



昆侖國際金融集團有限公司

**KVB Kunlun Financial Group Limited**

(於開曼群島註冊成立的有限公司)

(Incorporated in the Cayman Islands with limited liability)

股份代號 Stock Code : 6877

2018 年報  
2018 Annual Report



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昆侖國際金融集團有限公司

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## CORPORATE INFORMATION

### 公司資料

#### DIRECTORS

##### Executive Directors

Mr. LIU Stefan (*Chief Executive Officer*)

Mr. HUANG Songyuan

(Appointed on 21 May 2018)

Mr. WONG Yiu Kit, Ernest (*Chief Financial Officer*)

(Appointed on 21 May 2018)

##### Non-executive Directors

Mr. LI Zhi Da (*Chairman*)

(Retired on 21 May 2018)

Mr. Stephen Gregory McCOY

Mr. LI Jiong (*Appointed on 21 May 2018*)

Mr. XU Jianqiang (*Appointed on 21 May 2018*)

##### Independent Non-executive Directors

Ms. ZHAO Guixin

Mr. Cornelis Jacobus KEYSER

Mr. LIN Wenhui

#### AUDIT COMMITTEE

Mr. LIN Wenhui (*Chairman*)

Ms. ZHAO Guixin

Mr. Cornelis Jacobus KEYSER

#### REMUNERATION COMMITTEE

Ms. ZHAO Guixin (*Chairman*)

Mr. Cornelis Jacobus KEYSER

Mr. LIN Wenhui

#### NOMINATION COMMITTEE

Ms. ZHAO Guixin (*Chairman*)

Mr. Cornelis Jacobus KEYSER

Mr. LIN Wenhui

#### CORPORATE GOVERNANCE COMMITTEE

Mr. Cornelis Jacobus KEYSER (*Chairman*)

Mr. LIU Stefan

Ms. ZHAO Guixin

Mr. LIN Wenhui

#### 董事

##### 執行董事

劉欣諾先生 (*行政總裁*)

黃頌源先生

(於二零一八年五月二十一日獲委任)

黃耀傑先生 (*首席財務官*)

(於二零一八年五月二十一日獲委任)

##### 非執行董事

李志達先生 (*主席*)

(於二零一八年五月二十一日退任)

Stephen Gregory McCOY先生

李 岡先生 (於二零一八年五月二十一日獲委任)

許建強先生 (於二零一八年五月二十一日獲委任)

##### 獨立非執行董事

趙桂馨女士

Cornelis Jacobus KEYSER先生

林文輝先生

#### 審核委員會

林文輝先生 (*主席*)

趙桂馨女士

Cornelis Jacobus KEYSER先生

#### 薪酬委員會

趙桂馨女士 (*主席*)

Cornelis Jacobus KEYSER先生

林文輝先生

#### 提名委員會

趙桂馨女士 (*主席*)

Cornelis Jacobus KEYSER先生

林文輝先生

#### 企業管治委員會

Cornelis Jacobus KEYSER先生 (*主席*)

劉欣諾先生

趙桂馨女士

林文輝先生



**COMPANY SECRETARY**

Mr. WONG Yiu Kit, Ernest

**公司秘書**

黃耀傑先生

**REGISTERED OFFICE**

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

**註冊辦事處**

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

**HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN  
HONG KONG**

Suites 7501 & 7508, 75/F  
International Commerce Centre  
1 Austin Road West, Kowloon  
Hong Kong

**總部及香港主要營業地點**

香港  
九龍柯士甸道西1號  
環球貿易廣場  
75樓7501及7508室

**CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND  
TRANSFER OFFICE**

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

**開曼群島主要股份過戶及登記處**

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

**HONG KONG BRANCH SHARE REGISTRAR AND  
TRANSFER OFFICE**

Union Registrars Limited  
Suites 3301-04, 33/F  
Two Chinachem Exchange Square  
338 King's Road, North Point  
Hong Kong

**香港股份過戶及登記分處**

聯合證券登記有限公司  
香港  
北角英皇道338號  
華懋交易廣場2期  
33樓3301-04室

## CORPORATE INFORMATION

### 公司資料

#### PRINCIPAL BANKERS

Bank of New Zealand

Bank of Communications Co., Ltd., Hong Kong Branch

Citibank, N.A.

#### AUDITORS

PricewaterhouseCoopers, Certified Public Accountants

#### STOCK CODE

6877

#### COMPANY'S WEBSITE

[www.kvblistco.com](http://www.kvblistco.com)

#### 主要往來銀行

Bank of New Zealand

交通銀行股份有限公司香港分行

花旗銀行

#### 核數師

羅兵咸永道會計師事務所，執業會計師

#### 股份代號

6877

#### 公司網站

[www.kvblistco.com](http://www.kvblistco.com)

## STATEMENT FROM THE CHIEF EXECUTIVE OFFICER 行政總裁報告

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Dear shareholders of KVB Kunlun:

Another year has gone by in a blink of an eye.

In summary, the Group achieved a total annual revenue of approximately HK\$471.1 million and recorded an annual profit of approximately HK\$34.2 million. These statistics might not be as outstanding as they would be under normal circumstances. However, there were ongoing fluctuations in the global financial market and economic outlook in 2018 which were further worsened in the fourth quarter, where uncertainties in terms of the direction of monetary policies and trade disputes have weakened the investment sentiment and trading traffic at the end of the year. Under such circumstances, the Group's results could be deemed as satisfactory as it was able to maintain substantial growth in earnings and stable financial conditions. The Group still maintained strong control over risks and operations, therefore, our customers, counterparties and the regulatory authorities have placed a lot of trust in our current system, network and trading capability.

In early 2018, the Group issued convertible bonds with an aggregate principal amount of HK\$200,000,000, which have been fully subscribed. This is the first capital operation completed by the Group since its transfer of listing from the GEM to the Main Board of the Stock Exchange of Hong Kong Limited, which demonstrated the confidence of the subscribers and the market in the financial independence and fulfilment of commitments of listed companies.

2018 was also a year of transitioning from the old to the new. As the original chairman of the Board retired at the end of his term, we welcomed the arrival of four new executive and non-executive directors, bringing in new experience and vitality to the management of the Group.

2019 will be a challenging year ahead. We believe the fundamentals of global economy will become harsher while regional protectionism persists. The trade conflicts and the mid-to-long term adjustments in macro and monetary policies will continue to leave deep impacts, and may even cause short-term panics in the market due to changes or fluctuations, including detrended fluctuations of the exchange rate. In consideration of the interests of the industries and strategic positions behind the trade war, no one will make easy concessions for compromise in the trade conflicts. The aggravating geopolitical risks faced by certain countries and regions are also of major concerns.

致KVB昆侖國際的股東們：

光陰似箭又是一年。

總體而言，在2018年全年收入約471,100,000港元及年度溢利錄得34,200,000港元，這個數字在平常光景也許不那麼亮點突出，但是2018年，全球金融市場和經濟前景持續波動，第四季度更顯著惡化，至年底時，貨幣政策方向、貿易糾紛等不明朗情況均降低了投資意願及貿易流量。在此市況下，集團在該年仍可保持可觀的盈利增長及穩固的財務狀況，我們的業績是令人欣慰的。集團在風險及營運上仍然把控有力，讓我們的客戶、對手機構、監管單位對集團的現有系統、網路、以及交易能力更加具備信心。

在2018年年初，集團發行本金總額為200,000,000港元的可換股債券被全額認購。這是集團在完成由香港聯合交易所創業板轉至主板之後的首次資本操作，這也體現認購方、市場對上市公司財務獨立性和信用承諾保有信心。

2018年也是新舊交替的一年。原集團董事會主席屆滿退任之際，同時又迎來了四位新增執行與非執行董事，為集團管理帶來新的經驗及活力。

2019年將會是極具挑戰的一年。我們認為全球經濟基本面會更加嚴峻。區域保護主義仍將持續。貿易博弈後的中長期宏觀及貨幣政策調整會繼續對資產價格帶來深遠影響，甚至可能會因為中途反覆或波折引起短期市場恐慌，包括匯率的區間震盪。而貿易戰背後的行業利益及戰略地位考量，一定不會因為貿易的妥協而簡單讓步。一些國家和地區面臨的地緣以及政治風險亦會繼續加劇，令人擔憂。

## 6 STATEMENT FROM THE CHIEF EXECUTIVE OFFICER 行政總裁報告

As a company engaging in forex brokerage business, we do not believe this could bring positive effect on market activities; on the contrary, the uncertainties and risks will lead to a drop in trade sentiments of investors.

Yet, as negative market sentiment brews on, we see that organizations and enterprises are attempting proactive adjustments, in order to mitigate risks and reduce potential losses through learning and using foreign exchange-related financial instruments. The implementation of the Guangdong-Hong Kong-Macao Greater Bay Area strategic development plan brought not only ideas, but also massive demands from enterprises in financial trading, and market systems which are gradually becoming internationalized.

The Group finds opportunities hidden amidst these challenges. Traditional barriers in financial information, data and computation models are slowly giving way to technological advances which are open for sharing, thus bringing in new operation and management models to the real economy. In particular, the application of foreign exchange has gone beyond trading and payment, and is becoming an electronic technology which can help the enterprises in optimizing every micro-financial operation. In the context of this general environment, it is worthwhile to explore how the Group can leverage the system, information and corporation treasury models that have long been accumulated by KVB to enhance its capabilities in foreign financial technology and how the Group can gradually expand its existing product offering with the advantages of strategic shareholders in the industry.

The Group will remain with its composure while preparing to respond to all kinds of changes, and seeking for prudent progress. In 2019, the Group will continue to focus on our main tasks in improving preparations for risk management, quick responses and stringent risks controls. With years of trading experiences and insights into the future, the Group will actively respond to market fluctuations and provide our investment customers with superior and dependable trading services. Meanwhile, we will continue to capitalize on our advantage in differential services and march forward along the path of servicing the real economy with our technological capabilities. The Group will definitely adhere to the strategy of attaining growth and success through technological development. Only by keeping our initial aspirations of mutual benefits and prosperity through intelligence and open mind that we can grow together with our customers.

作為從事外匯經紀業務的公司，我們不認為這對於市場交易熱度會帶來良性刺激，反而會因為風險的不確定性造成投資者交易意願下跌。

但是，在市場負面情緒繼續醞釀的同時，我們也看到機構及企業嘗試積極調整，通過學習及使用外匯金融工具實現主動管理的目的，降低風險和潛在損失。而粵港澳大灣區的戰略發展規劃落地，給香港及全球市場帶來的不僅僅是概念，更是背後海量級的企業、金融交易需求，以及逐步國際化的市場運作體系。

對於集團而言，挑戰中亦藏有機遇。金融信息、數據、計算模型等傳統壁壘逐步在開放式、共享式的科技發展中減弱，給實體經濟帶來新的營運及管理模式，特別是外匯的應用已經不只是交易及支付，更多是借助電子技術助力企業做好每一個微觀資金操作。在這個大環境下，集團如何嫁接KVB長期儲備的系統、信息、企業司庫建模提升自身外匯金融科技能力，如何借力戰略股東的行業優勢將目前的產品範圍逐步擴大化，值得探討。

以不變應萬變並穩中求進，集團在2019年將繼續做好本職工作，完善風險管理控準備，迅速反應，嚴守風控，憑藉積累的交易經驗及對未來的洞察力積極應對市場波動，為投資客戶提供更佳穩定的交易服務。同時，努力透過科技能力，在實踐服務實體經濟上繼續前行，延續我們的差異化服務優勢。而集團一定會堅持走科技興業的戰略路線，唯有本著智能、開放、普惠、共榮的初心，方能和我們的客戶一起成長成功。

## STATEMENT FROM THE CHIEF EXECUTIVE OFFICER 行政總裁報告

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KVB Kunlun will be celebrating its 20th anniversary soon. We firmly believe the growth potentials of the industry that we operate in and the opportunities given by the time, and we fully understand our social responsibilities and missions. All KVB staff will strive to create greater value for our shareholders, investors and customers who have been growing and developing alongside KVB Kunlun.

KVB昆侖國際即將邁向成立20週年，我們堅信所處行業的發展潛力與這個時代賦予的機會，我們深知自己的社會責任與使命。昆侖人將努力為一直與KVB昆侖國際同發展共前行的股東、投資者和客戶創造更大價值。

**LIU Stefan**

*Executive Director and Chief Executive Officer*

Hong Kong, 18 March 2019

**劉欣諾**

*執行董事及行政總裁*

香港，二零一九年三月十八日



The Board is pleased to present the audited consolidated results of the Group for the year ended 31 December 2018, together with the audited comparative figures for the corresponding year in 2017.

## BUSINESS REVIEW AND FINANCIAL PERFORMANCE

### Business review

During the year under review, we have experienced a market condition with increased overall market volatility and many swings, driven by changing global economic conditions and unexpected geopolitics events. Significant swings in market volatility can result in increased customer trading losses and higher turnover; therefore, it is difficult to predict volatility and its effects on the financial markets. Overall, the revenue had decreased compared with 2017 figures.

The year started with positive economic outlook for US and other major countries, which had driven global asset values to new highs in early February. The turning point was Trump administration's decision to renegotiate trade terms between US and other major economic bodies (Canada, EU and China, etc.), which led to fear of increased tariffs. As trade-conflicts built up, and Federal Open Market Committee continued to adjust cash rate up to the "neutral level" in response to a fast recovering US economy, the global investors moved quickly towards US assets, which led to depreciation of many major currencies, commodities and indexes against USD. Geopolitics events, such as US sanction on Iran, US-Turkey diplomatic conflict, Saudi Arabic journalist assassination, and Brexit deal negotiation had also imposed unexpected fluctuation on the market.

The top three most traded FX pairs in the year under reviewed were USD/JPY, EUR/USD and GBP/USD. For contracts for difference ("CFD") and commodity products, gold was the most popular product traded by our customers, followed by the crude oil.

In the currency market, the price movement of USD/JPY in 2018 was in a slightly narrower range compared with that of 2017. The highest and the lowest price levels of USD/JPY were observed to be 114.55 and 104.56 respectively, a nearly 999-pips trading range during 2018; this is compared with a price movement of 1,128-pips in 2017, with highest level as 118.6 and the lowest as 107.32.

董事會欣然提呈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業績，連同二零一七年同期的經審核比較數字。

### 業務回顧及財務業績

#### 業務回顧

於回顧年度，由於全球經濟狀況變化及意想不到的地緣政治事件帶動，我們經歷整體市場波動增加及起落頻繁的市況。市場大幅波動可導致客戶交易損失增加及成交量增加，因此，實難以預測市場波動及其對金融市場的影響。整體而言，收益較二零一七年數字有所減少。

於年初，美國及其他主要國家的經濟前景樂觀，帶動全球資產價值於二月初創新高。然而，特朗普政府決定就美國與其他主要經濟體（加拿大、歐盟及中國等）之間的貿易條款重新展開談判，導致市場擔心關稅提高，令市況出現逆轉。隨著貿易衝突惡化，以及聯邦公開市場委員會繼續將現金利率調整至「中性水平」以應對美國經濟快速復甦，全球投資者迅速湧向美國資產，導致眾多主要貨幣、商品及指數兌美元貶值。美國制裁伊朗、美國與土耳其的外交衝突、沙特阿拉伯記者被暗殺及英國脫歐協議談判等地緣政治事件，亦令市場出現難以預測的波動。

於回顧年度交易量最高的三大外匯組合為美元／日圓、歐元／美元及英鎊／美元。就差價合約（「差價合約」）及商品而言，黃金是最受客戶歡迎的交易產品，其次是原油。

在貨幣市場方面，於二零一八年，美元／日圓的價格波動較二零一七年收窄。於二零一八年，美元／日圓的最高及最低價格水平分別為114.55及104.56，交易差價接近999點；於二零一七年的價格波動則為1,128點，最高水平為118.6及最低水平為107.32。

EUR/USD was mainly traded within in a price range of 1,339-pips, which was slightly narrower than that of 2017. The highest level of EUR/USD was traded at 1.2555, while the lowest level was seen at 1.1216. The price range of EUR/USD in 2017 was 1,751-pips, with highest price at 1.2092 and lowest price at 1.0341.

The GBP/USD price moved in a wider range in 2018 than that in 2017. The highest and lowest prices were observed to be 1.4377 and 1.2478 respectively, a nearly 1,899-pips range. This can be compared with the 1,671-pips range observed in 2017, between highest level of 1.3657 and lowest level of 1.1986.

For CFD and commodities, the gold mainly traded within a price range of \$205.76 USD/ounce. The highest price of gold was traded at \$1,366.15 USD/ounce and the lowest at \$1,160.39 USD/ounce under the period of review. The 2017 price range, in comparison, was \$211.44 USD/ounce; with highest price at \$1,357.61 USD/ounce, and lowest at \$1,146.17 USD/ounce.

The crude oil price range had become much wider in 2018, compared with that of 2017. In 2017, the crude oil was traded in a range of \$18.46 USD/barrel, with highest price at \$60.51 USD/barrel and lowest at \$42.05 USD/barrel. The price movement of crude oil in 2018, however, was almost doubled to \$34.54 USD/barrel, with highest price traded at \$76.9 USD/barrel and lowest traded at \$42.36 USD/barrel.

The retail margin FX trading market is highly competitive. This includes international multi-product trading firms, other online trading firms, and financial institutions. We expect the market to remain very competitive in the foreseeable future. We are constantly looking for ways to improve our customer service level and meet the needs of our clients, by providing more trading opportunities in the global financial markets.

歐元／美元的主要交易差價為1,339點，較二零一七年略為收窄。歐元／美元的最高水平為1.2555，而最低水平為1.1216。於二零一七年，歐元／美元的差價為1,751點，最高水平為1.2092及最低水平為1.0341。

於二零一八年，英鎊／美元的差價較二零一七年增加，最高及最低價格水平分別為1.4377及1.2478，差價接近1,899點，而二零一七年的差價則為1,671點，最高水平為1.3657及最低水平為1.1986。

在差價合約及商品方面，黃金的主要成交差價為205.76美元／盎司。於回顧期間，黃金的最成交價為1,366.15美元／盎司及最低成交價為1,160.39美元／盎司。相較而言，二零一七年的差價為211.44美元／盎司，最高成交價為1,357.61美元／盎司及最低成交價為1,146.17美元／盎司。

於二零一八年，原油的差價較二零一七年大幅增加。於二零一七年，原油的成交差價為18.46美元／桶，而最高成交價為60.51美元／桶及最低成交價為42.05美元／桶。然而，於二零一八年，原油的價格波動增加接近一倍至34.54美元／桶，而最高成交價為76.9美元／桶及最低成交價為42.36美元／桶。

零售外匯保證金交易市場競爭激烈，市場競爭對手包括國際多產品交易公司、其他網上交易公司及金融機構。本集團預期於可預見的將來，市場競爭將仍然非常激烈。本集團繼續尋求方法提升客戶服務水平，透過為客戶提供更多於環球金融市場交易投資的機會以滿足客戶需求。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層之討論及分析

#### Total income

The total income of the Group decreased by approximately 8.5% to approximately HK\$471.1 million for the year ended 31 December 2018 from approximately HK\$514.9 million for the year ended 31 December 2017.

#### A. Leveraged foreign exchange and other trading income

The leveraged foreign exchange and other trading income of the Group decreased by approximately 6.1% to approximately HK\$372.9 million for the year ended 31 December 2018 from approximately HK\$397.0 million for the year ended 31 December 2017. This was mainly due to the decreased trading volume during the year ended 31 December 2018 as compared to the year ended 31 December 2017.

#### B. Cash dealing income

The cash dealing income of the Group increased from approximately HK\$1.1 million for the year ended 31 December 2017 to approximately HK\$3.3 million for the year ended 31 December 2018. The increase was mainly attributable to higher market volatility and successful dealing strategy.

#### C. Fee and commission income

The fees and commission income of the Group decreased from approximately HK\$108.8 million for the year ended 31 December 2017 to approximately HK\$56.4 million for the year ended 31 December 2018. The decrease was mainly due to the decrease in commission earning as a result of lower trading volume.

#### D. Other income

The Group recorded other income of approximately HK\$38.4 million for the year ended 31 December 2018 as compared to other income of approximately HK\$8.0 million for the year ended 31 December 2017.

As at 31 December 2018, there was a fair value gain of approximately HK\$26.0 million on the embedded derivative portion of convertible bonds issued on 12 February 2018.

#### 收入總額

本集團的收入總額由截至二零一七年十二月三十一日止年度約514,900,000港元減少約8.5%至截至二零一八年十二月三十一日止年度約471,100,000港元。

#### A. 槓桿式外匯及其他交易收入

本集團的槓桿式外匯及其他交易收入由截至二零一七年十二月三十一日止年度約397,000,000港元減少約6.1%至截至二零一八年十二月三十一日止年度約372,900,000港元，主要由於截至二零一八年十二月三十一日止年度的成交量相比截至二零一七年十二月三十一日止年度減少所致。

#### B. 現金交易收入

本集團的現金交易收入由截至二零一七年十二月三十一日止年度約1,100,000港元增加至截至二零一八年十二月三十一日止年度約3,300,000港元，主要由於市場波動增加及買賣策略成功所致。

#### C. 費用及佣金收入

本集團的費用及佣金收入由截至二零一七年十二月三十一日止年度約108,800,000港元減少至截至二零一八年十二月三十一日止年度約56,400,000港元，錄得減少主要由於成交量減少令佣金收益減少所致。

#### D. 其他收入

本集團於截至二零一八年十二月三十一日止年度錄得其他收入約38,400,000港元，而於截至二零一七年十二月三十一日止年度則錄得其他收入約8,000,000港元。

於二零一八年十二月三十一日，就於二零一八年二月十二日發行之可換股債券之嵌入式衍生工具部份錄得公允值收益約26,000,000港元。

During the year ended 31 December 2018, the Group recorded an exchange gain of approximately HK\$9.4 million, the recorded exchange gain for year ended 31 December 2017 was approximately HK\$5.4 million. This was mainly due to the year-end translation of monetary assets denominated in foreign currency into local reporting currency by KVB Kunlun New Zealand Limited, a wholly-owned subsidiary of the Company.

#### Referral expenses and other charges

The referral expenses and other charges of the Group decreased by approximately 41.3% to approximately HK\$175.8 million for the year ended 31 December 2018 from approximately HK\$299.2 million for the year ended 31 December 2017. The decrease was mainly due to the decrease in the trading volume of the clients referred by services providers.

#### Staff costs

The staff costs of the Group increased by approximately 78.6% to approximately HK\$101.7 million for the year ended 31 December 2018 from approximately HK\$56.9 million for the year ended 31 December 2017. The increase was mainly due to special bonus paid and share options granted during the year.

#### Depreciation and amortisation

Depreciation and amortisation increased by approximately 17.3% to approximately HK\$14.7 million for the year ended 31 December 2018 from approximately HK\$12.5 million for the year ended 31 December 2017. The increase was mainly due to the upgrade of computer software for the year.

#### Lease payments under land and buildings

Lease payments under land and buildings increased by approximately 6.2% to approximately HK\$14.2 million for the year ended 31 December 2018 from approximately HK\$13.4 million for the year ended 31 December 2017. The increase was mainly due to the increased rental expenses of lease review in some offices.

於截至二零一八年十二月三十一日止年度，本集團錄得匯兌收益約9,400,000港元，而於截至二零一七年十二月三十一日止年度則錄得匯兌收益約5,400,000港元，主要由於本公司全資附屬公司KVB Kunlun New Zealand Limited於年末將以外幣計值的貨幣資產換算為當地呈報貨幣所致。

#### 轉介開支及其他費用

本集團的轉介開支及其他費用由截至二零一七年十二月三十一日止年度約299,200,000港元減少約41.3%至截至二零一八年十二月三十一日止年度約175,800,000港元，錄得減少主要由於服務供應商所轉介客戶的成交量減少。

#### 員工成本

本集團的員工成本由截至二零一七年十二月三十一日止年度約56,900,000港元增加約78.6%至截至二零一八年十二月三十一日止年度約101,700,000港元，錄得增加主要由於年內支付特別花紅及授出購股權所致。

#### 折舊及攤銷

折舊及攤銷由截至二零一七年十二月三十一日止年度約12,500,000港元增加約17.3%至截至二零一八年十二月三十一日止年度約14,700,000港元，錄得增長主要由於年度升級電腦軟件所致。

#### 土地及樓宇的租賃付款

土地及樓宇的租賃付款由截至二零一七年十二月三十一日止年度約13,400,000港元增加約6.2%至截至二零一八年十二月三十一日止年度約14,200,000港元，錄得增加主要由於部份辦公室續約令租金開支增加所致。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層之討論及分析

#### Administrative and other operating expenses

The administrative and other operating expenses of the Group decreased to approximately HK\$84.6 million for the year ended 31 December 2018 from approximately HK\$96.4 million for the year ended 31 December 2017. The decrease was mainly due to the significant decrease in handling fee expenses which are partially offset by the increase in marketing expenses and repair and maintenance expenses compared with 2017.

#### Net profit and net profit margin

For the reasons set forth above, the Group achieved a net profit of approximately HK\$34.2 million for the year ended 31 December 2018 compared with the net profit of approximately HK\$27.4 million for the year ended 31 December 2017. The net profit margin for the year ended 31 December 2018 was approximately 7.3% (2017: 5.3%).

Excluding the fair value gain of approximately HK\$26.0 million on the embedded derivative portion of convertible bonds, in summary, the decrease in profitability of the Group was primarily contributed by:

- decrease in transaction volume resulting in decreased trading revenue, and
- increased expenses in a few main items due as disclosed above.

#### LIQUIDITY AND FINANCIAL RESOURCES

During the year under review, the operations of the Group were financed principally by equity capital, cash generated by the Group's business operations, the cash and bank deposits and proceeds from convertible bonds issued by the Company.

As at 31 December 2018, cash and bank balances held by the Group amounted to HK\$725.4 million (2017: HK\$517.8 million). There were no bank borrowings of the Group (2017: nil) and the carrying amount of convertible bonds of the Company amounted to HK\$191.1 million as at 31 December 2018 (2017: nil).

#### GEARING RATIO

The gearing ratio calculated on the basis of net debts (finance lease obligations and convertible bonds) over the total shareholders' equity as at 31 December 2018 was approximately 33.5% (2017: 0.05%).

#### 行政及其他經營開支

本集團的行政及其他經營開支由截至二零一七年十二月三十一日止年度約96,400,000港元減少至截至二零一八年十二月三十一日止年度約84,600,000港元，錄得減少主要由於手續費開支大幅減少，惟部份由較二零一七年增加的營銷開支及維修及維護開支所抵銷。

#### 淨溢利及純利率

基於上述理由，本集團於截至二零一八年十二月三十一日止年度實現淨溢利約34,200,000港元，而截至二零一七年十二月三十一日止年度錄得淨溢利約27,400,000港元。截至二零一八年十二月三十一日止年度的純利率約為7.3%（二零一七年：5.3%）。

撇除可換股債券之嵌入式衍生工具部份錄得的公允值收益約26,000,000港元後，概括而言，本集團盈利能力下跌乃主要由於：

- 成交量減少導致交易收益減少；及
- 上文披露之少數主要項目的開支增加。

#### 流動資金及財務資源

於回顧年度，本集團的營運主要由股本、本集團業務營運所得現金、現金及銀行存款以及本公司發行之可換股債券之所得款項提供資金。

於二零一八年十二月三十一日，本集團持有的現金及銀行結餘為725,400,000港元（二零一七年：517,800,000港元）。於二零一八年十二月三十一日，本集團並無任何銀行借貸（二零一七年：無）及本公司可換股債券之賬面值為191,100,000港元（二零一七年：無）。

#### 負債比率

負債比率乃根據債務淨額（融資租賃承擔及可換股債券）除以股東權益總額計算，於二零一八年十二月三十一日約為33.5%（二零一七年：0.05%）。

## FOREIGN CURRENCY EXPOSURE

During the year under review, the Group recorded an exchange gain of approximately HK\$9.4 million (2017: HK\$5.4 million). This was mainly due to the year-end translation of monetary assets denominated in foreign currency into local reporting currency by a subsidiary of the Group in New Zealand. The foreign currency risk is managed proactively by regular review of the currency positions in the basket of currency mix. In order to minimize the exposure of the Group to risk, the Group has hedge strategy based on prevailing market conditions and working capital requirements of subsidiaries.

## CAPITAL STRUCTURE

During the year under review, the capital structure of the Group consists of equity attributable to owners of the Company, comprising issued share capital, reserves, and convertible bonds issued by the Company.

## ISSUE OF CONVERTIBLE BONDS

On 12 February 2018 (the "Issue Date"), the Company issued 7.5% convertible bonds (the "Bonds") with an aggregate principal amount of HK\$200 million to BC Global Fund SPC – BC Fintech Fund SP and PA Investment Funds SPC for the account of PA High Technology Fund SP (collectively the "Bondholders").

The Bonds will expire at the second anniversary of the Issue Date. The Company may extend the maturity date for a further term of one year from the maturity date by giving notice in writing to all of the Bondholders on or before the maturity date and with the prior written consent from Bondholders of not less than 50% of the aggregate principal amount of Bonds outstanding. In the event of extension of the maturity date, the interest rate will be adjusted from 7.5% per annum to 12% per annum.

The Bonds are convertible into the Company's ordinary shares of HK\$0.01 each (the "Ordinary Shares") at the initial conversion price of HK\$0.613 per share (subject to adjustment). The closing price of the Ordinary Share was HK\$0.500 on the Issue Date. Based on the assumption of full conversion of the Bonds at such initial conversion price, a total of 326,264,273 Ordinary Shares will be allotted and issued by the Company. As at 31 December 2018, no Bonds were converted into any Ordinary Shares by the Bondholders, and the aggregate principal amount of the Bonds remained as HK\$200 million.

## 外匯風險

於回顧年度，本集團錄得匯兌收益約9,400,000港元（二零一七年：5,400,000港元），主要由於本集團位於紐西蘭的附屬公司於年末將以外幣計值的貨幣資產換算為當地呈報貨幣。本集團透過定期檢討一籃子貨幣組合內的貨幣持倉積極管理外匯風險。為降低本集團所面臨的風險，本集團根據現行市況及附屬公司的營運資金需求運用對沖策略。

## 資本架構

於回顧年度，本集團的資本架構包括本公司擁有人應佔股權（包括已發行股本及儲備）及本公司發行之可換股債券。

## 發行可換股債券

於二零一八年二月十二日（「發行日期」），本公司已向BC Global Fund SPC – BC Fintech Fund SP及PA Investment Funds SPC（為PA High Technology Fund SP賬戶行事）（統稱「債券持有人」）發行本金總額200,000,000港元之7.5厘息可換股債券（「債券」）。

債券將於發行日期起計第二週年到期。本公司可於到期日或之前透過向全部債券持有人發出書面通知及取得持有未償還債券本金總額不少於50%之債券持有人之事先書面同意之情況下，將到期日延長一年。倘延長到期日，年利率將從7.5厘調整至12厘。

債券可按初步換股價每股股份0.613港元（可予調整）轉換為本公司每股面值0.01港元之普通股份（「普通股份」）。於發行日期，普通股份之收市價為0.500港元。假設債券按該初步換股價獲悉數轉換，本公司將配發及發行合共326,264,273股普通股份。於二零一八年十二月三十一日，概無債券被債券持有人轉換為任何普通股份，而債券之本金總額維持於200,000,000港元。

The Directors consider that the issue of the Bonds would provide strong capital support for the development of the Group's business and strengthen the Group's capital base effectively after full conversion of the Bonds.

The net proceeds from the issue of the Bonds of approximately HK\$199.28 million. The Company currently intends to use the net proceeds for investment in financial assets and working capital purposes. The net proceeds from the issue of the bonds have been utilized for trades with clients in foreign currencies, commodities and products through the margin trading business.

Details of the issue of the Bonds were set out in the announcements of the Company dated 25 January 2018 and dated 12 February 2018 respectively.

### NEW PRODUCTS AND SERVICES

During the year under review, there was no new products or services launched.

### SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES DURING THE YEAR UNDER REVIEW

During the year ended 31 December 2018, the Group did not have any material acquisitions and disposals.

### EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2018, the Group engaged a total of 53 employees (2017: a total of 76). Total staff costs including Directors' remuneration for the period under review amounting to approximately HK\$101.7 million (2017: HK\$56.9 million). The Group's remuneration policies are in line with the prevailing market practices and are determined on the basis of performance and experience of individual employees. The Group provides retirement benefits in accordance with the relevant laws and regulations in the place where the staff is employed. The Company has adopted a share option scheme pursuant to which the Directors and employees of the Group are entitled to participate.

董事認為，發行債券將提供強勁資金支持本集團業務之發展以及於悉數轉換債券後可有效加強本集團之資金基礎。

發行債券之所得款項淨額約為199,280,000港元。本公司現擬將所得款項淨額用於投資金融資產及用作營運資金。發行債券之所得款項淨額已用於與客戶進行外幣、商品及其他產品交易的保證金交易業務。

發行債券之詳情分別載於本公司日期為二零一八年一月二十五日及二零一八年二月十二日之公告。

### 新產品及服務

於回顧年度，本集團並無推出任何新產品或服務。

### 回顧年度之重大投資、重大收購及出售附屬公司

截至二零一八年十二月三十一日止年度期間，本集團並無任何重大收購及出售事項。

### 僱員及薪酬政策

於二零一八年十二月三十一日，本集團合共聘用53名僱員（二零一七年：合共76名）。於回顧期內的員工成本總額（包括董事酬金）為約101,700,000港元（二零一七年：56,900,000港元）。本集團的薪酬政策符合現行市場慣例並根據員工個人的表現及經驗而釐定。本集團根據員工受聘所在地的相關法律法規提供退休福利。本公司已採納購股權計劃，據此，本集團董事及僱員有權參與購股權計劃。

### CHARGES ON THE GROUP'S ASSETS AND CONTINGENT LIABILITIES

As at 31 December 2018, certain bank balances of the Group amounting to approximately HK\$90.4 million (2017: HK\$86.0 million) were used to secure the banking facilities and office lease bonds. As at 31 December 2018, the Group did not have any material contingent liabilities.

### 本集團資產抵押及或然負債

於二零一八年十二月三十一日，本集團若干銀行結餘約90,400,000港元（二零一七年：86,000,000港元）乃用於擔保銀行信貸及辦公室租賃債券。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。

### FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

We plan to:

1. expand operations in the worldwide overseas Chinese communities;
2. extend the range of our financial services and products;
3. further upgrade our online trading platform; and
4. develop the high net worth and sophisticated institutional clients segment.

### 未來重大投資或資本資產計劃

本集團計劃：

1. 拓展全球海外華人社區之業務；
2. 擴展金融服務及產品範疇；
3. 進一步提升線上交易平台；及
4. 開發高淨值及資深機構客戶分部。



## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

#### EXECUTIVE DIRECTORS

**Mr. LIU Stefan**, aged 52, is the Chief Executive Officer of the Company. He is also a director of certain subsidiaries of the Company. Mr. Liu is one of the responsible officers of KVB Kunlun International (HK) Limited ("KVB HK") and is also a director of KVB Kunlun Holdings Limited ("KVB Holdings") and certain subsidiaries of KVB Holdings, which do not belong to the Group.

Mr. Liu was appointed as the managing director of the Group in March 2006 and the country manager of New Zealand and Australia in August 2011. He was appointed as a Director of the Company on 9 November 2010 and is responsible for the overall management and strategic development of the Group.

Before joining the Group, Mr. Liu served as the managing director of Aiming International (New Zealand) Co. Limited from August 1997 to August 2001 and was responsible for fostering the development plan, structuring investment direction and strategy, liaising and maintaining relationships with business partners and searching for and maintaining public relationship with potential strategic investors.

With his previous and current positions in the Group and other companies, Mr. Liu has obtained over 16 years of experience in the forex market which is relevant to the management, operation and development of the Group. Mr. Liu obtained his bachelor's degree in arts from the Tianjin Foreign Studies University (天津外國語大學) in July 1989 and completed the OPM program at Harvard Business School in November 2018.

**Mr. HUANG Songyuan**, aged 42, is the director of global margin business of the Group responsible for the management of investment business of the Group, including foreign exchange, commodities and equities business. He is currently one of the responsible officers of KVB HK and KVB Kunlun Pty Limited ("KVB AU"), and a director and managing principal of KVB Kunlun New Zealand Limited ("KVB NZ") and a director of KVB Kunlun Securities (NZ) Limited. KVB AU and KVB NZ, all of which are subsidiaries of the Company. Mr. Huang joined the Group in August 2002 as an executive accountant of KVB NZ and was responsible for general accounting duties, book-keeping and financial reports.

#### 執行董事

**劉欣諾先生**，52歲，為本公司行政總裁。彼亦為本公司若干附屬公司的董事。劉先生為昆侖國際（香港）有限公司（「KVB香港」）的負責人員之一。劉先生亦為不屬於本集團的KVB Kunlun Holdings Limited（「KVB Holdings」）及其若干附屬公司的董事。

劉先生於二零零六年三月獲委任為本集團的董事總經理及於二零一一年八月獲委任為紐西蘭及澳洲的區域經理。彼於二零一零年十一月九日獲委任為本公司董事，負責本集團的整體管理及策略發展。

加入本集團前，劉先生於一九九七年八月至二零零一年八月擔任Aiming International (New Zealand) Co. Limited的董事總經理，負責實施發展計劃、編撰投資方向及策略、聯絡並維持與合作夥伴的關係以及物色並維持與潛在策略投資者的公共關係。

劉先生憑藉其於本集團及其他公司的過往與現任職務，已於外匯市場積逾16年經驗，這些經驗均與本集團管理、營運及發展息息相關。劉先生於一九八九年七月獲得天津外國語大學文學士學位，並於二零一八年十一月完成哈佛商學院OPM課程。

**黃頌源先生**，42歲，為本集團全球保證金業務總監，負責管理本集團的投資業務，包括外匯、商品及股票業務。彼目前為KVB香港及KVB Kunlun Pty Limited（「KVB澳洲」）的負責人員之一，且為KVB Kunlun New Zealand Limited（「KVB紐西蘭」）的董事兼主要管理人員及KVB Kunlun Securities (NZ) Limited之董事。KVB澳洲及KVB紐西蘭均為本公司之附屬公司。黃先生於二零零二年八月加入本集團出任KVB紐西蘭的行政會計師，負責一般會計職務、記賬及財務報告。黃先生曾為KVB紐西蘭

Mr. Huang was the manager of treasury strategy of KVB NZ and was responsible for the implementation of its dealing system and the day-to-day running of its global forex dealing operations and all its associated financial management. Currently, he is also an independent non-executive director of Marlborough Wine Estates Group Limited, which is listed on the New Zealand Stock Exchange.

Mr. Huang obtained his bachelor's degree in accounting from the Sun Yat-Sen University (中山大學) in June 1999, his master's degree in international business from the Auckland Institute of Studies at St. Helens, New Zealand in December 2000 and his graduate diploma in commerce from the University of Auckland in May 2002. Mr. Huang became a chartered financial analyst of the CFA Institute in September 2006. Mr. Huang has been a member of the Institute of Directors in New Zealand since 2015. Mr. Huang was appointed as a Director on 21 May 2018.

**Mr. WONG Yiu Kit, Ernest**, aged 51, is the Chief Financial Officer and the Company Secretary of the Company. He is also a director of certain subsidiaries of the Company. Mr. Wong is also the President and Group Chief Financial Officer of KVB Kunlun Holdings Limited, a substantial Shareholder of the Company within the meaning of Part XV of SFO. Mr. Wong has extensive experience in venture capital, corporate finance, business development, legal, IT, financial and general management. Currently, he is an independent non-executive director of Renheng Enterprise Holdings Limited (HKEx Stock Code: 3628), HongDa Financial Holding Limited (HKEx Stock Code: 1822), Progressive Path Group Holdings Limited (HKEx Stock Code: 1581), China Regenerative Medicine International Limited (HKEx Stock Code: 8158) and Common Splendor International Health Industry Group Limited (HKEx Stock Code: 286). Mr. Wong has also served as a director of Adamas Finance Asia (London Stock Code: ADAM, listed on London AIM market (previously known as China Private Equity Investment Holdings Limited ("CPE"))). He was an independent non-executive director of Legend Strategy International Holdings Group Company Limited (HKEx Stock Code: 1355) from November 2016 to September 2018.

的財務策略經理，負責執行交易系統及全球外匯交易業務的日常運作以及所有相關財務管理。現時，彼亦為Marlborough Wine Estates Group Limited的獨立非執行董事，該公司於新西蘭交易所上市。

黃先生於一九九九年六月獲得中山大學會計學學士學位、於二零零零年十二月獲得紐西蘭奧克蘭商學院國際商務碩士學位、及於二零零二年五月獲得奧克蘭大學商業深造文憑。黃先生於二零零六年九月成為CFA Institute的特許金融分析師。黃先生自二零一五起成為紐西蘭董事協會會員。黃先生於二零一八年五月二十一日獲委任為董事。

**黃耀傑先生**，51歲，為本公司首席財務官及公司秘書。彼亦為本公司若干附屬公司之董事。黃先生亦為根據證券及期貨條例第XV部屬本公司之主要股東KVB Kunlun Holdings Limited總裁及集團首席財務官。黃先生於創業投資、企業財務、業務發展、法律、信息技術、財務及一般管理方面具有豐富經驗。彼目前為仁恒實業控股有限公司（聯交所股份代號：3628）、弘達金融控股有限公司（聯交所股份代號：1822）、進昇集團控股有限公司（聯交所股份代號：1581）、中國再生醫學國際有限公司（聯交所股份代號：8158）及同佳國際健康產業集團有限公司（聯交所股份代號：286）的獨立非執行董事。黃先生亦為Adamas Finance Asia（倫敦股份代號：ADAM，於倫敦另類投資市場上市）（前稱福泰中國投資控股有限公司（「福泰中國」））的董事會成員。黃先生曾於二零一六年十一月至二零一八年九月擔任枋濟國際集團控股有限公司（聯交所股份代號：1355）之獨立非執行董事。

## 董事及高級管理層履歷

Previously he was an executive director and the chief financial officer of CPE. He was in charge of the private equity investment, portfolio management, corporate finance activities including fund raising and initial public offering, financial management, legal services, IT and company secretarial work. Before that, Mr. Wong was the chief financial officer for Hong Kong Applied Science and Technology Research Institute Company Limited ("ASTRI") and held management responsibilities for its overall financial, legal, IT, business development and corporate finance functions. Before joining ASTRI, Mr. Wong was the vice president for Vertex Management Pte Ltd. (now known as Vertex Venture Holdings Ltd.), focusing on venture investment in communications, IT and electronics sectors. Previously, he also held management positions at Guangdong Investment Ltd., Transpac Capital Limited and Accenture.

Mr. Wong earned his Bachelor of Business Administration degree from the University of Hong Kong, and received his Master of Science in investment management from the Hong Kong University of Science and Technology and Master of Science in Electronic Engineering from the Chinese University of Hong Kong. Mr. Wong is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, United Kingdom and the Institute of Chartered Accountants in England and Wales. He is also a charter-holder of Chartered Financial Analyst, United States of America and a member of the Hong Kong Security Institute. Mr. Wong was appointed as a Director on 21 May 2018.

黃先生曾為福泰中國的執行董事及財務總裁。彼負責私募投資、投資組合管理、企業財務包括集資及首次公開發售、財務管理、法律事務、信息技術及公司秘書事宜。此前，黃先生為香港應用科技研究院有限公司（「應科院」）的財務總監，負責其整體財務、法律、信息技術、業務發展及企業融資。加入應科院前，黃先生是祥豐投資私人有限公司（現稱為祥峰投資控股有限公司）的副總裁，專職於通訊、資訊科技及電子業務的創業投資。在此之前，彼於粵海投資有限公司、匯亞資金管理有限公司以及埃森哲擔任管理職務。

黃先生於香港大學獲得工商管理學學士學位，並於香港科技大學及香港中文大學分別獲頒投資管理學理學碩士及電子工程碩士學位。黃先生為香港會計師公會、英國特許公認會計師公會及英格蘭和威爾士特許會計師公會資深會員、美國特許財務分析師，以及香港證券專業學會會員。黃先生於二零一八年五月二十一日獲委任為董事。

## NON-EXECUTIVE DIRECTORS

**Mr. Stephen Gregory McCOY**, aged 66, joined the Group in October 2006 as the senior manager of operations and was later appointed the country manager of Australia in 2008. Mr. McCoy is also a director of KVB Kunlun Pty Ltd and LXL Capital III Limited. Mr. McCoy is also a director of other subsidiaries of KVB Holdings which do not belong to the Group. Before joining the Group, Mr. McCoy worked at Arab Bank Australia Limited as an internal auditor from May 2002 to December 2003 and later as the head of operations from January 2004 to October 2006 and was responsible for managing the operations department of the bank including treasury settlements, retail operations, loan administration, office administration, trade finance and product compliance in line with regulatory authorities and policies and procedures of the bank and before that, Mr. McCoy worked at Westpac Banking Corporation for over 30 years from February 1969 to April 2001 and last held the position of manager of operational risk. With the previous and current positions held by Mr. McCoy in the Group and other companies, Mr. McCoy has obtained over 46 years of combined experience in the financial services industry which is relevant to the operation and development of the Group. Mr. McCoy was appointed as a Director on 15 April 2011.

**Mr. Li Jiong**, aged 48, concurrently serves as the director of CITIC Securities Overseas Investment Company Limited which is a substantial Shareholder of the Company within the meaning of Part XV of the SFO and CITIC Securities International USA, LLC., as well as a chief treasury officer and person-in-charge of the treasury department of CITIC Securities Company Limited ("CITIC Securities", a shareholder of CITIC Securities Overseas Investment Company Limited). After Mr. Li joined CITIC Securities in 1996, he had served as the manager of the international cooperation division of the information centre of China International Trust Investment Corporation (renamed to CITIC Group Corporation), manager of development department of CITIC International Cooperation Co., Ltd., manager of the bond department, deputy general manager of the treasury department and person-in-charge of the treasury department of CITIC Securities. Mr. Li obtained a bachelor's degree in International Finance from the University of International Business and Economics in 1992 and a master's degree in MBA from Tsinghua University in 2000. Mr. Li was appointed as a Director on 21 May 2018.

## 非執行董事

**Stephen Gregory McCOY**先生，66歲，於二零零六年十月加入本集團擔任營運部高級經理，其後於二零零八年獲委任為澳洲區域經理。McCoy先生亦為KVB Kunlun Pty Ltd及LXL Capital III Limited的董事。McCoy先生亦為其他不屬於本集團的KVB Holdings附屬公司的董事。加入本集團前，McCoy先生於二零零二年五月至二零零三年十二月在Arab Bank Australia Limited擔任內部核數師，隨後於二零零四年一月至二零零六年十月出任營運部主管，負責管理銀行營運部門，包括財務結算、零售業務、貸款管理、行政管理、貿易融資及產品合規（符合監管機構以及銀行政策及程序的規定），而在此之前，McCoy先生於一九六九年二月至二零零一年四月於Westpac Banking Corporation任職逾30年及隨後出任營運風險經理一職。憑藉McCoy先生先前及現時於本集團及其他公司所擔任的職務，McCoy先生於有關本集團營運及發展的金融服務行業獲得逾46年的綜合經驗。McCoy先生於二零一一年四月十五日獲委任為董事。

**李冏**先生，48歲，現為根據證券及期貨條例第XV部屬本公司之主要股東中信證券海外投資有限公司及CITIC Securities International USA, LLC之董事，以及中信證券股份有限公司（「中信證券」）（為中信證券海外投資有限公司之股東）總司庫兼資金運營部行政負責人。李先生於一九九六年加入中信證券，曾擔任中國國際信託投資公司（後改名為中國中信集團公司）信息中心國際合作處經理、中信國際合作公司開發部經理、中信證券債券部經理、資金運營部副總經理及資金運營部行政負責人。李先生於一九九二年獲對外經濟貿易大學國際金融專業學士學位，其後於二零零零年獲清華大學工商管理碩士學位。李先生於二零一八年五月二十一日獲委任為董事。



## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層履歷

**Mr. XU Jianqiang**, aged 38, currently serves as a deputy head of the equity derivatives business line of CITIC Securities and also a head of Equity Derivatives at CITIC CCSA. After Mr. Xu joined CITIC Securities in August 2005, he had served as an analyst of the research department, product development manager of the equity derivatives business line, head of trading of the equity derivatives business line and head of equity derivatives of CITIC Securities International Company Limited. Mr. Xu obtained a bachelor's degree in Mathematics and Applied Mathematics from Peking University in 2003 and a master's degree in Mathematics from the University of British Columbia in 2005. Mr. Xu was appointed as a Director on 21 May 2018.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Ms. ZHAO Guixin**, aged 55, joined the Group in April 2011. From June 2005 to July 2007, Ms. Zhao worked at Tianjin Jiandu Investment & Development Co. Ltd. (天津建都投資發展有限公司) which was engaged in property and investment and she was responsible for providing consultation services in project financing, cooperation in public affairs and international investment matters. From May 2003 to August 2007, Ms. Zhao also provided consultation services in finance and investment related matters to Tianjin Wanhe Investment & Development Co. Ltd. (天津萬和投資發展有限公司) which was engaged in property and investment. From July 2001 to October 2003, Ms. Zhao was appointed as the general manager of the audit department of China CITIC Bank, Tianjin branch and was responsible for managing the overall performance of the audit department, implementing policies and procedures and other management work. Ms. Zhao has over 26 years of experience in accounting and auditing matters including but not limited to financial analysis, financial management, asset management, assessment and auditing of financial positions and involvement in financial and auditing decision making process. Ms. Zhao completed the course in economics and management organised by the Party School of Central Committee of the Communist Party of China (中共中央黨校) in December 1996. Ms. Zhao further completed the course in business administration organised by Nankai University (南開大學) in September 1999 and obtained her master's degree in arts in international relations in economy and trade from The Flinders University of South Australia in October 2002. Ms. Zhao was assessed and awarded the qualification of accountant by the Tianjin branch of the Bank of China in 1992. Ms. Zhao was appointed as a Director on 15 April 2011.

**許建強先生**，38歲，現任中信證券股權衍生品業務線B角及中信里昂證券股權衍生品業務主管。許先生於二零零五年八月加入中信證券，曾任中信證券研究部分析師、衍生品業務線產品開發經理、股權衍生品業務線交易主管及中信證券國際有限公司股權衍生品業務主管。許先生於二零零三年獲北京大學數學與應用數學專業學士學位，於二零零五年獲英屬哥倫比亞大學數學專業碩士學位。許先生於二零一八年五月二十一日獲委任為董事。

## 獨立非執行董事

**趙桂馨女士**，55歲，於二零一一年四月加入本集團。趙女士曾於二零零五年六月至二零零七年七月期間在天津建都投資發展有限公司(從事物業及投資)任職，負責提供項目融資、公共事務合作及國際投資事項方面的諮詢服務。趙女士亦於二零零三年五月至二零零七年八月期間向天津萬和投資發展有限公司(從事物業及投資)提供金融及投資相關事項的諮詢服務。於二零零一年七月至二零零三年十月，趙女士獲委任為中信銀行天津分行審計部總經理，負責管理審計部門的整體表現、實施政策及程序以及其他管理工作。趙女士於(包括但不限於)財務分析、財務管理、資產管理、評估及審核財務狀況以及參與財務及審計決策方面累積逾26年會計及審計經驗。趙女士於一九九六年十二月完成中共中央黨校組織的經濟及管理課程。趙女士另於一九九九年九月完成南開大學開設的商務管理課程，並於二零零二年十月獲得The Flinders University of South Australia國際經濟與貿易關係文學碩士學位。於一九九二年，中國銀行天津分行對趙女士進行評估並授予其會計師資格。趙女士於二零一一年四月十五日獲委任為董事。

**Mr. Cornelis Jacobus KEYSER**, aged 61, first joined the Group in December 2003 as a senior consultant. In June 2005, he was appointed as the joint Group managing director (group operations and treasury) and managing director (designate proposed banking division) and held that position until he left the Group in April 2008. From August 2014 Mr Keyser is a director of Orkney Investment Company which engages in equity, property and other investment activity and from April 2016 he is a director of Highgate Property Group, an ASIC authorised financial institution (AFSL), focussed on managed investment property schemes in Australia. From March 2003 to February 2014, Mr. Keyser has been a director of Keyser Merchant & Capital Finance (New Zealand) Limited which engaged in the provision of consultation services and he was responsible for managing all aspects of such company and acted as a consultant. From July 1999 to August 2002, Mr. Keyser held the position of group treasurer to Gensec Ltd. and Gensec Bank. From September 1996 to March 1997, Mr. Keyser worked at the Swabou Building Society Group of Companies as the group managing director and was responsible for the operations of the group. From May 1990 to August 1992, Mr. Keyser was appointed the managing director of Keyser Trading (Pty) Limited and from September 1992 to June 1999, he was appointed the managing director of Keyser Merchant and Capital Finance (Pty) Limited. Mr. Keyser is a chartered member of the Institute of Directors in New Zealand Inc. and a member of the Australian Institute of Company Directors. Mr. Keyser has over 26 years of experience in the financial industry. Mr. Keyser obtained his bachelor's degree in industrial psychology, his honours degree in economics (Cum laude) and his master's degree in economics (Cum laude) from the Rand Afrikaans University in April 1981, April 1982 and April 1983, respectively. Mr. Keyser was appointed as a Director on 15 April 2011.

**Mr. LIN Wenhui**, aged 40, joined the Group in July 2011. Mr. Lin is currently the audit director of Fujian Yango Holdings Group Limited (福建陽光集團有限公司). Mr. Lin was appointed as a supervisor of supervisory committee in June 2017 and currently as a chairman of the supervisory committee of Fujian Longking Co., Ltd. (SH. 600388) with effect from November 2017. With effect from 1 July 2014, Mr. Lin has temporarily been transferred to the board of supervisors of SAC in the State Council for the inspection of enterprises directly under the central government. He was an audit manager of Deloitte Touche Tohmatsu in Beijing from September 2011 to August 2016. From April 2009 to September 2011, Mr. Lin was a manager of RSM China Certified Public Accountants (中瑞岳華會計師事務所). Mr. Lin served as a project manager in the

**Cornelis Jacobus KEYSER**先生，61歲，於二零零三年十二月首次加入本集團出任高級顧問。於二零零五年六月，彼獲委任為聯席集團董事總經理（集團營運及財政）及董事總經理（指定提議銀行部），直至二零零八年四月於本集團離職為止。自二零一四年八月起，Keyser先生擔任Orkney Investment Company（從事股權、物業及其他投資活動）董事，自二零一六年四月起，彼擔任Highgate Property Group（一間ASIC授權金融機構(AFSL)，專注於管理澳洲之投資物業計劃）董事。由二零零三年三月至二零一四年二月，Keyser先生擔任Keyser Merchant & Capital Finance (New Zealand) Limited（從事提供諮詢服務）董事，負責管理該公司的全面事務並擔任顧問。Keyser先生於一九九九年七月至二零零二年八月擔任Gensec Ltd.及Gensec Bank的集團司庫。Keyser先生亦於一九九六年九月至一九九七年三月擔任Swabou Building Society Group of Companies的集團董事總經理，負責集團的營運。於一九九零年五月至一九九二年八月，Keyser先生獲委任為Keyser Trading (Pty) Limited的董事總經理；於一九九二年九月至一九九九年六月，彼擔任Keyser Merchant and Capital Finance (Pty) Limited的董事總經理。Keyser先生為Institute of Directors in New Zealand Inc特許成員及澳洲企業董事協會會員。Keyser先生於金融行業方面積逾26年經驗。Keyser先生分別於一九八一年四月、一九八二年四月及一九八三年四月獲得Rand Afrikaans University工業心理學學士學位、經濟學（優等）榮譽學位及經濟學（優等）碩士學位。Keyser先生於二零一一年四月十五日獲委任為董事。

**林文輝**先生，40歲，於二零一一年七月加入本集團。林先生目前於福建陽光集團有限公司擔任審計總監。林先生於二零一七年六月擔任福建龍淨環保股份有限公司（SH. 600388）的監事會監事及自二零一七年十一月起獲委任為監事會主席。自二零一四年七月一日開始，林先生被臨時借調到國務院國資委對中央直屬企業進行監察。於二零一一年九月至二零一六年八月期間，彼曾於德勤•關黃陳方會計師行北京分行擔任審核經理。林先生自二零零九年四月至二零一一年九月擔任中瑞岳華會計師事務所經理。於二零零四年九月至二零零六年三月及於二零零六年四月至二零零八年十二月，林先

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

taxation and accounting services department of Reanda Certified Public Accountants (利安達會計師事務所有限責任公司) from September 2004 to March 2006 and a manager assistant in the audit department of the same firm from April 2006 to December 2008. From August 2002 to September 2004, Mr. Lin worked in the accounting department of the head company of the Beijing Shougang Oxygen Plant (北京首鋼氧氣廠) which was engaged in the production and sales of oxygen and other gases for industrial enterprises. Mr. Lin obtained his bachelor's degree in accounting from the Harbin University of Commerce (哈爾濱商業大學) in July 2002 and master's degree in accounting from Renmin University of China in January 2018. Mr. Lin obtained his certificate of accounting professional from the Finance Bureau of Beijing (北京市財政局) in June 2003 and passed the PRC's national accounting examinations and was awarded the certificate issued by the Committee of the Registered Accountant Examination of the Ministry of Finance (財政部註冊會計師考試委員會) in April 2005. Mr. Lin has been a member of the Chinese Institute of Certified Public Accountants recognised by the Ministry of Finance of the PRC (中華人民共和國財政部) since April 2008. Mr. Lin was appointed as a Director on 16 July 2011.

#### OTHER SENIOR MANAGEMENT

**Ms. ZHANG Rongjun** is the regional financial controller of New Zealand and Australia of the Group. Ms. Zhang joined the Group in December 2002 as the financial controller. Ms. Zhang has also been a director of KVB NZ since May 2009. From December 1997 to July 2002, Ms. Zhang served as a senior accountant at HWI Limited Chartered Accountants and was responsible for preparing financial statements and tax returns and providing tax advice. Ms. Zhang has over 21 years of experience in accounting matters in New Zealand. Ms. Zhang obtained her bachelor's degree in accounting from the Unitec Institute of Technology in April 2000. Ms. Zhang has been a member of the Institute of Chartered Accountants of New Zealand since January 2002.

生分別擔任利安達會計師事務所有限責任公司稅務及會計服務部項目經理以及該公司審計部經理助理。林先生於二零零二年八月至二零零四年九月在北京首鋼氧氣廠總公司(從事工業企業的氧氣及其他氣體的生產及銷售)會計部任職。林先生於二零零二年七月獲得哈爾濱商業大學會計學學士學位及於二零一八年一月獲得中國人民大學會計學碩士學位。林先生於二零零三年六月獲得北京市財政局頒發的會計從業資格證書，且於二零零五年四月通過中國國家會計考試並獲財政部註冊會計師考試委員會頒證。林先生自二零零八年四月起為中華人民共和國財政部認可之中國註冊會計師協會會員。林先生於二零一一年七月十六日獲委任為董事。

#### 其他高級管理層

**張溶君女士**為本集團紐西蘭及澳洲地區財務總監。張女士於二零零二年十二月加入本集團出任財務總監。張女士自二零零九年五月起亦擔任KVB紐西蘭的董事。張女士於一九九七年十二月起至二零零二年七月曾於HWI Limited Chartered Accountants出任高級會計師，負責編製財務報表及報稅表以及提供稅務意見。張女士於紐西蘭會計事項方面積逾21年經驗。張女士於二零零零年四月獲得紐西蘭國立理工學院會計學學士學位。張女士自二零零二年一月起成為紐西蘭特許會計師協會會員。

**Mr. SO Chi Hang Stephen** is the director and head of investment of KVB AU. Mr. So joined the Group in May 2003 as a senior sales executive of margin forex of KVB AU. He has been the Responsible Manager (RM) of the Australian Financial Services License (AFSL) for the company since then. Mr. So is at present a director of KVB AU. Before joining the Group, Mr. So worked at The Hong Kong Chinese Bank, Limited and Lippo Securities Holdings Limited from March 1994 to December 2002 and was responsible for providing investment advice and dealing with private clients and retail clients. He first joined The Hong Kong Chinese Bank, Limited as a senior investment consultant and thereafter served as a senior manager of the global investment division of Lippo Securities Holdings Limited. Mr. So has over 25 years of experience in advising clients on financial products ranging from securities, indices and stock futures and options, foreign exchanges and other derivatives financial products. Mr. So obtained his bachelor of arts degree (Economics) from the University of Sydney, Australia in April 1992, and a diploma in financial services issued by the Australian Financial Markets Association in 2003.

蘇志恒先生為KVB澳洲之董事及投資主管。蘇先生於二零零三年五月加入本集團出任KVB澳洲外匯保證金業務高級銷售主任。彼自此擔任該公司的澳大利亞金融服務執照(AFSL)負責經理。蘇先生現為KVB澳洲的董事。加入本集團前，蘇先生於一九九四年三月至二零零二年十二月曾於香港華人銀行有限公司及力寶證券有限公司工作，負責提供投資意見及與私人客戶及零售客戶交易。彼最初加入香港華人銀行有限公司擔任高級投資顧問，隨後擔任力寶證券有限公司的環球投資部高級經理。蘇先生於就金融產品（包括證券、指數、股票期貨、期權、外匯及其他衍生金融產品等）向客戶提供意見方面積逾25年經驗。蘇先生於一九九二年四月獲得澳洲悉尼大學文學士（經濟）學位，並於二零零三年獲澳洲金融市場協會頒發金融服務文憑。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

KVB Kunlun Financial Group Limited (the “Company”, together with its subsidiaries, the “Group”) is committed to high standards of corporate governance in the interest of its shareholders and other stakeholders. It has continued and will continue to identify and adopt the best corporate governance practices appropriate to the Company.

#### CORPORATE GOVERNANCE CODE

During the year ended 31 December 2018, the Company has complied with all code provisions as set out in the Corporate Governance Code (“CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) of The Stock Exchange of Hong Kong Limited, the (“Stock Exchange”), except for the following deviations:

Pursuant to the code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

Mr. Li Zhi Da retired as chairman of the board (the “Board”) of directors (the “Directors”) of the Company and non-executive Director after the conclusion of the annual general meeting of the Company held on 21 May 2018 (the “2018 Annual General Meeting”). After the retirement of Mr. Li, no individual was appointed as chairman of the Board. The Board will keep on identifying suitable candidate to assume duties as chairman of the Board as soon as possible.

Pursuant to code provision A.2.7 of the CG Code, the chairman should at least annually hold meetings with the independent non-executive directors without the presence of other directors. The then Chairman did not hold any meeting with the independent non-executive Directors without the other Directors present in 2018 due to the tight schedule of the Chairman.

Pursuant to the code provision E.1.2 of the CG Code, the chairman of the board should attend the annual general meeting. Mr. Li Zhi Da, the then Chairman and a non-executive Director, was unable to attend the 2018 Annual General Meeting due to other commitment.

昆侖國際金融集團有限公司(「本公司」，連同其附屬公司統稱「本集團」)致力於高標準的企業管治以符合其股東和其他利益相關者的利益。本公司將繼續往開來竭力制定及採取適合本公司的最佳企業管治規則。

#### 企業管治守則

截至二零一八年十二月三十一日止年度，本公司已遵守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14所載企業管治守則(「企業管治守則」)的所有守則條文，惟下列偏離者除外：

根據企業管治守則之守則條文第A.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。主席與行政總裁之間職責的分工應清楚界定並以書面列載。

李志達先生於二零一八年五月二十一日舉行之本公司股東週年大會(「二零一八年股東週年大會」)結束後退任本公司董事(「董事」)會(「董事會」)主席及非執行董事之職務。於李先生退任後，董事會主席一職仍然懸空。董事會將繼續盡快物色合適人選擔任董事會主席一職。

根據企業管治守則之守則條文第A.2.7條，主席應至少每年與獨立非執行董事舉行一次沒有其他董事出席的會議。於二零一八年，時任主席並無在其他董事不在場之情況下，與獨立非執行董事舉行任何會議，原因為主席日程緊迫。

根據企業管治守則之守則條文第E.1.2條，董事會主席應出席股東週年大會。時任主席兼非執行董事李志達先生因其他事務未能出席二零一八年股東週年大會。

## BOARD OF DIRECTORS

The Board is responsible for the formulation of strategies and policies, including an oversight of the management. The management of the Company is responsible for the day-to-day operations of the Company under the leadership of the Chief Executive Officer.

As at 31 December 2018, the Board comprised nine Directors, namely (i) Mr. Liu Stefan (as Chief Executive Officer), Mr. Huang Songyuan and Mr. Wong Yiu Kit, Ernest (as Chief Financial Officer) as executive Directors; (ii) Mr. Stephen Gregory McCoy, Mr. Li Jiong and Mr. Xu Jianqiang as non-executive Directors; and (iii) Ms. Zhao Guixin, Mr. Cornelis Jacobus Keyser and Mr. Lin Wenhui as independent non-executive Directors. The Company has fulfilled the requirement of Rule 3.10(2) of the Listing Rules that at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise.

Each executive Director has entered into a service agreement with the Company for a specific term, and his term of office is subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Listing Rules. For all non-executive Directors and independent non-executive Directors, the term of them has been fixed for 3 years and they are also subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Listing Rules.

There is no relationship (including financial, business, family or material/relevant relationships) among members of the Board.

The biographical details of the Directors are set out in the section of "Biographies of Directors and Senior Management" on pages 16 to 23 of this annual report.

## 董事會

董事會負責制訂本公司的策略及政策，包括監管管理層的工作。在行政總裁的帶領下，本公司管理層負責本公司的日常運作。

於二零一八年十二月三十一日，董事會由九名董事組成，即(i)劉欣諾先生(行政總裁)、黃頌源先生及黃耀傑先生(首席財務官)作為執行董事；(ii)Stephen Gregory McCoy先生、李冏先生及許建強先生作為非執行董事；及(iii)趙桂馨女士、Cornelis Jacobus Keyser先生及林文輝先生作為獨立非執行董事。本公司已符合上市規則第3.10(2)條有關最少一名獨立非執行董事須擁有適當專業資格或會計或相關財務管理專業知識之規定。

各執行董事均已與本公司訂立具有特定年期的服務協議，惟其須根據本公司之組織章程細則及上市規則輪值退任及膺選連任。就所有非執行董事及獨立非執行董事而言，彼等的任期固定為三年，而彼等亦須根據本公司之組織章程細則及上市規則輪值退任及膺選連任。

董事會成員之間概無任何關係(包括財務、業務、親屬或重大／相關關係)。

董事履歷詳情載於本年報第16頁至23頁「董事及高級管理層履歷」一節。

**INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

In determining the independence of the independent non-executive Directors, the Board has followed the requirements as set out in the Listing Rules. The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Based on such confirmation, the Company is of the view that all the independent non-executive Directors have met the independence guidelines set out in Rule 3.13 of the Listing Rules and considers that they are independent.

**CHAIRMAN AND CHIEF EXECUTIVE OFFICER**

Pursuant to the code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Chairman of the Board is responsible for the leadership and effective running of the Board, and for ensuring that all key and appropriate issues are discussed by the Board in a timely and constructive manner, while the Chief Executive Officer, supported by other members of the Board and the senior management, is responsible for the day-to-day management of the Group's business, including the implementation of major strategies and initiatives adopted by the Group. The roles of the Chairman of the Board and the Chief Executive Officer were assumed by Mr. Li Zhi Da, the then non-executive Director, and Mr. Liu Stefan, an executive Director, respectively. However, after the retirement of Mr. Li Zhi Da, no individual appointed as Chairman of the Board.

The Board will keep reviewing the current structure of the Board from time to time. The Board is looking for a candidate with suitable knowledge, skills and experience is identified, the Company will make appointment to fill the vacancy of chairman/chairperson as appropriate.

**RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to the articles of association of the Company, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. All the retiring Directors shall be eligible for re-election. A circular which includes the biographical details of the retiring Directors who stand for re-election together with the notice of annual general meeting of the Company will be despatched to the shareholders of the Company in due course.

**獨立非執行董事的獨立性**

董事會已按照上市規則的規定，確定獨立非執行董事的獨立性。本公司已經收到每名獨立非執行董事根據上市規則第3.13條的規定作出的有關其獨立性的年度確認。根據有關確認，本公司認為所有獨立非執行董事均已遵守上市規則第3.13條所列明的獨立指引，並認為彼等均為獨立人士。

**主席及行政總裁**

根據企業管治守則之守則條文第A.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。董事會主席負責領導董事會並使其有效運作，確保董事會適時及以建設性之方式討論所有重要及適當事宜，而行政總裁在其他董事會成員及高級管理層支援下，負責本集團之日常業務管理，包括實行本集團所採納之主要策略及措施。董事會主席及行政總裁的角色分別由時任非執行董事李志達先生及執行董事劉欣諾先生擔任。然而，於李志達先生退任後，董事會主席一職仍然懸空。

董事會將不時檢視董事會目前的架構。董事會繼續物色具備適當知識、技能及經驗之人選擔任董事，本公司將於適當情況下作出委任以填補主席職位之空缺。

**重選退任董事**

根據本公司之組織章程細則，於各股東週年大會上，當時三分之一之董事（或倘董事人數並非三或三之倍數，則為最接近但不得少於三分之一）須輪值退任，惟每名董事（包括獲委任特定年期之董事）最少每三年須輪值退任一次。所有退任董事均符合資格膺選連任。載有擬重選的退任董事的履歷詳情，連同本公司股東週年大會通告的通函將於適當時候寄予本公司股東。

## BOARD AND GENERAL MEETINGS ATTENDANCE

The Board meets regularly and at least four times a year at approximately quarterly intervals. Between scheduled meetings, senior management of the Company from time to time meets with Directors to discuss the businesses of the Group. In addition, Directors have full access to information on the Group and independent professional advice whenever deemed necessary by the Directors.

During the year ended 31 December 2018, the Board held ten board meetings and the Company held one general meeting, and the attendance records of these meetings are set out below:

## 董事會及股東大會出席情況

董事會定期開會，並每年最少舉行四次會議，約每季度一次。在已編定會期之間，本公司的高級管理層會不時和董事開會討論本集團的經營情況。此外，董事可於其認為需要時取得本集團資料及獨立的專業意見。

截至二零一八年十二月三十一日止年度，董事會共舉行了十次董事會會議，本公司舉行了一次股東大會，該等會議的出席紀錄載列如下：

		Board Meetings Attended/Eligible to Attend 董事會會議 出席次數／ 合資格出席次數	AGM Held on 21 May 2018 Attended 出席於二零一八年 五月二十一日舉行之 股東週年大會
<b>Executive Directors</b>			
Mr. Liu Stefan (Chief Executive Officer)	劉欣諾先生(行政總裁)	10/10	1/1
Mr. Huang Songyuan (appointed on 21 May 2018)	黃頌源先生 (於二零一八年五月二十一日獲委任)	4/4	N/A 不適用
Mr. Wong Yiu Kit, Ernest (Chief Financial Officer) (appointed on 21 May 2018)	黃耀傑先生(首席財務官) (於二零一八年五月二十一日獲委任)	4/4	N/A 不適用
<b>Non-executive Directors</b>			
Mr. Li Zhi Da (Chairman) (retired on 21 May 2018)	李志達先生(主席) (於二零一八年五月二十一日退任)	0/6	0/1
Mr. Stephen Gregory McCoy	Stephen Gregory McCoy先生	9/10	1/1
Mr. Li Jiong (appointed on 21 May 2018)	李岡先生(於二零一八年五月二十一日獲委任)	3/4	N/A 不適用
Mr. Xu Jianqiang (appointed on 21 May 2018)	許建強先生 (於二零一八年五月二十一日獲委任)	4/4	N/A 不適用
<b>Independent Non-executive Directors</b>			
Ms. Zhao Guixin	趙桂馨女士	9/10	1/1
Mr. Cornelis Jacobus Keyser	Cornelis Jacobus Keyser先生	10/10	1/1
Mr. Lin Wenhui	林文輝先生	9/10	1/1

**DIRECTORS' AND OFFICERS' LIABILITY INSURANCE**

The Directors and officers are indemnified under a directors' and officers' liability insurance against any liability incurred by them in the discharge of their duties while holding office as the Directors and officers of the Company.

**SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the required Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code") during the year ended 31 December 2018 as the code of conduct regarding securities transactions in securities of the Company by the Directors.

**董事及高級職員的責任保險**

董事及高級職員按董事及高級職員責任保險獲得彌償保證，以保障彼等擔任本公司董事及高級職員履行職責時所產生的任何責任。

**董事進行的證券交易**

本公司於截至二零一八年十二月三十一日止年度期間已採納載列於上市規則附錄10所載有關上市發行人董事進行證券交易之標準守則（「標準守則」），作為董事進行本公司證券交易的行為守則。



Having made specific enquiry with the Directors, all the Directors confirmed that they had complied with the required Model Code during the year ended 31 December 2018.

經向各董事作出具體查詢後，所有董事確認，彼等於截至二零一八年十二月三十一日止年度已遵守標準守則。

## DIRECTORS' CONTINUOUS TRAINING AND PROFESSIONAL DEVELOPMENT

Pursuant to the code provision A.6.5 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills so as to ensure their contribution to the Board remains informed and relevant. The Company should be responsible for arranging and funding suitable training, placing an appropriate emphasis on the roles, functions and duties of the Director.

## 董事持續培訓及專業發展

根據企業管治守則之守則條文第A.6.5條，全體董事應參加持續專業發展，以發展及更新彼等的知識及技能，以確保彼等向董事會作出知情及恰當的貢獻。本公司應負責安排及資助合適培訓，適切著重董事的角色、職能及責任。

During the year ended 31 December 2018, the Company has arranged an in-house seminar for and provided relevant training materials to the Directors. A summary of the records of training received by the Directors is as follows:

截至二零一八年十二月三十一日止年度，本公司安排了一場內部研討會及提供了相關的培訓資料予董事。董事接受培訓的紀錄概要如下：

		Training on Corporate Governance Regulatory Development and/or Other Suitable Topics 有關企業管治、監管發展及／或其他合適主題之培訓
<b>Executive Directors</b>	<b>執行董事</b>	
Mr. Liu Stefan ( <i>Chief Executive Officer</i> )	劉欣諾先生 ( <i>行政總裁</i> )	✓
Mr. Huang Songyuan	黃頌源先生	✓
Mr. Wong Yiu Kit, Ernest ( <i>Chief Financial Officer</i> )	黃耀傑先生 ( <i>首席財務官</i> )	✓
<b>Non-executive Directors</b>	<b>非執行董事</b>	
Mr. Stephen Gregory McCoy	Stephen Gregory McCoy先生	✓
Mr. Li Jiong	李岡先生	✓
Mr. Xu Jianqiang	許建強先生	✓
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>	
Ms. Zhao Guixin	趙桂馨女士	✓
Mr. Cornelis Jacobus Keyser	Cornelis Jacobus Keyser先生	✓
Mr. Lin Wenhui	林文輝先生	✓

**REMUNERATION COMMITTEE**

The Company established a remuneration committee (the "Remuneration Committee") on 18 December 2012. Written terms of reference in compliance with the CG Code has been adopted. The primary duties of the Remuneration Committee are to evaluate the performance and determine the remuneration packages of the Directors and the senior management of the Group, and evaluate the performance and make recommendations on any other employee benefit arrangement.

The Remuneration Committee consists of three independent non-executive Directors, namely, Ms. Zhao Guixin, Mr. Cornelis Jacobus Keyser and Mr. Lin Wenhui. Ms. Zhao Guixin is the chairman of the Remuneration Committee.

During the year ended 31 December 2018, the Remuneration Committee held three meetings. Details of the attendance of the Remuneration Committee meetings during the year ended 31 December 2018 are set out below:

**薪酬委員會**

本公司於二零一二年十二月十八日成立薪酬委員會（「薪酬委員會」）。書面職權範圍符合企業管治守則規定並已獲採納。薪酬委員會的主要職責為評估本集團董事及高級管理層的表現及釐定彼等的薪酬待遇，以及就任何其他僱員福利安排評估表現及作出建議。

薪酬委員會包括三名獨立非執行董事，即趙桂馨女士、Cornelis Jacobus Keyser先生及林文輝先生。趙桂馨女士為薪酬委員會主席。

截至二零一八年十二月三十一日止年度，薪酬委員會舉行了三次會議。截至二零一八年十二月三十一日止年度的薪酬委員會會議的出席紀錄載列如下：

**Attended/Eligible to Attend**  
**出席次數／合資格出席次數**

Ms. Zhao Guixin ( <i>Chairman</i> )	趙桂馨女士 (主席)	3/3
Mr. Cornelis Jacobus Keyser	Cornelis Jacobus Keyser先生	3/3
Mr. Lin Wenhui	林文輝先生	2/3

During the year ended 31 December 2018, the Remuneration Committee has considered and recommended to the Board, amongst other things, distribution of the 2017 bonus payments for the Directors and the senior management of the Company.

截至二零一八年十二月三十一日止年度，薪酬委員會已考慮並建議董事會（其中包括）向本公司董事及高級管理層派發二零一七年的花紅。

**NOMINATION COMMITTEE**

The Company established a nomination committee (the "Nomination Committee") on 18 December 2012. Written terms of reference in compliance with the CG Code has been adopted. The primary duties of the Nomination Committee are to review the structure, size and composition of the Board on a regular basis and make recommendations to the Board regarding nomination of suitable candidate to fill vacancies in the Board.

The Nomination Committee consists of three independent non-executive Directors, namely, Ms. Zhao Guixin, Mr. Cornelis Jacobus Keyser and Mr. Lin Wenhui. Ms. Zhao Guixin is the chairman of the Nomination Committee.

During the year ended 31 December 2018, the Nomination Committee held two meetings. Details of the attendance of the Nomination Committee meetings are set out below:

**提名委員會**

本公司於二零一二年十二月十八日成立提名委員會（「提名委員會」）。書面職權範圍符合企業管治守則規定並已獲採納。提名委員會的主要職責為定期檢視董事會的架構、規模及組成，並就提名合適人選以填補董事會空缺向董事會作出建議。

提名委員會包括三名獨立非執行董事，即趙桂馨女士、Cornelis Jacobus Keyser先生及林文輝先生。趙桂馨女士為提名委員會主席。

截至二零一八年十二月三十一日止年度，提名委員會舉行了兩次會議。提名委員會會議的出席紀錄載列如下：

**Attended/Eligible to Attend**  
**出席次數／合資格出席次數**

Ms. Zhao Guixin ( <i>Chairman</i> )	趙桂馨女士 (主席)	2/2
Mr. Cornelis Jacobus Keyser	Cornelis Jacobus Keyser先生	2/2
Mr. Lin Wenhui	林文輝先生	1/2

The Nomination Committee considered and reviewed the independence of the independent non-executive Directors, the structure, size, composition and diversity of the Board, and the attendance records of the Board meetings, committees meetings and general meetings for the year ended 31 December 2018. The Nomination Committee recommended the Board to approve the proposed sequence for re-election of retiring Directors in 2019 annual general meeting. The Nomination Committee considers that the existing policy for nomination, selection and recommendation for directorship are suitable.

The Company recognises and embraces the benefits of diversity in the boardroom. The Board has therefore adopted a board diversity policy which stated that the Board sees diversity as a wide concept and believes that a diversity of perspectives can be achieved through consideration of a number of factors, including but not limited to skills, regional and industry experience, background, race, gender and other qualities. In informing its perspective on diversity, the Company will also take into account factors based on its own business model and specific needs from time to time.

提名委員會已考慮並審閱了截至二零一八年十二月三十一日止年度獨立非執行董事之獨立性、董事會之架構、規模、組成及多元化，以及董事會會議、委員會會議及股東大會的出席紀錄。提名委員會已建議董事會批准二零一九年股東週年大會重選退任董事的建議序列。提名委員會認為現行提名、甄選及建議董事人選的政策為合適。

本公司確認並維護董事會多元化的裨益。董事會因此採納董事會多元化政策，表明董事會認為多元化為一個廣泛的概念，並相信多元化的觀點可以通過考慮一些因素而得以實踐，包括但不限於專長、區域和行業經驗、背景、種族、性別和其他素質。在注入多元化的觀點時，本公司將不時根據本身的商業模式和特別需要事宜作考慮。

### DIRECTOR NOMINATION POLICY

The Company endeavours to ensure that the Board has the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategy and in order for the Board to be effective.

The Nomination Committee shall consider, among others, the following criteria in evaluating and selecting candidates for directorships:

- Character and integrity;
- Personal attributes including professional qualifications, skills, knowledge, experience and expertise that are relevant to the Company's business and corporate strategy, and the ability to provide insights and practical wisdom based on those attributes;
- Willingness to devote adequate time to discharge duties as a Board member, other directorships, memberships of various committees and significant commitments;
- For independent non-executive directors to be appointed in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with senior management of the Company;
- Board Diversity Policy and any measurable objectives adopted by the Committee for achieving diversity on the Board; and
- Any other perspectives appropriate to the Company's business.

### BOARD DIVERSITY POLICY

The Company aims to build and maintain a Board with a diversity of Directors, including but not limited to gender, age, cultural and educational background, or professional experience.

### 董事提名政策

本公司致力確保董事會有適當平衡的專長、經驗和多元化觀點，使其能執行本公司之業務策略及董事會之有效運作。

在評估和選擇董事候選人時，提名委員會會考慮(其中包括)以下準則：

- 品格和誠信；
- 個人屬性，包括與公司業務和公司戰略相關的專業資格、技能、知識、經驗和專業知識，以及基於這些屬性而提供見解和實踐智慧的能力；
- 作為董事會成員、擔任其他董事職位、有關委員會成員和重要位置者，願意投入足夠的時間履行職責；
- 在根據上市規則要求而委任獨立非執行董事時，按上市規則中的獨立指引候選人是否可被視為獨立；
- 能夠與其他董事會成員建立良好的工作關係，並為董事會與公司高級管理層的工作關係作出貢獻；
- 董事會多元化政策以及委員會為實現董事會多元化而採取的任何可衡量的目標；及
- 關乎公司業務的任何其他方面。

### 董事會成員多元化政策

公司旨在建立及維持董事會具備多元化的董事，包括(但不限於)性別、年齡、文化及教育背景或專業經驗。

A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other qualities of Directors. These differences will be taken into account in determining the optimum composition of the Board. All Board appointments will be based on merit while taking into account diversity (including gender diversity).

The Nomination Committee will discuss and agree annually measurable objectives for implementing diversity on the Board and recommend them to the Board for adoption. The Nomination Committee will report annually, in the corporate governance report, on the Board's composition under diversified perspectives, and monitor the implementation of this policy.

## AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee") on 18 December 2012 with written terms of reference in compliance with the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and risk management and internal control systems of the Company, nominate and monitor external auditors and provide advice and comments to the Directors.

The Audit Committee comprises three independent non-executive Directors, namely, Mr. Lin Wenhui, Ms. Zhao Guixin and Mr. Cornelis Jacobus Keyser. Mr. Lin Wenhui is the chairman of the Audit Committee.

The Audit Committee has met the external auditors of the Group to review the accounting principles and practices adopted by the Group and discussed auditing, risk management and internal control systems and financial reporting matters including the review of this annual report and financial statements of the Group for the year ended 31 December 2018.

一個真正多元化的董事會應包括並善用董事於技能、地區及行業經驗、背景、種族、性別及其他素質等方面之分別。公司在制定董事會成員的最佳組合時，將考慮上述的分別。所有董事會成員之任命，均以用人惟才為原則，並考慮多元化（包括性別多元化）。

提名委員會每年會討論及同意用作推行董事會多元化的可計量目標，並會建議董事會採納該等可計量目標。提名委員會將每年於企業管治報告內匯報董事會於多元化層面的組成及監察本政策之執行。

## 審核委員會

本公司於二零一二年十二月十八日成立審核委員會（「審核委員會」），其書面職權範圍符合企業管治守則所載規定。審核委員會的主要職責為審閱及監察本公司的財務申報程序、風險管理及內部監控系統、提名及監察外聘核數師以及向董事提供建議及意見。

審核委員會由三名獨立非執行董事組成，包括林文輝先生、趙桂馨女士及Cornelis Jacobus Keyser先生。林文輝先生為審核委員會主席。

審核委員會已與本集團的外聘核數師會晤，以審閱本集團採納的會計準則及實務並討論核數、風險管理及內部監控系統以及包括審閱本年報及本集團截至二零一八年十二月三十一日止年度的財務報表在內的財務申報事項。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

During the year ended 31 December 2018, the Audit Committee held two meetings. The attendance records of the Audit Committee meetings during the year ended 31 December 2018 are set out below:

截至二零一八年十二月三十一日止年度，審核委員會舉行了兩次會議。截至二零一八年十二月三十一日止年度的審核委員會會議的出席紀錄載列如下：

#### Attended/Eligible to Attend 出席次數／合資格出席次數

Mr. Lin Wenhui ( <i>Chairman</i> )	林文輝先生 (主席)	2/2
Ms. Zhao Guixin	趙桂馨女士	2/2
Mr. Cornelis Jacobus Keyser	Cornelis Jacobus Keyser先生	2/2

During the year ended 31 December 2018, the Audit Committee reviewed with the management and the auditors of the Company their audit findings, the accounting principles and practices adopted by the Company, legal and regulatory compliance, and financial reporting matters.

截至二零一八年十二月三十一日止年度，審核委員會連同本公司管理層及核數師已審閱彼等之審核結果、本公司採納的會計原則及慣例、法律及監管合規情況，以及財務報告事宜。

The audited consolidated results of the Group for the year ended 31 December 2018 have been reviewed by the Audit Committee.

本集團於截至二零一八年十二月三十一日止年度之經審核綜合業績已由審核委員會審閱。

### CORPORATE GOVERNANCE COMMITTEE

The Company established a corporate governance committee (the "CG Committee") on 18 December 2012. Written terms of reference in compliance with the CG Code has been adopted. The primary duties of the CG Committee are to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board.

### 企業管治委員會

本公司於二零一二年十二月十八日設立企業管治委員會（「企業管治委員會」）。書面職權範圍符合企業管治守則規定並獲採納。企業管治委員會的主要職責為制訂及檢視本公司的企業管治政策和措施，以及向董事會提出建議。

The CG Committee consists of four members, namely, Mr. Cornelis Jacobus Keyser, Mr. Liu Stefan, Ms. Zhao Guixin and Mr. Lin Wenhui. Mr. Cornelis Jacobus Keyser is the chairman of the CG Committee. All members are independent non-executive Directors, except Mr. Liu Stefan, who is an executive Director and the Chief Executive Officer of the Company.

企業管治委員會包括四名成員，即Cornelis Jacobus Keyser先生、劉欣諾先生、趙桂馨女士及林文輝先生。Cornelis Jacobus Keyser先生為企業管治委員會主席。所有成員均為獨立非執行董事，惟劉欣諾先生除外，彼為本公司執行董事兼行政總裁。

During the year ended 31 December 2018, the CG Committee held two meetings. Details of the attendance of the CG Committee meetings are set out below:

截至二零一八年十二月三十一日止年度，企業管治委員會舉行了兩次會議。企業管治委員會會議的出席紀錄載列如下：

		Attended/Eligible to Attend 出席次數／合資格出席次數
Mr. Cornelis Jacobus Keyser (Chairman)	Cornelis Jacobus Keyser先生 (主席)	2/2
Mr. Liu Stefan	劉欣諾先生	2/2
Ms. Zhao Guixin	趙桂馨女士	1/2
Mr. Lin Wenhui	林文輝先生	2/2

During the year ended 31 December 2018, the CG Committee considered and reviewed the progress on the implementation of the Group's corporate governance framework. The CG Committee also reviewed the effectiveness of the internal control system of the Company. Besides, the CG Committee considered and reviewed the environmental, social and governance reporting proposal. The CG Committee considers that the existing policies and practices of corporate governance of the Company are suitable.

截至二零一八年十二月三十一日止年度，企業管治委員會已考慮並審閱了本公司的企業管治框架的實施進度。企業管治委員會亦審閱了本公司內部監控制度的成效。此外，企業管治委員會考慮並審閱了環境、社會及管治報告建議書。企業管治委員會認為本公司現行政策及企業管治常規為合適。

## DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors ensure the financial statements of the Group are prepared in accordance with the statutory requirements and applicable accounting standards.

The Directors' responsibilities in the preparation of the financial statements and the auditor's responsibilities are set out in the section of "Independent Auditor's Report" on pages 62 to 68 of this annual report.

## 董事的財務報表責任

董事確保本集團的財務報表乃按照法定要求及適用的會計準則編製。

董事編製財務報表的責任及核數師的責任均載於本年報第62頁至第68頁「獨立核數師報告」一節。

**RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS**

The Board has overall responsibility for the Group's risk management and internal control systems to safeguard the Company's assets and shareholders' interests, and, with the Audit Committee, for reviewing areas of risk and uncertainty, the operation and effectiveness of the Group's systems of internal control and the procedures by which these are monitored. The internal audit department of the Company ("Internal Audit Department") is delegated to ensure and maintain sound internal control functions by monitoring such internal control systems and procedures constantly so as to ensure that they can provide reasonable assurance against misstatement or loss and to manage risks of failure in the Group's operational systems. The internal audit function is independent of the operating businesses of the Group.

The risk management and internal control systems are designed to manage but not eliminate business risk, to help safeguard the Group's assets against fraud and other irregularities, and to give reasonable but not absolute assurance against material financial misstatement or loss. In addition, it should provide a basis for the maintenance of proper and fair accounting records and assist in the compliance with relevant rules and regulations.

During the year under review, the Board reviewed all material internal controls, including financial, operational and compliance control. It also reviewed with the Audit Committee and the information from the Internal Audit Department in respect of the effectiveness of the Group's internal control systems, adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function and satisfied that they were effective and in compliance with the Group's policies.

**AUDITOR'S REMUNERATION**

The audit works of the Group for the year ended 31 December 2018 were performed by PricewaterhouseCoopers ("PwC").

**風險管理及內部監控系統**

董事會負責本集團整體風險管理及內部監控系統，以保障本公司的資產及股東利益，並與審核委員會檢視本集團內部監控制度有關風險及不確定性、營運及成效及監控此等過程之程序等範疇。本公司的內部審核部門（「內部審核部門」）獲授權確保及維持健全的內部監控職能，並透過持續監察內部監控制度和程序，以確保該等系統和程序合理保證無不實陳述或缺失，並管理本集團營運系統故障之風險。內部審核職能獨立於本集團經營業務。

風險管理及內部監控系統旨在管理（而不是消除）經營風險，以幫助保障本集團資產免受欺詐及其他違規，並對避免重大財務錯報或損失給予合理的（但不是絕對的）保證。此外，其應為備存妥善和合理的會計紀錄提供準則，並協助遵守有關規則及法規。

於回顧年內，董事會已審閱所有重要的內部監控措施（包括財政、運營及合規控制）。董事會亦已與審核委員會進行審閱，並已審閱內部審核部門有關本集團內部監控制度之成效、本公司於會計及財務申報職能方面之資源充足度、員工資格及經驗之資料，亦信納彼等行之有效及已遵從本集團之政策。

**核數師酬金**

本集團截至二零一八年十二月三十一日止年度的核數工作已由羅兵咸永道會計師事務所（「羅兵咸永道」）進行。

The total fee paid/payable in respect of the statutory audit and non-audit services provided by PwC is set out in the following table:

就羅兵咸永道提供的有關法定審核及非審核服務已付／應付的總費用均載於下表：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Audit services	審核服務	3,223	2,966
Non-audit services	非審核服務	302	679
Total	總金額	3,525	3,645

## COMPANY SECRETARY

All Directors have access to the advice and services of the Company Secretary. The Company Secretary reports to the Chairman on board governance matters, and is responsible for ensuring that Board procedures are followed and for facilitating communications among Directors as well as with shareholders and management.

During the year under review, the Company Secretary undertook over 15 hours of professional training in compliance with Rule 3.29 of the Listing Rules.

## DIVIDEND POLICY

The Company has adopted a dividend policy. The dividend payout ratio shall be determined or recommended, as appropriate, by the Board at its absolute discretion after taking into account of the operating results, cash flow, financial condition and capital requirements of the Group, and subject to:

- the articles of association of the Company;
- the applicable restrictions and requirements under the laws of the Cayman Islands; and
- any other applicable laws, rules and regulations.

## 公司秘書

所有董事均可向公司秘書諮詢有關意見和服務。公司秘書就董事會管治事宜向主席匯報，並負責確保董事會程序獲得遵從，以及促進董事之間及董事與股東及管理層之間的溝通。

於回顧年內，公司秘書已接受逾15小時的專業培訓，以遵守上市規則第3.29條。

## 股息政策

本公司已採納股息政策。股息派付之比率將由董事會考慮本集團之經營業績、現金流量、財務狀況及資本需求後全權酌情釐定或建議（視乎情況而定），並受以下各項限制：

- 本公司之組織章程細則；
- 開曼群島法律下的適用限制及要求；及
- 其他適用法律、法規及規則。

**SHAREHOLDERS' RIGHTS**

Pursuant to article 58 of the articles of association of the Company, any one or more shareholders of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

In the event that any shareholders of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company would like to call for an extraordinary general meeting, please make a written requisition to the principal office of the Company in Hong Kong from time to time, making attention to "The Board of Directors and the Company Secretary".

There are no provisions allowing shareholders to put forward proposals at the general meetings under the memorandum and articles of association of the Company. If shareholders wish to do so, they may request to convene an extraordinary general meeting as stipulated above and specify the proposals in such written requisition.

For any enquiries, shareholders are welcome to contact the Company by post to the principal office of the Company in Hong Kong, by phone at (852) 3120 8888 or by fax at (852) 3120 8800.

**INVESTOR RELATIONS**

All corporate communication materials published on The Stock Exchange website (<http://www.hkexnews.hk>) are posted on the Company's corporate website (<http://www.kvblistco.com>) as soon as practicable after their release. The Company's constitutional documents are also available on both websites. During the year ended 31 December 2018, there have not been any significant changes to the Company's constitutional documents.

**股東權利**

根據本公司的組織章程細則第58條，任何一名或多名持有不少於附有權利可於本公司股東大會上投票之本公司繳足股本十分之一（按提交要求召開股東特別大會當日計）的本公司股東應始終有權就該項要求以書面方式呈交董事會或公司秘書，要求董事會就處理該要求所指任何事宜召開股東特別大會；且該大會應於提交有關要求後兩(2)個月內召開。倘董事會未有在提交有關要求後二十一(21)日內召開該大會，呈請人本身可能會以同樣方式提呈要求，而呈請人因董事會未有召開大會而引致的一切合理費用須由本公司向其彌償。

倘任何持有不少於附有權利可於本公司股東大會上投票之本公司繳足股本十分之一（按提交要求召開股東特別大會當日計）的本公司股東擬召開股東特別大會，請不時以書面方式向本公司於香港的主要辦事處提呈要求，並於封面註明「致董事會及公司秘書」。

本公司的組織章程大綱及細則並無列明股東可在股東大會上提呈建議。有意提呈建議之股東可按上述程序要求召開股東特別大會，並於該等書面請求中訂明建議。

如有任何查詢，歡迎各股東透過郵寄至本公司於香港的主要辦事處、致電(852) 3120 8888或傳真至(852) 3120 8800與本公司聯絡。

**投資者關係**

所有刊載於聯交所網站(<http://www.hkexnews.hk>)的企業通訊資料均會於發出後在可能情況下盡快於本公司的企業網站(<http://www.kvblistco.com>)登載。本公司的組織章程文件亦同時載於該兩個網站以供瀏覽。截至二零一八年十二月三十一日止年度，本公司的組織章程文件並無任何重大變動。



The board (the “Board”) of directors (the “Directors”) of KVB Kunlun Financial Group Limited (the “Company”, together with its subsidiaries, the “Group”) is pleased to present its report together with the audited consolidated financial statements of the Group for the year ended 31 December 2018.

## PRINCIPAL ACTIVITIES AND SEGMENT INFORMATION

The principal activity of the Company is investment holding and the activities of the subsidiaries are set out in Note 29 to the consolidated financial statements.

An analysis of the Group's performance for the year ended 31 December 2018 by business and geographical segments are set out in Note 5 to the consolidated financial statements.

## ANNUAL RESULTS

The annual results of the Group for the year ended 31 December 2018 are set out in the section headed “Consolidated Statement of Comprehensive Income” of this annual report.

## FINAL DIVIDEND

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

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 24 June 2019 to Thursday, 27 June 2019, both days inclusive, during the period no transfers of shares of the Company will be registered. In order to qualify for attending and voting at the 2019 Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration by no later than 4:00 p.m. (Hong Kong time) on Friday, 21 June 2019.

昆侖國際金融集團有限公司(「本公司」，連同其附屬公司統稱「本集團」)董事(「董事」)會(「董事會」)欣然呈報其報告連同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。

## 主要業務及分部資料

本公司之主要業務為投資控股，而附屬公司之業務刊載於綜合財務報表附註29。

本集團截至二零一八年十二月三十一日止年度按業務及地區分部劃分之表現分析載於綜合財務報表附註5。

## 年度業績

本集團截至二零一八年十二月三十一日止年度之年度業績載於本年報「綜合全面收益表」一節。

## 末期股息

董事會不建議就截至二零一八年十二月三十一日止年度派發末期股息(二零一七年：無)。

## 暫停辦理股份過戶登記手續

本公司將於二零一九年六月二十四日(星期一)至二零一九年六月二十七日(星期四)(包括首尾兩天)暫停辦理股份過戶登記手續，期間將不會進行本公司任何股份過戶登記。為符合資格參加二零一九年股東週年大會及於會上投票，所有本公司之股份過戶文件連同相關股票證書須不遲於二零一九年六月二十一日(星期五)下午四時正(香港時間)送達本公司之香港股份過戶及登記分處聯合證券登記有限公司，地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室，以作登記之用。

## BUSINESS REVIEW

### Business Review and Future Prospect

Since the listing of the shares of the Company on the Stock Exchange on 3 July 2013, the Company has been implementing its business plans to accomplish its business objectives. A review of the business of the Group during the year and a discussion on the Group's future business development are provided in the section of "Statement from the Chief Executive Officer" on pages 5 to 7 of this annual report.

### Financial Key Performance Indicators

An analysis of the Group's performance during the year using financial key performance indicators is provided in the section of "Management Discussion and Analysis" on pages 8 to 15 of this annual report.

### Principal Risks and Uncertainties

A number of factors may affect the results and business operations of the Group, some of which are inherent to its business and some are affected by the external environment. The Group's major risks are summarized below.

#### (1) Financial risks

The Group's principal business activities are exposed to a variety of key financial risks including credit risk, market risk (such as interest rate risk and foreign currency risk), and liquidity risk. Details of the aforesaid key risks and risk mitigation measures are set out in "Financial Risk Management" in note 3 to the consolidated financial statements.

#### (2) Macro-economic environment

Adverse macro-economic changes may affect the business environment, which may in turn affect the operating results. It is therefore important that the Group is able to keep track of such changes of macro-economic environment and swiftly adjusts its operating policy and business plan under different market conditions.

## 業務回顧

### 業務回顧及未來前景

自本公司股份於二零一三年七月三日於聯交所上市以來，本公司已實施其業務計劃，以期達致其業務目標。本集團年內業務回顧及有關本集團未來業務發展之討論載於本年報第5至7頁之「行政總裁報告」一節。

### 財務表現關鍵指標

使用財務表現關鍵指標對本集團年內表現之分析載於本年報第8至15頁之「管理層之討論及分析」一節。

### 主要風險及不明朗因素

本集團的業績及業務營運可能受到多項因素所影響，部份為其業務所固有，部份為受外部環境影響。本集團的主要風險概述於下文。

#### (1) 財務風險

本集團主要業務活動須承受多項主要財務風險，包括信貸風險、市場風險（包括利率風險及外幣風險）及流動性風險。上述主要風險及降低風險措施之詳情載於綜合財務報表附註3的「財務風險管理」內。

#### (2) 宏觀經濟環境

宏觀經濟的不利變動可能影響營商環境，從而可能影響經營業績。因此，本集團能夠追蹤宏觀經濟環境的變化，並根據不同的市場狀況迅速調整其經營政策及業務計劃非常重要。

**(3) Information technology systems**

Financial services sector is highly dependent on information technology systems and networks. Any material disruption or slowdown of our IT systems, including a disruption or slowdown caused by our failure to successfully upgrade our systems, system failures, viruses or cyber attacks could cause a loss of data or operation interruption. Therefore, we invest continuously in our IT systems so as to keep up with the technology security.

The above is not intended to be an exhaustive list of all principal risks and uncertainties faced by the Group. These may change over time as new risks and uncertainties emerge and others cease to be of concern. The Directors will constantly evaluate the Group's business objectives and may change or modify plans against the changing market condition to avert or minimise the risks so as to attain sustainable business growth of the Group.

**Environmental Policy and Performance**

We are committed to protect the environment by introducing a green policy to enhance the awareness of environmental protection among staff. The Group has implemented internal recycling programme for office consumables such as toner cartridges and paper to minimise the operation impact on the environment and natural resources.

The Group has also implemented energy saving practices in offices and branch premises where applicable, such as taking initiatives to reduce paper usage by encouraging the use of websites and online version of corporate communications. As regards reduction of power consumption, lighting, air-conditioners and office equipment will be turned off when not in use.

**(3) 資訊科技系統**

金融服務業務非常倚賴資訊科技系統及網絡。倘若我們的資訊科技系統受到嚴重干擾或速度變慢，包括因系統未能成功升級、系統故障、病毒或網絡攻擊而受到干擾或速度變慢，可能導致數據流失或操作中斷。因此，我們在資訊科技系統方面不斷投資，以追上科技保安的最新發展。

上文未能盡列本集團面對之所有主要風險及不明朗因素。其可能隨著新風險及不確定因素的出現及其他不再令人關注而不時變動。董事將定期評估本集團之業務目標，並可能因應市場狀況的變動更改或修訂計劃，以避免或減低風險，從而實現本集團的可持續業務增長。

**環保政策及表現**

我們透過引入綠色環保政策以提高員工的環保意識，致力於保護環境。本集團內部已實施碳粉匣及紙張等辦公耗材循環利用計劃，以盡量減少營運對環境及自然資源之影響。

本集團亦已於辦公室及分公司（倘適用）實行節能措施，如提倡公司通訊使用網站及在線方式，藉以減少用紙。降低能耗方面，燈、空調及辦公設備將在不使用時關閉。

**Compliance with Laws and Regulations**

The Group recognises the importance of compliance with regulatory requirements. The Group has been allocating resources to ensure the Group's ongoing compliance with the updated applicable rules and regulations. During the year under review, the Group has complied, to the best of our knowledge, with the Listing Rules, the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and other relevant rules and regulations.

**Relationships with key stakeholders**

The Group's success lies also on the support from key stakeholders, including employees, customers, bankers, service providers and shareholders.

**Employees**

The Group treasures our employees as the most important and valuable assets of the Group. The objective of the Group's human resources management is to reward and recognise our employees by providing a competitive remuneration package, appropriate incentives, and opportunities within the Group for career advancement.

**Customers**

The Group is committed to provide excellent services to our customers with a view to maintaining steady business and asset growth as well as long term profitability.

**Bankers**

To order to ensure adequate market penetration and access, the Group has maintained excellent relationship with our bankers and has been soliciting funds from our bankers as and when necessary.

**Service Providers**

The Group's good relationships with its key service providers are important in provision of effective and efficient services to our customers and meeting business challenges and regulatory requirements. The key service providers comprise system and equipment vendors, external consultants which provide professional services, and other business partners which provide value-added services to the Group.

**遵守法律法規情況**

本集團認同遵守監管規定之重要性。本集團已分配資源以確保本集團持續遵守適用之最新規則及規例。於回顧年內，據我們所知，本集團已遵守上市規則、證券及期貨條例（香港法例第571章）、開曼群島法例第22章公司法（經綜合及修訂的一九六一年第三號法例）、公司條例（香港法例第622章）及其他有關規則及規例。

**與主要利益相關者之關係**

本集團之成功亦有賴於主要利益相關者之支持，包括僱員、客戶、往來銀行、服務供應商及股東。

**僱員**

本集團珍視我們的僱員，視彼等為本集團最重要的寶貴資產。本集團人力資源管理之目標為透過提供具競爭力之薪酬待遇、適當之獎勵及本集團內職位晉升之機會以給予我們的僱員獎賞及認可。

**客戶**

本集團致力於向我們的客戶提供卓越服務，以期維持穩定的業務及資產增長以及長期的盈利能力。

**往來銀行**

為確保充分滲透及進入市場，本集團與我們的往來銀行維持良好的關係，並於必要時自我們的往來銀行籌集資金。

**服務供應商**

於向客戶提供有效及高效的服務以及應對業務挑戰及監管規定方面，本集團與其主要服務供應商維持良好關係至關重要。主要服務供應商包括系統及設備供應商、提供專業服務的外聘顧問及向本集團提供增值服務的其他業務夥伴。

### Shareholders

One of the corporate goals of the Group is to enhance corporate value to our shareholders. Description of the shareholders' rights and our investor relations can be found in the section of "Corporate Governance Report" on pages 24 to 38 of this annual report.

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year ended 31 December 2018 are set out in Note 12 to the consolidated financial statements.

### SHARE CAPITAL

Details of the shares issued during the year ended 31 December 2018 are set out in Note 23 to the consolidated financial statements.

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands.

### RESERVES

Details of the movements in reserves of the Group during the year under review are set out in the section headed "Consolidated Statement of Changes in Equity" of this annual report.

### DISTRIBUTABLE RESERVES

Under the Companies Law of the Cayman Islands, the funds in the share premium account and retained earnings of the Company are distributable to the shareholders of the Company subject to the provisions of the memorandum and articles of association of the Company and 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.

As at 31 December 2018, in the opinion of the Directors, the Company's reserves available for distribution to shareholders was approximately HK\$369 million (2017: approximately HK\$382 million).

### 股東

本集團其中一項公司目標乃為我們的股東提升公司價值。有關股東權利及投資者關係之詳情載於本年報第24至38頁之「企業管治報告」一節。

### 物業、廠房及設備

本集團截至二零一八年十二月三十一日止年度之物業、廠房及設備變動詳情載於綜合財務報表附註12。

### 股本

截至二零一八年十二月三十一日止年度之已發行股份詳情載於綜合財務報表附註23。

### 優先購買權

本公司之組織章程細則或開曼群島法例並無關於優先購買權之規定。

### 儲備

本集團於回顧年度之儲備變動詳情，載於本年報「綜合權益變動表」一節。

### 可供分派儲備

根據開曼群島公司法，本公司於股份溢價賬和保留盈利之資金可用來派發予本公司股東，惟須遵守本公司之組織章程大綱及細則之規定，以及於緊隨建議派發股息日期後，本公司須有足夠資金償還正常業務過程中之到期債務。

於二零一八年十二月三十一日，董事認為，本公司可供分派予股東之儲備約為369,000,000港元（二零一七年：約382,000,000港元）。



### MAJOR CUSTOMERS AND SUPPLIERS

For the year under review, the aggregate percentage of purchases attributable to the Group's five largest suppliers is approximately 59.20% of the total purchases of the Group and the largest supplier included therein amounted to approximately 25.67%.

For the year under review, the aggregate percentage of sales attributable to the Group's five largest customers accounted for approximately 33.05% of the total sales of the Group and the largest customer included therein amounted to approximately 23.18%.

At no time during the year have the Directors, chief executive, substantial shareholders of the Company or any of its subsidiaries or their associates (which to the knowledge of the Directors own more than 5% of the Company's share capital) had any interest in these major customers and suppliers.

### PURCHASE, SALE AND REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

### FINANCIAL SUMMARY

A summary of results and of the assets and liabilities of the Group for the last five financial years is set out in the section headed "Financial Summary" of this annual report.

### RETIREMENT BENEFITS SCHEME

Details of the Group's retirement benefits scheme for the year ended 31 December 2018 are set out in Note 2.17 to the consolidated financial statements.

### 主要客戶及供應商

於回顧年內，本集團之五大供應商之採購總額佔本集團採購總額約59.20%，而其中最大供應商佔約25.67%。

於回顧年內，本集團之五大客戶之銷售總額佔本集團銷售總額約33.05%，而其中最大客戶佔約23.18%。

於年內任何時間，本公司或其任何附屬公司之董事、主要行政人員、主要股東或彼等之聯繫人士（就董事所知擁有本公司股本5%以上者）概無於該等主要客戶及供應商擁有任何權益。

### 購買、出售及贖回本公司之上市證券

截至二零一八年十二月三十一日止年度，本公司及其任何附屬公司並無購買、出售或贖回任何本公司之上市證券。

### 財務概要

本集團在過往五個財政年度之業績及資產與負債概要，載於本年報「財務概要」一節。

### 退休福利計劃

本集團截至二零一八年十二月三十一日止年度之退休福利計劃詳情載於綜合財務報表附註2.17。

## DIRECTORS

During the year ended 31 December 2018 and up to the date of this annual report, the Board comprises the following Directors:

### Executive Directors

Mr. Liu Stefan (*Chief Executive Officer*)  
Mr. Huang Songyuan  
(*Appointed on 21 May 2018*)  
Mr. Wong Yiu Kit, Ernest (*Chief Financial Officer*)  
(*Appointed on 21 May 2018*)

### Non-executive Directors

Mr. Li Zhi Da (*Chairman*)  
(*Retired on 21 May 2018*)  
Mr. Stephen Gregory McCoy  
Mr. Li Jiong (*Appointed on 21 May 2018*)  
Mr. Xu Jianqiang  
(*Appointed on 21 May 2018*)

### Independent Non-executive Directors

Ms. Zhao Guixin  
Mr. Cornelis Jacobus Keyser  
Mr. Lin Wenhui

In accordance with article 84(1) of the articles of association of the Company, one-third of the Directors shall retire but are eligible for re-election at the forthcoming annual general meeting of the Company. Any new Director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election pursuant to article 83(3) of the articles of association of the Company. Details of the Directors retiring and subject to re-election at the forthcoming annual general meeting of the Company will be contained in a circular of the forthcoming annual general meeting to be despatched in due course.

## DIRECTORS' SERVICE CONTRACTS

None of the Directors have entered into any service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

## 董事

截至二零一八年十二月三十一日止年度及直至本年報日期，董事會包括以下董事：

### 執行董事

劉欣諾先生 (*行政總裁*)  
黃頌源先生  
(*於二零一八年五月二十一日獲委任*)  
黃耀傑先生 (*首席財務官*)  
(*於二零一八年五月二十一日獲委任*)

### 非執行董事

李志達先生 (*主席*)  
(*於二零一八年五月二十一日退任*)  
Stephen Gregory McCoy先生  
李罔先生 (*於二零一八年五月二十一日獲委任*)  
許建強先生  
(*於二零一八年五月二十一日獲委任*)

### 獨立非執行董事

趙桂馨女士  
Cornelis Jacobus Keyser先生  
林文輝先生

根據本公司組織章程細則第84(1)條，三分之一董事須於本公司應屆股東週年大會告退，惟符合資格重選連任。根據本公司組織章程細則第83(3)條，凡獲委任以填補臨時空缺或為董事會新增成員之新董事，均只可留任至本公司下一次股東大會，並符合資格參與重選。即將於本公司應屆股東週年大會上退任及參與重選之董事詳情，將載於適當時候寄發之本公司應屆股東週年大會通函內。

## 董事之服務合約

概無董事與本集團任何成員公司訂立本集團不可於一年內免付賠償(法定賠償除外)予以終止之任何服務合約。

### **DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS**

Save as disclosed in the sections headed "Related Party Transactions" and "Continuing Connected Transactions" and Note 30 to the consolidated financial statements of this annual report, no transactions, arrangements or contracts of significance in relation to the Group's business to which any of the Company's subsidiaries and fellow subsidiaries was a party, and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at any time during the year or at the end of the year.

### **DIRECTORS' REMUNERATION**

Details of the Directors' remuneration are set out in Note 28 to the consolidated financial statements.

### **DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES**

Save as disclosed in the heading "Directors' and Chief Executive's Interests in Securities" below, at no time during the year or at the end of the year has been/was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Company's Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### **PERMITTED INDEMNITY**

Pursuant to the articles of association of the Company, subject to the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in or about the execution of their duty in their offices. Such permitted indemnity provision has been in force throughout the Year. The Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and officers of the Group.

### **董事於交易、安排或合約中的權益**

除本年報「關聯方交易」和「持續關連交易」章節以及綜合財務報表附註30所披露者外，本公司任何附屬公司或其同系附屬公司並無訂立對本集團業務屬重大且董事或與董事關連的實體於其中直接或間接擁有重大權益而於年內任何時間或本年度結束時仍然有效之重大交易、安排或合約。

### **董事酬金**

董事酬金詳情載於綜合財務報表附註28。

### **董事購買股份及債券之權利**

除於下文「董事及主要行政人員於證券之權益」所披露者外，於年內任何時間或本年度結束時，本公司、其控股公司或其任何附屬公司或同系附屬公司概無參與任何安排，致使本公司董事可藉購買本公司或任何其他法人團體的股份或債券而獲得利益。

### **獲准許的彌償保證**

根據本公司的組織章程細則及受適用法律法規規限，各董事就因履行其任內職責而產生或蒙受或與之有關的所有訴訟、費用、收費、損失、損害及開支，均可獲得本公司以其資產及溢利彌償以及確保不受傷害。有關獲准許的彌償保證條文已於年內生效。本公司已為本集團董事及高級職員安排適當的董事及高級職員責任保險。

### DIRECTORS' COMPETING INTERESTS

As at 31 December 2018, none of the Directors and their respective associates (as defined under the Listing Rules) had any business or interest in a business which competes or may compete with the business of the Group.

### EQUITY-LINKED AGREEMENTS

Other than the convertible bonds and share option scheme of the Company as disclosed below, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

### CONVERTIBLE BONDS

On 12 February 2018 (the "Issue Date"), the Company issued 7.5% convertible bonds with a principal amount of HK\$200 million (the "Bonds") to two individuals. The Bonds will become mature on the second anniversary from the Issue Date. The Company may extend the maturity date subject to the terms of the subscription agreement.

Further information on the Bonds are set out in Note 22 to the consolidated financial statements.

The net proceeds from the issuance have been used for investment in financial assets and general working capital.

### 董事的競爭權益

截至二零一八年十二月三十一日，概無董事、及彼等各自的聯繫人士（定義見上市規則）於任何與本集團業務構成或可能構成競爭的業務中擁有任何業務或權益。

### 股票掛鈎協議

除下文所披露之本公司可換股債券及購股權計劃外，於年內或本年度結束時，本公司概無訂立將會或可能導致本公司發行股份的股票掛鈎協議，或要求本公司訂立任何協議將會或可能導致本公司發行股份的股票掛鈎協議。

### 可換股債券

於二零一八年二月十二日（「發行日期」），本公司向兩名個人發行本金額為200,000,000港元之7.5厘息可換股債券（「債券」）。有關債券將於發行日期起計第二週年到期。本公司可以根據認購協議之條款延長到期日。

有關債券之進一步詳情載於綜合財務報表附註22。

發行之所得款項淨額已用於投資金融資產及一般營運資金。

### SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Scheme") on 3 June 2013. A summary of the Scheme is as follows:

#### (a) Purpose of the Scheme

The purpose of the Scheme is for the Group to attract, retain and motivate talented Participants (as defined below) to strive for future developments and expansion of the Group.

#### (b) Participants of the Scheme

Under the Scheme, the Board may, at its discretion, invite the following persons as participants (the "Participants") of the Scheme:

- (i) any executive or non-executive Director including any independent non-executive Director or any employee (whether full-time or part-time) of any member of the Group;
- (ii) any trustee of a trust (whether family, discretionary or otherwise) whose beneficiaries or objects include any employee or business associate of the Group;
- (iii) any consultant (in the areas of legal, technical, financial or corporate management) and other adviser to any member of the Group;
- (iv) any supplier of goods and/or services to the Group; or
- (v) any other person whom the Board considers, in its sole discretion, has contributed to the Group.

In determining the basis of eligibility of each Participant, the Board would take into account such factors as the Board may at its discretion consider appropriate.

### 購股權計劃

本公司已於二零一三年六月三日採納購股權計劃（「該計劃」）。該計劃之概要如下：

#### (a) 該計劃目的

該計劃旨在令本集團能招攬、挽留及激勵優秀之參與者（定義見下文），促進本集團日後發展及擴張。

#### (b) 該計劃之參與者

根據該計劃，董事會可全權酌情決定邀請以下人士參與該計劃（「參與者」）：

- (i) 本集團任何成員公司之任何執行或非執行董事（包括任何獨立非執行董事）或任何全職或兼職僱員；
- (ii) 受益人或對象包括本集團任何僱員或業務聯繫人士之家族、全權酌情或其他信託之任何受託人；
- (iii) 本集團任何成員公司之任何有關法律、技術、財務或企業管理之任何顧問及其他諮詢人；
- (iv) 本集團任何貨品及／或服務供應商；或
- (v) 董事會全權酌情認為對本集團有貢獻之任何其他人士。

於確定各參與者資格基準時，董事會會考慮其酌情認為合適之因素。



**(c) Basis for determining the exercise price and acceptance of offer**

The exercise price of an option to subscribe for shares granted under the Scheme shall be a price determined by the Board at its sole discretion and notified to the Participant and shall be no less than the highest of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date on which an option is granted; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date on which an option is granted; and (iii) the nominal value of the Share.

Offer of an option shall be deemed to have been accepted by the grantee when the duplicate of the relevant offer letter comprising acceptance of the option duly signed by the grantee together with a remittance in favour of the Company of HK\$1.00 (or such other nominal sum in any currency as the Board may determine) by way of consideration for the grant.

**(d) Maximum numbers available for issue**

The total number of shares of the Company which may be issued upon exercise of all options to be granted under the Scheme shall not in aggregate exceed 10% of the issued share capital of the Company as at the adoption date (the "General Scheme Limit") unless further shareholders' approval is obtained in general meeting, provided that options lapsed in accordance with the terms of the Scheme will not be counted for the purpose of calculating the General Scheme Limit.

Notwithstanding the foregoing the total number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme shall not exceed 30% of the shares of the Company in issue from time to time.

**(e) Maximum entitlement of each Participant**

For each Participant, the total number of shares issued and to be issued upon exercise of all options granted and further to be granted in any 12-month period (including both exercised and outstanding options) and in the 12-month period up to and including the acceptance date (including exercised, cancelled and outstanding options) shall not in isolation or aggregate exceed 1% of the shares, and any grant of option which would result in such limit being exceeded shall be approved by the Company in general meeting with such Participant and any associate thereof abstaining from voting.

**(c) 釐定行使價之基準及接納要約**

該計劃下已授出可認購股份之購股權行使價乃由董事會全權酌情釐定後知會參與者，惟其不得低於下列各項之最高者(i)授出購股權當日聯交所每日報價表所列之股份收市價；(ii)緊接授出購股權當日前五個交易日聯交所每日報價表所列之股份平均收市價；及(iii)股份面值。

經承授人正式簽署接受購股權之相關函件副本連同作為獲授購股權之代價以本公司為受益人之1.00港元(或董事會釐定之任何其他貨幣面值)匯款之後，購股權即被視為獲承授人接納。

**(d) 可供發行之股份數目上限**

本公司因行使根據該計劃將予授出之所有購股權而可發行之股份總數，合共不得超過本公司於採納日期已發行股本之10%（「計劃一般上限」），除非於股東大會上獲股東另行批准則作別論，根據該計劃條款而失效之購股權將不會用於計算該計劃一般上限。

儘管上文所述，本公司因行使根據該計劃授出而尚未行使之所有購股權而可發行之股份總數，不得超過本公司不時已發行股份之30%。

**(e) 每名參與者可獲授予之最高數目**

因行使於任何12個月期間所授出及進一步授出之所有購股權(包括已行使及尚未行使之購股權)及截至接納日期(包括該日)12個月期間內所授出及進一步授出之所有購股權(包括已行使、已註銷及尚未行使之購股權)而向每名參與者已發行及將予發行之股份總數，各自或合共不得超過股份之1%。倘若授出之購股權超過該限額，則須於股東大會上獲得本公司批准，而有關參與者及其任何聯繫人士必須放棄投票。

**(f) Time of exercise of the option**

An option may be exercised in whole or in part in accordance with the terms of the Scheme at any time during the period commencing on the first business day from the date of grant of option and expiring at the close of business on a date to be determined and notified by the Directors which shall not be more than 10 years from the date of grant of option.

Unless the Directors otherwise determined and stated at the time of granting the option, there is no minimum period for which an option must be held before it can be exercised.

**(g) Remaining life of the Scheme**

The Directors shall be entitled at any time within 10 years commencing on 3 July 2013 to offer the grant of an option to any qualifying participants.

**(h) Movements of the options granted under the Scheme**

On 19 August 2015, the Company granted share options to 95 individuals to subscribe for an aggregate of 40,000,000 ordinary shares of HK\$0.01 each in the share capital of the Company. Among the 40,000,000 share options granted, 12,200,000 share options were granted to six Directors.

On 29 December 2016, the Company granted share options to 95 individuals to subscribe for an aggregate of 40,000,000 ordinary shares of HK\$0.01 each in the share capital of the Company. Among the 40,000,000 share options granted, 11,750,000 share options were granted to six Directors.

On 22 March 2018, the Company granted share options to 82 individuals to subscribe for an aggregate of 40,000,000 ordinary shares of HK\$0.01 each in the share capital of the Company. Among the 40,000,000 share options granted, 17,550,000 share options were granted to seven Directors.

Details of the movements of the options granted under the Scheme are set out in Note 26 to the consolidated financial statements.

Save as disclosed above, as at 31 December 2018, none of the Directors, chief executive, substantial shareholders of the Company or their respective associates (as defined under the Listing Rules) had any right to subscribe for the shares of the Company under the Scheme.

**(f) 行使購股權之期限**

購股權可根據該計劃之條款，自授出購股權日期起計之首個營業日至待董事釐定及通知之營業日結束之期間內（惟不得超過授出購股權日期起計後10年）隨時全部或部分行使。

除非董事於授出購股權時另行釐定及列明，否則對行使購股權前持有購股權之最短期限並無限制。

**(g) 該計劃尚餘有效期**

董事有權於二零一三年七月三日起計10年內任何時間，向任何合資格參與者提呈授出購股權。

**(h) 根據該計劃授出購股權之變動**

於二零一五年八月十九日，本公司向95名人士授出購股權，以認購本公司股本中合共40,000,000股每股0.01港元之普通股。於授出的40,000,000份購股權中，其中12,200,000份購股權授予六名董事。

於二零一六年十二月二十九日，本公司向95名人士授出購股權，以認購本公司股本中合共40,000,000股每股0.01港元之普通股。於授出的40,000,000份購股權中，其中11,750,000份購股權授予六名董事。

於二零一八年三月二十二日，本公司向82名人士授出購股權，以認購本公司股本中合共40,000,000股每股0.01港元之普通股。於授出的40,000,000份購股權中，其中17,550,000份購股權授予7名董事。

根據該計劃授出之購股權變動詳情載於綜合財務報表附註26。

除上文披露者外，於二零一八年十二月三十一日，根據該計劃，本公司董事、主要行政人員、主要股東或彼等各自之聯繫人士（定義見上市規則）概無任何認購本公司股份之權利。

# INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2018, save as disclosed below, none of the Directors nor the chief executive of the Company or their associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were (i) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have taken under such provisions of the SFO); or (ii) required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) required, pursuant to the Model Code for Securities Transactions by Director contained in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange:

## 董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於二零一八年十二月三十一日，除下文所披露者外，概無本公司之董事或主要行政人員或彼等之聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有任何(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文被當作或視作擁有之任何權益及淡倉）；或(ii)根據證券及期貨條例第352條須載入該條例所指之登記冊中之權益或淡倉；或(iii)根據上市規則附錄10所載董事進行證券交易之標準守則須知會本公司及聯交所之權益或淡倉：

### Interests in shares of the Company:

### 於本公司股份中之權益：

Name of director 董事姓名	Capacity 身份	Number of shares/ underlying shares held 所持股份／ 相關股份數目		Total 總數	Approximate % of the number of issued shares 佔已發行股份 數目概約百分比
		Shares 股份	Options 購股權 (Note 1) (附註1)		
Mr. Liu Stefan (Chief Executive Officer) 劉欣諾先生(行政總裁)	Beneficial owner 實益擁有人	9,520,000	18,000,000	27,520,000	1.35%
Mr. Huang Songyuan 黃頌源先生	Beneficial owner 實益擁有人	—	6,850,000	6,850,000	0.34%
Mr. Wong Yiu Kit, Ernest (Chief Financial Officer) 黃耀傑先生(首席財務官)	Beneficial owner 實益擁有人	—	2,050,000	2,050,000	0.10%
Mr. Stephen Gregory McCoy Stephen Gregory McCoy先生	Beneficial owner 實益擁有人	—	2,000,000	2,000,000	0.10%

# DIRECTORS' REPORT

## 董事會報告

Name of director 董事姓名	Capacity 身份	Number of shares/ underlying shares held 所持股份／ 相關股份數目		Total 總數	Approximate % of the number of issued shares 佔已發行股份 數目概約百分比
		Shares 股份	Options 購股權 (Note 1) (附註1)		
Ms. Zhao Guixin 趙桂馨女士	Beneficial owner 實益擁有人	200,000	700,000	900,000	0.04%
Mr. Cornelis Jacobus Keyser Cornelis Jacobus Keyser先生	Beneficial owner 實益擁有人	—	700,000	700,000	0.03%
Mr. Lin Wenhui 林文輝先生	Beneficial owner 實益擁有人	200,000	700,000	900,000	0.04%

Note:

附註：

1. Those options were granted on 19 August 2015, 29 December 2016 and 22 March 2018 respectively under the Scheme.

1. 該等購股權分別於二零一五年八月十九日、二零一六年十二月二十九日及二零一八年三月二十二日根據該計劃授出。

# INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES, UNDERLYING SHARES AND DEBENTURES

# 主要股東於股份、相關股份及債券之權益及淡倉

As at 31 December 2018, so far as was known to the Directors or chief executive of the Company, the following persons (other than the directors or chief executive of the Company) had, or were deemed or taken to have, an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register to be kept by the Company under section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

據本公司董事或主要行政人員所知，於二零一八年十二月三十一日，以下人士（本公司之董事或主要行政人員除外）於本公司的股份及相關股份中擁有或被視為或當作擁有須根據證券及期貨條例第XV部第2及3分部之條文向本公司披露或記錄於本公司根據證券及期貨條例第336條所備存的登記冊或以其他方式知會本公司及聯交所的權益或淡倉：

Name of substantial shareholder	Capacity	Number of shares/ underlying shares held 所持股份／相關股份數目		Derivative interests	Total	Approximate% of the number of issued shares 佔已發行 股份數目 概約百分比
		Shares				
主要股東名稱	身份	股份		衍生權益	總數	
CITIC Securities Company Limited ("CITIC Securities") 中信証券股份有限公司（「中信証券」）	Interests in controlled corporation (Note 1) 於受控制法團之權益（附註1）	1,200,310,001		–	1,200,310,001	59.03%
CITIC Securities Overseas Investment Company Limited 中信証券海外投資有限公司	Beneficial owner 實益擁有人	1,200,310,001		–	1,200,310,001	59.03%
KVB Kunlun Holdings Limited ("KVB Holdings") (Note 2) KVB Kunlun Holdings Limited （「KVB Holdings」）（附註2）	Beneficial owner 實益擁有人	300,000,000		–	300,000,000	14.75%
Mr. Li Zhi Da (Note 2) 李志達先生（附註2）	Interests in controlled corporation 於受控制法團之權益	300,000,000		–	300,000,000	14.75%
Calypso International Investment Co., Limited (Note 3) Calypso International Investment Co., Limited（附註3）	Beneficial owner 實益擁有人	106,525,000		–	106,525,000	5.24%
HNA Group (International) Company Limited (Note 3) 海航集團（國際）有限公司（附註3）	Interests in controlled corporation 於受控制法團之權益	106,525,000		–	106,525,000	5.24%



# DIRECTORS' REPORT

## 董事會報告

Name of substantial shareholder	Capacity	Number of shares/ underlying shares held 所持股份／相關股份數目		Total	Approximate% of the number of issued shares 佔已發行 股份數目 概約百分比
		Shares	Derivative interests		
主要股東名稱	身份	股份	衍生權益	總數	
HNA Group Co., Ltd. (Note 3) 海航集團有限公司(附註3)	Interests in controlled corporation 於受控制法團之權益	106,525,000	–	106,525,000	5.24%
Hainan Traffic Administration Holding Co., Ltd. (Note 3) 海南交管控股有限公司(附註3)	Interests in controlled corporation 於受控制法團之權益	106,525,000	–	106,525,000	5.24%
Sheng Tang Development (Yangpu) Co. Ltd. (Note 3) 盛唐發展(洋浦)有限公司(附註3)	Interests in controlled corporation 於受控制法團之權益	106,525,000	–	106,525,000	5.24%
Tang Dynasty Development Co. Ltd. (Note 3) 盛唐發展有限公司(附註3)	Interests in controlled corporation 於受控制法團之權益	106,525,000	–	106,525,000	5.24%
Pan- American Aviation Holding Company (Note 3) Pan-American Aviation Holding Company (附註3)	Interests in controlled corporation 於受控制法團之權益	106,525,000	–	106,525,000	5.24%
Cihang Sino-Western Cultural and Educational Exchange Foundation Limited (Note 3) 慈航東西方文教交流基金會有限公司(附註3)	Interests in controlled corporation 於受控制法團之權益	106,525,000	–	106,525,000	5.24%

## Notes:

## 附註：

- As CITIC Securities is entitled to control over one-third of the voting power at general meetings of CITIC Securities Overseas Investment Company Limited, CITIC Securities is deemed under the SFO to be interested in the entire 1,200,310,001 shares held by CITIC Securities Overseas Investment Company Limited.

- 由於中信證券有權於中信證券海外投資有限公司之股東大會上控制超過三分之一的投票權，根據證券及期貨條例，中信證券被視為於中信證券海外投資有限公司持有的全部1,200,310,001股股份中擁有權益。

2. As Mr. Li Zhi Da is entitled to control over one-third of the voting power at general meetings of KVB Holdings, he is deemed under the SFO to be interested in the entire 300,000,000 shares held by KVB Holdings.
3. Calypso International Investment Co., Limited was a wholly owned subsidiary of HNA Group (International) Company Limited, which was in turn owned as to 91.09% by HNA Group Co., Ltd.. HNA Group Co., Ltd. was held as to 70% by Hainan Traffic Administration Holding Co., Ltd.. Hainan Traffic Administration Holding Co., Ltd. was in turn held as to 50% by Sheng Tang Development (Yangpu) Co., Ltd.. Sheng Tang Development (Yangpu) Co., Ltd. was held as to 65% by Hainan Province Cihang Foundation and 35% by Tang Dynasty Development Co., Ltd. which was in turn 98% held by Pan-American Aviation Holding Company, which is wholly held by Cihang Sino-Western Cultural and Educational Exchange Foundation Limited.

Save as disclosed above, as at 31 December 2018, the Directors are not aware of any other person who has an interest or short position in the shares or underlying shares (including interest in options, if any) of the Company as recorded in the register required to be kept under section 336 of the SFO.

## CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Continuing connected transactions", no contract of significance in relation to the Group's business to which any member of the Group was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year ended 31 December 2018.

Save as disclosed in the section headed "Continuing connected transactions", no contract of significance (including provision of services) between the Company, or any of its subsidiaries, and a controlling shareholder or any of its subsidiaries subsisted during the year ended 31 December 2018.

2. 由於李志達先生有權控制KVB Holdings股東大會上超過三分之一的投票權，根據證券及期貨條例，彼被視為於KVB Holdings全數持有的300,000,000股股份中擁有權益。
3. Calypso International Investment Co., Limited 為海航集團（國際）有限公司之全資附屬公司，而海航集團（國際）有限公司由海航集團有限公司擁有91.09%權益。海航集團有限公司由海南交管控股有限公司持有70%權益，而海南交管控股有限公司由盛唐發展（洋浦）有限公司持有50%權益。盛唐發展（洋浦）有限公司由海南省慈航公益基金會持有65%權益及由盛唐發展有限公司持有35%權益，盛唐發展有限公司由Pan-American Aviation Holding Company持有98%權益，而Pan-American Aviation Holding Company由慈航東西方文教交流基金會有限公司全資擁有。

除上文所披露者外，於二零一八年十二月三十一日，董事並不知悉任何其他人士於本公司股份或相關股份擁有須記錄於根據證券及期貨條例第336條所備存之登記冊之權益或淡倉（包括於購股權之權益（如有））。

## 重大合約

除「持續關連交易」一節所披露者外，本集團任何成員公司並無訂立對本集團業務屬重大且本公司董事於其中直接或間接擁有重大權益而於截至二零一八年十二月三十一日止年度內仍然有效之重大合約。

除「持續關連交易」一節所披露者外，本公司或其任何附屬公司與控股股東或其任何附屬公司並無訂立於截至二零一八年十二月三十一日止年度內仍然有效之重大合約（包括提供服務）。

## MANAGEMENT CONTRACTS

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

## RELATED PARTY TRANSACTIONS

Significant related party transactions entered into by the Group during the year ended 31 December 2018 are disclosed in Note 30 to the consolidated financial statements. Certain of these transactions also constitute continuing connected transactions under the Listing Rules, as identified below.

## CONTINUING CONNECTED TRANSACTIONS

### Sharing of Office premises

As disclosed in an announcement of the Company dated 18 December 2015, the Company and KVB Kunlun Holdings Limited ("KVB Holdings") entered into an existing renewed office licence agreement (the "Existing Renewed Office Licence Agreement") on 18 December 2015 for a term from 1 January 2016 to 31 December 2018. The annual caps for the transactions contemplated under the Existing Renewed Office Licence Agreement for the years ended 31 December 2016, 31 December 2017 and 31 December 2018 were HK\$4 million, HK\$4.5 million and HK\$5 million, respectively.

As disclosed in an announcement of the Company dated 1 December 2017, the Company and KVB Holdings entered into a supplemental agreement to the Existing Renewed Office Licence Agreement on 1 December 2017 to revise certain terms of the Existing Renewed Office Licence Agreement and the revised annual caps for the services provided by the Company. For the services provided by the Company for each of the three years ended 31 December 2016, 31 December 2017 and 31 December 2018, the revised annual caps are HK\$4 million, HK\$3.7 million and HK\$1.9 million. For the services provided by KVB Holdings for each of the three years ended 31 December 2016, 31 December 2017 and 31 December 2018, the revised annuals cap were nil, HK\$0.8 million and HK\$3.1 million respectively.

## 管理合約

年內，概無就管理及經營本公司全部或任何絕大部分業務而訂立或訂有任何合約。

## 關聯方交易

本集團截至二零一八年十二月三十一日止年度之重大關聯方交易披露於綜合財務報表附註30。部分該等交易亦構成上市規則之持續關連交易，其詳情如下。

## 持續關連交易

### 共用辦公室物業

誠如本公司日期為二零一五年十二月十八日之公告所披露，本公司與KVB Kunlun Holdings Limited ("KVB Holdings")於二零一五年十二月十八日訂立現有經重續辦公室特許權協議 ("現有經重續辦公室特許權協議")，期限自二零一六年一月一日起至二零一八年十二月三十一日止。截至二零一六年十二月三十一日、二零一七年十二月三十一日及二零一八年十二月三十一日止年度，現有經重續辦公室特許權協議項下擬進行交易之年度上限分別為4,000,000港元、4,500,000港元及5,000,000港元。

誠如本公司日期為二零一七年十二月一日之公告所披露，本公司與KVB Holdings於二零一七年十二月一日訂立現有經重續辦公室特許權協議之補充協議，以修訂現有經重續辦公室特許權協議之若干條款及本公司所提供服務之經修訂年度上限。就本公司於截至二零一六年十二月三十一日、二零一七年十二月三十一日及二零一八年十二月三十一日止三年各年所提供之服務而言，經修訂年度上限為4,000,000港元、3,700,000港元及1,900,000港元。就KVB Holdings於截至二零一六年十二月三十一日、二零一七年十二月三十一日及二零一八年十二月三十一日止三年各年所提供之服務而言，經修訂年度上限分別為零、800,000港元及3,100,000港元。

As disclosed in an announcement of the Company dated 28 December 2018, the Company and KVB Holdings entered into an renewed office licence agreement on 28 December 2018 (the "Renewed Office Licence Agreement"), for a term from 1 January 2019 to 31 December 2021. For the services provided by the Company for each of the three years ending 31 December 2019, 31 December 2020 and 31 December 2021, the annual caps of the transactions contemplated under the Renewed Office Licence Agreement are HK\$2.2 million, HK\$2.3 million and HK\$2.4 million. For the services provided by KVB Holdings for each of the three years ending 31 December 2019, 31 December 2020 and 31 December 2021, the annual caps are HK\$3.3 million, HK\$3.4 million and HK\$3.6 million respectively.

#### Cash Dealing Services

As disclosed in the announcement of the Company dated 17 June 2016, the Company and KVB Kunlun Global Capital Limited ("KVB GC"), a company incorporated in BVI and is wholly owned by KVB Holdings, entered into an existing renewed cash dealing agreement (the "Existing Renewed Cash Dealing Agreement") on 17 June 2016 for a term from 1 July 2016 to 31 December 2018. Pursuant to the Existing Renewed Cash Dealing Agreement, the Company shall provide or procure its subsidiaries to provide, to KVB GC and its subsidiaries ("GC Group") the cash dealing services including the provision of the exchange of currencies ("KVB Services") by the Group; and KVB GC shall provide, or procure its subsidiaries to provide, to the Group, foreign exchange conversion and settlement services ("GC Services"). The maximum revenue (net of realized/unrealized gain/loss) to be recorded by the Company in respect of the KVB Services for the six months ended 31 December 2016 and two years ended 31 December 2017 and 31 December 2018 were HK\$7.1 million, HK\$20 million and HK\$20 million respectively.

誠如本公司日期為二零一八年十二月二十八日之公告所披露，本公司與KVB Holdings於二零一八年十二月二十八日訂立經重續辦公室特許權協議（「經重續辦公室特許權協議」），期限自二零一九年一月一日起至二零二一年十二月三十一日止。就本公司於截至二零一九年十二月三十一日、二零二零年十二月三十一日及二零二一年十二月三十一日止三年各年所提供之服務而言，經重續辦公室特許權協議項下擬進行交易之年度上限為2,200,000港元、2,300,000港元及2,400,000港元。就KVB Holdings於截至二零一九年十二月三十一日、二零二零年十二月三十一日及二零二一年十二月三十一日止三年各年所提供之服務而言，年度上限分別為3,300,000港元、3,400,000港元及3,600,000港元。

#### 現金交易服務

誠如本公司日期為二零一六年六月十七日之公告所披露，本公司與昆侖國際環球資本有限公司（「昆侖國際環球資本」，一間於英屬處女群島註冊成立之公司，由KVB Holdings全資擁有）於二零一六年六月十七日訂立現有經重續現金交易協議（「現有經重續現金交易協議」），期限自二零一六年七月一日起至二零一八年十二月三十一日止。根據現有經重續現金交易協議，本公司將向昆侖國際環球資本及其附屬公司（「環球資本集團」）提供或促使其附屬公司提供現金交易服務，包括由本集團提供的貨幣匯兌服務（「昆侖國際服務」），昆侖國際環球資本將向本集團提供或促使其附屬公司提供外匯兌換及結算服務（「環球資本服務」）。本公司於截至二零一六年十二月三十一日止六個月以及截至二零一七年十二月三十一日及二零一八年十二月三十一日止兩個年度就昆侖國際服務將予錄得之最高收益（扣除已變現／未變現收益／虧損）分別為7,100,000港元、20,000,000港元及20,000,000港元。

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As disclosed in the announcement of the Company dated 28 December 2018, the Company and KVB GC entered into an renewed cash dealing agreement (the "Renewed Cash Dealing Agreement") on 28 December 2018 for a term from 1 January 2019 to 31 December 2021, under which the Company, together with its subsidiaries, would provide cash dealing services including the provision of exchange of currencies at a rate determined at the time of the transaction to KVB Holdings' group. The annual caps for transactions contemplated under the Renewed Cash Dealing Agreement for each of the three years ended 31 December 2021 in respect of revenue (in terms of net of realised gains, realised losses, unrealised gains and unrealised losses) are HK\$10 million.

#### Information Technology Services

##### Software Licence

As disclosed in the announcement of the Company dated 18 December 2015, a software licence agreement (the "Software Licence Agreement") was entered into between the Company and Banclogix System Co., Limited ("Banclogix") on 18 December 2015, pursuant to which Banclogix shall grant the Company a three-year licence for certain software to enable the Group to, inter alia, use the routing service and data integration layer developed by Banclogix. The licence fee payable under the Software Licence Agreement was a one-off payment of HK\$3.5 million.

As disclosed in the announcement of the Company dated 19 April 2016, the Company and Banclogix entered into an existing information technology services agreement (the "Existing Information Technology Services Agreement") for a term from 19 April 2016 to 31 December 2018. Pursuant to the Existing Information Technology Services Agreement, Banclogix would from time to time provide software development and maintenance services, information technology infrastructure project management services and information technology infrastructure maintenance services to the Group. The aggregate annual caps payable by the Group to Banclogix under the Software Licence Agreement and the Existing Information Technology Services Agreement for each of the three years ended 31 December 2016, 31 December 2017 and 31 December 2018 were HK\$20 million, HK\$19 million and HK\$20 million, respectively.

誠如本公司日期為二零一八年十二月二十八日之公告所披露，本公司與昆侖國際環球資本於二零一八年十二月二十八日訂立經重續現金交易協議（「經重續現金交易協議」），期限自二零一九年一月一日起至二零二一年十二月三十一日止。據此，本公司及其附屬公司將向KVB Holdings旗下集團公司提供現金交易服務，包括按交易時所釐定的匯率提供貨幣兌換。截至二零二一年十二月三十一日止三個年度各年，就收入而言，經重續現金交易協議項下擬進行交易的年度上限為（扣除已變現收益、已變現虧損、未變現收益及未變現虧損）10,000,000港元。

#### 資訊科技服務

##### 軟件特許權

誠如本公司日期為二零一五年十二月十八日之公告所披露，本公司與盛匯信息科技有限公司（「盛匯」）於二零一五年十二月十八日訂立軟件特許權協議（「軟件特許權協議」），據此，盛匯將授予本公司若干軟件的三年特許權，以便本集團（其中包括）使用盛匯開發的路由服務和數據集成層。軟件特許權協議項下應付的特許權費用為一次性付款3,500,000港元。

誠如本公司日期為二零一六年四月十九日之公告所披露，本公司與盛匯訂立現有資訊科技服務協議（「現有資訊科技服務協議」），期限自二零一六年四月十九日起至二零一八年十二月三十一日止。根據現有資訊科技服務協議，盛匯將不時向本集團提供軟件開發及維護服務、資訊科技基建項目管理服務及資訊科技基建維護服務。根據軟件特許權協議及現有資訊科技服務協議，本集團於截至二零一六年十二月三十一日、二零一七年十二月三十一日及二零一八年十二月三十一日止三年各年應付盛匯之年度上限總額分別為20,000,000港元、19,000,000港元及20,000,000港元。



As disclosed in the announcement of the Company dated 26 September 2016, the independent shareholders approved the first supplemental agreement dated 12 August 2016 to revise the existing aggregate annual caps under the Software Licence Agreement and the Existing Information Technology Services Agreement. The revised aggregate annual caps payable by the Group to Banclogix for each of the three years ended 31 December 2016, 31 December 2017 and 31 December 2018 were HK\$28.5 million, HK\$26.0 million and HK\$24.5 million, respectively.

As disclosed in the announcement dated 27 March 2018, the independent shareholders approved the second supplemental agreement dated 12 February 2018 to revise the existing aggregate annual caps under the Existing Information Technology Services Agreement as revised by the first supplemental agreement. The revised aggregate annual caps payable by the Group to Banclogix for each of the three years ended 31 December 2016, 31 December 2017 and 31 December 2018 were HK\$28.5 million, HK\$26.0 million and HK\$37.5 million, respectively.

As disclosed in the announcement dated 28 December 2018, the Company and Banclogix entered into a renewed information technology services agreement (the "Renewed Information Technology Services Agreement") for a term from 1 January 2019 to 31 December 2021. Pursuant to the Renewed Information Technology Services Agreement, Banclogix would from time to time provide software development and maintenance services, information technology infrastructure project management services and information technology infrastructure maintenance services to the Group. The aggregate annual caps payable by the Group to Banclogix under the Renewed Information Technology Services Agreement for each of the three years ended 31 December 2019, 31 December 2020 and 31 December 2021 are HK\$25 million respectively.

All independent non-executive Directors have reviewed and confirmed that the above continuing connected transactions have been entered into:

(i) in the ordinary and usual course of business of the Group;

誠如本公司日期為二零一六年九月二十六日之公告所披露，獨立股東已批准日期為二零一六年八月十二日之第一份補充協議，以修訂軟件特許權協議及現有資訊科技服務協議項下之現有年度上限總額。本集團於截至二零一六年十二月三十一日、二零一七年十二月三十一日及二零一八年十二月三十一日止三年各年應付盛匯之經修訂年度上限總額分別為28,500,000港元、26,000,000港元及24,500,000港元。

誠如日期為二零一八年三月二十七日之公告所披露，獨立股東已批准日期為二零一八年二月十二日之第二份補充協議，以修訂現有資訊科技服務協議（經第一份補充協議所修訂）之現有年度上限總額。本集團於截至二零一六年十二月三十一日、二零一七年十二月三十一日及二零一八年十二月三十一日止三年各年應付盛匯之經修訂年度上限總額分別為28,500,000港元、26,000,000港元及37,500,000港元。

誠如日期為二零一八年十二月二十八日之公告所披露，本公司與盛匯訂立經重續資訊科技服務協議（「經重續資訊科技服務協議」），期限自二零一九年一月一日起至二零二一年十二月三十一日止。根據經重續資訊科技服務協議，盛匯將不時向本集團提供軟件開發及維護服務、資訊科技基建項目管理服務及資訊科技基建維護服務。根據經重續資訊科技服務協議，本集團於截至二零一九年十二月三十一日、二零二零年十二月三十一日及二零二一年十二月三十一日止三年各年應付盛匯之年度上限總額為25,000,000港元。

全體獨立非執行董事已審閱及確認以上持續關連交易乃：

(i) 於本集團一般日常業務過程中訂立；

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### 董事會報告

- (ii) either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and
- (iii) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Directors also confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

In accordance with Rule 14A.56 of the Listing Rules, the auditors must provide a letter to the Board confirming whether anything has come to their attention that causes them to believe that the continuing connected transactions:

- (1) have not been approved by the Board;
- (2) were not, in all material respects, in accordance with the pricing policies of the Group if the transactions involve the provision of goods or services by the Group;
- (3) were not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and
- (4) have exceeded the cap.

The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group in this section headed "Continuing Connected Transactions" above. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

- (ii) 按一般商業條款訂立或倘並無足夠可資比較之交易以釐定是否以一般商業條款訂立，則以不遜於本集團提供予獨立第三方或從獨立第三方取得（倘適用）之條款訂立；及

- (iii) 根據公平合理之條款訂立並符合本公司股東整體利益之相關規範協議達成。

董事亦確認本公司已遵守上市規則第14A章之披露規定。

根據香港會計師公會發佈的香港鑒證業務準則3000號「歷史財務資料審核或審閱以外的鑒證工作」並參考實務說明740號「香港上市規則規定的持續關連交易的核數師函件」，本公司核數師已受聘對本集團持續關連交易作出報告。

根據上市規則第14A.56條，核數師須致函董事會，確認有否注意到任何事情，可使彼等相信持續關連交易：

- (1) 並未獲董事會批准；
- (2) 若交易涉及由本集團提供貨品或服務，在各重大方面並無按照本集團之定價政策進行；
- (3) 在各重大方面並無根據規管有關交易之相關協議進行；及
- (4) 超逾上限金額。

核數師已就本集團於上文「持續關連交易」一節披露的持續關連交易，發出無保留意見的函件，當中載有其發現和結論。本公司已將核數師函件副本向聯交所提供。

## EVENTS AFTER THE REPORTING PERIOD

The Directors are not aware of any significant event requiring disclosure that has taken place subsequent to 31 December 2018 and up to the date of this Annual Report.

## SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float during the year ended 31 December 2018.

## DONATIONS

Charitable and other donations made by the Group during the year amounted to approximately HK\$2,364,000 (2017: approximately HK\$1,313,000).

## AUDITORS

The financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

**Liu Stefan**

*Chief executive officer and executive Director*

Hong Kong, 18 March 2019

## 報告期後事項

董事並不知悉於二零一八年十二月三十一日後直至本年報日期發生任何須予披露之重大事項。

## 足夠公眾持股量

本公司於截至二零一八年十二月三十一日止年度一直維持足夠公眾持股量。

## 捐款

本集團年內之慈善及其他捐款約2,364,000港元（二零一七年：約1,313,000港元）。

## 核數師

財務報表經羅兵咸永道會計師事務所審核，該事務所將於本公司應屆股東週年大會上膺聘連任。

代表董事會

**劉欣諾**

*行政總裁兼執行董事*

香港，二零一九年三月十八日



**TO THE SHAREHOLDERS OF  
KVB KUNLUN FINANCIAL GROUP LIMITED**  
昆侖國際金融集團有限公司  
(Incorporated in Cayman Islands with limited liability)

## OPINION

### What we have audited

The consolidated financial statements of KVB Kunlun Financial Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 69 to 179, which comprise:

- the consolidated balance sheet as at 31 December 2018;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

### Our opinion

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

羅兵咸永道

致昆侖國際金融集團有限公司股東

昆侖國際金融集團有限公司  
(於開曼群島註冊成立的有限公司)

## 意見

### 我們已審計的內容

昆侖國際金融集團有限公司(「貴公司」)及其附屬公司(「貴集團」)列載於第69至179頁的綜合財務報表包括：

- 於二零一八年十二月三十一日的綜合資產負債表；
- 截至該日止年度的綜合全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策概要。

### 我們的意見

我們認為，綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了 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，並已遵照香港《公司條例》的披露規定妥為擬備。

## 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Independence

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.

## KEY AUDIT MATTERS

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

## 意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

## 獨立性

根據香港會計師職業道德準則理事會頒佈的《專業會計師道德守則》（以下簡稱「守則」），我們獨立於 貴集團，並已履行守則中的其他專業道德責任。

## 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。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的。我們不會對該等事項提供單獨的意見。



The key audit matter identified in our audit was the leveraged trading system and controls.

### Key Audit Matter

#### Leveraged trading system and controls

The leveraged foreign exchange and other trading income is a key revenue stream for the Group, which contributed to over 79% of the Group's total income.

The Group's leveraged foreign exchange and other trading business and the recognition and calculation of the leveraged foreign exchange and other trading income are dependent on the design and operational effectiveness of key Information Technology ("IT") controls over the trading system given the significant amount of transactions that are automatically processed in the systems. Therefore, controls over the trading system are a key focus in our audit.

Refer to Note 5 to the consolidated financial statements.

### How our audit addressed the Key Audit Matter

We identified, evaluated and tested the following key IT controls of the Group's leveraged trading system:

#### 1. IT General Controls Testing

Assessed IT control environment including examining the framework of governance over the Group's IT organisation and the key IT general controls over the trading system covering access to system and data, program changes, program development, and IT operations.

#### 2. IT Application Controls Testing

Assessed key automated control procedures, key system generated reports from the trading system and calculations within the automated applications through comparing the source data to the underlying trade details and performing recalculation on a sample basis.

The results of the audit testing performed supported our ability to place reliance on the IT dependencies of the leveraged trading system.

我們在審計中識別的關鍵審計事項是槓桿式交易系統及監控。

### 關鍵審計事項

#### 槓桿式交易系統及監控

槓桿式外匯及其他交易收入為 貴集團的主要收入來源，佔 貴集團總收入超過79%。

貴集團槓桿式外匯及其他交易業務以及槓桿式外匯及其他交易收入的確認及計算均視乎控制交易系統的主要資訊科技（「資訊科技」）的設計及營運成效，系統會自動處理大額交易。因此，交易系統的監控是我們審計的關鍵重點。

請參閱綜合財務報表附註5。

### 我們的審計如何處理關鍵審計事項

我們已識別、評估及測試 貴集團槓桿式交易系統的下列主要資訊科技監控：

#### 1. 資訊科技整體監控測試

評估資訊科技監控環境，包括檢查 貴集團資訊科技組織的管治框架及交易系統的主要資訊科技整體監控，包括接達系統及數據、程式變更、程式開發及資訊科技運作。

#### 2. 資訊科技應用監控測試

通過將數據源與相關交易詳情進行比較及抽樣進行重新計算，評估主要自動化監控程序、交易系統編寫報告的主要系統及自動化應用程式內的計算。

審計測試的結果支持我們依賴槓桿式交易系統資訊科技獨立性的能力。

**OTHER INFORMATION**

The directors of the Company are responsible for the other information. The other information comprises the information included in the Directors' Report, Corporate Information, Statement from the Chief Executive Officer, Management Discussion and Analysis, Biographies of Directors and Senior Management, Corporate Governance Report and Financial Summary (but does not include the consolidated financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and the Environmental, Social and Governance Report, which is expected to be made available to us after that date.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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.

When we read the Environmental, Social and Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Audit Committee and take appropriate action considering our legal rights and obligations.

**其他信息**

貴公司董事須對其他信息負責。其他信息包括我們在本核數師報告日前取得的董事會報告、公司資料、行政總裁報告、管理層之討論及分析、董事及高級管理層履歷、企業管治報告和財務概要（但不包括綜合財務報表及我們的核數師報告），以及預期會在本核數師報告日後取得的環境、社會及管治報告內的信息。

我們對綜合財務報表的意見並不涵蓋其他信息，我們既不也將不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀上述的其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們對在本核數師報告日前取得的其他信息所執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

當我們閱讀環境、社會及管治報告後，如果我們認為其中存在重大錯誤陳述，我們需要將有關事項與審計委員會溝通，並考慮我們的法律權利和義務後採取適當行動。

### RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

### 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.

### 董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而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需的內部控制負責。

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

審核委員會須負責監督 貴集團的財務報告過程。

### 核數師就審計綜合財務報表承擔的責任

我們的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向 閣下（作為整體）報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

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

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審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，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，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。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，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。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

- 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.

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

The engagement partner on the audit resulting in this independent auditor's report is FU, Ho Kee.

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 18 March 2019

- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項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。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是傅皓基先生。

**羅兵咸永道會計師事務所**  
*執業會計師*

香港，二零一九年三月十八日



# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

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

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Leveraged foreign exchange and other trading income	槓桿式外匯及其他交易收入	5	372,940	397,025
Cash dealing income	現金交易收入	5	3,309	1,136
Fee and commission income	費用及佣金收入		56,446	108,775
Other income	其他收入	6	38,416	7,996
<b>Total income</b>	<b>收入總額</b>		<b>471,111</b>	514,932
Referral expenses and other charges	轉介開支及其他費用		(175,772)	(299,247)
Staff costs	員工成本	7	(101,669)	(56,931)
Depreciation of property, plant and equipment and amortisation of intangible assets	物業、廠房及設備折舊及無形資產攤銷	12 & 13	(14,681)	(12,521)
Lease payments under land and buildings	土地及樓宇的租賃付款		(14,228)	(13,395)
Administrative and other operating expenses	行政及其他經營開支	8	(84,576)	(96,404)
<b>Total expenses</b>	<b>開支總額</b>		<b>(390,926)</b>	(478,498)
Operating profit	經營溢利		80,185	36,434
Finance cost	融資成本		(28,428)	(1,415)
Profit before tax	除稅前溢利		51,757	35,019
Income tax expense	所得稅開支	9	(17,508)	(7,665)
<b>Profit for the year</b>	<b>年度溢利</b>		<b>34,249</b>	27,354
<b>Other comprehensive (expense)/ income</b>	<b>其他全面(開支)/收益</b>			
<i>Item that may be reclassified to profit or loss</i>	<i>可能重新分類至損益之項目</i>			
Currency translation difference	貨幣匯兌差額		(15,105)	3,858
Other comprehensive (expense)/ income for the year, net of tax	年度其他全面(開支)/收益(扣除稅項)		(15,105)	3,858
<b>Total comprehensive income for the year</b>	<b>年度全面收益總額</b>		<b>19,144</b>	31,212
<b>Earnings per share for profit attributable to the equity holders of the Company for the year</b>	<b>年度本公司股權持有人應佔溢利之每股盈利</b>			
– Basic (HK cents per share)	– 基本 (每股港仙)	11	1.68	1.35
– Diluted (HK cents per share)	– 攤薄 (每股港仙)	11	1.44	1.35

The notes on pages 75 to 179 form part of these consolidated financial statements.

第75至179頁的附註構成該等綜合財務報表的一部分。

## CONSOLIDATED BALANCE SHEET

## 綜合資產負債表

As at 31 December 2018 於二零一八年十二月三十一日

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	12	9,454	9,719
Intangible assets	無形資產	13	43,835	34,496
Deferred tax assets	遞延稅項資產	19	1,719	1,367
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>55,008</b>	45,582
<b>Current assets</b>	<b>流動資產</b>			
Other receivables, prepayments and deposits	其他應收款項、預付款項及按金	14	9,692	11,824
Tax prepayment	預繳稅項		4,625	11,211
Derivative financial instruments	衍生金融工具	15	67,400	139,567
Balances due from agents	應收代理結餘	16	21,751	88,551
Cash and bank balances and client trust bank balances	現金及銀行結餘以及客戶信託銀行結餘	17	980,766	1,104,050
<b>Total current assets</b>	<b>流動資產總值</b>		<b>1,084,234</b>	1,355,203
<b>Total assets</b>	<b>資產總值</b>		<b>1,139,242</b>	1,400,785
<b>EQUITY AND LIABILITIES</b>	<b>權益及負債</b>			
<b>Equity</b>	<b>權益</b>			
Share capital	股本	23	20,333	20,333
Reserves	儲備		347,541	365,190
Retained earnings	保留盈利		203,832	161,704
<b>Total equity</b>	<b>權益總額</b>		<b>571,706</b>	547,227

The notes on pages 75 to 179 form part of these consolidated financial statements.

第75至179頁的附註構成該等綜合財務報表的一部分。

# CONSOLIDATED BALANCE SHEET

## 綜合資產負債表

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As at 31 December 2018 於二零一八年十二月三十一日

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	Notes 附註			
<b>Current liabilities</b>	<b>流動負債</b>			
Finance lease obligations	融資租賃承擔	18	42	47
Tax payable	應繳稅項		2,633	—
Other payables and accrued liabilities	其他應付款項及應計負債	20	31,643	53,272
Derivative financial instruments	衍生金融工具	15	5,374	30,646
Clients' balances	客戶結餘	21	331,731	766,182
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>371,423</b>	850,147
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Finance lease obligations	融資租賃承擔	18	146	205
Deferred tax liabilities	遞延稅項負債	19	4,902	3,206
Convertible bonds	可換股債券	22	191,065	—
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>196,113</b>	3,411
<b>Total liabilities</b>	<b>負債總額</b>		<b>567,536</b>	853,558
<b>Total equity and liabilities</b>	<b>總權益及負債</b>		<b>1,139,242</b>	1,400,785

The financial statements on pages 69 to 179 were approved by the Board of Directors on 18 March 2019 and were signed on its behalf

第69至179頁的財務報表已於二零一九年三月十八日獲董事會批准及由以下董事代為簽署

Liu Stefan  
劉欣諾

Wong Yiu Kit Ernest  
黃耀傑

The notes on pages 75 to 179 form part of these consolidated financial statements.

第75至179頁的附註構成該等綜合財務報表的一部分。

# 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 reserve	Share option reserve	Currency translation reserve	Retained earnings	Total equity
			股本	股份溢價	資本儲備	購股權 儲備	匯兌儲備	保留盈利	權益總額
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (Note 24) (附註24)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日		20,332	180,464	171,892	17,692	(9,766)	133,903	514,517
<b>Comprehensive income</b>	<b>全面收益</b>								
Profit for the year	年度溢利		-	-	-	-	-	27,354	27,354
Other comprehensive income for the year	年度其他全面收益		-	-	-	-	3,858	-	3,858
			20,332	180,464	171,892	17,692	(5,908)	161,257	545,729
Share option scheme	購股權計劃	26	-	-	-	1,032	-	436	1,468
Issuance of new ordinary shares upon exercise of share option	行使購股權時發行之 新普通股		1	29	-	(11)	-	11	30
<b>Balance at 31 December 2017</b>	<b>於二零一七年十二月 三十一日之結餘</b>		20,333	180,493	171,892	18,713	(5,908)	161,704	547,227
Effect of adoption of HKFRS 9	採納香港財務報告準則 第9號之影響		-	-	-	-	-	(1,040)	(1,040)
At 1 January 2018	於二零一八年一月一日		20,333	180,493	171,892	18,713	(5,908)	160,664	546,187
<b>Comprehensive income</b>	<b>全面收益</b>								
Profit for the year	年度溢利		-	-	-	-	-	34,249	34,249
Other comprehensive expense for the year	年度其他全面開支		-	-	-	-	(15,105)	-	(15,105)
			20,333	180,493	171,892	18,713	(21,013)	194,913	565,331
Share option scheme	購股權計劃	26	-	-	-	(2,544)	-	8,919	6,375
<b>Balance at 31 December 2018</b>	<b>於二零一八年十二月 三十一日之結餘</b>		20,333	180,493	171,892	16,169	(21,013)	203,832	571,706

The notes on pages 75 to 179 form part of these consolidated financial statements.

第75至179頁的附註構成該等綜合財務報表的一部分。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

	Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Cash flows from operating activities</b>	<b>經營活動所得現金流量</b>		
Profit before tax	除稅前溢利	<b>51,757</b>	35,019
Adjustments for:	調整：		
Depreciation of property, plant and equipment and amortisation of intangible assets	物業、廠房及設備折舊及無形資產攤銷	<b>14,681</b>	12,521
Interest income	利息收入	<b>(4,945)</b>	(2,661)
Interest expense	利息開支	<b>28,428</b>	—
Loss on disposal of fixed assets	出售固定資產的虧損	<b>—</b>	438
Impairment of intangible asset	無形資產之減值	<b>2,937</b>	1,730
Share option expenses	購股權開支	<b>6,375</b>	1,468
Fair value gain on the embedded derivative portion of convertible bonds	可換股債券嵌入式衍生工具部份之公允值收益	<b>(26,042)</b>	—
Amortisation of deferred losses on conversion component of convertible bonds	可換股債券轉換部份遞延虧損攤銷	<b>1,982</b>	—
Cash flows from operating activities before working capital changes	營運資金變動前經營活動所得現金流量	<b>75,173</b>	48,515
(Increase)/decrease in pledged time deposits	已抵押定期存款(增加)/減少	<b>(4,344)</b>	72,905
Decrease/(increase) in client trust bank balances	客戶信託銀行結餘減少/(增加)	<b>330,514</b>	(173,732)
Decrease/(increase) in balances due from agents	應收代理結餘減少/(增加)	<b>66,226</b>	(30,995)
Decrease/(increase) in derivative financial instruments	衍生金融工具減少/(增加)	<b>46,895</b>	(34,591)
Decrease/(increase) in other receivables, prepayments and deposits	其他應收款項、預付款項及按金減少/(增加)	<b>2,610</b>	(1,279)
(Decrease)/increase in clients' balances	客戶結餘(減少)/增加	<b>(434,451)</b>	292,278
(Decrease)/increase in other payables and accrued liabilities	其他應付款項及應計負債(減少)/增加	<b>(27,464)</b>	21,487
Cash generated from operations	經營所得現金	<b>55,159</b>	194,588
Income tax paid	已付所得稅	<b>(6,860)</b>	(11,718)
Net cash generated from operating activities	經營活動所得現金淨額	<b>48,299</b>	182,870

The notes on pages 75 to 179 form part of these consolidated financial statements.

第75至179頁的附註構成該等綜合財務報表的一部分。



# 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

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Cash flows from investing activities</b>	<b>投資活動所得現金流量</b>			
Interest received	已收利息		4,427	2,991
Purchase of property, plant and equipment and intangible assets	購買物業、廠房及設備及無形資產	12 & 13	(27,888)	(19,684)
Proceeds from sale of fixed assets	銷售固定資產所得款項		-	25
Net cash used in investing activities	投資活動所用現金淨額		(23,461)	(16,668)
<b>Cash flows from financing activities</b>	<b>融資活動所得現金流量</b>			
Net proceeds from issue of shares	股份發行所得款項淨額		-	30
Repayment of finance lease obligations	償還融資租賃承擔	25	(54)	(41)
Interest paid	已付利息		(7,468)	-
Repayment of borrowing	償還借貸	25	-	(55,835)
Proceeds from issuance of convertible bonds	發行可換股債券所得款項	22 & 25	200,000	-
Net cash generated from/(used in) financing activities	融資活動所得／(所用)現金淨額		192,478	(55,846)
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等價物增加淨額</b>		<b>217,316</b>	110,356
Cash and cash equivalents at beginning of year	年初現金及現金等價物		431,736	318,916
Effect of foreign exchange rate changes, net	匯率變動影響淨額		(14,004)	2,464
<b>Cash and cash equivalents at end of year</b>	<b>年末現金及現金等價物</b>	17	<b>635,048</b>	431,736

The notes on pages 75 to 179 form part of these consolidated financial statements.

第75至179頁的附註構成該等綜合財務報表的一部分。

## 1 CORPORATE INFORMATION

### 1.1 General information

The Company was incorporated in the Cayman Islands on 9 November 2010 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company's immediate parent is CITIC Securities Overseas Investment Company Limited (the "CITIC Securities Overseas"), a company incorporated in Hong Kong and its ultimate holding company is CITIC Securities Company Limited (the "CITIC Securities"), a company incorporated in the People's Republic of China. The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company is an investment holding company and its subsidiaries are principally engaged in the provision of leveraged foreign exchange and other trading, cash dealing business, and other services.

As at 31 December 2018, 59.03% of the total issued shares of the Company are held by CITIC Securities Overseas, 14.75% of issued shares are held by KVB Kunlun Holdings Limited and the remaining 26.22% of issued shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), unless otherwise stated.

### 1.2 Significant event

Pursuant to subscription agreements entered into by the Company on 25 January 2018, the Company issued convertible bonds with aggregate principal amount of HK\$200,000,000 on 12 February 2018 (the "Issue Date"). The convertible bonds entitled the holders to convert them into ordinary shares of the Company at the conversion price of HK\$0.613 (the "Conversion Price") per share of the Company at any time from the day following one year from the Issue Date up to the fifth business day immediately before the second anniversary of the Issue Date (the "Maturity Date") and bear interest at 7.5% per annum. Unless previously redeemed, converted or cancelled, the Company has to redeem the convertible bonds on Maturity Date at 100% of the outstanding principal amount, together with accrued interest, if any. See Note 22.

## 1 公司資料

### 1.1 一般資料

本公司於二零一零年十一月九日根據開曼群島公司法第22章（經綜合及修訂的一九六一年第三號法例）於開曼群島註冊成立為獲豁免有限公司。本公司之直接母公司為中信証券海外投資有限公司（「中信証券海外」），一家於香港註冊成立之公司，其最終控股公司為中信証券股份有限公司（「中信証券」），一家於中華人民共和國註冊成立之公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司為一間投資控股公司，其附屬公司主要從事提供槓桿式外匯交易及其他交易、現金交易業務及其他服務。

於二零一八年十二月三十一日，本公司已發行股份總數之59.03%由中信証券海外持有、14.75%已發行股份由KVB Kunlun Holdings Limited持有，而餘下26.22%已發行股份於香港聯合交易所有限公司（「聯交所」）主板上市。

除非另有說明，綜合財務報表以港元（「港元」）呈列。

### 1.2 重大事件

根據本公司於二零一八年一月二十五日訂立之認購協議，本公司已於二零一八年二月十二日（「發行日期」）發行本金總額為200,000,000港元之可換股債券。可換股債券賦予持有人權利可於發行日期起計一年後翌日起至緊接發行日期起計滿兩週年前第五個營業日（「到期日」）止期間隨時按換股價每股0.613港元（「換股價」）轉換為本公司之普通股，年利率為7.5%。除非提前贖回、轉換或註銷，本公司須於到期日按未償還本金額之100%連同應計利息（如有）贖回可換股債券。見附註22。

**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

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

**2.1 Basis of preparation**

The consolidated financial statements of the Company and its subsidiaries (together the “Group”) have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) and applicable requirements of the Hong Kong Companies Ordinance (Chapter 622). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss, which are carried at fair value.

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

**2 重要會計政策概要**

編製該等綜合財務報表所採用的主要會計政策載列如下。除另有說明外，該等政策一直適用於所有呈列年度。

**2.1 編製基準**

本公司及其附屬公司（統稱「本集團」）的綜合財務報表乃根據所有適用香港財務報告準則（「香港財務報告準則」）及香港公司條例（第622章）之適用規定編製。綜合財務報表乃按歷史成本法編製，並經重估按公允值計入損益的金融資產及金融負債（包括衍生工具）所修訂，以公允值列賬。

編製符合香港財務報告準則規定的財務報表須採用若干關鍵會計估計。管理層在應用本集團的會計政策時須作出其判斷。涉及高度判斷或複雜性的範圍，或假設及估計對財務報表而言屬重大的範圍，在附註4內披露。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.1 Basis of preparation (continued)

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

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2018:

- HKFRS 9 *Financial Instruments*;
- HKFRS 15 *Revenue from Contracts with Customer*;
- Classification and Measurement of Share-based Payments Transactions – Amendments to HKFRS 2;
- Annual improvements 2014-2016 cycle; and
- Interpretation 22 Foreign Currency Transactions and Advanced Consideration.

The impact of adoption of HKFRS 9 is set out in Note 2.2 and all other standards and amendments listed above did not have material impact on the amounts recognised in prior periods and are not expected to significantly affect the current and future periods.

## 2 重要會計政策概要(續)

### 2.1 編製基準(續)

#### (a) 本集團採納的新訂及經修訂準則

本集團已於二零一八年一月一日開始之年度報告期間首次應用下列準則及修訂本：

- 香港財務報告準則第9號「金融資產」；
- 香港財務報告準則第15號「客戶合約收入」；
- 以股份為基礎支付的交易的分類及計量－香港財務報告準則第2號(修訂本)；
- 二零一四年至二零一六年週期之年度改進；及
- 詮釋第22號外幣交易及預付代價。

採納香港財務報告準則第9號之影響載於附註2.2，而上述所有其他準則及修訂本對過往期間確認的金額並無重大影響，亦預期不會對本期間及未來期間產生重大影響。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.1 Basis of preparation (continued)

#### (b) New standards and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2018 reporting periods and have not been early adopted by the Group. The Group's assessment of the impact of these new standards and interpretations is set out below.

HKFRS 16, 'Leases', was issued in January 2016. It will result in almost all leases being recognised on the balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases. The accounting for lessors will not significantly change. The standard will affect primarily the accounting for Group's operating leases. At 31 December 2018, the Group had non-cancellable operating lease commitments of HK\$37.4 million (2017: HK\$19.2 million), see Note 31.

## 2 重要會計政策概要(續)

### 2.1 編製基準(續)

#### (b) 尚未採納的新準則及詮釋

多項新訂會計準則及詮釋已頒佈但於二零一八年十二月三十一日報告期間並未強制生效及本集團並無提早採納。本集團對該等新準則及詮釋的影響評估載列於下文。

香港財務報告準則第16號「租賃」已於二零一六年一月發佈。由於對經營租賃和融資租賃的計量劃分已經刪除，這將會導致幾乎所有租賃須於資產負債表內確認。根據新準則，資產（租賃項目的使用權）和支付租金的金融負債須確認入賬。豁免僅適用於短期和低價值租賃。出租人的會計處理將不會有重大變動。該準則將主要影響本集團經營租賃的會計處理。於二零一八年十二月三十一日，本集團有不可撤銷經營租賃承擔37,400,000港元（二零一七年：19,200,000港元），見附註31。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.1 Basis of preparation (continued)

#### (b) New standards and interpretations not yet adopted (continued)

The Group does not expect the adoption of HKFRS 16 as compared with the current accounting policy would result in a significant impact on the Group's results and it is expected that right of use asset and lease liabilities of these lease commitments will be required to be recognised in the consolidated balance sheet. The Group will apply the standard from its mandatory adoption date of 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. Right-of-use assets for property leases will be measured on transition as if the new rules had always been applied. All other right-of-use assets will be measured at the amount of the lease liability on adoption (adjusted for any prepaid or accrued lease expenses).

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

## 2 重要會計政策概要(續)

### 2.1 編製基準(續)

#### (b) 尚未採納的新準則及詮釋(續)

本集團預期，與現行會計政策比較，採納香港財務報告準則第16號將不會對本集團業績產生重大影響，且預期該等租賃承擔之資產使用權及租賃負債將須於綜合資產負債表中確認。本集團將於準則於二零一九年一月一日強制採納日期應用準則。本集團擬應用簡化過渡法且不會就首次採納前之年度重列比較數字。物業租賃使用權資產將於過渡時計量，猶如已一直應用新規則。所有其他使用權資產將於採用時按租賃負債的金額計量（經任何預付或應付租賃開支調整）。

概無尚未生效且預期對本集團於目前或未來報告期間及對可見未來交易造成重大影響的其他準則。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.2 Impact of adoption of HKFRS 9

This note explains the impact of the adoption of HKFRS 9 Financial Instruments on the Group's financial statements.

#### (a) Adoption of 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 adoption of HKFRS 9 Financial Instruments from 1 January 2018 resulted in changes in accounting policies and adjustments to the amounts recognised in the financial statements. The new accounting policies are set out in Note 2.9 below.

##### (i) Classification and measurement

On 1 January 2018 (the date of initial application of HKFRS 9), the Group's management has assessed which business models apply to the financial assets held by the Group and has classified its financial instruments into the appropriate HKFRS 9 categories.

## 2 重要會計政策概要(續)

### 2.2 採納香港財務報告準則第9號之影響

本附註解釋採納香港財務報告準則第9號金融工具對本集團財務報表之影響。

#### (a) 採納香港財務報告準則第9號金融工具

香港財務報告準則第9號取代香港會計準則第39號有關金融資產及金融負債的確認、分類及計量、終止確認金融工具、金融資產減值及對沖會計的條文。

由二零一八年一月一日起採納香港財務報告準則第9號金融工具導致會計政策變動及財務報表確認的款項有所調整。新會計政策載列於下文附註2.9。

##### (i) 分類及計量

於二零一八年一月一日(首次應用香港財務報告準則第9號的日期)，本集團管理層已評估本集團所持有的金融資產適用的業務模式，並將其金融工具劃分至適當的香港財務報告準則第9號類別。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.2 Impact of adoption of HKFRS 9 (continued)

#### (a) Adoption of HKFRS 9 Financial Instruments (continued)

##### (i) Classification and measurement (continued)

On the date of initial application, 1 January 2018, the financial instruments of the Group were as follows, with any reclassifications noted:

		Measurement category 計量類別		Carrying amount 賬面值		
		Original (HKAS 39) 原有(香港會計 準則第39號)	New (HKFRS 9) 新訂(香港財務 報告準則第9號)	Original	Remeasurement <sup>#Note</sup>	New
				原有 HK\$'000 千港元	重新計量 <sup>#註</sup> HK\$'000 千港元	新訂 HK\$'000 千港元
<b>Current financial assets</b>	<b>非流動金融資產</b>					
Other receivables and deposits	其他應收款項 及按金	Amortised cost 攤銷成本	Amortised cost 攤銷成本	5,863	(40)	5,823
Derivative financial instruments	衍生金融工具	FVPL <sup>(1)</sup> 按公允值計入損益 <sup>(1)</sup>	FVPL 按公允值計入損益	139,567	-	139,567
Balance due from agents	應收代理結餘	Amortised cost 攤銷成本	Amortised cost 攤銷成本	88,551	(574)	87,977
Cash and bank balances and client trust bank balances	現金及銀行結餘以及 客戶信託銀行結餘	Amortised cost 攤銷成本	Amortised cost 攤銷成本	1,104,050	(426)	1,103,624
<b>Current financial liabilities</b>	<b>流動金融負債</b>					
Finance lease obligations	融資租賃承擔	Amortised cost 攤銷成本	Amortised cost 攤銷成本	47	-	47
Other payables	其他應付款項	Amortised cost 攤銷成本	Amortised cost 攤銷成本	41,452	-	41,452
Derivative financial instruments	衍生金融工具	FVPL 按公允值計入損益	FVPL 按公允值計入損益	30,646	-	30,646
Clients' balances	客戶結餘	Amortised cost 攤銷成本	Amortised cost 攤銷成本	331,731	-	331,731
<b>Non-current financial liability</b>	<b>非流動金融負債</b>					
Finance lease obligations	融資租賃承擔	Amortised cost 攤銷成本	Amortised cost 攤銷成本	205	-	205

(1) FVPL – Financial assets/liabilities measured at fair value through profit or loss

Note: The remeasurement efforts are due to the change of impairment provision by adoption of HKFRS 9.

## 2 重要會計政策概要(續)

### 2.2 採納香港財務報告準則第9號之影響(續)

#### (a) 採納香港財務報告準則第9號金融工具(續)

##### (i) 分類及計量(續)

於首次應用日期二零一八年一月一日，本集團的金融工具如下，任何重新分類均有註明：

(1) 按公允值計入損益—按公允值計入損益計量之金融資產／負債

附註：重新計量之影響乃由於採納香港財務報告準則第9號導致減值撥備變動。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.2 Impact of adoption of HKFRS 9 (continued)

#### (a) Adoption of HKFRS 9 Financial Instruments (continued)

##### (ii) Impairment of financial assets

The Group has three types of financial assets that are subject to HKFRS 9 expected credit loss assessment:

- Cash and bank balances and client trust bank balances
- Balances due from agents
- Other receivables and deposits

The Group was required to revise its impairment model under HKFRS 9 for each of these classes of assets. HKFRS 9 replaces the incurred loss model in HKAS 39 with the expected credit loss ("ECL") model. A 12-month expected credit loss allowance of HK\$1,040,000 was made on 1 January 2018. There was no material change in the amount of expected credit loss allowance for the year ended 31 December 2018.

## 2 重要會計政策概要(續)

### 2.2 採納香港財務報告準則第9號之影響(續)

#### (a) 採納香港財務報告準則第9號金融工具(續)

##### (ii) 金融資產減值

本集團有三類型適用於香港財務報告準則第9號預期信貸虧損評估的金融資產：

- 現金及銀行結餘以及客戶信託銀行結餘
- 應收代理結餘
- 其他應收款項及按金

本集團須就各該等類別資產根據香港財務報告準則第9號修訂其減值模式。香港財務報告準則第9號以預期信貸虧損(「預期信貸虧損」)模式取代香港會計準則第39號的「已產生虧損」模式。已於二零一八年一月一日作出12個月的預期信貸虧損撥備1,040,000港元。截至二零一八年十二月三十一日止年度之預期信貸虧損撥備金額並無重大變動。

**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

**2 重要會計政策概要** (續)

**2.2 Impact of adoption of HKFRS 9** (continued)

**2.2 採納香港財務報告準則第9號之影響** (續)

**(a) Adoption of HKFRS 9 Financial Instruments**  
(continued)

**(a) 採納香港財務報告準則第9號金融工具** (續)

(iii) *Impact on the consolidated financial statements*

(iii) *對綜合財務報表之影響*

In accordance with the transitional provisions in HKFRS 9 (7.2.15) and (7.2.26), comparative figures have not been restated. The adjustments were recognised in the opening consolidated balance sheet on 1 January 2018. The following table shows the adjustments recognised for each individual line items. Line items that were not affected by the changes have not been included, and therefore the line items disclosed do not add up to the sub-totals and total below.

根據香港財務報告準則第9號(7.2.15)及(7.2.26)的過渡條文，並無重列比較數字。有關調整已於二零一八年一月一日之年初綜合資產負債表確認。下列顯示各個別項目所確認之調整，不受變動影響之項目並無包括在內，因此表中所披露之個別項目相加後不等於下表所示之小計及總計數字。

Consolidated balance sheet (extract)	綜合資產負債表(摘錄)	31 December 2017 As originally presented 於二零一七年 十二月三十一日 原先呈列 HK\$'000 千港元	Impact of adoption of HKFRS 9 (Note 2.2(a)(i)) 採納香港財務 報告準則第9號 之影響 (附註2.2(a)(i)) HK\$'000 千港元	1 January 2018 Restated 二零一八年 一月一日 經重列 HK\$'000 千港元
ASSETS	資產			
Current assets	流動資產			
Other receivables, prepayment and deposits	其他應收款項、 預付款項及按金	11,824	(40)	11,784
Balances due from agents	應收代理結餘	88,551	(574)	87,977
Cash and bank balances and client trust bank balances	現金及銀行結餘以及 客戶信託銀行結餘	1,104,050	(426)	1,103,624
Total assets	資產總值	1,400,785	(1,040)	1,399,745
EQUITY AND LIABILITIES	權益及負債			
Equity	權益			
Retained earnings	保留盈利	161,704	(1,040)	160,664
Total equity	權益總額	547,227	(1,040)	546,187



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.3 Subsidiaries

#### 2.3.1 Consolidation

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

The Group applies the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

## 2 重要會計政策概要(續)

### 2.3 附屬公司

#### 2.3.1 綜合賬目

附屬公司是本集團擁有控制權的全部實體(包括結構實體)。本集團對實體的控制權體現為自實體投資錄得可變回報的風險或權利,並擁有對實體行使權力以影響該等回報金額的能力。附屬公司的賬目自其控制權轉移至本集團之日起全面列入綜合賬目,並於本集團失去其控制權時停止綜合入賬。

本集團採用收購法將業務合併入賬。收購一家附屬公司轉讓的代價為所轉讓資產、所產生的負債及本集團發行的股本權益的公允值。所轉讓的代價包括或然代價安排所產生的任何資產或負債的公允值。

收購相關成本於產生時支銷。

在業務合併中所收購的可識別資產以及所承擔的負債及或然負債,初步以其於收購日期的公允值計量。本集團按逐項收購基準,以公允值或按非控股權益所佔被收購方資產淨值比例確認於被收購方的任何非控股權益。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.3 Subsidiaries (continued)

#### 2.3.1 Consolidation (continued)

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the statement of comprehensive income.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

#### 2.3.2 Separate financial statements

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

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

## 2 重要會計政策概要(續)

### 2.3 附屬公司(續)

#### 2.3.1 綜合賬目(續)

所轉撥代價、於被收購方的任何非控制性權益金額以及於被收購方的任何先前股權於收購日期的公允值超過本集團應佔所收購可識別淨資產公允值的差額列作商譽。就議價購買而言，倘該差額低於所購入附屬公司的淨資產公允值，則直接在全面收益表中確認有關差額。

公司間的交易、集團公司間的交易結餘及未變現收益予以對銷。未變現虧損亦予以對銷，除非有關交易證明轉撥資產出現減值。附屬公司的會計政策已經變更(倘需要)，以確保與本集團採納的政策相一致。

#### 2.3.2 獨立財務報表

於附屬公司之投資按成本減減值入賬。成本包括投資之直接應佔成本。附屬公司之業績在本公司賬目內按已收及應收股息入賬。

倘自附屬公司收取之股息超出宣派股息期間該附屬公司之全面收益總額，或倘獨立財務報表之投資賬面值超出綜合財務報表所示被投資公司之資產淨值(包括商譽)之賬面值，則須對該等附屬公司之投資進行減值測試。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is the person or group that allocates resources to and assesses the performance of the operating segments of an entity. The Group has determined the executive directors and senior management as its chief operating decision maker.

### 2.5 Foreign currency translation

#### (a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency").

The consolidated financial statements are presented in HK\$, which is the Company's functional and the Group's presentation currency.

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income.

## 2 重要會計政策概要(續)

### 2.4 分部報告

經營分部的報告方式與提供予主要營運決策人的內部報告方式一致。主要營運決策人為向實體分配資源及評估實體經營分部表現的人士或集團。本集團已釐定執行董事及高級管理層作為其主要營運決策人。

### 2.5 外幣兌換

#### (a) 功能及呈列貨幣

本集團各實體的財務報表所載項目均以有關實體營運的主要經濟環境所用貨幣(「功能貨幣」)計量。

綜合財務報表以本公司的功能及本集團的呈列貨幣港元呈列。

#### (b) 交易及結餘

外幣交易按交易當日或項目重新計量的估值日期的通行匯率換算為功能貨幣。因該等交易結算及按年結時匯率換算以外幣計值的貨幣資產及負債而產生的外匯盈虧均於綜合全面收益表確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.5 Foreign currency translation (continued)

#### (c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each consolidated statements of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

## 2 重要會計政策概要(續)

### 2.5 外幣兌換(續)

#### (c) 集團公司

本集團旗下所有功能貨幣與呈列貨幣不同的實體(均非使用超高通脹地區的貨幣)的業績及財務狀況按以下方式換算為呈列貨幣：

- (i) 各資產負債表所呈列的資產及負債按結算日的收市匯率換算；
- (ii) 各綜合全面收益表的收支按平均匯率(除非此平均值並非該等交易日期通行匯率累計影響的合理約數，在此情況下，收支於交易日期換算)換算；及
- (iii) 所有產生的匯兌差額於其他全面收益內確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.6 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or are 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 charged to the profit or loss during the financial period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Leasehold improvements	10 years or over the lease term, whichever is shorter
Computer equipment	3 to 5 years
Furniture, fixtures and equipment	3 to 5 years
Motor vehicles	3 to 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. Assets that are subject to depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use.

Gains and losses on disposals are determined by comparing proceeds with carrying amounts. These are included in 'other income' in the consolidated statement of comprehensive income.

## 2 重要會計政策概要(續)

### 2.6 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊及減值(如有)列賬。歷史成本包括收購項目直接應佔開支。

僅當與該項目有關的未來經濟利益很可能流入本集團，而且該項目的成本能可靠計量時，其後成本方可列入資產的賬面值內或確認為獨立資產(如適用)。所有其他維修及保養均於其產生的財政期間於損益表扣除。

物業、廠房及設備於以下估計使用年期採用直線法將成本分配至剩餘價值計算折舊：

租賃物業裝修	十年或租期(以較短期間為準)
電腦設備	三至五年
傢俱、裝置及設備	三至五年
汽車	三至五年

資產的剩餘價值及使用年期於各結算日檢討，並在適當情況下作出調整。當有事件出現或情況改變而顯示賬面值不可回收時，本集團就是否存在減值對資產(受折舊所規限)進行檢討。倘資產的賬面值高於其估計可收回金額，則其賬面值即時撇減至其可收回金額。可收回金額為資產的公允值減銷售成本與使用價值兩者中較高者。

出售時的盈虧乃透過比較所得款項與賬面值而釐定，並計入綜合全面收益表內的「其他收入」。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.7 Intangible assets

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic lives (3 to 5 years) and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each balance sheet date.

Intangible assets with indefinite useful lives are tested for impairment annually. Such intangible assets are not amortised. The useful lives of intangible assets with indefinite lives are reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

### 2.8 Impairment of non-financial assets

Assets that have indefinite useful lives are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each balance sheet date.

## 2 重要會計政策概要(續)

### 2.7 無形資產

無形資產的使用年期可評估為有限或無限。年期有限的無形資產於可使用經濟年期(三至五年)內攤銷，並評估是否有跡象顯示無形資產可能出現減值。使用年期有限的無形資產的攤銷期及攤銷方法最少於各結算日檢討一次。

無限可用年期的無形資產於每年進行減值測試。該等無形資產不予攤銷。無限可用年期的無形資產的使用年期每年進行檢討以釐定無限可用年期評估是否仍然適用。倘不適用，則對可使用年期從無限評定為有限的變動按預期基準入賬。

### 2.8 非金融資產的減值

無限使用年期的資產毋須攤銷，並每年進行減值測試。每當有事件發生或情況出現轉變，顯示須作出攤銷的資產不可按賬面值收回時，則會審閱有關減值情況。減值虧損按資產賬面值超出其可收回金額的金額確認。可收回金額為資產公允值減銷售成本與使用價值兩者中的較高者。於評估減值時，資產按可獨立識別現金流入(其大致上獨立於其他資產或資產組別的現金流入)(現金產生單位)的最低水平劃分組別。除商譽外，錄得減值的非金融資產於各結算日審閱減值可否撥回。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.9 Financial assets

#### 2.9.1 Classification

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

- those to be measured subsequently at fair value (either through profit or loss or through other comprehensive income), 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.

The group reclassifies debt investments when and only when its business model for managing those assets changes.

#### 2.9.2 Recognition and derecognition

Regular purchases and sales of financial assets are recognised on trade-date – the date on which the Group commits to purchase or sell the assets.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

## 2 重要會計政策概要(續)

### 2.9 金融資產

#### 2.9.1 分類

由二零一八年一月一日起，本集團將其金融資產分類為以下計量類別：

- 其後按公允值(透過損益或透過其他全面收益)計量的金融資產，及
- 按攤銷成本計量的金融資產。

該分類取決於管理金融資產的本集團業務模式及現金流量的合約條款。

就按公允值計量的資產而言，收益及虧損將於損益或其他全面收益列賬。

當且僅當本集團管理該等資產的業務模式改變時，方對債務投資進行重新分類。

#### 2.9.2 確認及取消確認

金融資產的常規買賣於交易當日(即本集團承諾購買或出售資產當日)確認。

金融資產於自金融資產收取現金流量的權利屆滿或轉讓且本集團已實質上轉移所有權的一切風險及回報後取消確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.9 Financial assets (continued)

#### 2.9.3 Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss. Gains and losses arising from changes in the fair value of the “financial assets at fair value through profit or loss” category are included directly in consolidated statement of comprehensive income and are reported as “leveraged foreign exchange and other trading income” in the period in which they arise.

Certain financial assets are carried at amortised cost using the effective interest method less impairment if any. The Group’s receivables (including amounts due from group companies) and “cash and cash equivalents” fall under this category. Amounts receivables and amounts due from group companies are measured subsequently at amortised cost using the effective interest rate method. Interest on loans is included in the consolidated statement of comprehensive income and is reported as net interest income.

## 2 重要會計政策概要(續)

### 2.9 金融資產(續)

#### 2.9.3 計量

於初步確認時，本集團按其公允值加（倘金融資產並非按公允值計入損益（按公允值計入損益）計量）收購金融資產直接應佔之交易成本計量金融資產。按公允值計入損益列賬的金融資產的交易成本於損益中支銷。「按公允值計入損益之金融資產」類別之公允值變動所產生之收益及虧損直接計入綜合全面收益表，並於產生期間呈列為「槓桿式外匯及其他交易收入」。

若干金融資產以實際利率法按攤銷成本減去減值（如有）列賬。本集團的應收款項（包括應收集團公司款項）及「現金及現金等價物」屬於此類別。應收款項及應收集團公司款項隨後使用實際利率法按攤銷成本計量。貸款利息計入綜合全面收益表並呈報為利息收入淨額。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.9 Financial assets (continued)

#### 2.9.4 Impairment

From 1 January 2018, the Group assesses on a forward looking basis the expected credit losses 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.

#### 2.9.5 Accounting policies applied until 31 December 2017

The Group has applied HKFRS 9 retrospectively, but has elected not to restate comparative information. As a result, the comparative information provided continues to be accounted for in accordance with the Group's previous accounting policy.

Until 31 December 2017 the Group classifies its financial assets in the following categories:

- financial assets at fair value through profit or loss,
- loans and receivables.

## 2 重要會計政策概要(續)

### 2.9 金融資產(續)

#### 2.9.4 減值

自二零一八年一月一日起，本集團按前瞻性基準評估與其按攤銷成本列賬的金融資產相關的預期信貸虧損。所應用的減值方法取決於信貸風險是否顯著增加。

#### 2.9.5 截至二零一七年十二月三十一日應用的會計政策

本集團已追溯應用香港財務報告準則第9號，但選擇未重列比較資料。因此，比較資料依舊按照與本集團以往相一致的會計政策入賬。

截至二零一七年十二月三十一日，本集團將金融資產按照以下類別進行分類：

- 按公允值計入損益的金融資產，
- 貸款及應收款項。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.9 Financial assets (continued)

#### 2.9.5 Accounting policies applied until 31 December 2017 (continued)

The classification determined on the purpose for which the investments were acquired. Management determined the classification of its investments at initial recognition.

##### Classification

The Group classifies its financial assets in the following categories: financial assets at fair value through profit or loss and loans and receivables. Management determines the classification of its financial assets at initial recognition.

##### (a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if it holds the asset primarily for the purpose of trading and expected to be settled within 12 months; otherwise, they are classified as non-current.

##### (b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the balance sheet date. These are classified as non-current assets.

## 2 重要會計政策概要(續)

### 2.9 金融資產(續)

#### 2.9.5 截至二零一七年十二月三十一日應用的會計政策(續)

分類取決於取得該項投資的目的。管理層於初始確認時釐定其投資分類。

##### 分類

本集團將其金融資產分為以下類別：按公允值計入損益的金融資產以及貸款及應收款項。管理層於初始確認時釐定金融資產的分類。

##### (a) 按公允值計入損益的金融資產

按公允值計入損益的金融資產為持作買賣的金融資產。倘收購金融資產的主要目的為在短期內售出，則該金融資產歸類為此類別。衍生工具亦歸類為持作買賣，惟指定作對沖者除外。倘持有該類資產的主要目的為買賣並預期於十二個月內結清，則此類別資產歸類為流動資產；否則歸類為非流動資產。

##### (b) 貸款及應收款項

貸款及應收款項指具有固定或可確定支付金額且不在活躍市場報價的非衍生金融資產，計入流動資產，惟結算金額或預期結算金額超逾結算日後十二個月者，則歸類為非流動資產。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.9 Financial assets (continued)

#### 2.9.5 Accounting policies applied until 31 December 2017 (continued)

##### *Recognition and measurement*

Regular purchases and sales of financial assets are recognised on trade-date – the date on which the Group commits to purchase or sell the assets.

Financial assets are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the consolidated statement of comprehensive income. Gains and losses arising from changes in the fair value of the “financial assets at fair value through profit or loss” category are included directly in consolidated statement of comprehensive income and are reported as “leveraged foreign exchange and other trading income” in the period in which they arise. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or where the Group has transferred substantially all risks and rewards of ownership.

Loans and receivables are carried at amortised cost using the effective interest method less impairment if any. The Group's receivables (including other receivables and deposits and balances due from agents) and “cash and cash equivalents” fall under this category. The Group's receivables are measured subsequently at amortised cost using the effective interest rate method. Interest on loans is included in the consolidated statement of comprehensive income and is reported as net interest income.

## 2 重要會計政策概要 (續)

### 2.9 金融資產 (續)

#### 2.9.5 截至二零一七年十二月三十一日應用的會計政策 (續)

##### *確認及計量*

金融資產的常規買賣於交易當日 (即本集團承諾購買或出售資產當日) 確認。

就所有未按公允值計入損益的金融資產而言，金融資產最初按公允值另加交易成本確認。按公允值計入損益的金融資產最初按公允值確認，而交易成本則於綜合全面收益表支銷。「按公允值計入損益的金融資產」分類的公允值變動所產生的收益及虧損直接計入綜合全面收益表，並於產生期間呈報為「槓桿式外匯及其他交易收入」。在收取來自金融資產現金流量的權利屆滿或本集團已轉讓所有權的絕大部分風險及回報時，終止確認有關金融資產。

貸款及應收款項以實際利率法按攤銷成本減去減值 (如有) 列賬。本集團的應收款項 (包括其他應收款項及按金以及應收代理結餘) 及「現金及現金等價物」屬於此類別。本集團之應收款項隨後使用實際利率法按攤銷成本計量。貸款利息計入綜合全面收益表並呈報為利息收入淨額。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

### 2.11 Derivative financial instruments

The Group classifies derivatives as financial assets or financial liabilities at fair value through profit or loss at inception. The Group does not classify any derivatives as hedges in a hedging relationship.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair values. Gains or losses arising from changes in the fair values are recognised in the “leveraged foreign exchange and other trading income” in the period in which they arise.

## 2 重要會計政策概要 (續)

### 2.10 抵銷金融工具

當存在一項可依法強制執行的權利可抵銷已確認金額且亦有意以淨額結算或同時變現資產及償付債務，則金融資產及負債均可予抵銷，且將有關淨額列入資產負債表內。法定可執行權利必須不得依賴未來事件而定，而在一般業務過程中以及倘本公司或對手方一旦出現違約、無償債能力或破產時亦必須可強制執行。

### 2.11 衍生金融工具

本集團於開始時將衍生工具分類為按公允值計入損益的金融資產或金融負債。本集團並無將任何衍生工具分類作對沖關係中對沖用途。

衍生工具於訂立衍生工具合約當日初步按公允值確認，其後按公允值重新計量。公允值變動所產生的收益或虧損於其產生期間於「槓桿式外匯及其他交易收入」中確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.12 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, deposits held at call with banks, bank deposits with original maturities of three months or less, and bank overdrafts.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash and cash equivalents available for the disposition of the Group and exclude client trust bank balances, and bank deposits held to secure the banking facilities granted to the Group.

### 2.13 Rental, utility and other deposits

Rental, utility and other deposits held on a long term basis are stated at amortised cost using the effective interest method less impairment if any.

### 2.14 Financial liabilities

Financial liabilities representing other payables are recognised initially at fair value net of transaction costs incurred. Financial liabilities are subsequently stated at amortised cost; any difference between proceeds net of transaction costs and the redemption value is recognised in the profit or loss over the period of the other financial liabilities using the effective interest method. Financial liabilities are derecognised when they are extinguished – that is, when the obligation is discharged, cancelled or expires.

## 2 重要會計政策概要 (續)

### 2.12 現金及現金等價物

現金及現金等價物包括手頭現金、銀行通知存款、原到期日為三個月或以下的銀行存款及銀行透支。

就綜合現金流量表而言，現金及現金等價物為可供本集團處置的現金及現金等價物，不包括客戶信託銀行結餘以及為授予本集團的銀行信貸提供擔保而持有的銀行存款。

### 2.13 租金、公用設施及其他按金

長期持有的租金、公用設施及其他按金按實際利率法以攤銷成本扣減減值(如有)列賬。

### 2.14 金融負債

金融負債(指其他應付款項)最初以公允值確認並扣除所產生的交易成本。金融負債其後以攤銷成本列賬；所得款項(扣除交易成本)與贖回價值之間的差額以實際利率法於其他金融負債期間於損益表內確認。金融負債在所指定的責任解除、註銷或屆滿時終止確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.15 Compound financial instruments

Compound financial instruments issued by the Company comprise convertible bonds that can be converted to share capital at the option of the holder, and the number of shares to be issued does not vary with changes in their fair value.

The derivative component of the convertible bonds is recognised initially at fair value. The liability component is recognised initially at the difference between the fair value of the convertible bonds as a whole and the fair value of the derivative component.

Subsequent to initial recognition, the liability component of compound financial instruments is measured at amortised cost using the effective interest method. The derivative is subsequently measured at fair value through profit or loss and any gains or losses derived from its changes are recognised in the consolidated profit or loss.

### 2.16 Provision

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. When the time value of money is material, provisions are stated at the present value of the expenditure 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 of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

## 2 重要會計政策概要 (續)

### 2.15 複合金融工具

本公司發行的複合金融工具包括可按持有人的選擇轉換為股本的可轉換債券，而將予發行的股份數目不跟隨其公允值而改變。

可換股債券的衍生組成部分初步按公允值確認。負債組成部分初步按可換股債券整體的公允值與衍生組成部分的公允值之間的差額確認。

於初始確認後，複合金融工具的負債組成部分採用實際利率法按攤銷成本計量。衍生工具其後按公允值計入損益計量，而因其變動所產生之任何收益或虧損於綜合損益確認。

### 2.16 撥備

當由於過往事件引致目前出現法定或推定責任，而可能導致日後資源流出以履行責任，並能夠可靠估計責任金額時，則會確認撥備。倘金錢的時間價值重大，撥備會以履行責任預期所需開支的現值列賬。

倘可能毋須流出經濟利益，或金額未能可靠估計，除非流出經濟利益的可能性極低，否則須披露該責任為或然負債。潛在責任的存在僅以發生或不發生一項或多項未來事件確定，除非流出經濟利益的可能性極低，否則亦同時披露為或然負債。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.17 Employee benefits

#### (a) Retirement benefits scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the profit or loss as they become payable in accordance with the rules of the Scheme.

The employees of the Group's subsidiary, which operates in New Zealand, are eligible to participate in KiwiSaver plan on a voluntary basis. This subsidiary is required to contribute certain percentage of its payroll costs to the fund only if employees are making contribution to KiwiSaver plan. The contributions are charged to the profit or loss as they become payable in accordance with the rules of the fund.

The employees of the Group's subsidiary, which operates in Australia, are required to participate in employee superannuation fund. This subsidiary is required to contribute certain percentage of its payroll costs to the fund. The contributions are charged to the profit or loss as they become payable in accordance with the rules of the fund.

The assets of the Scheme and other plans as described above are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the Scheme and other plans.

## 2 重要會計政策概要 (續)

### 2.17 僱員福利

#### (a) 退休福利計劃

本集團根據強制性公積金計劃條例，為所有香港僱員設立界定供款的強制性公積金退休福利計劃（「該計劃」）。根據該計劃的規則，供款按僱員基本薪酬的一定百分比作出，並於支付時在損益中扣除。

本集團紐西蘭附屬公司的僱員均合資格自願參與KiwiSaver計劃。僅當僱員向KiwiSaver計劃作出供款時，該附屬公司須按薪金成本的一定百分比向該基金作出供款。根據該基金的規則，該等供款於應付時在損益中扣除。

本集團澳洲附屬公司的僱員須參與僱員退休基金。該附屬公司須按薪金成本的一定百分比向該基金作出供款。根據該基金的規則，該等供款於應付時在損益中扣除。

該計劃及上文所述其他計劃的資產乃以獨立管理基金方式與本集團的資產分開持有。本集團向該計劃及其他計劃繳納僱主供款時，該等供款即全數歸僱員所有。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.17 Employee benefits (continued)

#### (b) Employee level entitlements

Employee entitlements to annual leave are recognised when they are accrued to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

#### (c) Bonus

The Group recognises a liability and an expense for bonuses, in which the bonus scheme is at the discretion of the Group's directors based on the Group performance that takes into consideration the profit attributable to the Group after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

### 2.18 Share-based payment transactions

#### (a) Equity-settled share-based payment transactions

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

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined with reference to the fair value estimated by external valuer under a valuation model commonly used in the market.

## 2 重要會計政策概要 (續)

### 2.17 僱員福利 (續)

#### (b) 僱員假期權益

僱員的年假權利在僱員享有的有關假期產生時確認。本集團為截至結算日止僱員已提供服務產生的年假的估計負債作出撥備。

#### (c) 花紅

本集團就花紅確認負債及開支，而有關花紅計劃乃本集團董事根據本集團表現酌情制定，並計及於作出若干調整後本集團應佔的溢利。於出現合約責任或過往慣例引致推定責任時，本集團即確認撥備。

### 2.18 以股份支付交易

#### (a) 權益結算股份支付交易

本集團設有一項購股權計劃，為對本集團業務成功作出貢獻之合資格參與者提供鼓勵與獎賞。本集團僱員（包括董事）以股份支付交易之方式收取報酬，而僱員則提供服務作為權益工具之代價（「權益結算交易」）。

與僱員進行權益結算交易之成本乃參考授出購股權當日之公允值計算。公允值乃參考外部估值師根據市場常用估值模型估計公允值釐定。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.18 Share-based payment transactions (continued)

#### (a) Equity-settled share-based payment transactions (continued)

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company ("market conditions"), if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the year in which the service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the "vesting date"). The cumulative expense recognised for equity-settled transactions at each balance sheet date until the vesting date reflects the extent to which the vesting year has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the profit or loss for a year represents the movement in the cumulative expense recognised as at the beginning and end of that year.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly transaction costs are credited to share capital.

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

## 2 重要會計政策概要 (續)

### 2.18 以股份支付交易 (續)

#### (a) 權益結算股份支付交易 (續)

在評估權益結算交易時，除與本公司股價相關之條件（「市場條件」）（如適用）外，並不考慮任何表現條件。

權益結算交易之成本，連同權益相應增加部分，在服務條件獲得履行之年度（於有關僱員完全有權獲得授予之日（「歸屬日期」）結束）內確認。在歸屬日期前，每個結算日確認之權益結算交易之累積開支，反映歸屬年度已到期部分及本集團對最終將會歸屬之權益工具數目之最佳估計。本年度在損益內扣除或進賬，乃反映累積開支於年初與年終確認之變動。

本公司於購股權獲行使時發行新股份。已收所得款項（扣除任何直接交易成本），乃計入股本。

倘股本結算獎勵之條款已修改，則須確認一項最少支出，尤如有關條件並無修改。此外，會就任何修改確認支出，使股份支付的安排總公允值增加，或另行對僱員有所裨益，猶如修訂日期所計量者。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.18 Share-based payment transactions (continued)

#### (a) Equity-settled share-based payment transactions (continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

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

#### (b) Share-based payment transaction among group entities

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting periods an increase to investment in subsidiaries undertakings, with a corresponding credit to equity in the parent entity accounts.

## 2 重要會計政策概要 (續)

### 2.18 以股份支付交易 (續)

#### (a) 權益結算股份支付交易 (續)

倘若權益結算獎勵被註銷，應被視為已於註銷日期歸屬，任何尚未確認之獎勵開支，均應立刻確認。然而，若授予新獎勵代替已註銷之獎勵，並於授出日期指定為替代獎勵，則已註銷之獎勵及新獎勵，均應被視為原獎勵之變更，一如前段所述。

計算每股盈利時，未行使購股權之攤薄效應，反映為額外股份攤薄。

#### (b) 集團實體間股份支付交易

本公司向本集團附屬公司的僱員授予其股本工具的購股權，被視為資本投入。所獲得僱員服務的公允值乃參考授出日期的公允值計量，於歸屬期內確認為增加對附屬公司的投資，並相應計入母公司實體賬目內的權益。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.19 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Dividend on ordinary shares is recognised as a liability in the consolidated financial statements in the period in which it is approved by the shareholders or directors where appropriate.

### 2.20 Income tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the profit of loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

#### (a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Group's subsidiaries operate and generate taxable income. Management periodically evaluates position taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

## 2 重要會計政策概要 (續)

### 2.19 股本

普通股被分類為權益。直接歸屬於發行新股或購股權的新增成本於扣除稅項後在權益中列為所得款項減少。

普通股股息於獲股東或董事（如適用）批准期間於綜合財務報表內確認為負債。

### 2.20 所得稅

年內稅項支出包括即期及遞延稅項。稅項在損益確認，惟倘與在其他全面收益確認或直接在權益確認的項目相關的情況除外。在該情況下，稅項亦分別在其他全面收益或直接在權益確認。

#### (a) 即期所得稅

即期所得稅支出根據本集團附屬公司營運及產生應課稅收入的國家於結算日已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.20 Income tax (continued)

#### (b) Deferred income tax

Deferred income tax is recognised in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary difference can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

## 2 重要會計政策概要 (續)

### 2.20 所得稅 (續)

#### (b) 遞延所得稅

遞延所得稅採用負債法，就資產及負債的計稅基準與資產及負債於綜合財務報表的賬面值之間產生的暫時性差額予以全數確認。遞延所得稅採用在結算日前已頒佈或實質頒佈，並在有關的遞延所得稅資產變現或遞延所得稅負債結算時預期將會適用的稅率（及法例）而釐定。

遞延所得稅資產僅於可能有未來應課稅溢利將可用作抵銷暫時性差額時確認。

遞延所得稅按於附屬公司的投資所產生的暫時性差額作出撥備，惟倘遞延所得稅負債撥回暫時性差額的時間由本集團控制，而在可見將來不大可能撥回暫時性差額則除外。

當有法定可執行權力將即期稅項資產與即期稅項負債抵銷，且遞延所得稅資產及負債涉及由同一稅務機關向應課稅實體或有意以淨額基準結算結餘的不同應課稅實體徵收所得稅，則可將遞延所得稅資產與負債互相抵銷。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.21 Goods and Services Tax ("GST")

The financial statements have been prepared so that expenses/costs are stated inclusive of GST, where appropriate. The Group is not a registered person in term of the Goods and Services Tax Act 1985 in New Zealand.

### 2.22 Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (i) fees and commission income, when the services have been rendered;
- (ii) management fees income, when the services have been rendered; and
- (iii) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

### 2.23 Cash dealing income

Unleveraged cash dealing services are provided to corporate clients, in particular, those clients engaged in money changing business for the purpose of hedging their cash positions and meeting settlement obligations. The Group is rewarded by the spread between the price quoted to our clients and the price offered by our market makers. Cash dealing income is recognised when cash dealing transactions have been completed by market makers with reference to prevailing exchange rate.

## 2 重要會計政策概要 (續)

### 2.21 商品及服務稅 (「商品及服務稅」)

財務報表已編製以使開支／成本列賬時包括商品及服務稅 (如適用)。就紐西蘭一九八五年商品及服務稅法而言，本集團並非註冊人。

### 2.22 收入確認

收入於經濟利益有可能流入本集團及收入能可靠計量時確認，基準如下：

- (i) 費用及佣金收入，於提供服務時確認；
- (ii) 管理費收入，於提供服務時確認；及
- (iii) 利息收入，按應計基準以實際利率法確認，方法為於金融工具的預計年期將估計未來現金收入按利率折現至金融資產賬面淨值。

### 2.23 現金交易收入

本集團向公司客戶提供非槓桿式現金交易服務，尤其是該等為對沖彼等現金頭寸及履行結算責任而參與貨幣兌換業務的客戶。本集團從給予客戶的報價與本集團市場莊家提供的價格中賺取差價。現金交易收入於市場莊家完成交易時並參考現行匯率確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.24 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor), are charged to the profit or loss on a straight-line basis over the period of the lease.

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the lower of the fair value of the leased property and the present value of the minimum lease payments.

The corresponding rental obligations, net of finance charges, are included in finance lease obligation. Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in non-current liabilities. The interest element of the finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the asset's useful life and the lease term.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases (Note 31). Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

## 2 重要會計政策概要 (續)

### 2.24 租賃

出租人保留所有權的主要風險及回報的租賃歸類為經營租賃。根據經營租賃支付的款項(扣除出租人給予的任何優惠)，按直線基準於租賃期間內於損益扣除。

本集團出租若干物業、廠房及設備。本集團擁有幾乎全部所有權的風險及回報的物業、廠房及設備的租賃歸類為融資租賃。融資租賃於租賃開始時按租賃物業的公允值與最低租賃付款現值兩者的較低者撥充資本。

相應的租金責任在扣除融資開支後，計入融資租賃承擔。每項租賃付款在負債及融資開支間分攤。相應的租金債務在扣除融資開支後計入非流動負債。融資成本的利息部分按租賃期在損益中扣除，以對各期間餘下負債結餘產生常數定期利息比率。根據融資租賃購入的物業、廠房及設備按資產的使用年期與租期兩者的較短者折舊。

所有權的主要風險及回報並無轉移至本集團(作為承租人)的租賃歸類為經營租賃(附註31)。根據經營租賃支付的款項(扣除出租人給予的任何優惠)，按直線基準於租賃期間內於損益扣除。

### 3 FINANCIAL RISK MANAGEMENT

Risk is inherent in the financial service business and sound risk management is a cornerstone of prudent and successful financial practice. The Group acknowledges that a balance must be achieved between risks, control and business growth. The principal financial risks inherent in the Group's business are credit risk, market risk (including interest rate risk and foreign currency risk) and liquidity risk. The Group's overall risk management objective is to enhance shareholder value while retaining exposure within acceptable thresholds in response to changes in markets. The Group has a robust risk management system in place to identify, analyse, assess and manage risks.

The Group's risk management is carried out by the Group Risk Department under policies approved by the Group audit, risk and compliance committee. The Group Risk Department provides written principles for overall risk management, as well as written policies covering specific areas, such as mitigating credit risk, market risk, liquidity risk, capital management risk and risk limits setting and monitoring.

The policies for managing each of these risks are summarised below:

### 3 財務風險管理

金融服務業本身存在風險，因此訂立妥善的風險管理制度，乃企業審慎而成功的做法。本集團知悉風險、控制及業務發展之間須達致平衡。本集團的業務存在的主要金融風險為信貸風險、市場風險（包括利率風險及外匯風險）及流動性風險。本集團的全面風險管理目標為於應對市場變動時，將所面對的風險局限於可接受水平內之餘，同時致力提高股東價值。本集團已建立完善的風險管理系統以識別、分析、評估及管理風險。

本集團風險部根據本集團審核、風險及合規委員會批准的政策管理本集團風險。本集團風險部就全面風險管理制定書面原則，並就涵蓋如降低信貸風險、市場風險、流動性風險、資本管理風險以及設定及監控風險限額等特定範疇制定書面政策。

管理該等風險各自的政策概述如下：

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group is exposed to credit risk from bank balances, balances due from agents, derivative financial instruments and other receivables and deposits. After evaluating the clients' risk profiles, the Group sets stop-out levels to the clients. Once their equity drops to the stop-out level the Group's trading system will automatically liquidate the client's positions. Without taking into account any collateral held or other credit enhancements, the maximum exposure to credit risk is the carrying amounts of these assets. The Group monitors the credit risk exposure of the balances on a regular basis, taking into account the financial position and past experience. The Group did not experience any losses from non-performance by the counterparties. The balances due from agents have no defaults in the past.

The Group's bank deposits are held with banks and balances due from agents are held with major financial institutions and Tianjin Precious Metals Exchange Limited ("TPME"). Management reviews the banks and financial institutions' creditworthiness on a regular basis. The banks and financial institutions are of high credit quality and substantially with a rating of grade A or with long established relationships. The Group is also subject to credit risk relating to balance due from TPME, a recognised investment exchange under the Tianjin Municipal People's Government and a related party of the Group. The credit risk relating to the balance is treated as any other receivables in the normal course of business. The Group assessed its credit risk exposure as insignificant as at 31 December 2018.

### 3 財務風險管理 (續)

#### 3.1 信貸風險

信貸風險指對手方在其合約責任的失責以致本集團蒙受財務損失的風險。本集團就銀行結餘、應收代理結餘、衍生金融工具以及其他應收款項及按金承受信貸風險。於評估客戶風險狀況後，本集團為客戶設立強制平倉水平。一旦其淨值跌至強制平倉水平，本集團交易系統將自動為客戶平倉。在未計及所持任何抵押品或其他信貸提升情況下，承受的最高信貸風險乃該等資產的賬面值。本集團會定期監察餘額之信貸風險，並考慮財務狀況及過往經驗。本集團並無因對手方未能履約而承受任何虧損。應收代理結餘於過往並無拖欠款項。

本集團銀行存款由銀行持有，而應收代理結餘由重要金融機構及天津貴金屬交易所有限公司（「天津金屬交易所」）持有。管理層定期審閱銀行及金融機構的信譽。銀行及金融機構具有高信貸質素，大部分評級均為A級或與本集團已建立長期合作關係。本集團亦面對有關應收天津貴金屬交易所結餘的信貸風險，天津貴金屬交易所為天津市人民政府的認可投資交易所及本集團之關聯方。結餘相關的信貸風險被視為於日常業務過程中之任何其他應收款項。於二零一八年十二月三十一日，本集團評估其所承受之信貸風險並不重大。

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Credit risk (continued)

##### (a) Impairment of financial assets

The Group has three types of financial assets that are subject to HKFRS 9 expected credit loss assessment:

- Cash and bank balances and client trust bank balances;
- Balances due from agents; and
- Other receivables and deposits.

The Group measures loss allowances for these financial assets at an amount equal to 12-month expected credit losses, which is an estimate of losses that the Group expects will result from a credit event, such as a payment default.

To measure the expected credit losses, the Group determines the expected loss rates based on the credit default rates of the debtors of these financial assets with reference to the corresponding credit ratings from internationally renowned credit rating agencies. These rates are further adjusted to reflect the possible changes in the current and forwarding looking macroeconomic factors which may result in different default behavior and credit risks of the debtors. At each reporting date, the credit default rates are updated and changes in the forward-looking estimates are analysed.

As at 31 December 2018, the 12-month ECL calculated by the Group is not material and there has been no significant increase in credit risk since initial recognition.

### 3 財務風險管理 (續)

#### 3.1 信貸風險 (續)

##### (a) 金融資產減值

本集團有三類適用於香港財務報告準則第9號預期信貸虧損評估之金融資產：

- 現金及銀行結餘以及客戶信託銀行結餘；
- 應收代理結餘；及
- 其他應收款項及按金。

本集團按相等於12個月的預期信貸虧損計量該等金融資產之虧損撥備，即本集團預期因信貸事件（如拖欠付款）而產生的估計虧損。

為計量預期信貸虧損，本集團根據該等金融資產之債務人之信貸違約率，參考國際知名信貸評級機構提供的相應信貸評級釐定預期虧損率。該等比率會進一步調整以反映當前及前瞻宏觀經濟因素的可能變化，該等因素可能導致債務人的不同違約行為及信貸風險。在各報告日期，已更新信貸違約率並分析前瞻性估計的變動。

於二零一八年十二月三十一日，本集團所計算之12個月的預期信貸虧損並不重大，自初始確認以來信貸風險並無顯著增加。

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Credit risk (continued)

##### (a) Impairment of financial assets (continued)

The movement in the provision for expected credit loss account in respect of Cash and bank balances and client trust bank balances, balances due from agents and other receivables and deposits during the year is as follows:

Consolidated balance sheet (extract)	綜合資產負債表(摘錄)	Cash and bank balances and client trust bank balances 現金及銀行結餘以及客戶信託銀行結餘 HK\$'000 千港元	Balances due from agents 應收代理結餘 HK\$'000 千港元	Other receivables and deposits 其他應收款項及按金 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2017 and 31 January 2017 under HKAS 39	根據香港會計準則第39號於二零一七年一月一日及二零一七年一月三十一日結餘	-	-	-	-
Impact on initial adoption of HKFRS 9 (Note 2.2(a)(i))	初始採納香港財務報告準則第9號之影響(附註2.2(a)(i))	426	574	40	1,040
Balance at 1 January 2018	於二零一八年一月一日結餘	426	574	40	1,040
Impairment losses recognised during the year	年內已確認減值虧損	-	-	-	-
Balance at 31 December 2018	於二零一八年十二月三十一日結餘	426	574	40	1,040

### 3 財務風險管理(續)

#### 3.1 信貸風險(續)

##### (a) 金融資產減值(續)

年內現金及銀行結餘以及客戶信託銀行結餘、應收代理結餘及其他應收款項及按金之預期信貸虧損賬撥備變動如下：



**3 FINANCIAL RISK MANAGEMENT** (continued)**3.1 Credit risk** (continued)**(b) Maximum exposure to credit risk before collateral held or other credit enhancements**

The Group's maximum exposure to credit risk in the event the counterparties fail to perform their obligations as at the balance sheet date, in relation to each class of financial assets, is the amounts of those assets before provision for expected credit loss as indicated in the consolidated balance sheet. These amounts represent the worst case scenario of credit risk exposure to the Group at 31 December 2018 and 2017, without taking into account any collateral held or other credit enhancements attached.

The amounts of receivables and other assets arising from the course of business of the Group are as follows:

		<b>2018</b> 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Other receivables and deposits	其他應收款項及按金	<b>6,901</b>	5,863
Derivative financial instruments	衍生金融工具	<b>67,400</b>	139,567
Balances due from agents	應收代理結餘	<b>22,325</b>	88,551
Cash and bank balances and client trust bank balances	現金及銀行結餘以及客戶信託銀行結餘	<b>981,192</b>	1,104,050
<b>Total gross amounts</b>	<b>總額合計</b>	<b>1,077,818</b>	1,338,031

**(c)** None of the financial assets is either past due or impaired.

**3 財務風險管理** (續)**3.1 信貸風險** (續)**(b) 持有抵押品或其他信貸提升前的最高信貸風險值**

倘對手方未能於結算日履行其責任，則本集團所面臨與各類金融資產相關的最高信貸風險值為綜合資產負債表內所示該等資產於預期信貸虧損撥備前的金額。該等金額為本集團於二零一八年及二零一七年十二月三十一日所面臨的信貸風險的最差情形，且未計及任何所持抵押品或所附其他信貸提升情況。

於本集團業務過程中產生的應收款項及其他資產金額如下：

**(c)** 概無金融資產逾期或減值。

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Credit risk (continued)

(d) The following table breaks down the Group's major credit exposure at their amounts, as categorised by geographical region as of 31 December 2018 and 2017. The Group has allocated exposures to regions based on the country of domicile of its counterparties. Credit risk exposure by geographical sectors is classified according to the location of counterparties after taking into account the transfer of risk.

As at 31 December 2018

		Hong Kong 香港 HK\$'000 千港元	Asia Pacific excluding Hong Kong 亞太地區 (不包括香港) HK\$'000 千港元	Europe and other regions 歐洲及 其他地區 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Other receivables and deposits	其他應收款項及按金	4,660	2,241	-	6,901
Derivative financial instruments	衍生金融工具	16	67,384	-	67,400
Balances due from agents	應收代理結餘	-	22,325	-	22,325
Cash and bank balances and client trust bank balances	現金及銀行結餘以及 客戶信託銀行結餘	418,442	468,984	93,766	981,192
Total	總計	423,118	560,934	93,766	1,077,818

### 3 財務風險管理 (續)

#### 3.1 信貸風險 (續)

(d) 下表以金額細分本集團的主要信貸風險，並按截至二零一八年及二零一七年十二月三十一日的地理區域分類。本集團根據其對手方的所在國家分配風險至各地區。按區域劃分的信貸風險經計及轉讓風險後按對手方所在地予以分類。

於二零一八年十二月三十一日

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Credit risk (continued)

(d) (continued)

As at 31 December 2017

		Hong Kong	Asia Pacific excluding Hong Kong	Europe and other regions	Total
		香港	亞太地區 (不包括香港)	歐洲及 其他地區	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Other receivables and deposits	其他應收款項及按金	4,019	1,844	–	5,863
Derivative financial instruments	衍生金融工具	21	139,546	–	139,567
Balances due from agents	應收代理結餘	–	88,551	–	88,551
Cash and bank balances and client trust bank balances	現金及銀行結餘以及 客戶信託銀行結餘	185,392	740,047	178,611	1,104,050
Total	總計	189,432	969,988	178,611	1,338,031

### 3 財務風險管理 (續)

#### 3.1 信貸風險 (續)

(d) (續)

於二零一七年十二月三十一日

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.2 Market risk

##### 3.2.1 Interest rate risk

The Group is exposed to interest rate risk as the Group invests all surplus funds in accounts with reputable counterparties and is susceptible to movements in call interest rates. Interest rate risk arises from unexpected changes in interest rates that may result in an adverse impact on the Group's current and near future performance. The Group has not used any interest rate swaps nor forward interest rate contracts to hedge its exposure to interest rate risk.

As at 31 December 2018

### 3 財務風險管理 (續)

#### 3.2 市場風險

##### 3.2.1 利率風險

由於本集團將所有盈餘資金投資於信譽良好對手方的賬戶並受通知存款利率波動的影響，故本集團面對利率風險。利率風險源自利率的意外波動，或會導致對本集團的現時及近期表現產生不利影響。本集團並未利用任何利率掉期或遠期利率合約對沖其利率風險。

於二零一八年十二月三十一日

		Floating interest rate	Fixed interest rate	Non- interest bearing	Provision for expected credit loss	Total
		浮動利率	固定利率	免息	預期信貸 虧損撥備	總計
		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
<b>Assets</b>	<b>資產</b>					
Other receivables and deposits	其他應收款項及按金	-	-	6,901	(40)	6,861
Derivative financial instruments	衍生金融工具	-	-	67,400	-	67,400
Balances due from agents	應收代理結餘	2,300	-	20,025	(574)	21,751
Cash and bank balances and client trust bank balances	現金及銀行結餘以及 客戶信託銀行結餘	810,573	169,045	1,574	(426)	980,766
<b>Liabilities</b>	<b>負債</b>					
Finance lease obligations	融資租賃承擔	-	188	-	-	188
Other payables	其他應付款項	-	5,835	14,350	-	20,185
Derivative financial instruments	衍生金融工具	-	-	5,374	-	5,374
Clients' balances	客戶結餘	-	-	331,731	-	331,731
Convertible bonds	可換股債券	-	191,065	-	-	191,065

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.2 Market risk (continued)

##### 3.2.1 Interest rate risk (continued)

As at 31 December 2017

		Floating interest rate 浮動利率 HK\$'000 千港元	Fixed interest rate 固定利率 HK\$'000 千港元	Non- interest bearing 免息 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>				
Other receivables and deposits	其他應收款項及按金	–	–	5,863	5,863
Derivative financial instruments	衍生金融工具	–	–	139,567	139,567
Balances due from agents	應收代理結餘	3,331	–	85,220	88,551
Cash and bank balances and client trust bank balances	現金及銀行結餘以及 客戶信託銀行結餘	1,021,105	80,883	2,062	1,104,050
<b>Liabilities</b>	<b>負債</b>				
Finance lease obligations	融資租賃承擔	–	252	–	252
Other payables	其他應付款項	–	–	41,452	41,452
Derivative financial instruments	衍生金融工具	–	–	30,646	30,646
Clients' balances	客戶結餘	–	–	766,182	766,182

Based on the simulations performed and with other variables held constant, should the interest rate increase/decrease by 1%, the profit after taxation for the year ended 31 December 2018 would increase/decrease by approximately HK\$8,129,000 (2017: HK\$10,244,000) and the equity would increase/decrease by approximately HK\$8,129,000 (2017: HK\$10,244,000).

### 3 財務風險管理 (續)

#### 3.2 市場風險 (續)

##### 3.2.1 利率風險 (續)

於二零一七年十二月三十一日

根據模擬表現而其他可變因素保持不變計算，倘利率提高／下跌1%，則截至二零一八年十二月三十一日止年度的除稅後溢利將增加／減少約8,129,000港元（二零一七年：10,244,000港元）及權益將增加／減少約8,129,000港元（二零一七年：10,244,000港元）。

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.2 Market risk (continued)

##### 3.2.2 Foreign currency risk

Exchange rate fluctuation is the most significant risk in leveraged foreign exchange trading. The Group takes on exposure to the effects of fluctuations in the prevailing foreign currency exchange rates on its financial position and cash flows. The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to New Zealand dollars and Australian dollars. The Group will suffer a loss if it fails to cover a client deal at a better exchange rate. The Group monitors foreign exchange exposure by reviewing the open position of the Group and client trading performance. The risk is measured by the use of sensitivity analysis and cash flow forecasting. Specific risk limits are set to measure and monitor foreign exchange risk. Any excessive foreign exchange risks are passed on to other financial institutions through execution of trades with those institutions. The management sets limits on the level of exposure by currency and in aggregate for both overnight and intra-day positions, which are monitored on an intra-day basis.

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. The Group currently does not have a foreign currency policy to hedge its currency exposure arising from the net assets of the Group's foreign operations.

The Group trades in foreign currencies, commodities and other products through its margin trading business. In order to protect against their exposures to fluctuations in foreign exchange rates and commodity prices, the Group has entered into a number of foreign exchange forward transactions and contracts for difference with the Group's bankers in the normal course of business.

### 3 財務風險管理 (續)

#### 3.2 市場風險 (續)

##### 3.2.2 外匯風險

匯率浮動乃槓桿式外匯交易中最重大的風險。本集團的財務狀況及現金流量因應當時匯率變動的影響而承擔風險。本集團承受以紐西蘭元及澳元為主的各種外匯風險。倘本集團未能按更佳匯率進行客戶交易，則將蒙受損失。本集團透過審查本集團的未平倉合約及客戶交易表現監控外匯風險。風險乃通過利用敏感性分析及現金流量預測等方法進行計量。特定風險限制乃為計量及監控外匯風險而設。任何重大外匯風險則透過與其他金融機構進行交易轉移至該等機構。管理層對隔夜及即日持倉貨幣及總額所承擔的風險水平設定限額，於當日時間內予以監察。

本集團持有若干海外業務投資，其資產淨值面臨外幣兌換風險。本集團目前並無制定外幣政策，以對沖因本集團海外業務資產淨值產生的外幣風險。

本集團透過其保證金交易業務進行外幣、商品及其他產品交易。為保障本集團不受匯率及商品價格波動之風險影響，本集團於正常業務過程中與其往來銀行訂立多項外匯遠期交易及差價合約。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.2 Market risk (continued)

##### 3.2.2 Foreign currency risk (continued)

The tables below summarise the Group's exposure to foreign currency exchange rate risk as at 31 December 2018 and 2017. Included in the tables are the assets and liabilities at carrying amounts in HK\$ equivalent, categorised by the original currency.

As at 31 December 2018

									Provision for expected credit loss 預期信貸 虧損撥備	Total 總計
		HK\$ 港元 HK\$'000 千港元	NZD 紐西蘭元 HK\$'000 千港元	AUD 澳元 HK\$'000 千港元	USD 美元 HK\$'000 千港元	JPY 日圓 HK\$'000 千港元	RMB 人民幣 HK\$'000 千港元	Others 其他 HK\$'000 千港元		
<b>Assets</b>	<b>資產</b>									
Other receivables and deposits	其他應收款項及按金	3,971	436	-	939	-	1,555	-	(40)	6,861
Derivative financial instruments	衍生金融工具	-	7,374	8,841	51,185	-	-	-	-	67,400
Balances due from agents	應收代理結餘	212	646	201	18,959	1,206	591	510	(574)	21,751
Cash and bank balances and client trust bank balances	現金及銀行結餘以及 客戶信託銀行結餘	30,781	24,398	34,680	875,825	4,288	9,720	1,500	(426)	980,766
<b>Liabilities</b>	<b>負債</b>									
Finance lease obligations	融資租賃承擔	-	-	188	-	-	-	-	-	188
Other payables	其他應付款項	10,748	728	331	7,864	1	513	-	-	20,185
Derivative financial instruments	衍生金融工具	-	1,100	127	4,147	-	-	-	-	5,374
Clients' balances	客戶結餘	-	23,312	27,549	278,927	1,943	-	-	-	331,731
Convertible bonds	可換股債券	191,065	-	-	-	-	-	-	-	191,065

### 3 財務風險管理 (續)

#### 3.2 市場風險 (續)

##### 3.2.2 外匯風險 (續)

下表概述本集團於二零一八年及二零一七年十二月三十一日面臨的外匯風險。下表納入以港元等額賬面值列賬並按原貨幣分類的資產及負債。

於二零一八年十二月三十一日

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Market risk (continued)

3.2.2 Foreign currency risk (continued)

As at 31 December 2017

		HK\$ 港元	NZD 紐西蘭元	AUD 澳元	USD 美元	JPY 日圓	RMB 人民幣	Others 其他	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Assets</b>	<b>資產</b>								
Other receivables and deposits	其他應收款項及按金	3,710	130	262	308	–	1,453	–	5,863
Derivative financial instruments	衍生金融工具	–	6,976	9,009	123,578	4	–	–	139,567
Balances due from agents	應收代理結餘	198	2,016	213	80,184	789	4,610	541	88,551
Cash and bank balances and client trust bank balances	現金及銀行結餘以及 客戶信託銀行結餘	25,165	19,416	32,427	1,007,690	7,225	10,604	1,523	1,104,050
<b>Liabilities</b>	<b>負債</b>								
Finance lease obligations	融資租賃承擔	–	–	252	–	–	–	–	252
Other payables	其他應付款項	7,386	965	1,148	31,134	2	817	–	41,452
Derivative financial instruments	衍生金融工具	–	1,874	30	28,742	–	–	–	30,646
Clients' balances	客戶結餘	–	21,037	30,664	710,954	3,527	–	–	766,182

3 財務風險管理 (續)

3.2 市場風險 (續)

3.2.2 外匯風險 (續)

於二零一七年十二月三十一日

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.2 Market risk (continued)

##### 3.2.2 Foreign currency risk (continued)

The following table indicates the impact of management's reasonable expectation on the movement in foreign exchange rate on the Group's profit after taxation and on equity as at 31 December 2018 and 2017:

Foreign currency risk	外匯風險	Movement in foreign currency 外匯波動	2018 二零一八年 HK\$'000 千港元	Movement in foreign currency 外匯波動	2017 二零一七年 HK\$'000 千港元
AUD	澳元	+/-7%	+/-1,087	+/-6%	+/-589
JPY	日圓	+/-4%	+/-142	+/-5%	+/-224
NZD	紐西蘭元	+/-7%	+/-540	+/-5%	+/-233
RMB	人民幣	+/-5%	+/-568	+/-4%	+/-634

#### 3.3 Liquidity risk

The Group's operations are subject to various statutory liquidity requirements as prescribed by the relevant authorities. The Group has put in place a monitoring system to ensure that it maintains adequate liquid capital to fund its business commitments and to comply with the regulatory requirements. The liquidity risk of the Group is managed by regularly monitoring current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and current working capital to meet its liquidity requirements in the short and longer term. The Group holds sufficient cash and deposits on demand to repay its liabilities.

### 3 財務風險管理 (續)

#### 3.2 市場風險 (續)

##### 3.2.2 外匯風險 (續)

下表列示管理層的合理預期對二零一八年及二零一七年十二月三十一日本集團除稅後溢利及權益的外匯匯率波動的影響：

#### 3.3 流動性風險

本集團的業務受有關機構規定的各種法定流動資金要求所限。本集團已建立監控系統，確保維持充裕的流動資金為本集團的業務承擔提供資金，及遵守法規要求。本集團透過定期監控目前及預期流動資金要求管理其流動性風險，確保本集團維持足夠的現金儲備及目前營運資金以滿足其短期及長期流動資金要求。本集團持有充足的現金及活期存款償還其負債。

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.3 Liquidity risk (continued)

##### 3.3.1 Undiscounted cash flows by contractual maturities

The table below presents the cash flows payable by the Group under financial liabilities by remaining contractual maturities as at 31 December 2018 and 2017. The amounts disclosed in the table are the contractual undiscounted cash flows assuming no conversion of the convertible bonds up to maturity.

As at 31 December 2018

		Up to 1 month	1-3 months 一至 三個月	3-12 months 十二個月	1-5 years 一至五年	Over 5 years 逾五年	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Liabilities</b>	<b>負債</b>						
Finance lease obligations	融資租賃承擔	4	9	38	155	-	206
Other payables	其他應付款項	14,182	5,842	161	-	-	20,185
Clients' balances	客戶結餘	331,731	-	-	-	-	331,731
Debt portion of the convertible bonds	可換股債券之債務部分	-	7,561	7,439	207,561	-	222,561
		345,917	13,412	7,638	207,716	-	574,683
Derivative financial instruments	衍生金融工具	5,374	-	-	-	-	5,374
		351,291	13,412	7,638	207,716	-	580,057

### 3 財務風險管理 (續)

#### 3.3 流動性風險 (續)

##### 3.3.1 按合約到期日劃分的未貼現現金流量

下表呈列本集團於二零一八年及二零一七年十二月三十一日按餘下合約到期日於金融負債項下的應付現金流量。該表所披露的金額為合約未貼現現金流量，假設截至到期日並無可換股債券獲轉換。

於二零一八年十二月三十一日

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.3 Liquidity risk (continued)

##### 3.3.1 Undiscounted cash flows by contractual maturities (continued)

As at 31 December 2017

		Up to 1 month 一個月內 HK\$'000 千港元	1-3 months 一至 三個月 HK\$'000 千港元	3-12 months 十二個月 HK\$'000 千港元	1-5 years 一至五年 HK\$'000 千港元	Over 5 years 逾五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Liabilities</b>	<b>負債</b>						
Finance lease obligations	融資租賃承擔	5	9	42	228	–	284
Other payables	其他應付款項	39,322	6	2,124	–	–	41,452
Clients' balances	客戶結餘	766,182	–	–	–	–	766,182
		805,509	15	2,166	228	–	807,918
Derivative financial instruments	衍生金融工具	30,646	–	–	–	–	30,646
		836,155	15	2,166	228	–	838,564

### 3 財務風險管理 (續)

#### 3.3 流動性風險 (續)

##### 3.3.1 按合約到期日劃分的未貼現現金流量 (續)

於二零一七年十二月三十一日

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.4 Fair value of financial assets and liabilities

##### 3.4.1 Financial instruments measured at fair value

The following table represents the carrying value of financial instruments measured at fair value at the balance sheet date across the three levels of the fair value hierarchy defined in HKFRS 7, Financial Instruments: Disclosures, with the fair value of each financial instrument categorised in its entirety based on the lowest level of input that is significant to that fair value measurement. The levels are defined as follows:

Level 1 (highest level): fair values measured using quoted prices (unadjusted) in active markets.

Level 2: fair values measured using quoted price in active markets for similar financial instruments, or using valuation techniques in which all significant inputs are directly or indirectly based on observable market data.

Level 3 (lowest level): fair values measured using valuation techniques in which any significant input is not based on observable market data.

As at 31 December 2018

		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>				
Derivative financial instruments	衍生金融工具	-	67,400	-	67,400
<b>Liabilities</b>	<b>負債</b>				
Derivative financial instruments	衍生金融工具	-	5,374	-	5,374
Embedded derivative portion of the convertible bonds	可換股債券之嵌入式衍生工具部份	-	-	13,500	13,500

### 3 財務風險管理 (續)

#### 3.4 金融資產及負債的公允值

##### 3.4.1 按公允值計量的金融工具

下表呈列於結算日按香港財務報告準則第7號「金融工具：披露」所界定的公允值等級制度的三個等級中以公允值計量的金融工具的賬面值，每種金融工具的公允值根據其等級最低的重要公允值計量因素確定的類別進行歸類。有關等級定義如下：

第1級（最高等級）：利用在活躍市場中的報價（未經調整）計量公允值。

第2級：公允值計量參照活躍市場類似金融工具的報價，或採用估值技術確定，其全部重要的參數乃直接或間接來源於可觀察市場數據。

第3級（最低等級）：公允值使用估值技術計量，任何重要的參數均不來源於可觀察市場數據。

於二零一八年十二月三十一日



### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.4 Fair value of financial assets and liabilities (continued)

##### 3.4.1 Financial instruments measured at fair value (continued)

As at 31 December 2017

		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>				
Derivative financial instruments	衍生金融工具	–	139,567	–	139,567
<b>Liabilities</b>	<b>負債</b>				
Derivative financial instruments	衍生金融工具	–	30,646	–	30,646

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

The fair value of forward foreign exchange contracts is determined using forward exchange rates at the end of the reporting period, with the resulting value discounted back to present value.

Embedded derivative portion of the convertible bonds is classified within Level 3 as it is mainly driven by the valuation of the convertible bonds using binomial model adjusted with liquidity, credit and market risk factors as the Group may deem necessary.

### 3 財務風險管理 (續)

#### 3.4 金融資產及負債的公允值 (續)

##### 3.4.1 按公允值計量的金融工具 (續)

於二零一七年十二月三十一日

並非於活躍市場買賣之金融工具，其公允值採用估值技術釐定。該等估值技術充分使用可獲得的可觀察市場數據，並盡可能不依賴公司特定估計。倘按公允值計量一項工具所需的全部重要參數均可觀察獲得，則該項工具會被列入第2級。

遠期外匯合約的公允值按報告期末的遠期匯率釐定，所產生的價值將貼現計回現值。

可換股債券嵌入式衍生工具部份分類為第3級，乃主要使用二項式模型對可換股債券之估值釐定，並按本集團可能視為需要就流動資金、信貸及市場風險因素作出調整。

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.4 Fair value of financial assets and liabilities (continued)

##### 3.4.1 Financial instruments measured at fair value (continued)

The following table summarises the quantitative inputs and assumptions used for valuing convertible bonds which is categorised in Level 3 of the fair value hierarchy as of 31 December 2018:

Description 描述	Fair value at 31 December 2018 於二零一八年 十二月三十一日 的公允值 HK\$'000 千港元	Valuation technique 估值技術	Significant inputs 重大輸入值	Relationship of significant inputs to fair value 重大輸入值與公允值之間的關係
Embedded derivative portion of the convertible bonds  可換股債券嵌入式衍生工具部份	13,500	Binomial model  二項式模型	Volatility  波幅	A change in volatility by 5% would increase/(decrease) the fair value by approximately HK\$288,000/ (HK\$86,000)  波幅變動5%，公允值將增加／（減少）約288,000港元／（86,000港元）
			Share price  股價	A change in share price by 5% would increase/(decrease) the fair value by approximately HK\$82,000/ (HK\$63,000)  股價變動5%，公允值將增加／（減少）約82,000港元／（63,000港元）
			Discount rate  貼現率	A change in discount rate by 5% would (decrease)/increase the fair value by approximately HK\$(199,000)/ HK\$208,000  貼現率變動5%，公允值將（減少）／增加約（199,000）港元／208,000港元

### 3 財務風險管理（續）

#### 3.4 金融資產及負債的公允值（續）

##### 3.4.1 按公允值計量的金融工具（續）

下表概述於二零一八年十二月三十一日公允值層級中第3級的可換股債券估值所採用的量化輸入值和假設：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.4 Fair value of financial assets and liabilities (continued)

##### 3.4.1 Financial instruments measured at fair value (continued)

The following table presents the movement in Level 3 instruments for the year ended 31 December 2018:

		Embedded derivative portion of the convertible bonds 可換股債券嵌入式 衍生工具部份 HK\$'000 千港元
Opening balance	年初結餘	—
Upon issuance of convertible bonds	發行可換股債券	42,040
Deferred losses upon issuance	發行後之遞延虧損	(4,480)
Change in fair value included in the statement of comprehensive income	計入全面收益表之公允值變動	(26,042)
Amortisation of deferred losses on conversion component	轉換部份遞延虧損攤銷	1,982
Ending balance	年末結餘	13,500
Change in fair value for level 3 instruments held at 31 December 2018	於二零一八年十二月三十一日 所持有第3級工具之公允值 變動	(26,042)

There have been no significant transfers between level 1, level 2 and level 3 for the year ended 31 December 2018 and 2017.

### 3 財務風險管理 (續)

#### 3.4 金融資產及負債的公允值 (續)

##### 3.4.1 按公允值計量的金融工具 (續)

下表呈列截至二零一八年十二月三十一日止年度內第3級工具之變動：

於截至二零一八年及二零一七年十二月三十一日止年度，第1級、第2級及第3級間概無重大轉讓。

**3 FINANCIAL RISK MANAGEMENT** *(continued)*

**3.4 Fair value of financial assets and liabilities** *(continued)*

**3.4.2 Financial assets and liabilities not measured at fair value**

As at 31 December 2018 and 2017, the fair value of the Group's financial assets and liabilities not measured at fair value are not materially different from their carrying amounts due to their short maturities.

Balances due from agents and other receivables include the contractual amounts for settlement of trades and other obligations due to the Group.

Clients' balances represent the margin deposits received from clients and the unrealised profit or loss from their trading activities under normal course of business. Their carrying values are a reasonable approximation of fair value.

**3 財務風險管理 (續)**

**3.4 金融資產及負債的公允值 (續)**

**3.4.2 並非按公允值計量的金融資產及負債**

於二零一八年及二零一七年十二月三十一日，由於本集團並非按公允值計量的金融資產及負債的到期日較短，故其公允值與其賬面值並無重大差異。

應收代理結餘及其他應收款項包括應付本集團用於結付交易的合約款項及其他責任。

客戶結餘指於正常業務過程中收取客戶的保證金存款及彼等進行買賣活動的未變現溢利或虧損。賬面值與其公允值相若。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.4 Fair value of financial assets and liabilities (continued)

##### 3.4.3 Offsetting financial assets and financial liabilities

###### (a) Financial assets

The following financial assets are subject to offsetting, enforceable master netting arrangements and similar agreements.

As at 31 December 2018

### 3 財務風險管理 (續)

#### 3.4 金融資產及負債的公允值 (續)

##### 3.4.3 對銷金融資產及金融負債

###### (a) 金融資產

以下金融資產受抵銷、可強制執行統一淨額結算安排及類似協議規限。

於二零一八年十二月三十一日

		Related amounts not set off in the balance sheet 並未於資產負債表 抵銷的相關款項				
		Gross amounts of recognised financial assets	Gross amounts of liabilities set off in the balance sheet 於資產 負債表內抵銷 已確認金融 資產總額 HK\$'000 千港元	Net amounts of financial assets presented in the balance sheet 資產負債表內 所呈列的 金融資產淨額 HK\$'000 千港元	Financial instruments	Cash collateral received 已抵押 現金抵押品 HK\$'000 千港元
						Net amount 淨額 HK\$'000 千港元
Derivative financial instruments	衍生金融工具	108,121	(40,721)	67,400	-	-
Total	總計	108,121	(40,721)	67,400	-	-

3 FINANCIAL RISK MANAGEMENT (continued)

3.4 Fair value of financial assets and liabilities (continued)

3.4.3 Offsetting financial assets and financial liabilities  
(continued)

(a) Financial assets (continued)

As at 31 December 2017

3 財務風險管理 (續)

3.4 金融資產及負債的公允值 (續)

3.4.3 對銷金融資產及金融負債 (續)

(a) 金融資產 (續)

於二零一七年十二月三十一日

		Gross amounts of recognised financial liabilities set off in the balance sheet		Net amounts of financial assets presented in the balance sheet		Related amounts not set off in the balance sheet 並未於資產負債表 抵銷的相關款項	
		Gross amounts of recognised financial assets		Financial instruments		Cash collateral received	Net amount
		已確認金融資產總額		金融工具		已抵押現金抵押品	淨額
		HK\$'000		HK\$'000		HK\$'000	HK\$'000
		千港元		千港元		千港元	千港元
Derivative financial instruments	衍生金融工具	217,652	(78,085)	139,567	–	–	139,567
Total	總計	217,652	(78,085)	139,567	–	–	139,567



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.4 Fair value of financial assets and liabilities (continued)

##### 3.4.3 Offsetting financial assets and financial liabilities (continued)

###### (b) Financial liabilities

The following financial liabilities are subject to offsetting, enforceable master netting arrangements and similar agreements.

As at 31 December 2018

### 3 財務風險管理 (續)

#### 3.4 金融資產及負債的公允值 (續)

##### 3.4.3 對銷金融資產及金融負債 (續)

###### (b) 金融負債

以下金融負債受抵銷、可強制執行統一淨額結算安排及類似協議規限。

於二零一八年十二月三十一日

		Related amounts not set off in the balance sheet 並未於資產負債表 抵銷的相關款項				
		Gross amounts of recognised financial assets set off in the balance sheet 於資產 負債表內抵銷 已確認金融 負債總額 HK\$'000 千港元	Gross amounts of recognised financial liabilities set off in the balance sheet 資產負債表內 所呈列的 金融負債淨額 HK\$'000 千港元	Net amounts of financial liabilities presented in the balance sheet 金融工具 HK\$'000 千港元	Cash collateral pledged 已抵押 現金抵押品 HK\$'000 千港元	Net amount 淨額 HK\$'000 千港元
Derivative financial instruments	衍生金融工具	(46,095)	40,721	(5,374)	-	(5,374)
Total	總計	(46,095)	40,721	(5,374)	-	(5,374)

3 FINANCIAL RISK MANAGEMENT (continued)

3.4 Fair value of financial assets and liabilities (continued)

3.4.3 Offsetting financial assets and financial liabilities  
(continued)

(b) Financial liabilities (continued)

The following financial liabilities are subject to offsetting, enforceable master netting arrangements and similar agreements.

As at 31 December 2017

3 財務風險管理 (續)

3.4 金融資產及負債的公允值 (續)

3.4.3 對銷金融資產及金融負債 (續)

(b) 金融負債 (續)

以下金融負債受抵銷、可強制執行統一淨額結算安排及類似協議規限。

於二零一七年十二月三十一日

Related amounts not set off  
in the balance sheet  
並未於資產負債表  
抵銷的相關款項

		Gross amounts of recognised financial assets set off in the balance sheet 於資產 負債表內抵銷	Net amounts of financial liabilities presented in the balance sheet 資產負債表內 所呈列的			
		Gross amounts of recognised financial liabilities 已確認金融 負債總額 HK\$'000 千港元	Gross amounts of recognised financial assets set off in the balance sheet 已確認金融 資產總額 HK\$'000 千港元	Financial instruments 金融工具 HK\$'000 千港元	Cash collateral pledged 已抵押 現金抵押品 HK\$'000 千港元	Net amount 淨額 HK\$'000 千港元
Derivative financial instruments	衍生金融工具	(108,731)	78,085	(30,646)	—	(30,646)
Total	總計	(108,731)	78,085	(30,646)	—	(30,646)

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.4 Fair value of financial assets and liabilities (continued)

##### 3.4.3 Offsetting financial assets and financial liabilities (continued)

###### (b) Financial liabilities (continued)

For the financial assets and liabilities subject to enforceable master netting arrangements or similar arrangements above, each agreement between the Group and the counterparty allows for net settlement of the relevant financial assets and liabilities when both elect to settle on a net basis. In the absence of such an election, financial assets and liabilities will be settled on a gross basis, however, each party to the master netting agreement or similar agreement will have the option to settle all such amounts on a net basis in the event of default of the other party. Per the terms of each agreement, an event of default includes failure by a party to make payment when due; failure by a party to perform any obligation required by the agreement (other than payment) if such failure is not remedied within 30 days after notice of such failure is given to the party; or bankruptcy.

### 3 財務風險管理 (續)

#### 3.4 金融資產及負債的公允值 (續)

##### 3.4.3 對銷金融資產及金融負債 (續)

###### (b) 金融負債 (續)

就上述受可強制執行統一淨額結算安排或類似安排規限的金融資產及負債而言，本集團與交易對手簽訂的各項協議在雙方選擇按淨額基準結算時，容許淨額結算相關財務資產及負債。在沒有作出該選擇的情況下，金融資產及負債將會按總額基準結算，但一旦統一淨額協議或類似協議的其中一方違約，任何一方均有權選擇按淨額基準結算所有有關金額。根據各項協議的條款，違約事件包括一方未能支付到期款項；任何一方未能履行協議所規定的責任（付款除外），且該訂約方在收到違約通知書後30天期限內未能作出補救措施；或破產。

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.5 Financial instruments by category

All the financial assets and financial liabilities (including cash and bank balances, client trust bank balances, balance due from agents, other receivables and deposits, clients' balances, debt portion of the convertible bonds, other payables and finance lease obligations) in the consolidated balance sheet are carried at amortised cost using the effective interest method except for the derivative financial instruments and the derivative portion of the convertible bonds which are carried at fair value.

#### 3.6 Capital management

The Group's objectives when managing capital, which is a broader concept than the "equity" on the face of balance sheet, are:

- To comply with the liquid capital requirements under the Securities and Futures Commission in Hong Kong, Australian Securities and Investments Commission in Australia and the Securities Commission in New Zealand for its subsidiaries which are licensed corporations;
- To safeguard the Group's ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders;
- To support the Group's stability and growth; and
- To maintain a strong capital base to support the development of its business.

### 3 財務風險管理(續)

#### 3.5 按類別劃分的金融工具

綜合資產負債表內的全部金融資產及金融負債(包括現金及銀行結餘、客戶信託銀行結餘、應收代理結餘、其他應收款項及按金、客戶結餘、可換股債券之債務部份、其他應付款項及融資租賃承擔)按攤銷成本以實際利率法入賬，惟以公允值入賬的衍生金融工具及可換股債券之衍生工具部份除外。

#### 3.6 資本管理

本集團資本(概念較資產負債表的「權益」更為廣闊)管理的目標，即：

- 就屬持牌法團的附屬公司而言，符合香港證券及期貨事務監察委員會、澳洲的澳洲證券與投資管理委員會及紐西蘭證券委員會的流動資金規定；
- 保障本集團的持續經營能力，以繼續為股東及其他利益相關者提供回報及利益；
- 支持本集團的穩定及發展；及
- 維持穩固的資本基礎，以支持其業務發展。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (continued)

#### 3.6 Capital management (continued)

The Group's gearing ratio at the balance sheet date is shown below:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Total debt	債務總額	191,253	252
Total equity	權益總值	571,706	547,227
Gearing ratio	負債比率	33.5%	0.05%

Total debt includes finance lease obligations and convertible bonds.

All licensed corporations within the Group complied with their required liquid capital during the years ended 2018 and 2017.

本集團於結算日的負債比率如下：

債務總額包括融資租賃承擔及可換股債券。

於截至二零一八年及二零一七年止年度，本集團的所有持牌法團已遵守其流動資金規定。

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### 4 重要會計估計及判斷

估計及判斷經持續評估，並以過往經驗及其他因素為基礎，包括在現實情況下相信對未來事件的合理預期。

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

##### 4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are fair value of share options and derivative portion of the convertible bonds.

The Group determines the fair value of share options at the date at which they are granted and the fair value of derivative portion of the convertible bonds at each reporting date with reference to the fair value estimated under a valuation model which are commonly used in the market. The assumptions used in computing the fair value of the share options are subject to managements' best estimation. Changes in assumptions about these assumptions could affect reported fair value of share options and derivative portion of the convertible bonds. Management use their judgments to make assumptions that are mainly reference to the historical data of comparable listed companies.

More details of the assumptions made are included in Note 22 and 26 to the consolidated financial statements.

##### 4.2 Critical judgements in applying the Group's accounting policies

Management of the Group has not made any significant critical judgements in applying the Group's accounting policies.

#### 4 重要會計估計及判斷(續)

##### 4.1 重要會計估計及假設

本集團會就未來作出估計及假設。由此產生之會計估計顯然很少與相關實際結果相符。估計及假設存在於下一財政年度對資產及負債之賬面值作出重大調整之重大風險為購股權的公允值及可換股債券之衍生工具部份。

本集團參考根據市場通常使用之估值模式估計之公允值釐定購股權於授出日期之公允值及可換股債券衍生工具部份於各報告日期之公允值。計算購股權之公允值所用之假設須由管理層作出最佳估計。就該等假設產生之假設變動可能影響所呈報之購股權公允值及可換股債券之衍生工具部份。管理層運用其判斷，並主要參考可資比較上市公司之歷史數據作出假設。

有關所作出假設之更多詳情載於綜合財務報表附註22及26。

##### 4.2 應用本集團之會計政策時作出之重要判斷

本集團管理層尚未就本集團所應用的會計政策作出任何重要判斷。



## 5 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the executive directors and senior management of the Group. The Group's operating businesses are structured and managed separately according to the natures of their operations and the services they provide. Each of the Group's business segments represents a strategic business unit that offers services which are subject to risks and returns that are different from those of the other business segments. The Board of Directors considers the business from a geographical and product perspective.

Summary details of the business segments are as follows:

- (a) the margin dealing segments engage in the provision of leveraged foreign exchange, commodity and index trading services in Australia, Hong Kong and New Zealand;
- (b) the unleveraged cash dealing segment engages in the provision of non-leveraged foreign exchange trading services in New Zealand. Unleveraged cash dealing services were provided to corporate clients, in particular, those clients engaged in money changing business for the purpose of hedging their cash positions and meeting settlement obligations. The Group is rewarded by the spread between the price quoted to our clients and the price offered by our market makers; and
- (c) the People's Republic of China ("PRC") business segment engages in provision of trading and settlement of precious metals in PRC.

Inter-segment transactions, if any, are conducted with reference to the prices charged to third parties and there was no change in the basis during the years ended 31 December 2018 and 2017.

## 5 分部報告

經營分部的報告方式與向本集團執行董事及高級管理層提供的內部報告一致。本集團的經營業務乃按其營運性質及所提供服務分開組織及管理。本集團旗下各業務分部均為提供服務的策略業務單位，其服務所承受風險及回報有別於其他業務分部。董事會從地區及產品角度考慮業務。

有關業務分部的詳情概述如下：

- (a) 保證金交易分部從事於澳洲、香港及紐西蘭提供槓桿式外匯、商品及指數交易服務；
- (b) 非槓桿式現金交易分部從事於紐西蘭提供非槓桿式外匯交易服務。本集團向公司客戶提供非槓桿式現金交易服務，尤其是該等為對沖彼等現金頭寸及履行結算責任而參與貨幣兌換業務的客戶。本集團從給予客戶的報價與本集團市場莊家提供的價格中賺取差價；及
- (c) 中華人民共和國（「中國」）業務分部從事於中國提供貴金屬交易及結算。

各分部間的交易（如有）乃參照向第三方收取的價格而進行，有關基準於截至二零一八年及二零一七年十二月三十一日止年度並無變動。

## 5 SEGMENT REPORTING (continued)

The segment information provided to the management for the reportable segments for the years ended 31 December 2018 and 2017 is as follows:

### For the year ended 31 December 2018

		New Zealand margin dealing 紐西蘭 保證金交易 HK\$'000 千港元	Hong Kong margin dealing 香港 保證金交易 HK\$'000 千港元	Australia margin dealing 澳洲 保證金交易 HK\$'000 千港元	New Zealand cash dealing 紐西蘭 現金交易 HK\$'000 千港元	PRC business 中國業務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Elimination 對銷 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue and other income:	分部收益及其他收入：								
Foreign exchange and other trading income earned from external customers	來自外部客戶的外匯及其他交易收入	365,363	4	7,573	3,309	-	-	-	376,249
Inter-segment sales	分部間銷售	-	119,973	10,484	-	-	-	(130,457)	-
Segment revenue	分部收益	365,363	119,977	18,057	3,309	-	-	(130,457)	376,249
Fee and commission income	費用及佣金收入	54,067	-	78	-	-	2,301	-	56,446
Other income	其他收入	1,587	-	17	37	1,657	35,118	-	38,416
Total revenue and other income	收益及其他收入總額	421,017	119,977	18,152	3,346	1,657	37,419	(130,457)	471,111
Segment profit/(loss)	分部溢利/(虧損)	63,160	106,070	13,034	2,962	(6,062)	37,419		216,583
Other unallocated staff costs	其他未分配員工成本								(35,403)
Other unallocated administrative and operating expenses	其他未分配行政及經營開支								(129,423)
Profit before tax	除稅前溢利								51,757
Income tax expense	所得稅開支								(17,508)
Profit for the year	年度溢利								34,249
Other segment information:	其他分部資料：								
Depreciation of property, plant and equipment and amortisation of intangible assets	物業、廠房及設備折舊及無形資產攤銷	-	110	26	-	1,815	12,730		14,681
Lease payments	租賃付款	-	1,492	-	-	1,816	10,920		14,228
Finance cost	融資成本	-	-	-	-	-	28,428		28,428

## 5 分部報告 (續)

截至二零一八年及二零一七年十二月三十一日止年度，就可報告分部向管理層提供的分部資料如下：

### 截至二零一八年十二月三十一日止年度

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 5 SEGMENT REPORTING (continued)

For the year ended 31 December 2017

### 5 分部報告 (續)

截至二零一七年十二月三十一日止年度

		New Zealand margin dealing 紐西蘭保證金交易	Hong Kong margin dealing 香港保證金交易	Australia margin dealing 澳洲保證金交易	New Zealand cash dealing 紐西蘭現金交易	PRC business 中國業務	Unallocated 未分配	Elimination 對銷	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment revenue and other income:	分部收益及其他收入：								
Foreign exchange and other trading income earned from external customers	來自外部客戶的外匯及其他交易收入	364,042	142	4,472	1,136	28,369	-	-	398,161
Inter-segment sales	分部間銷售	-	74,673	9,945	-	-	-	(84,618)	-
Segment revenue	分部收益	364,042	74,815	14,417	1,136	28,369	-	(84,618)	398,161
Fee and commission income	費用及佣金收入	101,444	-	13	-	-	7,318	-	108,775
Other income/(losses)	其他收入／(虧損)	309	-	18	25	(2,056)	9,700	-	7,996
Total revenue and other income	收益及其他收入總額	465,795	74,815	14,448	1,161	26,313	17,018	(84,618)	514,932
Segment profit/(loss)	分部溢利／(虧損)	50,535	64,064	10,036	(79)	(26)	17,018		141,548
Other unallocated staff costs	其他未分配員工成本								(31,579)
Other unallocated administrative and operating expenses	其他未分配行政及經營開支								(74,950)
Profit before tax	除稅前溢利								35,019
Income tax expense	所得稅開支								(7,665)
Profit for the year	年度溢利								27,354
Other segment information:	其他分部資料：								
Depreciation of property, plant and equipment and amortisation of intangible assets	物業、廠房及設備折舊及無形資產攤銷	-	66	26	-	1,890	10,539		12,521
Lease payments	租賃付款	-	762	-	-	2,428	10,205		13,395
Finance cost	融資成本	35	-	-	-	1,217	163		1,415

## 5 SEGMENT REPORTING (continued)

The Company is domiciled in Hong Kong. The Group's major income from external customers is derived from its operations in New Zealand.

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
New Zealand	紐西蘭	368,672	365,178
Others	其他	7,577	32,983
		<b>376,249</b>	398,161

The locations of its non-current assets (excluding deferred tax assets) are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Hong Kong	香港	19,446	13,831
New Zealand	紐西蘭	29,794	23,761
Australia	澳洲	3,240	958
PRC	中國	809	5,665
		<b>53,289</b>	44,215

None of the external customers contributes more than major of the Group's trading income individually in the respective years.

Information on segment assets and liabilities are not disclosed as this information is not presented to the Board of Directors as they do not assess performance of reportable segments using information on assets and liabilities.

## 5 分部報告(續)

本公司駐於香港。本集團來自外部客戶的主要收入來自其於紐西蘭的經營業務。

其非流動資產(不包括遞延稅項資產)分佈如下:

概無外部客戶單獨佔各年度本集團交易收入的主要部分。

由於董事會並無使用有關資產及負債的資料評估可報告分部的表現，故有關分部資產及負債的資料並無呈報予董事會，因而並無披露有關資料。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 6 OTHER INCOME

### 6 其他收入

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Interest income	利息收入	4,945	2,661
Exchange gains, net	匯兌收益，淨額	9,410	5,384
Loss on disposal of fixed assets	出售固定資產之虧損	-	(438)
Fair value gain on the embedded derivative portion of the convertible bonds (Note 22)	可換股債券嵌入式衍生工具部份之公允值收益(附註22)	26,042	-
Amortisation of deferred losses on conversion component of the convertible bonds (Note 22)	可換股債券轉換部份之遞延虧損攤銷(附註22)	(1,982)	-
Others	其他	1	389
		38,416	7,996

### 7 STAFF COSTS

### 7 員工成本

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Staff costs (including directors' remuneration (Note 28)):	員工成本(包括董事酬金(附註28)):		
Salaries, bonus and allowances	工資、花紅及津貼	94,143	54,144
Pension scheme contributions	退休金計劃供款	1,151	1,319
Staff option expenses (Note 26)	員工購股權開支(附註26)	6,375	1,468
		101,669	56,931

**8 ADMINISTRATIVE AND OTHER OPERATING EXPENSES**      **8 行政及其他經營開支**

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Management fees paid to the then immediate holding company (Note 30(a)(i))	支付予當時直接控股公司的管理費(附註30(a)(i))	696	664
Other office occupation expenses	其他寫字樓租用開支	3,193	4,004
Auditor's remuneration	核數師酬金		
– Audit services	– 審核服務	3,223	2,966
– Non-audit services	– 非審核服務	302	679
Information services expenses	資訊服務開支	4,136	6,417
Professional and consultancy fee	專業及諮詢費	5,558	6,798
Repair and maintenance (including system maintenance)	維修及維護(包括系統維護)	17,250	13,708
Marketing, advertising and promotion expenses	市場推廣、廣告及宣傳開支	27,166	22,864
Handling fee expenses	手續費開支	8,349	22,126
Travelling expenses	差旅費	4,255	3,966
Entertainment expenses	交際應酬費	1,055	970
Insurance	保險	768	845
Bank charges	銀行費用	510	975
Staff training	員工培訓	425	388
Client's debit balances written off	客戶虧絀結餘撇銷	347	1,091
Impairment of intangible asset (Note 13)	無形資產之減值(附註13)	2,937	1,730
Donations	捐款	2,364	1,313
Others	其他	2,042	4,900
		<b>84,576</b>	<b>96,404</b>



## 9 INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2017: 16.5%) on the estimated assessable profit during the years. Taxation on overseas profits has been calculated on the estimated assessable profit during the years at the rates of taxation prevailing in the countries in which the Group operates. The income tax expenses of the Group are charged at a tax rate of 28% (2017: 28%) in New Zealand, 30% (2017: 30%) in Australia and 25% (2017: 25%) in PRC in accordance with the local tax authorities.

## 9 所得稅開支

香港利得稅乃按年內的估計應課稅溢利以16.5% (二零一七年：16.5%) 的稅率計提撥備。海外溢利的稅項已按本年度估計應課稅溢利以本集團經營所在國家通行的稅率計算。根據當地稅務機關，本集團於紐西蘭、澳洲及中國的所得稅開支分別按28% (二零一七年：28%)、30% (二零一七年：30%) 及25% (二零一七年：25%) 的稅率計算。

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Current tax:	即期稅項：		
Charge for the year	年內支出	16,064	4,992
Over-provision in prior year	去年超額撥備	(402)	(680)
Others	其他	486	444
Deferred tax:	遞延稅項：		
Charge for the year (Note 19)	年內扣除 (附註19)	1,360	2,909
Income tax expense	所得稅開支	17,508	7,665
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	51,757	35,019
Tax at the Hong Kong statutory tax rate	按香港法定稅率計算的稅項	8,540	5,778
Effect of different taxation rates in other countries	其他國家不同稅率的影響	4,319	1,031
Income not subject to tax	無須課稅收入	(4,780)	(1,156)
Expenses not deductible for tax	不可扣稅開支	8,116	1,814
Temporary differences not recognised	未確認暫時性差額	1,229	434
Over-provision in prior year	去年超額撥備	(402)	(680)
Others	其他	486	444
Income tax expense	所得稅開支	17,508	7,665

## 10 DIVIDENDS

The Board does not declare the payment of any dividend for the year ended 31 December 2018 (2017: Nil).

## 10 股息

董事會不宣派截至二零一八年十二月三十一日止年度的任何股息(二零一七年：無)。

## 11 EARNINGS PER SHARE

### (a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the respective periods.

## 11 每股盈利

### (a) 每股基本盈利

每股基本盈利按本公司股權持有人應佔溢利除以於各期間已發行普通股的加權平均數計算。

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Profit attributable to equity holders of the Company	本公司股權持有人應佔溢利	34,249	27,354
		No. of shares 股份數目	No. of shares 股份數目
Weighted average number of ordinary shares in issue	已發行普通股的加權平均數	2,033,290,000	2,033,241,644
Basic earnings per share (HK cents)	每股基本盈利(港仙)	1.68	1.35

### (b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit for the year attributable to equity holders of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the years, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares under the share option scheme and convertible bonds into ordinary shares.

### (b) 每股攤薄盈利

每股攤薄盈利乃根據年內本公司股權持有人應佔溢利計算。用作計算之普通股加權平均數為年內已發行普通股數目，及假設根據購股權計劃及可換股債券被視為行使或轉換所有具攤薄影響的潛在普通股為普通股而不收代價發行的普通股加權平均數。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 11 EARNINGS PER SHARE (continued)

#### (b) Diluted earnings per share (continued)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Profit attributable to equity holders of the Company	本公司股權持有人應佔溢利	34,249	27,354
Finance cost on convertible bonds, net of tax (Note 22)	可換股債券之融資成本，扣除稅項(附註22)	23,713	—
Fair value gain on the embedded derivative portion of the convertible bonds (Note 6)	可換股債券嵌入式衍生工具部份之公允值收益(附註6)	1,982	—
Amortisation of deferred losses on conversion component of the convertible bonds (Note 6)	可換股債券轉換部份之遞延虧損攤銷(附註6)	(26,042)	—
Adjusted profit attributable to equity holders of the Company	已調整的本公司股權持有人應佔溢利	33,902	27,354
		No. of shares 股份數目	No. of shares 股份數目
Weighted average number of ordinary shares in issue	已發行普通股的加權平均數	2,033,290,000	2,033,241,644
Adjustments for convertible bonds (Note 22)	可換股債券調整(附註22)	326,264,273	—
Weighted average number of shares for the purpose for calculating diluted earnings per share	計算每股攤薄盈利的股份加權平均數	2,359,554,273	2,033,241,644
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	1.44	1.35

**Note:**

Share options are not included in the computation of diluted earnings per share for the years ended 31 December 2018 and 2017 as those were anti-dilutive.

**附註：**

由於購股權具反攤薄影響，故計算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盈利時並無計算在內。

12 PROPERTY, PLANT AND EQUIPMENT

12 物業、廠房及設備

		Furniture, fixtures and equipment 傢俱、裝置 及設備 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Leasehold improvements 租賃裝修 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2017	於二零一七年一月一日					
Cost	成本	9,368	16,636	11,693	1,927	39,624
Accumulated depreciation	累計折舊	(7,686)	(10,656)	(9,208)	(1,674)	(29,224)
Net carrying amount	賬面淨值	1,682	5,980	2,485	253	10,400
For the year ended 31 December 2017	截至二零一七年十二月三十一日止年度					
Opening net carrying amount	年初賬面淨值	1,682	5,980	2,485	253	10,400
Exchange adjustments	匯兌調整	68	125	102	7	302
Additions	添置	54	1,968	–	2,250	4,272
Disposals	出售	–	(4)	(460)	–	(464)
Depreciation	折舊	(605)	(2,395)	(1,339)	(452)	(4,791)
Closing net carrying amount	年末賬面淨值	1,199	5,674	788	2,058	9,719
As at 31 December 2017	於二零一七年十二月三十一日					
Cost	成本	8,602	17,191	11,305	4,067	41,165
Accumulated depreciation	累計折舊	(7,403)	(11,517)	(10,517)	(2,009)	(31,446)
Net carrying amount	賬面淨值	1,199	5,674	788	2,058	9,719
For the year ended 31 December 2018	截至二零一八年十二月三十一日止年度					
Opening net carrying amount	年初賬面淨值	1,199	5,674	788	2,058	9,719
Exchange adjustments	匯兌調整	(42)	(85)	7	(21)	(141)
Additions	添置	220	1,366	2,828	–	4,414
Depreciation	折舊	(549)	(2,404)	(1,043)	(542)	(4,538)
Closing net carrying amount	年末賬面淨值	828	4,551	2,580	1,495	9,454
As at 31 December 2018	於二零一八年十二月三十一日					
Cost	成本	8,348	17,881	13,637	3,934	43,800
Accumulated depreciation	累計折舊	(7,520)	(13,330)	(11,057)	(2,439)	(34,346)
Net carrying amount	賬面淨值	828	4,551	2,580	1,495	9,454

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 13 INTANGIBLE ASSETS

### 13 無形資產

		Computer software (Note) 電腦軟件 HK\$'000 千港元	Trading right (Note) 交易權 (附註) HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2017	於二零一七年一月一日			
Cost	成本	37,274	1,675	38,949
Accumulated amortisation	累計攤銷	(11,502)	–	(11,502)
Net carrying amount	賬面淨值	25,772	1,675	27,447
For the year ended 31 December 2017	截至二零一七年十二月三十一日止年度			
Opening net carrying amount	年初賬面淨值	25,772	1,675	27,447
Exchange adjustments	匯兌調整	778	55	833
Additions	添置	15,676	–	15,676
Amortisation	攤銷	(7,730)	–	(7,730)
Impairment (Note 8)	減值(附註8)	–	(1,730)	(1,730)
Closing net carrying amount	年末賬面淨值	34,496	–	34,496
As at 31 December 2017	於二零一七年十二月三十一日			
Cost	成本	52,702	1,802	54,504
Accumulated amortisation and impairment	累計攤銷及減值	(18,206)	(1,802)	(20,008)
Net carrying amount	賬面淨值	34,496	–	34,496
For the year ended 31 December 2018	截至二零一八年十二月三十一日止年度			
Opening net carrying amount	年初賬面淨值	34,496	–	34,496
Exchange adjustments	匯兌調整	(1,055)	–	(1,055)
Additions	添置	23,474	–	23,474
Amortisation	攤銷	(10,143)	–	(10,143)
Impairment (Note 8)	減值(附註8)	(2,937)	–	(2,937)
Closing net carrying amount	年末賬面淨值	43,835	–	43,835
As at 31 December 2018	於二零一八年十二月三十一日			
Cost	成本	73,797	1,708	75,505
Accumulated amortisation and impairment	累計攤銷及減值	(29,962)	(1,708)	(31,670)
Net carrying amount	賬面淨值	43,835	–	43,835

### 13 INTANGIBLE ASSETS (continued)

*Note:* The balance represents the fee paid pursuant to the membership agreement with TPME, which is not subject to amortisation and is assessed for impairment annually. On 2 June 2017, the Group received a notice from TPME that it will adjust its precious metals spot trading business with a view to reduce the trading risks, and it will suspend the opening of new trading positions for all spot commodities traded on the exchange with effect from 12 June 2017 (the "Suspension"), as a result, the balance was fully impaired as at 31 December 2017.

### 13 無形資產(續)

附註：餘額指根據與天津貴金屬交易所訂立的會員協議已付的費用，毋須攤銷惟須每年進行減值評估。於二零一七年六月二日，本集團接獲天津貴金屬交易所通知，其將調整貴金屬現貨交易業務，以減低交易風險，並將暫停於交易所就所有現貨商品交易建立新交易頭寸，由二零一七年六月十二日起生效（「暫停事項」），因此於二零一七年十二月三十一日，有關結餘已全數減值。

### 14 OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

### 14 其他應收款項、預付款項及按金

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Rental and utility deposits	租金及公用設施按金	4,569	3,954
Prepayments	預付款項	2,831	5,961
Other receivables	其他應收款項	2,332	1,909
Provision for expected credit loss	預期信貸虧損撥備	(40)	—
Total	總計	9,692	11,824

The carrying amounts of the Group's other receivables and deposits approximate to their fair values.

本集團其他應收款項及按金的賬面值與其公允值相若。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 15 DERIVATIVE FINANCIAL INSTRUMENTS

### 15 衍生金融工具

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Current assets</b>	<b>流動資產</b>		
Derivative contracts	衍生合約	<b>67,400</b>	139,567
<b>Current liabilities</b>	<b>流動負債</b>		
Derivative contracts	衍生合約	<b>(5,374)</b>	(30,646)
<b>Total</b>	<b>總計</b>	<b>62,026</b>	108,921

The Group trades in foreign currencies, commodities and other products through its margin trading business. In order to protect against their exposures to fluctuations in foreign exchange rates and commodity prices, the Group has entered into a number of foreign exchange forward transactions and contracts for difference with the Group's bankers in the normal course of business.

The notional principal amounts of the outstanding forward foreign exchange contracts at 31 December 2018 and 2017 are HK\$9,875,738,000 and HK\$14,292,459,000 respectively.

本集團透過其保證金交易業務進行外幣、商品及其他產品交易。為保障本集團不受匯率及商品價格波動之風險影響，本集團於正常業務過程中與其往來銀行訂立多項外匯遠期交易及差價合約。

於二零一八年及二零一七年十二月三十一日，尚未平倉遠期外匯合約的名義本金額分別為9,875,738,000港元及14,292,459,000港元。

16 BALANCES DUE FROM AGENTS

16 應收代理結餘

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Balances due from:	應收結餘：		
– agents	– 代理	21,756	83,969
– TPME (Note 30 (vii))	– 天津貴金屬交易所 (附註30(vii))	569	4,582
Provision for expected credit loss	預期信貸虧損撥備	(574)	–
Total	總計	21,751	88,551

The carrying amounts of the Group's balances due from agents approximate to their fair values. The Group is free to withdraw the funds from accounts maintained with these agents at any time.

本集團應收代理結餘的賬面值與其公允值相若。本集團可隨時自由提取在該等代理所開立的賬戶內的資金。

17 CASH AND BANK BALANCES AND CLIENT TRUST BANK BALANCES

17 現金及銀行結餘以及客戶信託銀行結餘

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	550,591	430,198
Fixed deposits with banks	銀行定期存款	174,816	87,553
Client trust bank balances	客戶信託銀行結餘	255,785	586,299
Provision for expected credit loss	預期信貸虧損撥備	(426)	–
		980,766	1,104,050

The Group maintains trust and segregated accounts with authorised financial institutions to hold clients' deposits arising from normal business transactions. The Group is not allowed to use the clients' monies to settle its own obligations in the ordinary course of business, and therefore they are not included as cash and cash equivalents in the statement of cash flows.

本集團於獲授權金融機構持有信託及獨立賬戶，以保管客戶來自一般業務交易的存款。本集團不可動用客戶的資金清償其自身於日常業務過程中的債務，因此該等款項並無計入現金流量表中列作現金及現金等價物。

**17 CASH AND BANK BALANCES AND CLIENT TRUST BANK BALANCES** (continued)

As at 31 December 2018 and 2017, fixed deposits of HK\$90,359,000 and HK\$86,015,000 respectively are pledged to banks for banking facilities and office lease bonds. No overdraft facility was utilised by the Group as at 31 December 2018 and 2017. None of the bank deposits are placed with market makers as collateral as at 31 December 2018 and 2017.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents comprises of the following:

**17 現金及銀行結餘以及客戶信託銀行結餘 (續)**

於二零一八年及二零一七年十二月三十一日，90,359,000港元及86,015,000港元的定期存款分別就銀行信貸及辦公室租賃債券抵押予銀行。於二零一八年及二零一七年十二月三十一日，本集團概無動用任何透支額。於二零一八年及二零一七年十二月三十一日，概無銀行存款於市場莊家存置作為抵押品。

就綜合現金流量表而言，現金及現金等價物包括以下各項：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	550,591	430,198
Fixed deposits with bank with original maturity within three months	原訂於三個月內到期的銀行定期存款	84,457	1,538
		635,048	431,736

## 18 FINANCE LEASE OBLIGATIONS

Lease liabilities are effectively secured as the rights to the lease asset revert to the lessor in the event of default.

## 18 融資租賃承擔

租賃負債實際上為租賃資產權利的抵押，發生違約事件時，該等權利將轉歸出租人。

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Gross finance lease liabilities	融資租賃負債總額		
– minimum lease payments	– 最低租賃付款		
Not later than 1 year	一年內	51	56
Later than 1 year and no later than 5 years	一年後及五年內	155	228
		206	284
Future finance charges on finance leases	融資租賃的未來融資開支	(18)	(32)
Present value of finance lease liabilities	融資租賃負債現值	188	252

The present value of finance lease liabilities is as follows:

融資租賃負債現值如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Not later than 1 year	一年內	42	47
Later than 1 year and no later than five years	一年後及五年內	146	205
		188	252

The Group leases various vehicles under non-cancellable finance lease agreements. The lease terms are 3 to 5 years and ownership of the assets lies within the Group.

本集團根據不可註銷的融資租賃協議出租若干車輛。租賃期為三至五年，而資產所有權歸本集團所有。

## 19 DEFERRED TAXATION

Deferred tax assets and liabilities are offset on an individual entity basis when there is a legal right to set off current tax assets against current tax liabilities and when the deferred taxation relates to the same authority. The following amounts, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Deferred tax assets to be recovered after more than twelve months	遞延稅項資產 (超過12個月後收回)	1,719	1,367
Deferred tax liabilities to be settled after more than twelve months	遞延稅項負債 (超過12個月後支付)	(4,902)	(3,206)
		(3,183)	(1,839)

The major components of deferred tax assets/(liabilities) recorded in the consolidated balance sheet and the movements during the year are as follows:

## 19 遞延稅項

當有法定權利可將即期稅項資產與即期稅項負債抵銷，而遞延稅項涉及同一機構時，則可將個別法人的遞延稅項資產與負債抵銷。於相同稅務司法權區內的金額（並無計及抵銷結餘）載列如下：

綜合資產負債表內列賬的遞延稅項資產／（負債）的主要部分及年內變動如下：

		Employee benefits 僱員福利 HK\$'000 千港元	Depreciation 折舊 HK\$'000 千港元	Other temporary differences 其他 暫時性差額 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日	1,151	(835)	709	1,025
Exchange adjustments	匯兌調整	37	(3)	11	45
Charge for the year	年內扣除	(45)	(1,612)	(1,252)	(2,909)
At 31 December 2017	於二零一七年十二月三十一日	1,143	(2,450)	(532)	(1,839)
At 1 January 2018	於二零一八年一月一日	1,143	(2,450)	(532)	(1,839)
Exchange adjustments	匯兌調整	(55)	39	32	16
(Charge)/credit for the year	年內(扣除)/計入	(339)	(1,456)	435	(1,360)
At 31 December 2018	於二零一八年十二月三十一日	749	(3,867)	(65)	(3,183)

## 20 OTHER PAYABLES AND ACCRUED LIABILITIES

## 20 其他應付款項及應計負債

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Accrued rental benefit	應計租金利益	171	231
Accrued audit fees	應計審核費用	2,255	2,781
Other accruals	其他應計費用	3,047	5,257
Commission payable	應付佣金	6,020	27,825
Employee entitlements	僱員權益	11,458	11,820
Other payables	其他應付款項	2,857	5,358
Interest payable	應付利息	5,835	—
		<b>31,643</b>	<b>53,272</b>

The carrying amounts of the Group's other payables and accrued liabilities approximate to their fair values.

本集團其他應付款項及應計負債的賬面值與其公允值相若。

## 21 CLIENTS' BALANCES

The balances represent margin deposits received from clients and the realised profit or loss from their trading activities under normal course of business. The carrying amounts approximate to their fair values.

## 21 客戶結餘

該等結餘指於正常業務過程中收取客戶的保證金存款及彼等進行買賣活動的已變現溢利或虧損。賬面值與其公允值相若。

## 22 CONVERTIBLE BONDS

Pursuant to subscriptions agreements entered into by the Company on 25 January 2018, the Company issued convertible bonds with aggregate principal amount of HK\$200,000,000 on 12 February 2018 (the "Issue Date"). The convertible bonds entitled the holders to convert them into 326,264,273 ordinary shares of the Company at the conversion price of HK\$0.613 (the "Conversion Price") per share of the Company at any time from the day following one year from the Issue Date up to the fifth business day immediately before the second anniversary of the Issue Date (the "Maturity Date") and bear interest at 7.5% per annum. Unless previously redeemed, converted or cancelled, the Company has to redeem the convertible bonds on Maturity Date at 100% of the outstanding principal amount, together with accrued interest, if any.

## 22 可換股債券

根據本公司於二零一八年一月二十五日訂立之認購協議，本公司已於二零一八年二月十二日（「發行日期」）發行本金總額為200,000,000港元之可換股債券。可換股債券賦予持有人權利可於發行日期起計一年後翌日起至緊接發行日期起計滿兩週年前第五個營業日（「到期日」）止期間隨時按換股價每股0.613港元（「換股價」）轉換為本公司之326,264,273普通股，年利率為7.5%。除非提前贖回、轉換或註銷，本公司須於到期日按未償還本金額之100%連同應計利息（如有）贖回可換股債券。



**22 CONVERTIBLE BONDS** *(continued)*

The Conversion Price is subject to anti-dilutive adjustments due to change of management and anti-dilution events such as consolidation, sub-division or reclassification, bonus issue, capital distribution, rights issue of shares or options over shares, rights issue of other securities, issue at less than the then current market price, other issue at less than the then current market price, modification of right of conversion, other offer to shareholders and other events. If the Conversion Price pursuant to any adjustment is below the par value of each share, the Conversion Price shall be adjusted to an amount equal to the par value of on share instead.

Save as disclosed above, the terms and definitions of the convertible bonds are set out in the respective subscription agreements and disclosed in the Company's announcements dated 25 January 2018 and 12 February 2018.

In the presence of the adjustments to the Conversion Price mentioned above, the convertible bonds may not exchange a fixed number of the Company's own equity instrument for a fixed amount of cash. Therefore, the components of the convertible bonds are accounted for separately as host liability component and conversion option derivative. The fair values of the host liability component and conversion option derivative were determined at the respective date of issue. The host liability component represented the present value of the contractual stream of future cash flows discounted using the prevailing market interest rate of similar non-convertible instruments and carried at amortised cost. The effective interest rate of the liability component is 19.25%. Subsequent to the initial recognition, the liability component is carried at amortised cost while the conversion option derivative embedded in the convertible bonds are measured at fair value, where changes in fair value recognised in profit or loss.

**22 可換股債券(續)**

換股價將於管理層出現變動時作出反攤薄調整，而該等反攤薄調整事件包括合併、拆細或重新分類、發行紅股、資本分派、供股或購股權、其他證券之供股、按低於當時現行市價發行、按低於當時現行市價之其他發行、修訂換股權、向股東提出其他要約及其他事件。倘因任何調整導致換股價低於每股股份之面值，換股價將調整至相等於股份面值之金額。

除上述披露者外，可換股債券的條款及定義載於各自的認購協議內，並於本公司日期為二零一八年一月二十五日及二零一八年二月十二日的公告中披露。

在上述換股價調整的情況下，可換股債券或未能按固定金額的現金交換為固定數目的本公司自身權益工具。因此，可換股債券的組成部分分別按主負債部分及換股權衍生工具入賬。主負債部分和換股權衍生工具的公允值按各自的發行日期釐定。主負債部分指未來現金流合約部分使用類似不可換股工具現行市場利率貼現的現值，並按攤銷成本列賬。負債部分的實際利率為19.25%。於初始確認後，負債部分按攤銷成本列賬，而嵌入可換股債券的換股權衍生工具按公允值計量，其公允值變動於損益確認。

## 22 CONVERTIBLE BONDS (continued)

The components for the issue of the convertible bonds and their movements for the year are set out below:

## 22 可換股債券(續)

發行可換股債券的組成部分及於年內的變動載列如下：

		Financial liabilities at amortised cost – debt portion 按攤銷成本計量的金融負債 – 債務部份 HK\$'000 千港元	Financial liabilities at fair value through profit or loss – derivative portion 按公允值計入損益的金融負債 – 衍生工具部份 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>At 1 January 2018</b>	於二零一八年一月一日	–	–	–
Issuance of convertible bonds	發行可換股債券	181,815	42,040	223,855
Deferred losses upon issuance	發行時遞延虧損	(19,375)	(4,480)	(23,855)
Fair value gain recognised (Note 6)	已確認公允值收益(附註6)	–	(26,042)	(26,042)
Interest expense	利息開支	28,399	–	28,399
Interest payment	利息付款	(13,274)	–	(13,274)
Amortisation of deferred losses on conversion component (Note 6)	轉換部份遞延虧損攤銷(附註6)	–	1,982	1,982
<b>At 31 December 2018</b>	於二零一八年十二月三十一日	177,565	13,500	191,065

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 23 SHARE CAPITAL

### 23 股本

		Number of shares in issue 已發行股份數目	Issued share capital 已發行股本 HK\$'000 千港元
As at 1 January 2017	於二零一七年一月一日	2,033,240,000	20,332
Issuance of new ordinary shares upon exercise of share options	行使購股權時發行的 新普通股	50,000	1
As at 31 December 2017	於二零一七年十二月三十一日	2,033,290,000	20,333
As at 1 January 2018 and 31 December 2018	於二零一八年一月一日及 二零一八年十二月三十一日	<b>2,033,290,000</b>	<b>20,333</b>

### 24 CAPITAL RESERVE

The balance represents the difference between the book value of the net assets of KVB Kunlun New Zealand Limited, KVB Kunlun Pty Limited and KVB Kunlun International (HK) Limited over the par value of the shares issued by LXL Capital II Limited, LXL Capital III Limited and LXL Capital IV Limited in exchange for these subsidiaries as part of the reorganisation completed in 2012.

### 24 資本儲備

該結餘指KVB Kunlun New Zealand Limited、KVB Kunlun Pty Limited及昆倫國際(香港)有限公司資產淨值的賬面值與LXL Capital II Limited、LXL Capital III Limited及LXL Capital IV Limited作為於二零一二年完成的重組一部分用以交換該等附屬公司而發行的股份面值的差額。

**25 RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES**

The changes in the Group's liabilities from financing activities, including both cash and non-cash changes are as follows:

**25 融資活動所產生負債之對賬**

本集團融資活動負債的變動（包括現金及非現金變動）載列如下：

		Finance leases due within 1 year 於一年內到期 之融資租賃 HK\$'000 千港元	Finance leases due after 1 year 於一年後到期 之融資租賃 HK\$'000 千港元	Convertible bonds 可換股債券 HK\$'000 千港元	Interest payable 應付利息 HK\$'000 千港元	Other 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 1 January 2018</b>	於二零一八年一月一日	47	205	-	-	-	252
<b>Changes from financing cash flow:</b>	融資活動現金流變動：						
Repayment of finance lease obligations	償還融資租賃承擔	(12)	(42)	-	-	-	(54)
Issuance of convertible bonds	發行可換股債券	-	-	200,000	-	-	200,000
Interest paid	已付利息	-	-	(7,439)	-	(29)	(7,468)
Interest payable	應付利息	-	-	(5,835)	5,835	-	-
<b>Exchange adjustments</b>	匯兌調整	(4)	(17)	-	-	-	(21)
<b>Other changes:</b>	其他變動：						
Interest expenses	利息開支	11	-	28,399	-	29	28,439
Fair value gain on the embedded portion of the convertible bonds	可換股債券嵌入式部份之公允值收益	-	-	(26,042)	-	-	(26,042)
Amortisation of the deferred losses on conversion component of the convertible bonds	可換股債券轉換部份之遞延虧損攤銷	-	-	1,982	-	-	1,982
<b>At 31 December 2018</b>	於二零一八年十二月三十一日	42	146	191,065	5,835	-	197,088

**25 RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES** (continued) **25 融資活動所產生負債之對賬 (續)**

		Finance leases due within 1 year 於一年內到期 之融資租賃 HK\$'000 千港元	Finance leases due after 1 year 於一年後到期 之融資租賃 HK\$'000 千港元	Borrowing due within 1 year 一年內到期 之借貸 HK\$'000 千港元	Borrowing due after 1 year 一年後到期 之借貸 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 1 January 2017</b>	於二零一七年一月一日	18	–	55,835	–	55,853
<b>Changes from financing cash flow:</b>	融資活動現金流變動：					
Repayment of finance lease obligations	償還融資租賃承擔	(41)	–	–	–	(41)
Repayment of borrowing	償還借貸	–	–	(55,835)	–	(55,835)
<b>Exchange adjustments</b>	匯兌調整	1	4	–	–	5
<b>Other changes:</b>	其他變動：					
New finance lease	新融資租賃	63	201	–	–	264
Interest on finance lease	融資租賃之利息	6	–	–	–	6
<b>At 31 December 2017</b>	於二零一七年十二月三十一日	47	205	–	–	252

## 26 SHARE OPTION SCHEME

On 19 August 2015, the Board of Directors of the Company granted 40,000,000 share options to 95 individuals ("Grantees") for their subscription of new ordinary shares of HK\$0.01 each in the share capital of the Company.

These share options are exercisable at HK\$0.95 per share, with varying vesting period and validity from the date of grant. 35 out of 95 of the Grantees were granted share options which are exercisable for a period of three years commencing on the date of grant to 18 August 2018. 12 out of 95 of the Grantees were granted share options which are exercisable for a period of three years commencing on the date falling on the first anniversary of the date of grant to 18 August 2019, with a vesting period of one year from the date of grant. The remaining 48 Grantees were granted options which are exercisable for a period of two years commencing on the date falling on the second anniversary of the date of grant to 18 August 2019, with a vesting period of two years from the date of grant. Among the 40,000,000 share options granted, 12,200,000 share options were granted to the directors and chief executives of the Company.

The Group has no legal or constructive obligation to repurchase or settle the options in cash.

## 26 購股權計劃

於二零一五年八月十九日，本公司董事會向95名人士（「獲授人」）授出40,000,000份購股權，供彼等認購本公司股本中每股面值0.01港元的新普通股。

該等購股權可按每股股份0.95港元的價格予以行使，自授出日期起計的歸屬期及有效期有別。95名獲授人中的35名獲授人獲授予可於授出日期起計至二零一八年八月十八日為止三年之期間內行使之購股權。95名獲授人中的12名獲授人獲授予可於授出日期一週年當日起計至二零一九年八月十八日為止三年之期間內行使之購股權，歸屬期為由授出日期起計一年。餘下48名獲授人獲授予可於授出日期兩週年當日起計至二零一九年八月十八日為止兩年之期間內行使之購股權，歸屬期為由授出日期起計兩年。已授出的40,000,000份購股權中，本公司董事及主要行政人員獲授12,200,000份購股權。

本集團並無法律或推定責任以現金購回或結算購股權。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 26 SHARE OPTION SCHEME (continued)

Movements in the number of share options outstanding are as follows:

### 26 購股權計劃(續)

尚未行使的購股權數目變動如下：

Grantee	Date of grant	Outstanding as at 31 December 2017 於二零一七年 十二月三十一日 尚未行使	Granted during the year 於年內授出	Forfeited during the year 於年內 被沒收	Exercised during the year 於年內行使	Outstanding as at 31 December 2018 於二零一八年 十二月三十一日 尚未行使	Exercise price 行使價 HK\$ 港元	Exercise period 行使期間
Liu Stefan	19 August 2015	8,300,000	-	(8,300,000)	-	-	0.95	19 August 2015 to 18 August 2018
劉欣諾	二零一五年八月十九日							二零一五年八月十九日 至二零一八年 八月十八日
Huang Songyuan	19 August 2015	3,500,000	-	(3,500,000)	-	-	0.95	19 August 2015 to 18 August 2018
黃頌源	二零一五年八月十九日							二零一五年八月十九日 至二零一八年 八月十八日
Wong Yiu Kit Ernest	19 August 2015	250,000	-	-	-	250,000	0.95	19 August 2017 to 18 August 2019
黃耀傑	二零一五年八月十九日							二零一七年八月十九日 至二零一八年 八月十八日
Stephen Gregory McCoy	19 August 2015	1,000,000	-	(1,000,000)	-	-	0.95	19 August 2015 to 18 August 2018
Stephen Gregory McCoy	二零一五年八月十九日							二零一五年八月十九日 至二零一八年 八月十八日
Zhao Guixin	19 August 2015	300,000	-	(300,000)	-	-	0.95	19 August 2015 to 18 August 2018
趙桂馨	二零一五年八月十九日							二零一五年八月十九日 至二零一八年 八月十八日
Corenlis Jacobus Keyser	19 August 2015	300,000	-	(300,000)	-	-	0.95	19 August 2015 to 18 August 2018
Corenlis Jacobus Keyser	二零一五年八月十九日							二零一五年八月十九日 至二零一八年 八月十八日

26 SHARE OPTION SCHEME (continued)

26 購股權計劃 (續)

Grantee	Date of grant	Outstanding as at 31 December 2017 於二零一七年 十二月三十一日 尚未行使	Granted during the year 於年內授出	Forfeited during the year 於年內 被沒收	Exercised during the year 於年內行使	Outstanding as at 31 December 2018 於二零一八年 十二月三十一日 尚未行使	Exercise price 行使價 HK\$ 港元	Exercise period 行使期間
Lin Wenhui 林文輝	19 August 2015 二零一五年八月十九日	300,000	-	(300,000)	-	-	0.95	19 August 2015 to 18 August 2018 二零一五年八月十九日 至二零一八年 八月十八日
Employees of group companies 集團公司僱員	19 August 2015 二零一五年八月十九日	14,050,000	-	(14,050,000)	-	-	0.95	19 August 2015 to 18 August 2018 二零一五年八月十九日 至二零一八年 八月十八日
Employees of group companies 集團公司僱員	19 August 2015 二零一五年八月十九日	1,000,000	-	-	-	1,000,000	0.95	19 August 2016 to 18 August 2019 二零一六年八月十九日 至二零一九年 八月十八日
Employees of group companies 集團公司僱員	19 August 2015 二零一五年八月十九日	3,750,000	-	(300,000)	-	3,450,000	0.95	19 August 2017 to 18 August 2019 二零一七年八月十九日 至二零一九年 八月十八日
Consultants 顧問	19 August 2015 二零一五年八月十九日	400,000	-	(50,000)	-	350,000	0.95	19 August 2016 to 18 August 2019 二零一六年八月十九日 至二零一九年 八月十八日
Consultants 顧問	19 August 2015 二零一五年八月十九日	500,000	-	(100,000)	-	400,000	0.95	19 August 2017 to 18 August 2019 二零一七年八月十九日 至二零一九年 八月十八日
		33,650,000	-	(28,200,000)	-	5,450,000		

**26 SHARE OPTION SCHEME** (continued)

The Binomial Option Pricing Model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions. Details of the share options granted on 19 August 2015 were as follows:

Weighted average share option price at the grant date:	HK\$0.3133
Risk free interest rate:	0.821%
Expected volatility:	59.08%
Expected dividend yield:	1.63%
Expected exercise multiple:	Directors: 2.8x exercise price Others: 2.2x exercise price

The measurement date of the share options was 19 August 2015, being the date of grant of the share options. The expected dividend yield is determined with reference to historical dividend payment history of comparable listed companies up to the measurement date. The expected volatility of share price is determined with reference to annualised historical weekly volatility of comparable listed companies' share prices as of the valuation date, as extracted from Bloomberg.

No share option expenses (2017: HK\$381,000) were recognised in the consolidated statement of comprehensive income during the current period.

**26 購股權計劃 (續)**

二項式期權定價模式獲採納以估計購股權的公允值。計算購股權公允值所用的變數及假設乃基於董事的最佳估計。購股權價值隨某些主觀假設的變數不同而變化。於二零一五年八月十九日授出的購股權的詳情如下：

於授出日期的加權平均購股權價格：	0.3133港元
無風險利率：	0.821%
預期波幅：	59.08%
預期股息率：	1.63%
預期行使倍數：	董事：行使價2.8倍 其他：行使價2.2倍

購股權的計量日期為二零一五年八月十九日，即授出購股權的日期。預期股息率乃參考可資比較上市公司直至計量日期的過往股息付款記錄而釐定。股價的預期波幅參考摘錄自彭博的可資比較上市公司的股價截至評估日期的年度化過往每週波幅而釐定。

本期間於綜合全面收益表並無確認購股權開支(二零一七年：381,000港元)。

## 26 SHARE OPTION SCHEME (continued)

On 29 December 2016, the Board of Directors of the Company granted 40,000,000 share options to 95 individuals ("Grantees") for their subscription of new ordinary shares of HK\$0.01 each in the share capital of the Company.

These share options are exercisable at HK\$0.592 per share, with varying vesting period and validity from the date of grant. 37 out of 95 of the Grantees were granted share options which are exercisable for a period of three years commencing on the date of grant to 28 December 2019. 9 out of 95 of the Grantees were granted share options which are exercisable for a period of three years commencing on the date falling on the first anniversary of the date of grant to 28 December 2020, with a vesting period of one year from the date of grant. The remaining 49 Grantees were granted options which are exercisable for a period of two years commencing on the date falling on the second anniversary of the date of grant to 28 December 2020, with a vesting period of two years from the date of grant. Among the 40,000,000 share options granted, 11,750,000 share options were granted to the directors and chief executives of the Company.

The Group has no legal or constructive obligation to repurchase or settle the options in cash.

## 26 購股權計劃(續)

於二零一六年十二月二十九日，本公司董事會向95名人士（「獲授人」）授出40,000,000份購股權，供彼等認購本公司股本中每股面值0.01港元的新普通股。

該等購股權可按每股股份0.592港元的價格予以行使，自授出日期起計的歸屬期及有效期有別。95名獲授人中的37名獲授人獲授予可於授出日期起計至二零一九年十二月二十八日為止三年之期間內行使之購股權。95名獲授人中的9名獲授人獲授予可於授出日期一週年當日起計至二零二零年十二月二十八日為止三年之期間內行使之購股權，歸屬期為由授出日期起計一年。餘下49名獲授人獲授予可於授出日期兩週年當日起計至二零二零年十二月二十八日為止兩年之期間內行使之購股權，歸屬期為由授出日期起計兩年。已授出的40,000,000份購股權中，本公司董事及主要行政人員獲授11,750,000份購股權。

本集團並無法律或推定責任以現金購回或結算購股權。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 26 SHARE OPTION SCHEME (continued)

Movements in the number of share options outstanding are as follows:

Grantee	Date of grant	Outstanding as at 31 December 2017 於二零一七年 十二月三十一日 尚未行使	Granted during the year 於年內 授出	Forfeited during the year 於年內 被沒收	Exercised during the year 於年內 行使	Outstanding as at 31 December 2018 於二零一八年 十二月三十一日 尚未行使	Exercise price 行使價 HK\$ 港元	Exercise period 行使期間
Liu Stefan	29 December 2016	8,000,000	-	-	-	8,000,000	0.592	29 December 2016 to 28 December 2019
劉欣諾	二零一六年 十二月二十九日							二零一六年十二月二十九日至 二零一九年十二月二十八日
Huang Songyuan	29 December 2016	3,050,000	-	-	-	3,050,000	0.592	29 December 2016 to 28 December 2019
黃頌源	二零一六年 十二月二十九日							二零一六年十二月二十九日至 二零一九年十二月二十八日
Wong Yiu Kit Ernest	29 December 2016	250,000	-	-	-	250,000	0.592	29 December 2018 to 28 December 2020
黃耀傑	二零一六年 十二月二十九日							二零一八年十二月二十九日至 二零二零年十二月二十八日
Stephen Gregory McCoy	29 December 2016	1,000,000	-	-	-	1,000,000	0.592	29 December 2016 to 28 December 2019
Stephen Gregory McCoy	二零一六年 十二月二十九日							二零一六年十二月二十九日至 二零一九年十二月二十八日
Zhao Guixin	29 December 2016	300,000	-	-	-	300,000	0.592	29 December 2016 to 28 December 2019
趙桂馨	二零一六年 十二月二十九日							二零一六年十二月二十九日至 二零一九年十二月二十八日
Corenlis Jacobus Keyser	29 December 2016	300,000	-	-	-	300,000	0.592	29 December 2016 to 28 December 2019
Corenlis Jacobus Keyser	二零一六年 十二月二十九日							二零一六年十二月二十九日至 二零一九年十二月二十八日
Lin Wenhui	29 December 2016	300,000	-	-	-	300,000	0.592	29 December 2016 to 28 December 2019
林文輝	二零一六年 十二月二十九日							二零一六年十二月二十九日至 二零一九年十二月二十八日

### 26 購股權計劃(續)

尚未行使的購股權數目變動如下：

26 SHARE OPTION SCHEME (continued)

26 購股權計劃(續)

Grantee	Date of grant	Outstanding as at 31 December 2017 於二零一七年 十二月三十一日 尚未行使	Granted during the year 於年內 授出	Forfeited during the year 於年內 被沒收	Exercised during the year 於年內 行使	Outstanding as at 31 December 2018 於二零一八年 十二月三十一日 尚未行使	Exercise price 行使價 HK\$ 港元	Exercise period 行使期間
Employees of group companies	29 December 2016	16,450,000	-	(1,250,000)	-	15,200,000	0.592	29 December 2016 to 28 December 2019
集團公司僱員	二零一六年 十二月二十九日							二零一六年十二月二十九日至 二零一八年十二月二十八日
Employees of group companies	29 December 2016	900,000	-	-	-	900,000	0.592	29 December 2017 to 28 December 2020
集團公司僱員	二零一六年 十二月二十九日							二零一七年十二月二十九日至 二零二零年十二月二十八日
Employees of group companies	29 December 2016	6,700,000	-	(1,550,000)	-	5,150,000	0.592	29 December 2018 to 28 December 2020
集團公司僱員	二零一六年 十二月二十九日							二零一八年十二月二十九日至 二零二零年十二月二十八日
Consultants	29 December 2016	450,000	-	(50,000)	-	400,000	0.592	29 December 2017 to 28 December 2020
顧問	二零一六年 十二月二十九日							二零一七年十二月二十九日至 二零二零年十二月二十八日
Consultants	29 December 2016	200,000	-	(100,000)	-	100,000	0.592	29 December 2018 to 28 December 2020
顧問	二零一六年 十二月二十九日							二零一八年十二月二十九日至 二零二零年十二月二十八日
		37,900,000	-	(2,950,000)	-	34,950,000		



## 26 SHARE OPTION SCHEME (continued)

The Binomial Option Pricing Model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions. Details of the share options granted on 29 December 2016 were as follows:

Weighted average share option price at the grant date:	HK\$0.2385
Risk free interest rate:	1.443%
Expected volatility:	70.97%
Expected dividend yield:	0%
Expected exercise multiple:	Directors: 2.8x exercise price Others: 2.2x exercise price

The measurement date of the share options was 29 December 2016, being the date of grant of the share options. The expected dividend yield is determined with reference to historical dividend payment history of comparable listed companies up to the measurement date. The expected volatility of share price is determined with reference to annualised historical weekly volatility of comparable listed companies' share prices as of the valuation date, as extracted from Bloomberg.

A total of HK\$424,000 (2017: HK\$1,087,000) share option expenses were recognised in the consolidated statement of comprehensive income during the current year.

## 26 購股權計劃(續)

二項式期權定價模式獲採納以估計購股權的公允值。計算購股權公允值所用的變數及假設乃基於董事的最佳估計。購股權價值隨某些主觀假設的變數不同而變化。於二零一六年十二月二十九日授出的購股權的詳情如下：

於授出日期的加權平均購股權價格：	0.2385港元
無風險利率：	1.443%
預期波幅：	70.97%
預期股息率：	0%
預期行使倍數：	董事：行使價2.8倍 其他：行使價2.2倍

購股權的計量日期為二零一六年十二月二十九日，即授出購股權的日期。預期股息率乃參考可資比較上市公司直至計量日期的過往股息付款記錄而釐定。股價的預期波幅參考摘錄自彭博的可資比較上市公司的股價截至評估日期的年度化過往每週波幅而釐定。

本年度於綜合全面收益表確認的購股權開支合共為424,000港元(二零一七年：1,087,000港元)。

## 26 SHARE OPTION SCHEME (continued)

On 22 March 2018, the Board of Directors of the Company granted 40,000,000 share options to 82 individuals ("Grantees") for their subscription of new ordinary shares of HK\$0.01 each in the share capital of the Company.

These share options are exercisable at HK\$0.495 per share, with varying vesting period and validity from the date of grant. 37 out of 82 of the Grantees were granted share options which are exercisable for a period of three years commencing on the date of grant to 21 March 2021. 11 out of 82 of the Grantees were granted share options which are exercisable for a period of three years commencing on the date falling on the first anniversary of the date of grant to 21 March 2022, with a vesting period of one year from the date of grant. The remaining 34 Grantees were granted options which are exercisable for a period of two years commencing on the date falling on the second anniversary of the date of grant to 21 March 2022, with a vesting period of two years from the date of grant. Among the 40,000,000 share options granted, 12,200,000 share options were granted to the then directors and chief executives of the Company.

The Group has no legal or constructive obligation to repurchase or settle the options in cash.

## 26 購股權計劃(續)

於二零一八年三月二十二日，本公司董事會向82名人士（「獲授人」）授出40,000,000份購股權，供彼等認購本公司股本中每股面值0.01港元的新普通股。

該等購股權可按每股股份0.495港元的價格予以行使，自授出日期起計的歸屬期及有效期有別。82名獲授人中的37名獲授人獲授予可於授出日期起計至二零二一年三月三十一日為止三年之期間內行使之購股權。82名獲授人中的11名獲授人獲授予可於授出日期一週年當日起計至二零二二年三月三十一日為止三年之期間內行使之購股權，歸屬期為由授出日期起計一年。餘下34名獲授人獲授予可於授出日期兩週年當日起計至二零二二年三月三十一日為止兩年之期間內行使之購股權，歸屬期為由授出日期起計兩年。已授出的40,000,000份購股權中，本公司當時之董事及主要行政人員獲授12,200,000份購股權。

本集團並無法律或推定責任以現金購回或結算購股權。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 26 SHARE OPTION SCHEME (continued)

Movements in the number of share options outstanding are as follows:

Grantee	Date of grant	Outstanding as at 31 December 2017 於二零一七年十二月三十一日尚未行使	Granted during the year 於年內授出	Forfeited during the year 於年內被沒收	Exercised during the year 於年內行使	Outstanding as at 31 December 2018 於二零一八年十二月三十一日尚未行使	Exercise price 行使價 HK\$ 港元	Exercise period 行使期間
獲授人	授出日期							
Liu Stefan	22 March 2018	–	10,000,000	–	–	10,000,000	0.495	22 March 2018 to 21 March 2021
劉欣諾	二零一八年三月二十二日							二零一八年三月二十二日至二零二一年三月三十一日
Huang Songyuan	22 March 2018	–	3,800,000	–	–	3,800,000	0.495	22 March 2018 to 21 March 2021
黃頌源	二零一八年三月二十二日							二零一八年三月二十二日至二零二一年三月三十一日
Wong Yiu Kit Ernest	22 March 2018	–	1,550,000	–	–	1,550,000	0.495	22 March 2018 to 21 March 2021
黃耀傑	二零一八年三月二十二日							二零一八年三月二十二日至二零二一年三月三十一日
Stephen Gregory McCoy	22 March 2018	–	1,000,000	–	–	1,000,000	0.495	22 March 2018 to 21 March 2021
Stephen Gregory McCoy	二零一八年三月二十二日							二零一八年三月二十二日至二零二一年三月三十一日
Zhao Guixin	22 March 2018	–	400,000	–	–	400,000	0.495	22 March 2018 to 21 March 2021
趙桂馨	二零一八年三月二十二日							二零一八年三月二十二日至二零二一年三月三十一日
Corenlis Jacobus Keyser	22 March 2018	–	400,000	–	–	400,000	0.495	22 March 2018 to 21 March 2021
Corenlis Jacobus Keyser	二零一八年三月二十二日							二零一八年三月二十二日至二零二一年三月三十一日
Lin Wenhui	22 March 2018	–	400,000	–	–	400,000	0.495	22 March 2018 to 21 March 2021
林文輝	二零一八年三月二十二日							二零一八年三月二十二日至二零二一年三月三十一日
Employees of group companies	22 March 2018	–	13,600,000	(800,000)	–	12,800,000	0.495	22 March 2018 to 21 March 2021
集團公司僱員	二零一八年三月二十二日							二零一八年三月二十二日至二零二一年三月三十一日
Employees of group companies	22 March 2018	–	1,900,000	–	–	1,900,000	0.495	22 March 2019 to 21 March 2022
集團公司僱員	二零一八年三月二十二日							二零一九年三月二十二日至二零二二年三月三十一日
Employees of group companies	22 March 2018	–	6,150,000	(1,250,000)	–	4,900,000	0.495	22 March 2020 to 21 March 2022
集團公司僱員	二零一八年三月二十二日							二零二零年三月二十二日至二零二二年三月三十一日
Consultants	22 March 2018	–	800,000	(250,000)	–	550,000	0.495	22 March 2019 to 21 March 2022
顧問	二零一八年三月二十二日							二零一九年三月二十二日至二零二二年三月三十一日
		–	40,000,000	(2,300,000)	–	37,700,000		

### 26 購股權計劃 (續)

尚未行使的購股權數目變動如下：

## 26 SHARE OPTION SCHEME (continued)

The Binomial Option Pricing Model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions. Details of the share options granted on 22 March 2018 were as follows:

Weighted average share option price at the grant date:	HK\$0.1735
Risk free interest rate:	1.668%
Expected volatility:	56.39%
Expected dividend yield:	0%
Expected exercise multiple:	Directors: 2.8x exercise price Others: 2.2x exercise price

The measurement date of the share options was 22 March 2018, being the date of grant of the share options. The expected dividend yield is determined with reference to historical dividend payment history of comparable listed companies up to the measurement date. The expected volatility of share price is determined with reference to annualised historical weekly volatility of comparable listed companies' share prices as of the valuation date, as extracted from Bloomberg.

A total of HK\$5,951,000 share option expenses were recognised in the consolidated statement of comprehensive income during the current period.

## 26 購股權計劃(續)

二項式期權定價模式獲採納以估計購股權的公允值。計算購股權公允值所用的變數及假設乃基於董事的最佳估計。購股權價值隨某些主觀假設的變數不同而變化。於二零一八年三月二十二日授出的購股權的詳情如下：

於授出日期的加權平均購股權價格：	0.1735港元
無風險利率：	1.668%
預期波幅：	56.39%
預期股息率：	0%
預期行使倍數：	董事：行使價2.8倍 其他：行使價2.2倍

購股權的計量日期為二零一八年三月二十二日，即授出購股權的日期。預期股息率乃參考可資比較上市公司直至計量日期的過往股息付款記錄而釐定。股價的預期波幅參考摘錄自彭博的可資比較上市公司的股價截至評估日期的年度化過往每週波幅而釐定。

本期間於綜合全面收益表確認的購股權開支合共為5,951,000港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 27 BALANCE SHEET AND RESERVES MOVEMENT OF THE COMPANY

#### Balance sheet of the Company

### 27 本公司之資產負債表及儲備變動

#### 本公司之資產負債表

		As at 31 December	
		於十二月三十一日	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>ASSET</b>	<b>資產</b>		
<b>Non-current asset</b>	<b>非流動資產</b>		
Investment in subsidiaries (Note 29)	於附屬公司之投資 (附註29)	160,461	156,560
<b>Total non-current assets</b>	<b>非流動資產總值</b>	<b>160,461</b>	<b>156,560</b>
<b>Current assets</b>	<b>流動資產</b>		
Cash and bank balances	現金及銀行結餘	359,908	95,674
Amounts due from subsidiaries	應收附屬公司之款項	67,426	68,638
Loans to a subsidiary	給予一間附屬公司之貸款	—	101,603
Prepayments and other receivables	預付款項及其他應收款項	721	301
<b>Total current assets</b>	<b>流動資產總值</b>	<b>428,055</b>	<b>266,216</b>
<b>Total assets</b>	<b>資產總值</b>	<b>588,516</b>	<b>422,776</b>
<b>EQUITY AND LIABILITIES</b>	<b>權益及負債</b>		
Share capital	股本	20,333	20,333
Reserves (Note (a))	儲備 (附註(a))	202,693	199,329
Retained earnings	保留盈利	165,842	182,635
<b>Total equity</b>	<b>權益總額</b>	<b>388,868</b>	<b>402,297</b>
<b>Non-current liability</b>	<b>非流動負債</b>		
Convertible bonds	可換股債券	191,065	—
<b>Total non-current liability</b>	<b>非流動負債總額</b>	<b>191,065</b>	<b>—</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Amounts due to subsidiaries	應付附屬公司款項	69	17,321
Other payables and accrued liabilities	其他應付款項及應計負債	8,514	3,158
<b>Total current liabilities</b>	<b>流動負債總額</b>	<b>8,583</b>	<b>20,479</b>
<b>Total liabilities</b>	<b>負債總額</b>	<b>199,648</b>	<b>20,479</b>
<b>Total equity and liabilities</b>	<b>總權益及負債</b>	<b>588,516</b>	<b>422,776</b>

The balance sheet of the Company was approved by the Board of Directors on 18 March 2019 and was signed on its behalf.

本公司資產負債表經董事會於二零一九年三月十八日批准並由以下董事代為簽署。

Liu Stefan  
劉欣諾

Wong Yiu Kit Ernest  
黃耀傑

**27 BALANCE SHEET AND RESERVES MOVEMENT OF THE COMPANY** (continued) **27 本公司之資產負債表及儲備變動 (續)**

Note (a) – Reserve movement of the Company

附註(a) – 本公司之儲備變動

		<b>Reserves</b> 儲備 HK\$'000 千港元	<b>Retained earnings</b> 保留盈利 HK\$'000 千港元
<b>As at 1 January 2017</b>	於二零一七年一月一日	198,157	156,830
Profit for the year	年度溢利	–	25,480
Share option scheme	購股權計劃	1,154	314
Issuance of new ordinary shares upon exercise of share options	行使購股權時發行的新普通股	18	11
<b>As at 31 December 2017</b>	於二零一七年十二月三十一日	199,329	182,635
<b>As at 1 January 2018</b>	於二零一八年一月一日	<b>199,329</b>	<b>182,635</b>
Loss for the year	年度虧損	–	(19,804)
Share option scheme	購股權計劃	<b>3,364</b>	<b>3,011</b>
<b>As at 31 December 2018</b>	於二零一八年十二月三十一日	<b>202,693</b>	<b>165,842</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 28 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

#### (a) Directors' emoluments

Emoluments paid/payable to the directors of the Company by the Group during the years ended 31 December 2018 and 2017.

For the year ended 31 December 2018

### 28 董事及高級管理層的酬金

#### (a) 董事酬金

本集團截至二零一八年及二零一七年十二月三十一日止年度向本公司董事支付／應付的酬金。

截至二零一八年十二月三十一日止年度

Name of director	董事姓名	Director fee	Salary and commission	Employer's contribution to pension scheme	Discretionary bonuses (Note (b))	Estimated value of other benefits (Note (a))	Total
		董事袍金	薪金及佣金	僱主退休金計劃供款	酌情花紅 (附註(b))	其他福利的估計價值 (附註(a))	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
<b>Executive Directors:</b>							
Mr. Liu Stefan	劉欣諾先生	484	2,970	18	22,918	1,854	28,244
Mr. Huang Songyuan (Appointed on 21 May 2018)	黃頌源先生 (於二零一八年五月二十一日獲委任)	391	814	-	8,492	637	10,334
Mr. Wong Yiu Kit Ernest (Appointed on 21 May 2018)	黃耀傑先生 (於二零一八年五月二十一日獲委任)	147	975	18	11,126	260	12,526
<b>Non-executive Directors:</b>							
Mr. Li Zhi Da (Retired on 21 May 2018)	李志達先生 (於二零一八年五月二十一日退任)	47	-	-	-	-	47
Mr. Stephen Gregory McCoy	Stephen Gregory McCoy先生	120	-	31	324	185	660
Mr. Li Jiong (Appointed on 21 May 2018)	李岡先生 (於二零一八年五月二十一日獲委任)	74	-	-	-	-	74
Mr. Xu Jianqiang (Appointed on 21 May 2018)	許建強先生 (於二零一八年五月二十一日獲委任)	74	-	-	-	-	74
<b>Independent Non-executive Directors:</b>							
Ms. Zhao Guixin	趙桂馨女士	240	-	-	-	74	314
Mr. Cornelis Jacobus Keyser	Cornelis Jacobus Keyser先生	240	-	-	-	74	314
Mr. Lin Wenhui	林文輝先生	240	-	-	-	74	314
		2,057	4,759	67	42,860	3,158	52,901

**28 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS** (continued)

**28 董事及高級管理層的酬金 (續)**

**(a) Directors' emoluments** (continued)

For the year ended 31 December 2017

**(a) 董事酬金 (續)**

截至二零一七年十二月三十一日止年度

Name of director	董事姓名	Director fee	Salary and commission	Employer's contribution to pension scheme	Discretionary bonuses (Note (b))	Estimated value of other benefits (Note (a))	Total
		董事袍金	薪金及佣金	僱主退休金計劃供款	酌情花紅 (附註(b))	其他福利的估計價值 (附註(a))	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
<b>Executive Directors:</b>							
<b>執行董事：</b>							
Mr. Liu Stefan	劉欣諾先生	240	2,700	18	4,890	-	7,848
Mr. Ng Chee Hung Frederick (Resigned on 17 November 2017)	吳棋鴻先生 (於二零一七年十一月十七日辭任)	211	1,301	16	736	-	2,264
<b>Non-executive Directors:</b>							
<b>非執行董事：</b>							
Mr. Li Zhi Da	李志達先生	120	-	-	-	-	120
Mr. Stephen Gregory McCoy	Stephen Gregory McCoy 先生	120	-	-	-	-	120
<b>Independent Non-executive Directors:</b>							
<b>獨立非執行董事</b>							
Ms. Zhao Guixin	趙桂馨女士	240	-	-	-	-	240
Mr. Cornelis Jacobus Keyser	Cornelis Jacobus Keyser 先生	240	-	-	-	-	240
Mr. Lin Wenhui	林文輝先生	240	-	-	-	-	240
		1,411	4,001	34	5,626	-	11,072

During the years ended 31 December 2018 and 2017, no directors of the Group waived any emoluments and no emolument was paid to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

Note (a): Other benefits are share options.

Note (b): Certain executive directors of the Company are entitled to discretionary bonus payments which are determined with reference to the Group's operating results, individual performance of the directors and relevant market statistics during the year.

截至二零一八年及二零一七年十二月三十一日止年度，概無本集團董事放棄任何酬金，且本集團並無支付酬金予任何董事，作為加入本集團或加入時的獎勵或作為離職補償。

附註(a)：其他福利為購股權。

附註(b)：本公司若干執行董事享有酌情花紅款項，有關款項乃參考年內本集團的經營業績、董事的個人表現及相關市場統計資料而釐定。

**28 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS** (continued) **28 董事及高級管理層的酬金** (續)

**(a) Directors' emoluments** (continued)

**(a) 董事酬金** (續)

		<b>2018</b> 二零一八年 <b>HK\$'000</b> 千港元	2017 二零一七年 HK\$'000 千港元
Emoluments paid or receivable in respect of a person's services as a director, whether of the company or its subsidiary undertaking	就個人提供擔任董事(不論是公司或其附屬公司)的服務而已付或應收的酬金	<b>2,057</b>	1,411
Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the company or its subsidiary undertaking	就董事提供管理公司或其附屬公司事宜的其他服務而已付或應收的酬金	<b>50,844</b>	9,661
		<b>52,901</b>	11,072

**28 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS** (continued)

**28 董事及高級管理層的酬金 (續)**

**(b) Five highest paid individuals**

The five highest paid employees during the years ended 31 December 2018 and 2017 included three and two directors respectively, details of whose remuneration are set out in Note 28(a) above. Details of the remuneration of the remaining non-directors, highest paid employees during the years ended 31 December 2018 and 2017 are as follows:

**(b) 五名最高薪人士**

截至二零一八年及二零一七年十二月三十一日止年度，五名最高薪僱員分別包括三名及兩名董事，其酬金詳情載於上文附註28(a)。其餘非董事最高薪僱員於截至二零一八年及二零一七年十二月三十一日止年度的酬金詳情載列如下：

		<b>2018</b> 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salary and commission	薪金及佣金	<b>1,896</b>	3,000
Employer's contribution to pension scheme	僱主退休金計劃供款	<b>35</b>	126
Discretionary bonuses	酌情花紅	<b>3,954</b>	2,525
		<b>5,885</b>	5,651

No emoluments have been paid to these individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the years ended 31 December 2018 and 2017.

截至二零一八年及二零一七年十二月三十一日止年度，概無向該等人士支付酬金作為加入本集團或加入時的獎勵或作為離職補償。

The emoluments of the highest-paid individuals of the Group other than the directors fall within the following bands:

本集團最高薪人士(除董事外)的薪酬屬於以下範疇：

		<b>2018</b> 二零一八年	2017 二零一七年
Emolument bands	薪酬範疇		
– HK\$0 to HK\$1,000,000	– 0港元至1,000,000港元	–	–
– HK\$1,000,001 to HK\$1,500,000	– 1,000,001港元至1,500,000港元	–	2
– HK\$1,500,001 to HK\$2,000,000	– 1,500,001港元至2,000,000港元	–	–
– HK\$2,500,001 to HK\$3,000,000	– 2,500,001港元至3,000,000港元	<b>1</b>	–
– HK\$3,000,001 to HK\$3,500,000	– 3,000,001港元至3,500,000港元	<b>1</b>	1

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 29 INVESTMENT IN SUBSIDIARIES

As at 31 December 2018, the Company had direct and indirect interests in the following subsidiaries:

### 29 於附屬公司之投資

於二零一八年十二月三十一日，本公司於下列附屬公司擁有直接及間接權益：

Company name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of issued share capital/paid-in capital 已發行股本／繳足股本詳情	Equity interest held 持有的股權
公司名稱	註冊成立地點及法律實體類別	主要業務及經營地點		
LXL Capital I Limited <sup>Note 1</sup>	British Virgin Islands, Limited liability company	Investment holding, British Virgin Islands	US\$600	100% (direct)
LXL Capital I Limited <sup>附註1</sup>	英屬處女群島，有限責任公司	投資控股，英屬處女群島	600美元	100% (直接)
KVB Kunlun New Zealand Limited	New Zealand, Limited liability company	Provision of leveraged foreign exchange and other trading services, New Zealand	NZ\$34,466,551	100% (indirect)
KVB Kunlun New Zealand Limited	紐西蘭，有限責任公司	提供槓桿式外匯及其他交易服務，紐西蘭	34,466,551紐西蘭元	100% (間接)
KVB Kunlun Securities (NZ) Limited	New Zealand, Limited liability company	Provision of securities brokerage, New Zealand	NZ\$1,000,000	100% (indirect)
KVB Kunlun Securities (NZ) Limited	紐西蘭，有限責任公司	提供證券經紀，紐西蘭	1,000,000紐西蘭元	100% (間接)
KVB Kunlun Pty Limited	Australia, Limited liability company	Provision of leveraged foreign exchange and other trading services, Australia	AU\$2,800,010	100% (indirect)
KVB Kunlun Pty Limited	澳洲，有限責任公司	提供槓桿式外匯及其他交易服務，澳洲	2,800,010澳元	100% (間接)
KVB Kunlun International (HK) Limited	Hong Kong, Limited liability company	Provision of management services, leveraged foreign exchange and other trading services, Hong Kong	HK\$100,000,000	100% (indirect)
昆侖國際(香港)有限公司	香港，有限責任公司	提供管理服務、槓桿式外匯及其他交易服務，香港	100,000,000港元	100% (間接)
LXL Capital II Limited <sup>Note 1</sup>	British Virgin Islands, Limited liability company	Investment holding, British Virgin Islands	US\$400	100% (indirect)
LXL Capital II Limited <sup>附註1</sup>	英屬處女群島，有限責任公司	投資控股，英屬處女群島	400美元	100% (間接)
LXL Capital III Limited <sup>Note 1</sup>	British Virgin Islands, Limited liability company	Investment holding, British Virgin Islands	US\$300	100% (indirect)
LXL Capital III Limited <sup>附註1</sup>	英屬處女群島，有限責任公司	投資控股，英屬處女群島	300美元	100% (間接)
LXL Capital IV Limited <sup>Note 1</sup>	British Virgin Islands, Limited liability company	Investment holding, British Virgin Islands	US\$100	100% (indirect)
LXL Capital IV Limited <sup>附註1</sup>	英屬處女群島，有限責任公司	投資控股，英屬處女群島	100美元	100% (間接)

29 INVESTMENT IN SUBSIDIARIES (continued)

29 於附屬公司之投資(續)

Company name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of issued share capital/ paid-in capital 已發行股本／ 繳足股本詳情	Equity interest held 持有的股權
公司名稱	註冊成立地點及法律實體類別	主要業務及經營地點		
LXL Capital VIII Limited <sup>Note 1</sup>	British Virgin Islands, Limited liability company	Investment holding, British Virgin Islands	US\$100	100% (indirect)
LXL Capital VIII Limited <sup>附註1</sup>	英屬處女群島，有限責任公司	投資控股，英屬處女群島	100美元	100% (間接)
LXL Capital V Limited <sup>Note 1</sup>	British Virgin Islands, Limited liability company	Investment holding, British Virgin Islands	US\$100	100% (indirect)
LXL Capital V Limited <sup>附註1</sup>	英屬處女群島，有限責任公司	投資控股，英屬處女群島	100美元	100% (間接)
LXL Capital IX Limited <sup>Note 1</sup>	British Virgin Islands, Limited liability company	Investment holding, British Virgin Islands	US\$100	100% (indirect)
LXL Capital IX Limited <sup>附註1</sup>	英屬處女群島，有限責任公司	投資控股，英屬處女群島	100美元	100% (間接)
Yorkcastle Capital Limited	Hong Kong, Limited liability company	Investment holding, Hong Kong	HK\$1,000,000	100% (indirect)
盛城資本有限公司	香港，有限責任公司	投資控股，香港	1,000,000港元	100% (間接)
Zhuhai Hengqin Kunlun Financial Exchange Limited	People's Republic of China, Limited liability company	Inactive, People's Republic of China	RMB50,000,000	100% (indirect)
珠海橫琴昆侖金融交易中心有限公司	中華人民共和國，有限責任公司	暫無營業，中華人民共和國	人民幣 50,000,000元	100% (間接)

Note 1: No audited financial statements have been prepared as these companies are incorporated in a jurisdiction which does not have any statutory audit requirements.

附註1：由於該等公司註冊成立的司法權區並無任何法定審核規定，故並無編製經審核財務報表。

**30 RELATED PARTY TRANSACTIONS**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control.

On 29 January 2015, KVB Kunlun Holdings Limited, the then controlling shareholder of the Company, and CITIC Securities entered into a share purchase agreement (the “Share Purchase Agreement”) pursuant to which CITIC Securities has agreed to acquire 1,200,000 shares of the Company (the “Sale Shares”) from the controlling shareholder (the “Transaction”). In accordance with the Share Purchase Agreement, CITIC Securities has nominated CITIC Securities Overseas to purchase the full legal and beneficial ownership of the Sales Share. Subsequent to the completion of the Transaction, KVB Kunlun Holdings Limited ceased to be the fellow subsidiaries and are now referred to as “other related parties” as they are controlled by some common key management personnel.

Zhuhai Hengqin Kunlun Financial Exchange Limited (“KVB ZHHQ”), entered into a membership agreement with TPME during the year ended 31 December 2016. Pursuant to the membership agreement, TPME provides a spot trading and settlement platform for precious metals trading and the relevant consulting, training and management services to KVB ZHHQ. TPME is controlled by CITIC Limited, an entity incorporated in Hong Kong which has significant influence over CITIC Securities Overseas.

As disclosed in Note 13 to the consolidated financial statements, as a result of the Suspension, the trading right of TPME was fully impaired as at 31 December 2017.

For the outstanding balance due from or to related parties, net amount is presented when the Group has a legally enforceable right to set off the recognised amounts, and intends to settle on a net basis.

**30 關聯方交易**

倘一方有能力直接或間接控制另一方或在財務及經營決策上對另一方發揮重大影響力，雙方即屬有關聯。雙方受共同控制者亦屬有關聯。

於二零一五年一月二十九日，本公司當時控股股東KVB Kunlun Holdings Limited與中信證券訂立股份購買協議（「股份購買協議」），據此，中信證券同意向控股股東收購1,200,000股本公司股份（「銷售股份」）（「交易事項」）。根據股份購買協議，中信證券提名中信證券海外購買銷售股份的全部法定及實益擁有權。於完成交易後，KVB Kunlun Holdings Limited不再為同系附屬公司，現稱為「其他關聯方」，原因為彼等由若干共同主要管理人員控制。

截至二零一六年十二月三十一日止年度期間，珠海橫琴昆侖新金融交易中心有限公司（「昆侖珠海橫琴」）與天津貴金屬交易所訂立會員協議。根據會員協議，天津貴金屬交易所為昆侖珠海橫琴提供一個貴金屬現貨交易及結算平台，以及相關諮詢、培訓及管理服務。天津貴金屬交易所由中國中信股份有限公司控制，該公司於香港註冊成立，對中信證券海外擁有重大影響力。

誠如綜合財務報表附註13所披露，由於暫停事項，天津貴金屬交易所之交易權已於二零一七年十二月三十一日全數減值。

就應收或應付關聯方的未結算結餘而言，本集團有權合法強制抵銷已確認金額時，並擬按淨額基準結算時呈列金額淨值。



30 RELATED PARTY TRANSACTIONS (continued)

- (a) The Group had the following material transactions with its related entities during the year:

30 關聯方交易 (續)

- (a) 本集團於年內與其關聯實體進行的重大交易如下：

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	Notes 附註			
<b>Transactions with related parties</b>		<b>關聯方交易</b>		
Management fee expenses for the provision of financial system services which include the provision of enterprise resources planning system support to:		向以下公司支付提供財務系統服務，當中包括企業資源管理系統支援的管理費開支：		
– the then immediate holding company	(i)	一當時直接控股公司	696	664
Amount paid for the provision of software development and maintenance services, IT infrastructure project management and maintenance services and IT risk assessment services to:		向以下公司支付提供軟件開發及維護服務、資訊科技基建項目管理及維護服務及資訊科技風險評估服務的款項：		
– an other related party	(ii)	一其他關聯方	32,880	25,757
Referral fee paid for introducing and referring prospective clients to the Group:		向以下公司支付介紹及轉介潛在客戶予本集團的轉介費：		
– an other related party	(iii)	一其他關聯方	–	2,588
Amount paid for the provision of software maintenance, upgrade and support services from:		向以下公司支付提供軟件維護、升級及支援服務的款項：		
– an other related party	(iv)	一其他關聯方	354	353
Amount received for the sharing of the offices to:		向以下公司收取共用辦公室的款項：		
– other related parties	(v)	一其他關聯方	1,267	3,143
Amount paid for the sharing of the offices to:		向以下公司支付共用辦公室的款項：		
– other related parties	(v)	一其他關聯方	2,741	289

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 30 RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

		Notes 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 dealing income for the provision of cash dealing services:	向以下公司提供現金交易服務收取的現金交易收入：			
– other related parties	– 其他關聯方	(vi)	3,309	1,136
<b>Amounts due from related parties</b>	<b>應收關聯方的款項</b>			
Balances with related parties:	與其他關聯方的結餘：			
– TPME	– 天津貴金屬交易所	(vii)	569	4,582

Notes:

- (i) Management fee expenses are charged for the provision of financial system services which include the provision of enterprise resources planning system support with reference to the costs incurred.
- (ii) Amounts are paid for the provision of software development and maintenance services, IT infrastructure project management and maintenance services and IT risk assessment services.
- (iii) Referral fees are paid for introducing and referring prospective clients to the Group in accordance with the fee agreement.
- (iv) Amounts are paid for the provision of software maintenance, upgrade and support services based on the terms on agreement signed between parties.
- (v) Amounts are received and paid for the sharing of the offices based on the agreement signed between parties.
- (vi) Cash dealing income is recognised when cash dealing transactions have been completed by market makers with reference to prevailing exchange rate.

### 30 關聯方交易 (續)

(a) (續)

附註：

- (i) 管理費開支乃就提供財務系統服務，當中包括提供企業資源管理系統支援參考產生的費用而收取。
- (ii) 就提供軟件開發及維護服務、資訊科技基建項目管理及維護服務及資訊科技風險評估服務而支付的款項。
- (iii) 根據收費協議就介紹及轉介客戶予本集團而支付的轉介費。
- (iv) 就提供軟件維護、升級及支援服務而支付的款項乃根據訂約各方所簽訂之協議條款而釐定。
- (v) 根據訂約各方簽訂之協議共用辦公室的應收及應付款項。
- (vi) 現金交易收入於市場莊家完成現金交易時參考現行匯率確認。

### 30 RELATED PARTY TRANSACTIONS (continued)

#### (a) (continued)

Notes: (continued)

(vii) Deposits placed are unsecured and non-interest bearing.

(b) Key management includes directors (executive & non-executive) and the remuneration of the key management personnel of the Group are disclosed in Note 28:

### 31 COMMITMENTS AND CONTINGENCIES

#### Operating lease commitments

The Group leases offices under non-cancellable operating lease commitments existing at the year end. Leases were negotiated for an average term of 3 to 5 years.

The Group is required to give six-month notice for termination of these leases.

### 30 關聯方交易 (續)

#### (a) (續)

附註：(續)

(vii) 所存放之存款為無抵押及免息。

(b) 本集團主要管理層(包括執行及非執行董事)及主要管理人員的薪酬於附註28披露。

### 31 承擔及或然事項

#### 經營租賃承擔

本集團根據於今年末已有的不可撤銷經營租賃承擔租賃辦公室。租期按平均三至五年磋商。

本集團須發出六個月通知方可終止該等租賃。

		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	一年內	14,182	10,826
One to five years	一至五年	23,173	8,357
		37,355	19,183

### 32 APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 18 March 2019.

### 32 批准財務報表

本財務報表由董事會於二零一九年三月十八日批准及授權刊發。

# FINANCIAL SUMMARY

## 財務概要

A summary of the results and of the financial position of KVB Kunlun Financial Group Limited (the “Company”, together with its subsidiaries, the “Group”) for the last five financial years, as extracted from the published audited financial statements, is set out below.

以下載列昆侖國際金融集團有限公司(「本公司」，連同其附屬公司統稱「本集團」)過往五個財政年度之業績及財務狀況概要，乃摘錄自己刊發經審核之財務報表。

		For the year ended 31 December 截至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	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
Total income	收入總額	471,111	514,932	362,607	406,811	188,634
Profit before tax	除稅前溢利	51,757	35,019	54,243	128,149	47,697
Profit for the year	年內溢利	34,249	27,354	38,688	94,709	35,081
Total comprehensive income for the year	年內全面收益總額	19,144	31,212	40,716	83,328	29,785

		As at 31 December 於十二月三十一日				
		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
Total assets	資產總值	1,139,242	1,400,785	1,082,158	1,068,776	626,510
Total liabilities	負債總額	(567,536)	(853,558)	(567,641)	(603,366)	(233,787)
		571,706	547,227	514,517	465,410	392,723
Total equity and liabilities	總權益及負債	1,139,242	1,400,785	1,082,158	1,068,776	626,510
Net current assets	流動資產淨值	712,811	505,056	475,645	447,080	379,837
Total assets less current liabilities	總資產減流動負債	767,819	550,638	515,368	466,049	392,929



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## 昆侖國際金融集團有限公司

### **KVB Kunlun Financial Group Limited**

(於開曼群島註冊成立的有限公司)

(Incorporated in the Cayman Islands with limited liability)

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