，收到總現金代價約為3,780,000港元。

(c) 於二零一八年三月二十九日，本公司與智華(作為配售代理)訂立一項配售協議，據此，智華同意盡力以每股配售股份III 0.135港元配售最多220,000,000股每股面值0.02港元之本公司新股份(「配售股份III」)予不少於六名承配人(為專業投資者(定義見證券及期貨條例))。股份配售所得款項之擬定及實際用途為一般營運資金及投資。配售交易已於二零一八年四月二十三日完成及合共發行220,000,000股股份。所得款項總額及淨額分別約29,700,000港元及28,958,000港元。配售淨價約0.132港元。

於二零一八年七月十二日，本公司與智華(作為配售代理)訂立一項配售協議，據此，智華同意盡力以每股配售股份IV 0.175港元配售最多267,000,000股每股面值0.02港元之本公司新股份(「配售股份IV」)予不少於六名承配人(為專業投資者(定義見證券及期貨條例))。股份配售所得款項之擬定及實際用途為一般營運資金及投資。配售交易已於二零一八年八月一日完成及合共發行267,000,000股股份。所得款項總額及淨額分別約46,725,000港元及45,557,000港元。配售淨價約0.171港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

21. SHARE CAPITAL (Continued)

Notes: (Continued)

- (d) During the year ended 31 December 2018, the subscription rights attaching to 27,500,000 shares options issued pursuant to the share option scheme of the Company were exercised at the subscription price of HK\$0.15 per share, resulting in the issue of 27,500,000 shares of HK\$0.02 each for a total cash consideration of approximately HK\$4,125,000.

The Group's objectives when managing capital are:

- (i) To safeguard the Group's ability to continue as a going concern, so that it continues to provide returns and benefits for stakeholders;
- (ii) To support the Group's stability and growth; and
- (iii) To provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities.

The Group also balances its overall capital structure periodically. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares. The Group will also consider the raise of long-term borrowings as second resource of capital when investment opportunities arise and the return of such investments will justify the cost of debts from the borrowings.

21. 股本(續)

附註：(續)

- (d) 於截至二零一八年十二月三十一日止年度，認購權持有人按每股股份0.15港元之認購價行使根據本公司購股權計劃發行的27,500,000份購股權所附的認購權，本公司發行27,500,000股每股面值0.02港元的股份，收到總現金代價約為4,125,000港元。

本集團管理資本時之目標是：

- (i) 維護本集團之持續經營能力，使其持續為持份者提供回報及利益；
- (ii) 維持本集團之穩定性及增長；及
- (iii) 為增強本集團風險管理能力而提供資本。

考慮到本集團之未來資本要求及資本效益、現時及預測盈利能力、預測經營現金流量、預測資本開支及預測策略投資機遇，本集團積極定期檢討及管理其資本架構，以確保完善的資本架構及股東回報。

本集團亦定期平衡其整體資本架構。本集團因經濟狀況變動及相關資產之風險特性而管理資本架構並作出調整。為維持或調整資本架構，本集團或會調整向股東支付之股息金額、回撥資金予股東或發行新股份。本集團亦會在投資機遇出現時，考慮籌措長期借款作為資金之另一來源，而該等投資回報亦將會令借款之債務成本用得其所。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

21. SHARE CAPITAL (Continued)

The Group regards total equity as capital, for capital management purpose. The amount of capital as at 31 December 2018 amounted to approximately HK\$134,858,000 (2017: HK\$83,369,000), in which the Group considers as optimal having considered the projected capital expenditures and the projected strategic investment opportunities.

The Group also endeavours to ensure the steady and reliable cash flow from the normal business operation. For both years ended 31 December 2018 and 2017, the Group did not raise any debts.

The only externally imposed capital requirement is that for the Group to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares. The Group received a report from share registrars on substantial share interests showing the non-public float and it demonstrated continuing compliance with the 25% limit throughout the year.

21. 股本(續)

本集團就資本管理用途而將權益總額視為資本。於二零一八年十二月三十一日之資本金額約134,858,000港元(二零一七年: 83,369,000港元), 此乃由本集團經考慮預測資本開支及預測策略投資機遇後認為達最佳水平。

本集團亦致力確保自日常業務經營中取得穩定及可靠現金流量。截至二零一八年及二零一七年十二月三十一日止兩個年度, 本集團並無新增任何債務。

僅有的外加資本要求是, 本集團要維持其在聯交所之上市地位, 其須有最少25%股份的公眾持股量。本集團自股份登記處接獲一份顯示非公眾持股量之有關主要股份權益之報告, 其證明本集團於整個年度內一直遵守25%限額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

22. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

22. 本公司財務狀況表及儲備變動

(a) 本公司財務狀況表

	Note	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Non-current assets			
Property, plant and equipment		85	208
Investments in subsidiaries		3,325	3,325
		3,410	3,533
Current assets			
Financial assets at FVTPL		111,843	62,797
Deposits and prepayments		—	282
Due from subsidiaries		22,505	16,686
Bank and cash balances		815	807
		135,163	80,572
Current liabilities			
Accruals		452	389
		134,711	80,183
Net current assets		134,711	80,183
NET ASSETS		138,121	83,716
Capital and reserves			
Equity attributable to owners of the Company			
Share capital		32,133	21,843
Reserves	21 22(b)	105,988	61,873
TOTAL EQUITY		138,121	83,716

Approved by the Board of Directors on 28 March 2019 and is signed on its behalf by:

於二零一九年三月二十八日經董事會批准及由以下董事代表簽署：

Chan Chi Hang
陳志恆
Executive Director
執行董事

Yip Ming
葉明
Independent Non-executive Director
獨立非執行董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

22. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

(b) Reserve movement of the Company

22. 本公司財務狀況表及儲備變動(續)

(b) 本公司儲備變動

		Share premium	Capital reduction reserve	Share option reserve	Investment revaluation reserve	Accumulated losses	Total
		股份溢價	資本削減儲備	購股權儲備	投資重估儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2017	於二零一七年一月一日	147,041	19,444	6,833	(633)	(116,247)	56,438
Total comprehensive income for the year	年內全面收益總額	—	—	—	633	(44,480)	(43,847)
Issue of shares on placements (note 21(a))	配售時發行股份 (附註21(a))	44,340	—	—	—	—	44,340
Share issue expenses	股份發行開支	(1,321)	—	—	—	—	(1,321)
Share options cancelled	已註銷購股權	—	—	(6,833)	—	6,833	—
Share-based payments (note 25)	股份基礎付款 (附註25)	—	—	2,987	—	—	2,987
Issue of shares under share option scheme (note 21(b))	按購股權計劃發行股份 (附註21(b))	4,680	—	(1,404)	—	—	3,276
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	194,740	19,444	1,583	—	(153,894)	61,873
Total comprehensive income for the year	年內全面收益總額	—	—	—	—	(24,235)	(24,235)
Issue of shares on placements (note 21(c))	配售時發行股份 (附註21(c))	66,685	—	—	—	—	66,685
Share issue expenses	股份發行開支	(1,910)	—	—	—	—	(1,910)
Issue of shares under share option scheme (note 21(d))	按購股權計劃發行股份 (附註21(d))	5,158	—	(1,583)	—	—	3,575
At 31 December 2018	於二零一八年十二月三十一日	264,673	19,444	—	—	(178,129)	105,988

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

23. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature and purpose of reserves

(i) Share premium account

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business. The share premium may also be distributed in the form of fully paid bonus shares.

(ii) Capital reduction reserve

Capital reduction reserve represents the credit arising from the reduction of par value of issued share capital after cancelling the accumulated losses of the Company in 2012. The reserve may be utilised by the directors as a distributable reserve in accordance with the articles of association of the Company and all applicable laws.

(iii) Share option reserve

The share option reserve represents the fair value of the actual or estimated number of unexercised share options granted to directors, employees and consultants of the Group recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 4(n) to the consolidated financial statements.

23. 儲備

(a) 本集團

本集團儲備金額及當中變動在綜合損益及其他全面收益表以及綜合權益變動表中呈列。

(b) 儲備之性質及目的

(i) 股份溢價賬

根據開曼群島公司法，本公司股份溢價賬資金可供派付予本公司之股東，惟在緊隨建議分派股息當日以後，本公司須有能力清償其在日常業務中到期之債務。股份溢價亦可以繳足紅股之方式分派。

(ii) 資本削減儲備

資本削減儲備指於二零一二年註銷本公司累計虧損後導致削減已發行股本面值之入賬。儲備可由董事根據本公司組織章程細則及所有適用法例用作可予分派儲備。

(iii) 購股權儲備

購股權儲備指授予本集團董事、僱員及顧問之尚未行使購股權實際或估算數目之公平值，根據綜合財務報表附註4(n)所載就權益結算股份基礎付款所採納之會計政策確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

23. RESERVES (Continued)

(b) Nature and purpose of reserves (Continued)

(iv) Investment revaluation reserve

The investment revaluation reserve comprises the cumulative net change in the fair value of available-for-sale financial assets held at the end of the reporting period and is dealt with in accordance with the accounting policy in note 4(f) to the consolidated financial statements.

(v) Foreign currency translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(b) to the consolidated financial statements.

24. NET ASSET VALUE PER SHARE

The calculation of the net asset value per share is based on the net assets of the Group as at 31 December 2018 of approximately HK\$134,858,000 (2017: HK\$83,369,000) and the number of ordinary shares of 1,606,649,882 (2017: 1,092,149,882) in issue as at that date.

25. SHARE-BASED PAYMENTS

Equity-settled share option scheme

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants include the full-time and part-time employees, executives, officers, directors, business consultants, suppliers, customers, legal and financial advisers of the Company and the Company's subsidiaries. The Scheme became effective on 12 January 2012 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

23. 儲備(續)

(b) 儲備之性質及目的(續)

(iv) 投資重估儲備

投資重估儲備包括於報告期末持有之可供出售財務資產累計公平值變動淨額，乃根據綜合財務報表附註4(f)所載會計政策進行處理。

(v) 外幣換算儲備

外幣換算儲備包括所有換算海外業務財務報表產生之匯兌差異，乃根據綜合財務報表附註4(b)所載會計政策進行處理。

24. 每股資產淨值

每股資產淨值乃按照於二零一八年十二月三十一日本集團淨資產約為134,858,000港元(二零一七年：83,369,000港元)及於該日已發行1,606,649,882股普通股(二零一七年：1,092,149,882股)計算。

25. 股份基礎付款

權益結算購股權計劃

本公司為向貢獻本集團業務成就的合資格參與者提供激勵和獎勵而推行購股權計劃(「該計劃」)。合資格參與者包括本公司及本公司附屬公司之全職及兼職僱員、行政人員、主管、董事、商業顧問、供應商、客戶、法律及財務顧問。該計劃於二零一二年一月十二日生效，除非另行取消或修訂，否則自該日期起維持10年有效。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

25. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option scheme (Continued)

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than five years from the date of the offer of the share options or the expiry date of the Scheme, if earlier.

25. 股份基礎付款(續)

權益結算購股權計劃(續)

目前根據該計劃允許授出之尚未行使購股權最大數目，一經行使，則相當於任何時間發行之本公司股份10%。在任何12個月期間根據購股權可發行予該計劃各合資格參與者之股份最大數目，限於任何時間發行之本公司股份1%。倘進一步授出之購股權超過此限額，則須經股東在股東大會上批准，方可作實。

授予本公司董事、主要行政人員或主要股東或彼等任何聯繫人士之購股權須事先經獨立非執行董事批准方可作實。此外，授予本公司主要股東或獨立非執行董事或彼等任何聯繫人士之任何購股權，倘於任何12個月期間超過任何時間發行之本公司股份0.1%或總值(按本公司股份於授出日期價格計算)超過5,000,000港元，則須事先在股東大會經股東批准，方可作實。

可於承授人支付名義代價合共1港元後自要約日期起21日內，接納授出購股權之要約。所授購股權之行使期可由董事釐定，並於某一歸屬期後起計及於不遲於購股權要約日期起五年之日期或該計劃屆滿日期(以較早者為準)結束。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

25. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option scheme (Continued)

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares on the date of the offer, when applicable.

Share options do not confer rights on the holder to dividends or to vote at shareholders' meetings.

Details of the share options are as follows:

	Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元
2016	12 July 2016	N/A	12 July 2016 – 11 July 2019	0.40
二零一六年	二零一六年七月十二日	不適用	二零一六年七月十二日至 二零一九年七月十一日	
2017	5 September 2017	N/A	5 September 2017 – 4 September 2020	0.15
二零一七年	二零一七年九月五日	不適用	二零一七年九月五日至 二零二零年九月四日	

If the share options remain unexercised after a period of 3 years from the date of grant, the options expire. Options are forfeited if the employee leaves the Group.

25. 股份基礎付款(續)

權益結算購股權計劃(續)

購股權行使價可由董事釐定，惟不得低於(i)本公司股份於購股權要約日期之聯交所收市價；(ii)本公司股份緊接要約日期前五個交易日之平均聯交所收市價；及(iii)本公司股份於要約日期之面值(如適用)(以最高者為準)。

購股權並不賦予持有人收取股息或在股東大會上投票之權利。

購股權詳情如下：

倘購股權自授出日期起3年後仍未行使，則購股權屆滿。倘僱員離開本集團，則購股權被沒收。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

25. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option scheme (Continued)

Details of the share options outstanding during the year ended 31 December 2018 are as follows:

25. 股份基礎付款(續)

權益結算購股權計劃(續)

截至二零一八年十二月三十一日止年度尚未行使購股權詳情如下：

Name and category of grantees	Date of grant	Number of share options held as at 1 January 2018	Number of share options exercised during the year	Number of share options held as at 31 December 2018	Exercise price	Exercise period
		於二零一八年一月一日所持購股權數目	年內行使購股權數目	於二零一八年十二月三十一日所持購股權數目		
Employees	5 September 2017	22,000,000	(22,000,000)	—	0.15	5 September 2017 – 4 September 2020
僱員	二零一七年九月五日					二零一七年九月五日至二零二零年九月四日
Consultants	5 September 2017	5,500,000	(5,500,000)	—	0.15	5 September 2017 – 4 September 2020
顧問	二零一七年九月五日					二零一七年九月五日至二零二零年九月四日
		27,500,000	(27,500,000)	—		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

25. SHARE-BASED PAYMENTS (Continued) Equity-settled share option scheme (Continued)

Details of the share options outstanding during the year ended 31 December 2017 were as follows:

25. 股份基礎付款(續)

權益結算購股權計劃(續)

截至二零一七年十二月三十一日止年度尚未行使購股權詳情如下:

Name and category of grantees	Date of grant	Number of share options held as at 1 January 2017	Number of share options granted during the year	Number of share options exercised during the year	Number of share options cancelled during the year	Number of share options held as at 31 December 2017	Exercise price	Exercise period
承授人姓名及類別	授出日期	於二零一七年一月一日所持購股權數目	年內授出購股權數目	年內行使購股權數目	年內註銷購股權數目	於二零一七年十二月三十一日所持購股權數目	行使價 HK\$ 港元	行使期
Director								
董事								
Jim Ka Shun	12 July 2016	5,700,000	—	—	(5,700,000)	—	0.40	12 July 2016 – 11 July 2019
詹嘉淳	二零一六年七月十二日							二零一六年七月十二日至二零一九年七月十一日
	5 September 2017	—	8,800,000	(8,800,000)	—	—	0.15	5 September 2017 – 4 September 2020
	二零一七年九月五日							二零一七年九月五日至二零二零年九月四日
Employees								
僱員								
	12 July 2016	20,000,000	—	—	(20,000,000)	—	0.40	12 July 2016 – 11 July 2019
	二零一六年七月十二日							二零一六年七月十二日至二零一九年七月十一日
	5 September 2017	—	38,400,000	(16,400,000)	—	22,000,000	0.15	5 September 2017 – 4 September 2020
	二零一七年九月五日							二零一七年九月五日至二零二零年九月四日
Consultants								
顧問								
	12 July 2016	8,600,000	—	—	(8,600,000)	—	0.40	12 July 2016 – 11 July 2019
	二零一六年七月十二日							二零一六年七月十二日至二零一九年七月十一日
	5 September 2017	—	5,500,000	—	—	5,500,000	0.15	5 September 2017 – 4 September 2020
	二零一七年九月五日							二零一七年九月五日至二零二零年九月四日
		34,300,000	52,700,000	(25,200,000)	(34,300,000)	27,500,000		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

25. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option scheme (Continued)

Details of the movement of share options during the year are as follows:

25. 股份基礎付款(續)

權益結算購股權計劃(續)

年內購股權變動詳情如下:

		2018 二零一八年		2017 二零一七年	
		Number of share options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$ 港元	Number of share options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$ 港元
Outstanding at beginning of the year	年初尚未行使	27,500,000	0.15	34,300,000	0.40
Granted during the year	年內授出	—	—	52,700,000	0.15
Cancelled during the year	年內註銷	—	—	(34,300,000)	0.40
Exercised during the year	年內行使	(27,500,000)	0.15	(25,200,000)	0.15
Outstanding at end of the year	年末尚未行使	—	—	27,500,000	0.15
Exercisable at end of the year	年末可予行使	—	—	27,500,000	0.15

The weighted average share price at the date of exercise for share options exercised during the year was HK\$0.16 (2017: HK\$0.16). The share options outstanding at 31 December 2017 had a remaining contractual life of 2.68 years and the exercise price of HK\$0.15. No share options were granted under the Scheme during the year ended 31 December 2018. In 2017, the share options were granted on 5 September 2017 and the estimated fair value of the options on this date was approximately HK\$2,987,000.

年內於購股權行使日的加權平均股價為0.16港元(二零一七年: 0.16港元)。於二零一七年十二月三十一日尚未行使購股權剩餘合約年期為2.68年及行使價為0.15港元。於截至二零一八年十二月三十一日止年度並無根據該計劃授出購股權。於二零一七年，購股權於二零一七年九月五日授出，而於該日之購股權估計公平值約2,987,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

25. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option scheme (Continued)

The fair value was calculated using the binomial option pricing model. The inputs into the model were as follows:

25. 股份基礎付款(續)

權益結算購股權計劃(續)

此公平值利用二項式期權定價模式計算。模式之輸入值如下：

		2017 二零一七年	
		Directors 董事	Employees and consultants 僱員及顧問
Share price	股價	HK\$0.142 0.142港元	HK\$0.142 0.142港元
Exercise price	行使價	HK\$0.15 0.15港元	HK\$0.15 0.15港元
Risk free rate	無風險利率	0.963%	0.963%
Contractual life	合約年期	3 years 3年	3 years 3年
Expected volatility	預期波幅	83.361%	83.361%
Expected dividend yield	預期股息收益率	0%	0%
Early exercise multiple	提早行使倍數	4.12	3.56
Exit rate	退出率	48.889%	28.968%

Expected volatility was determined by calculating the historical volatility of the Company's share price over the previous 3 years. The calculation had been adjusted, based on the Group's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Share options granted to consultants were incentives for helping the Group expand its business network, acquire and explore new business projects and opportunities. The fair value of such benefit could not be estimated reliably and as a result, the fair value was measured by reference to the fair value of share options granted.

預期波幅藉計算過往3年之本公司股價歷史波幅釐定。計算已按本集團最佳估算就不可轉讓性、行使限制及行為考量之影響而調整。

授予顧問的購股權乃就幫助本集團擴展其業務網絡、收購及尋找新業務項目及機會的獎勵。有關利益的公平值不能可靠地估計，因此，其公平值乃參考所授出購股權的公平值計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

26. CONTINGENT LIABILITIES

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

27. LEASE COMMITMENTS

At 31 December 2018 the total future minimum lease payments under non-cancellable operating leases are payable as follows:

Within one year	一年內
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)

Operating lease payments represented rentals payable by the Group for its office, accommodation property and berth of yacht. Leases are negotiated for terms ranging from 1 month to 3 years and rentals are fixed over the lease terms and do not include contingent rentals.

28. RELATED PARTY TRANSACTIONS

Compensation of key management personnel

The remuneration of directors and other key management during the year was as follows:

Short-term benefits	短期福利
Post-employment benefits	退休福利
Share-based payments	股份基礎付款

26. 或然負債

於二零一八年十二月三十一日，本集團並無任何重大或然負債(二零一七年：無)。

27. 租賃承擔

於二零一八年十二月三十一日，不可取消經營租賃下之合共未來最低租賃款項須予支付如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within one year	803	1,811
In the second to fifth years inclusive	765	—
	1,568	1,811

經營租賃款項指本集團應付之辦公室、住所物業租金及遊艇泊位。租賃協定年期為1個月至3年，而租金於租賃期間固定且不包括或然租金。

28. 關連方交易

主要管理人員之酬金

年內，董事及其他主要管理人員之薪酬如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Short-term benefits	3,967	3,732
Post-employment benefits	39	47
Share-based payments	—	1,404
	4,006	5,183

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

29. EVENTS AFTER THE REPORTING PERIOD

(a) On 31 January 2019, CFL Investments, a wholly-owned subsidiary of the Company, as potential purchaser, entered into a non-legally binding memorandum of understanding (the “MOU I”) with potential vendors (the “Potential Vendors I”). Pursuant to the MOU I, CFL Investments intends to acquire, and the Potential Vendors I intend to dispose of, part of the issued share capital in Guangdong Golding Mobile Multimedia Co., Ltd.

On the same day, CFL Investments, as potential purchaser, entered into another non-legally binding memorandum of understanding (the “MOU II”) with potential vendors (the “Potential Vendors II”). Pursuant to the MOU II, CFL Investments intends to acquire, and the Potential Vendors II intend to dispose of, part of the issued share capital in 深圳市騰瑞豐科技有限公司.

Further details of MOU I and MOU II were disclosed in the announcement of the Company dated 31 January 2019.

(b) As at the date of approval of these consolidated financial statements, the realised and unrealised losses on financial assets at FVTPL from changes in fair value on financial assets at FVTPL held as at 31 December 2018 amounted to approximately HK\$4,936,000 and HK\$7,921,000 respectively.

29. 報告期後事項

(a) 於二零一九年一月三十一日，本公司全資附屬公司中國金融租賃投資(作為潛在買方)與潛在賣方(「潛在賣方I»)訂立不具法律約束力之諒解備忘錄(「諒解備忘錄I»)。根據諒解備忘錄I，中國金融租賃投資擬收購潛在賣方I擬出售廣東金鼎移動傳媒有限公司之部分已發行股本。

同日，中國金融租賃投資(作為潛在買方)與潛在賣方(「潛在賣方II»)訂立另一份不具法律約束力之諒解備忘錄(「諒解備忘錄II»)。根據諒解備忘錄II，中國金融租賃投資擬收購潛在賣方II擬出售深圳市騰瑞豐科技有限公司之部分已發行股本。

有關諒解備忘錄I及諒解備忘錄II之更多詳情披露於本公司日期為二零一九年一月三十一日之公告。

(b) 於本綜合財務報表獲批准日期，於二零一八年十二月三十一日因透過損益按公平值計算之財務資產之公平值變動導致透過損益按公平值計算之財務資產之已變現及未變現虧損分別約為4,936,000港元及7,921,000港元。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

A summary of the published results and of the assets and liabilities of the Group for last five financial years, as extracted from the audited financial statements, is set out below. The summary does not form part of the audited financial statements.

摘錄自經審核財務報表之最近五個財政年度之本集團所公佈業績以及資產及負債之概要載於下文。概要並不構成經審核財務報表之部份。

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
RESULTS	業績					
Revenue	收入	18	—	1	1	4
Loss before tax	除稅前虧損	(27,128)	(45,370)	(37,656)	(34,148)	(34,874)
Income tax expense	所得稅開支	—	—	—	—	—
Loss for the year attributable to owners of the Company	本公司擁有人應佔年度虧損	(27,128)	(45,370)	(37,656)	(34,148)	(34,874)
ASSETS AND LIABILITIES	資產及負債					
Non-current assets	非流動資產	21,371	18,827	3,572	1,037	613
Current assets	流動資產	113,983	64,941	67,340	40,364	73,845
Current liabilities	流動負債	(496)	(399)	(387)	(1,415)	(324)
Net assets attributable to owners of the Company	本公司擁有人應佔資產淨值	134,858	83,369	70,525	39,986	74,134

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Director

CHAN Chi Hang

Independent Non-Executive Directors

YIP Ming

TSANG Chung Sing Edward

ZHANG Bin

WANG Ruiyang

COMPANY SECRETARY

WONG Ka Shing *CPA, ACCA*

AUDIT COMMITTEE

TSANG Chung Sing Edward (*Chairman*)

YIP Ming

ZHANG Bin

REMUNERATION COMMITTEE

ZHANG Bin (*Chairman*)

YIP Ming

TSANG Chung Sing Edward

NOMINATION COMMITTEE

YIP Ming (*Chairman*)

TSANG Chung Sing Edward

ZHANG Bin

REGISTERED OFFICE

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Grand Cayman, KY1-1111

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董事會

執行董事

陳志恆

獨立非執行董事

葉明

曾松星

張彬

王瑞陽

公司秘書

黃嘉盛 *CPA, ACCA*

審核委員會

曾松星 (*主席*)

葉明

張彬

薪酬委員會

張彬 (*主席*)

葉明

曾松星

提名委員會

葉明 (*主席*)

曾松星

張彬

註冊辦事處

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CORPORATE INFORMATION

公司資料

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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INVESTMENT MANAGER

Avia Asset Management Limited
Unit A, Level 9, Fortis Tower
77-79 Gloucester Road, Wanchai
Hong Kong

AUDITOR

RSM Hong Kong

CUSTODIAN

UOB Kay Hian (Hong Kong) Limited

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited
Level 22
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183 Queen's Road East
Hong Kong

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
Bank of China (Hong Kong) Limited
Bank of Communications Hong Kong Branch

STOCK CODE

2312

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富通大廈9樓A室

核數師

羅申美會計師事務所

託管商

大華繼顯(香港)有限公司

香港股份過戶登記處

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香港
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合和中心22樓

主要往來銀行

星展銀行(香港)有限公司
中國銀行(香港)有限公司
交通銀行香港分行

股份代號

2312

網址

<http://www.cflg.com.hk>





CHINA FINANCIAL LEASING GROUP LIMITED
中國金融租賃集團有限公司